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Sanctuary Investing in NZ



An **Endless Summer**
NZ Agribiz Sanctuary

C'MON BOOMERS!

**RELIVE YOUR
"ENDLESS SUMMER"**

**INVEST 'N LIVE IN NZ
(NEW ZEALAND / AOTEAROA)**

Private Placement Memorandum

Private Placement of up to 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.



Nash Kelly Global Ltd

Showcase Seminar Series Sponsors

7/7/2025

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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 accept sole responsibility. Nash Kelly Global Ltd agree to the inclusion of their name solely as Seminar Series Sponsors but take no responsibility for the content of this Memorandum which is the sole responsibility of the directors.

Private Placement Memorandum (“PPM”)

(To operate a Florida Showcase of NZ Investment Opportunities)

This is an invitation to invest in the first, permanent “Invest in NZ” Showcase in Ft Lauderdale, FL, to attract High Net Worth US individuals/families to invest in NZ.

We all know that In terms of natural resources, stable governance, and innovation sectors, New Zealand offers a strong value proposition for American High-Net-Worth individuals (HNWIs) and families. The Showcase investment products will present opportunities that align with their values and investment objectives, such as diversification, legacy building, sustainability, and NZ residency options. The Showcase investment categories are as follows:

1. Real Estate Investment Opportunities

- Residential development projects.
- Agricultural land, vineyards and orchards.

2. Private Equity, Venture and Angel Capital

- Tech startups (AI, agri-tech, med-tech, fintech)
- Emerging Growth Companies (AIP program investments)
- Green and blue economy funds (sustainable aquaculture, clean energy)

3. Agribusiness Investment Funds

- Dairy, NZ tea tree agribiz, organic farming, forestry.
- Funds that offer direct participation and/or profit-sharing models

4. Government-Endorsed Investment Pathways

- Investor visas (Growth and Balanced categories)
- Residency-through-investment benefits.

5. Green Investment Projects

- Sustainable real estate developments.
- Carbon offset forests or ESG-aligned projects.

6. Māori Partnership Opportunities

- Indigenous-led investment initiatives in tourism, agribiz and culture.
- Cultural co-investment opportunities with tribal authorities.

These opportunities will be presented a seminar supported program presented under “**The Endless Summer**” brand, targeting the HNW baby-boomer generation.

NZ “Endless Summer” Sanctuary Investment Series Seminars

To create a memorable “signature” to our Showcase seminar program, we have been licensed to use the nostalgic imagery from that iconic ‘60’s film, “**The Endless Summer**” in marketing NZ as an investment destination for High Net Worth American investors. In particular the Baby-Boomer” generation seeking “**Residency-By-Investment**” visa

privileges. The US marketing will be led by seminars sponsored by a firm founded by the “Architect” of New Zealand’s “Active Investor Plus” (AIP) program and lead the series as Keynote Speaker.

That firm being Nash Kelly Global Ltd, led by the former Napier Member of Parliament and Ardern administration, Cabinet Minister, Stuart Nash.

LONG TERM “ACTIVE” STAY

Under the original iteration of the AIP regulation, Stuart and his team sought to encourage investor visa holders to get

The NZ “Endless Summer” Sanctuary Investment Series

Proudly Presenting **NK** NASH KELLY

New Zealand’s strategic leadership,
“**Residency-By-Investment**” professionals.

Venue: Lauderdale Yacht Club, 5.00PM, October 15th 2025
Your Master of Ceremonies Cappy “Humphrey Bogart” Pillon

Meet the architect of NZ’s Active Investor Plus
“**Residency-By-Investment**” program.
Learn about the world’s leading residency program.

An Endless Summer
NZ Endless Summer, Sanctuary Seminar Series guest speaker: Stuart Nash.
Former NZ Minister of Economic Development, Revenue, Police, Small Business, Tourism, Forestry, Fisheries. Drove the immigration changes around investor migrant. As Minister of Economic Development Launched the Active Investor Plus Visa (‘Golden Visa’) that in the last three months has seen NZD1.145B in new “Residency-By-Investment” applications.

active in both the community and the investment target through a longer stay requirement attaching to the residency visa.

ENTER THE “ENDLESS SUMMER” PROGRAM.

Through our licensed use of the evocative imagery from the movie, we target attracting investment interest in NZ from High Net Worth baby-boomers for whom the nostalgia of the movie / the era will encourage them to spend the NZ summer residing in NZ. Actively involved with their investment and ingratiating themselves into their local community. The kaupapa of Stuart’s original AIP program.

SUNNY HAWKES BAY

USD10,000,000
EGC Project
(Emerging Growth Companies)

Hawkes Bay EGC # 1 Fund
Incorporated / domiciled in NZ

CATALIST INVESTMENT EXCHANGE

RESTRICTED INVESTMENTS
The offers discussed herein are made pursuant to Rule 501 as SEC Regulation D exempt placements available to (1) US based 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.

Open to Qualifying Parties only
Private Placement Memorandum DOC-2023

Hawkes Bay

Since 1850
New Zealand’s
leading wine
and fruit region

"THE ENDLESS SUMMER" (Contd)

Evoking US Baby-Boomer Interest in NZ Residency

"The Endless Summer" (1966) is an iconic surf documentary that captures a carefree, sun-soaked, adventurous lifestyle. It holds a timeless appeal, **especially to US Baby boomers** 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.

"THE ENDLESS SUMMER" (Contd)

US Baby-Boomer marketing Strategy-Fort Lauderdale base

1. Nostalgia-Driven Marketing

We are using the *"Endless Summer"* imagery because it delivers a strong emotional anchor to American Baby Boomers who came of age during or shortly after the surf culture explosion of the '60s. This film representing freedom, leisure and a utopian lifestyle with adventure. Themes that align perfectly with the appeal of a New Zealand sanctuary for those seeking to embark on a further journey of adventure and lifestyle change.

2. New Zealand's Appeal

- **Safety and stability:** NZ is politically stable, clean, and seen as a haven — especially appealing in uncertain times.
- **Golden Visa:** Boomers looking for exit or legacy strategies are drawn to residencies that support estate planning or multi-generational mobility.
- **Lifestyle Assets:** Orchards, boutique vineyards, and similar properties offer income, serenity, and intergenerational appeal.

3. Fort Lauderdale Office Repositioning

Fort Lauderdale has a high concentration of affluent Boomers and yachting culture. By repurposing a former realty office into a *"showcase gallery"* (rather than a hard-sell real estate office) makes perfect sense for the luxury / experiential sanctuary buying mindset of this demographic.

BUILDING US INVESTOR RELATIONSHIPS

In addition to the seminar series, building long term engagements will be supported by a number of initiatives, including interalia:

1. Experiential Showroom Design

We plan on turning the office into a cross between a travel gallery and a lifestyle investment studio adorned with Poupou of each of NZ's 16 regions, delivering a wharehau effect:

2. Curated, Small-Group NZ "Discovery Retreats"

This relationship building activity has been commenced by our Seminar Sponsors, Nash Kelly Global and which currently include orchard stays, wine tastings, and meetings with immigration consultants as part of a strategy to position it as both a reconnaissance trip and a lifestyle experience for those planning legacy investments.

“THE ENDLESS SUMMER” (Contd)

3. Private Wealth Advisor Collaboration

Building connections and relationships with trust & estate attorneys, Family Office advisors, Financial and wealth advisors is an area we will progressively work on as many already have clients quietly asking about offshore safety nets. For this reason we developed the “white-label” (ASP) investment packages that include both the visa mandated investment and an agribiz residential sanctuary lifestyle they can offer to clients.

4. “Boomer-Optimized” Digital Presence

Much of our digital online presence has and will be designed for the 60+ demographic with big fonts and simple navigation. Story form case studies such as “How Bill & Sandra turned their yacht sale into a legacy orchard in NZ” and thought leadership blogs such as the “Top 3 Countries for Safe, Income-Producing Lifestyle Investments in 2025.” NZ being at #1 of course.

5. Strategic Use of Print & Traditional Media

Yes, retro is in as is investment in glossy spreads in *Robb Report*, *Yachting*, *AARP*, and *Garden & Gun*. Supported by direct mail to invite specific parties to seminars and radio ads on niche stations with travel- or wealth-oriented programming.

6. Annual “Legacy Investment” Dinners

In addition to our yacht club seminars, a once a year dinner with hi profile speakers speaking on a range of topics of interest such as NZ immigration law, NZ-horticulture and families who’ve made the move. Focus on intimacy, invitation-only with great storytelling about the New Zealand experience.

In Closing

Here at “NZ Showcase USA Inc, we are presenting peace of mind, legacy, and a piece of the paradise that the Baby-Boomer generation dreamed about when they first saw *The Endless Summer* in theaters during their teenage and early adult years.

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

By staying rooted in this emotional core and by backing it up with a credible offshore investment holding structure, this strategy will resonate both deeply and profitably.

PART A

The Placement

USD480,000

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

H&P Henley & Partners

(UK based residence and citizenship by investment consultants)

800,000 Showcase Owner/Sponsor Shares priced at USD0.60C Per Share

(80 share parcels of 10,000 shares per parcel x USD6k per parcel. USD480,000 deployed as follows).

NEW ZEALAND USD240,000	UNITED STATES USD240,000
Investment Product Procurement	Showcase / Seminar Presentation

Through an “Endless Summer” 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 through our nation’s “Residency-By-Investment” visa program. Our target demographic being the Baby-Boomer generation.

The entry point into “*Calling NZ home*” and repatriating substantial capital that will bring benefit to New Zealand’s economy through direct investment into an Emerging Growth Company (EGC) that opens the door to the “Residency-By-Investment” process.

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:

Linda Brink – Founder President
Sanctum Stay Realty Inc – US Promoter.
2929 E Commercial Blvd, Ste 408
Fort Lauderdale, FL 33308, USA
+1-954-203 6233
linda@sanctumstay.us

Nicholas Iverson-NZ Resident Director
NZ Showcase USA Inc
26 Kemp Road
Kerikeri 0230 New Zealand
+64-21-178 7637
nic@sanctumstay.us



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	All 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 21-24 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 4 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 MLS system plus supporting technologies.

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 are forecast to start closing.

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 typical 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
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
TOTAL		1,675,278	3,372,164	3,540,772	3,717,811	3,903,701	4,098,886	20,308,612

SHOWCASE SPONSOR OWNER 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 OWNER 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	(Pre-Money)	(Post Money)
ASSETS			
NON-CURRENT ASSETS		100,000	8,344,800
Fixed Assets (excludes Showcase buildings – IP only)	(1)	100,000	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		580,000	8,376,000
EQUITY AND LIABILITIES			
CAPITAL & RESERVES		580,000	8,376,000
Share Capital	(4)	100,000	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		580,000	8,376,000

Notes:

- (1) The value of the Showcase IP 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 USD100,000 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.

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) solely procures an investment listing in the Showcase and such listed investment 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 17 th 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 an EBITDA basis a SSO is forecast to potentially recover their investment in year 1 with a 165% ROI. These figures are not warranted to any party whatsoever as trading risks as disclosed herein do apply.

Showcase Sponsor – Owner 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 investment product listings from all 16 regions of NZ.

MINIMUM INVESTMENT

The Minimum Investment requirement to become a Shareholder 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. Pending release of her family’s property from the probate process, a “pop-up” Showcase will be setup with outreach to a range of private wealth advisors.

STEP 2 “WHARENUI” REFIT LAUNCH & FULL OPENING

Upon release from probate and shareholder approval for further share issuance (), the following steps are scheduled to take the Showcase through to full opening:*

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

(*) DISCLAIMER

As any transfer of title in the property proposed as the permanent Showcase would involve the issue of a proposed 700,000 shares, heavily diluting outstanding shares, the shareholders may decide against such transfer and continue to operate the Showcase from alternative leased premises where the only charge against operating income and profit passthrough is the annual lease cost.

PART B

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 (NZ)



The Showcase Operations



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

Showcase Profile



My name is Linda Brink. I am an American who upon return to Ft Lauderdale in Florida, will finalize the probate process currently attaching to 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 exclusive of the going concern realty firm, values at USD420k. Subject to shareholder approval, it is intended 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. 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.

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	

Showcase 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.

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 art, Shona has developed a large personal network in the USA.



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 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)** ref-tint the old realty shop/office with the NZ Regional Poupou artwork focused makeover, **(3)**, repurposing it as a NZ “Wharenuī themed” investment products showcase.

Taking NZ to America

(Listings Now Invited!)

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) (USD5M Template)**

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 (NZD3M Template)**

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 (Alternative to (2) above)**

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 this delivers value for money in luxury residences. In both a rural and ocean view setting.

Bringing US Capital to Hawkes Bay

(A “first-ever” Hawkes Bay Angel Fund)

The business plan of our Showcase Sponsors provides for raising USD10M in the US to deliver a capital pool to launch Hawkes Bay “Angel Investing” into approved EGC’s.

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.

SUNNY HAWKES BAY

Hawkes Bay

Since 1850
New Zealand's
leading wine
and fruit region

USD10,000,000
EGC Project
(Emerging Growth Companies)

Hawkes Bay EGC # 1 Fund
Incorporated / domiciled in NZ

CATALIST//
INVESTMENT EXCHANGE

RESTRICTED INVESTMENTS
The offers discussed herein are made pursuant to Rule 504 of SEC, Regulation D exempt placements available to (1) US based 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.

Open to Qualifying Parties only
Private Placement Memorandum
DOC 3033

AN EXCHANGE TRADEABLE “FOR PROFIT” COMPANY

This USD10M (circa NZD16M) fund will differ to the archetypal angel fund that operates in New Zealand. Planned to be raised through a company, US based “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 an application would enable early share price discovery to commence. This discovery leading to share trading through a regulated, early exit platform.

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 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

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 / Received by Applicant on _____

ENTER LIMITED PARTNER APPLICANT DETAILS

Name: _____

Business Address: _____

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 forwarded / delivered to NZ Showcase USA Inc 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. Email for communication purposes is capital@sanctumstay.us.

Onshore Bank of America NA, 222 Broadway, NY USA ACH Routing # 063100277 Account # 898133307604.
Offshore: 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)

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.

Restricted Circulation Copy

.....
Chief Executive Officer – US Resident Director

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.

OUR NZ INVESTMENT SHOWCASE IN FL.



<https://nZRural.farm>

<https://sanctumstay.com>

<https://goodservicerealty.us>



SANCTUARY INVESTING IN NEW ZEALAND

Due Diligence Introductory Notes Only

This document sets out a number of the issues that a US investor considering investing in a “Sanctuary” agribiz asset in New Zealand needs to undertake as part of the investment consideration process.

Linda Brink – NZ Agribiz Sanctuary Purchase – “DD Guide”
sanctuary@sanctumstay.us