

PATRIOT SOIL SOLUTIONS USA •

AQUALOCH™

TACTICAL SOIL RECONSTRUCTION • AGRONOMIC BIO-MINERAL TECHNOLOGIES

CONFIDENTIAL OFFERING

U.S. VETERAN-OWNED & OPERATED

Date: October 2026 • Private Placement Memorandum

SEED GROWTH INVESTMENT MEMORANDUM

\$1,250,000 Target Seed Round (Expandable to \$3,000,000 Statewide Moat Tier)

Minimum \$100,000 Pre-Seed Investors Wanted • Up to 10X ROI on Share Conversion at 1st Round Evaluation

1. EXECUTIVE SUMMARY & INVESTMENT OPPORTUNITY

Patriot Soil Solutions USA, LLC and AquaLoch, LLC (collectively the "Company") are emerging Texas agronomic bio-mineral manufacturing leaders. The Company formulates, manufactures, and distributes breakthrough bio-retention matrices and microbial delivery systems engineered specifically to combat heat stress, severe drought, and hardpan clay compaction throughout Texas and the Southern United States.

The Company has achieved a definitive commercial inflection point: **securing a confirmed retail contract to place its flagship products onto the shelves of 100 H-E-B Grocery stores across Texas starting in Early 2027**. H-E-B is Texas's premier grocer with over 340 locations, \$38+ Billion in annual sales, and the highest retail foot-traffic loyalty in the state.

AquaLoch is raising a **\$300,000 Pre-Seed Angel Tranche**, anticipating meeting **three (3) foundational investors for \$100,000 each** (within a broader \$1.25M seed round authorization). Capital will directly fund inventory fulfillment for our confirmed 100-store H-E-B rollout in early 2027, automated Texas blending and packaging machinery, and our high-margin Premier Nursery wholesale network. The Company maintains a strict policy: **"Minimum \$100,000 Pre-Seed Investors Wanted"**.

\$100,000

MINIMUM PRE-SEED TICKET

Up to 10X ROI

1ST ROUND CONVERSION CREDIT

100 Stores

CONFIRMED H-E-B LAUNCH

💎 Early Investor Advantage: Up to 10X ROI on Share Conversion at 1st Round

Evaluation:

In exchange for early foundational capital, our pre-seed angel partners lock in an extraordinary conversion covenant: **Future conversion of shares will be awarded at the official 1st round institutional evaluation (Series A) with a realistic up to 10X ROI on conversion.** For example, a \$100,000 pre-seed commitment will convert at up to \$1,000,000 in equity valuation credit at the institutional Series A pricing. Furthermore, the Company provides a contractual **Call Option & Buyout Floor**: upon reaching regional consolidation within 24–36 months, the Company may buy out investor shares at a guaranteed contractual floor of **3.0x on invested capital (\$300,000 cash payout on a \$100,000 check)**, or investors may ride uncapped strategic equity up to 10x–100x+ returns.

2. SUMMARY OF INVESTMENT TERMS

Term	Description / Provision
Issuer	Patriot Soil Solutions USA, LLC / AquaLoch, LLC (Texas LLC, Veteran-Owned Business)
Offering Syndicate	\$300,000 USD Pre-Seed Tranche (3 angel partner allocations of \$100,000 each within \$1.25M seed authorization)
Minimum Investment Ticket	\$100,000 USD Minimum ("Minimum \$100,000 Pre-Seed Investors Wanted")
Security Instrument	Class B Preferred Non-Voting Membership Units (or Pre-Seed SAFE with Contractual Conversion & Buyout Rights)
Investor Role & Governance	Silent Partner: Passive economic interest. Zero operational liability, zero day-to-day management burdens. Full limited liability protections.
1st Round Conversion Privilege	Up to 10X ROI on Share Conversion: Future conversion of shares awarded at official 1st round institutional evaluation (Series A) with realistic up to 10X conversion valuation credit (\$100K converts at up to \$1,000,000 valuation credit).
Pre-Money Valuation Cap & Discount	\$6,000,000 USD Cap with a 30% Series A Discount .
Buyout Call Option Floor	Guaranteed 3.0x cash multiple floor (\$300,000 cash payout on \$100,000 check; +\$200,000 net profit)
Liquidation Preference	1.0x Senior non-participating return of capital prior to Common equity distributions

3. THE MACRO PROBLEM: SEVERE DROUGHT & BROKEN LAWN CHEMISTRY

Texas is facing an unprecedented municipal and ecological water emergency. Summer heatwaves regularly exceed 100°F for consecutive weeks, while Stage 2 and Stage 3 municipal watering curfews legally restrict irrigation to once per week or ban sprinklers entirely across major metros (San Antonio, Austin, Houston, Dallas). Homeowners watch thousands of dollars in sod, shrubs, and ornamental trees burn out.

Simultaneously, traditional chemical fertilizers exacerbate the disaster:

- **Chemical Salt Sterilization:** Legacy big-box fertilizers rely on high-salt chemical nitrogen that sterilizes native mycorrhizal fungi and beneficial soil biology.
- **Hardpan Compaction & 60% Water Runoff:** Compacted soil forms an impermeable hardpan clay barrier. Up to **60% of applied irrigation water runs off wasted** into street gutters without reaching root depth.
- **Chemical Burn Liability:** High-salt granules applied in summer heat scorch turf leaves and kill plant roots.

4. COMMERCIAL PRODUCT PORTFOLIO & PROPRIETARY SCIENCE

Patriot Soil Solutions USA has engineered a market-ready suite of consumer retail and commercial products:



Low Crawler Castings
2-0-0
OMRI Listed • 4 LB Pouch
(\$25.99)



Black Ops Biochar™
OMRI Listed • Go Texan (1
LB)



Soil Strike & Quench
Tactical Stim/Hydration
Sticks



R.A.I.D. Unit™ Ag
Machine
Subsurface Root Injection
Rig

TerraLoch™ Sodium CMC Bio-Hydrogel

Unlike toxic synthetic Polyacrylamides (PAM), TerraLoch utilizes pharmaceutical-grade **Sodium Carboxymethylcellulose (CMC)** that holds up to **400x its weight in water** directly at root depth, slashing irrigation demand by **30% to 50%**.

Living Microbial Regeneration

Inoculated with mycorrhizae and beneficial bacteria that digest hardpan clay, cycle bound phosphorus, buffer soil pH, and provide **100% zero chemical burn** for children, pets, and Texas groundwater.

Proprietary Agronomic Formulations & Recipes

"Save money on water 1st... Organic lawn feeding 'Simplified' 2nd! Be the First to the Greatest Lawn Finish line!"

- **Liquid Foliar Spraying:** Rapid chelated micro-nutrients and biostimulants.
- **Summer Soil Recharge:** Pure worm castings + biology + heat shield biostimulants.
- **Organic Nitrogen Booster:** Alfalfa pellets & cracked soybeans for zero-burn green-up.
- **Lawn-Leveler & Rejuvenator:** Worm castings, play sand, topsoil & compost.
- **Specialty Tree Planting Mix:** Concentrated worm castings + TerraLoch™ for 98%+ tree survival.
- **Commercial Land Detoxification:** Zeolite, Black Ops Biochar™ & microbes + hemp phytoremediation.
- **R.A.I.D. Unit™ Ag Rig:** Subsurface root injection with deep aeration, speeding regeneration by years.

Premier Nursery Partnership Wholesale Schedule

H-E-B generates mass consumer discovery while our advertising actively directs bulk buyers to Authorized Premier Nurseries:

Tier 1: Discovery (1/4 Pallet)

40% – 42% Gross Margin

Turnkey POS display, 100 customer brochures, staff quick-fact guides.

Tier 2: Growth (1/2 Pallet)

46% – 48% Gross Margin

All Tier 1 + custom end-caps, store locator VIP listing, lunch & learn.

Tier 3: Premier (Full Pallet)

52% – 55%+ Gross Margin

All Tier 2 + direct co-op ad dollars, geo-fenced local ads, outdoor banners.

5. AGRICULTURAL SCALE: THE R.A.I.D. UNIT™ & CHILE DROUGHT PARTNERSHIP

Beyond consumer retail, AquaLoch possesses broad-acre agricultural machinery and global impact initiatives:

- **R.A.I.D. Unit™ (Revolutionary Ag Injection Delivery):** A heavy-duty agricultural machine that injects AquaLoch soil mineral mixtures directly below the crust into the active root zone in a single pass. Eliminates evaporation loss and optimizes row crops, pastures, and vineyards.
- **Chile Partnership Initiative ("Helping Chile Grow Again"):** Applying for multilateral agricultural grants to deploy AquaLoch minerals and R.A.I.D. units across drought-stricken Chilean farming regions, expanding our enterprise footprint internationally.

6. PROVEN EMPIRICAL VALIDATION & FIELD TRIALS

Commercial Livestock Validation: Bobby Ledom Pasture Trial (Hartford, KS)

In an 80-acre treated vs. 80-acre untreated commercial pasture trial (treated with 3 Gal/Acre), AquaLoch delivered definitive economic and biological gains:

DRY MATTER GAIN

+779 lbs/acre

+62,320 lbs Extra Forage

DAILY FORAGE SURGE

692.4 lbs/day

90-Day Summer Season

CARRYING CAPACITY

+23 to +26

Head

Extra Grazing Steers

NET PROFIT / ACRE

+\$24 / Acre

Net

\$1,920 Net Profit on 80 Ac.

Forage Chemistry Analysis: Substantially elevated Relative Feed Value (RFV) and Relative Forage Quality (RFQ) with ~20% Crude Protein, maximized Total Digestible Nutrients (TDN), minimized Neutral Detergent Fiber (NDF), and an optimal ~30% Acid Detergent Fiber (ADF).

- **Moore Oats Agricultural Trial:** 25% synthetic fertilizer cut delivered higher grain yield and deeper root penetration than untreated controls.
- **Parks Residential Lawn:** Complete green turnaround of dead Bermuda turf in 14 days with 40% reduced water.
- **Crepe Myrtle Drought Revival:** Reversed severe heat chlorosis and canopy loss within weeks.
- **FirstService Residential:** Successful master-planned commercial pilots across San Antonio HOAs.

7. SCALED UNIT ECONOMICS WITH AUTOMATED TEXAS PLANT

Capital investment into automated packaging and bulk compounding drives unit COGS down from \$5.85 to **\$3.80**, unlocking **75.5% gross profit margins**:

Cost / Price Metric	Hand-Compounded (Initial)	Automated Plant (Scaled)	Financial Impact
Consumer Retail MSRP	\$25.99	\$25.99	Accessible impulse grocery price point
H-E-B Wholesale Price	\$15.50	\$15.50	40.4% retailer margin
Raw Ingredients (CMC, Minerals, Worm Castings)	\$2.80	\$2.10	Bulk supplier volume discounts
Packaging, Pouch Fill & Labor	\$2.20	\$1.10	High-speed VFFS automation
Freight & Pallet Logistics	\$0.85	\$0.60	Full-truckload logistics efficiency
Total Unit COGS	\$5.85	\$3.80	35% Reduction in Unit Production Cost
AquaLoch Scaled Gross Profit	\$9.65 (62.3%)	\$11.70 (75.5%)	Industry-Leading Cash Generation

8. 3-YEAR FINANCIAL MODEL (2027 – 2029)

Metric	Year 1 (2027)	Year 2 (2028)	Year 3 (2029)
Active H-E-B Stores	100 Stores	250 Stores	340+ (Full State)
Nursery & Commercial Accounts	25 Partners	80 Partners	180 Partners
Gross Revenue	\$4,850,000	\$14,200,000	\$34,500,000
Gross Margin (Blended)	72.0%	74.5%	76.2%
EBITDA	\$1,450,000	\$5,250,000	\$13,800,000

9. PRE-SEED USE OF PROCEEDS (\$300,000 TRANCHE)

Strategic Allocation	Pre-Seed Tranche (\$300,000)	Full Seed Scale (\$1.25M)
Bulk Raw Materials & H-E-B 100-Store Inventory	\$120,000 (40%)	\$450,000 (36%)
Texas Automated Compounding & Packaging Machinery	\$80,000 (27%)	\$400,000 (32%)
Premier Nursery POS Merchandising & Geo-Targeted Ads	\$60,000 (20%)	\$250,000 (20%)
Working Capital, Regulatory Barcoding & Reserves	\$40,000 (13%)	\$150,000 (12%)
Total Capital Deployed	\$300,000 (100%)	\$1,250,000

10. THE THREE HORIZONS OF ENTERPRISE BUYOUT (\$100,000 CHECK PERSPECTIVE)

The investment structure provides three clear liquidity paths for early pre-seed angel partners committing a **\$100,000 check**:

Level 1: Regional Buyout

\$10,000,000

Trigger: 100-340+ H-E-B stores, 50+ nurseries, and HOA contracts.

\$100,000 Check Payout

**\$300,000
CASH**

3.0x Contractual Floor
Guaranteed

• 3.0x ROI (+\$200,000 Net Profit)

Level 2: Strategic M&A

\$100,000,000

Trigger: National Sunbelt retail expansion (\$25M+ revenue, 75.5% gross margin).

\$100,000 Check Payout

**\$1.0M –
\$1.43M CASH**
+\$900K to +\$1.33M Net Profit

• 10.0x – 14.3x ROI (Scotts, SiteOne, Central Garden)

Level 3: Global AgTech Unicorn

\$1 BILLION

Trigger: Global row-crop disruption across millions of acres, carbon credits.

\$100,000 Check Payout

**\$7.0M –
\$10.0M+
CASH**

Generational Wealth Creation

• 70x – 100x+ ROI (Nutrien, Syngenta, Wall St. IPO)

11. EXECUTIVE LEADERSHIP & CLOSING SYNDICATE

Mike Forostoski

FOUNDER & CHIEF EXECUTIVE OFFICER • U.S. VETERAN

Agronomic inventor of AquaLoch's bio-retention matrices and microbial delivery systems. Oversees manufacturing operations, supply chain, and R.A.I.D. Unit engineering.

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Rocky Garcia

CO-FOUNDER & STRATEGIC PARTNERSHIPS

Spearheads retail channel development, nursery network expansion, and commercial HOA contracts across Texas. Architect of the 100-store H-E-B rollout.

✉️ Rocky@PatriotSoilSolutionsUSA.com • San Antonio, Texas

**ACCEPTED AND AGREED:
PATRIOT SOIL SOLUTIONS USA / AQUALOCH
(ISSUER)**

Mike Forostoski, Founder & CEO

Date: _____

**ACCEPTED AND AGREED:
ANCHOR ANGEL INVESTOR (SILENT PARTNER)**

Investor Entity / Name:

Allocation Amount: **\$100,000.00 USD**

Date: _____