

PATRIOT SOIL SOLUTIONS USA & AQUALOCH, LLC

Pre-Seed Angel Term Sheet • \$100,000 Check • 100 H-E-B Grocery Stores Launch

STRICTLY CONFIDENTIAL

This Term Sheet summarizes the principal terms for the Pre-Seed Angel round of **Patriot Soil Solutions USA, LLC** and **AquaLoch, LLC**. The syndicate is structured to meet **three (3) foundational angel investors contributing \$100,000 USD each (\$300,000 USD tranche)**, with a formal **Minimum \$100,000 Pre-Seed Investors Wanted** policy. Capital will directly fund inventory fulfillment for 100 confirmed H-E-B grocery stores in early 2027, automated plant equipment, and premier nursery distribution across Texas.

Issuer	Patriot Soil Solutions USA, LLC / AquaLoch, LLC , a Texas Limited Liability Company (U.S. Veteran-Owned & Operated).
Pre-Seed Syndicate Size	\$300,000 USD Total Tranche (3 angel partner slots of \$100,000 each within a \$1,250,000 seed authorization).
Minimum Investment Check	\$100,000.00 USD Minimum ("Minimum \$100,000 Pre-Seed Investors Wanted").
Security Instrument	Class B Preferred Non-Voting Membership Units (or Pre-Seed Convertible SAFE with Guaranteed Buyout Rights).
Investor Role & Governance	Silent Partner: 100% passive economic interest. Investors hold zero operational liability, zero debt exposure, and no management burden. Executive control remains with Managing Principals.
1st Round Conversion Privilege (Series A)	Up to 10X ROI on Share Conversion: In exchange for early foundational capital, early investors lock in a preferential conversion valuation credit. Conversion of shares will be awarded at the official 1st round institutional evaluation (Series A) with a realistic up to 10X ROI on conversion (e.g., each \$100,000 pre-seed check converts at up to \$1,000,000 equity valuation credit).
Conversion Valuation Cap & Discount	\$6,000,000 USD Valuation Cap with a 30% Series A Discount , guaranteeing early angel investors obtain the lowest unit price when priced institutional equity enters.
Liquidation Preference	1.0x Senior Non-Participating Preference on invested capital ahead of common unit holders upon any liquidation, merger, or asset sale.
Information Rights	Quarterly executive reporting packages, H-E-B store re-order dashboards, and annual compiled financials delivered within 30 days of period close.

AQUALOCH / PATRIOT SOIL — BUYOUT WATERFALL & SIGNATURES

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Contractual Buyout Provisions & Capital Deployment Execution (\$100,000 Check)

Three-Horizon Buyout Architecture (\$100,000 Check Perspective)	Downside Protection with Uncapped Strategic Upside: • Level 1 (\$10,000,000 Regional Buyout / Founder Call): Within 24–36 months, Issuer holds call option to repurchase units at guaranteed 3.0x cash multiple (\$300,000 Cash Payout on \$100K check; +\$200,000 net profit). • Level 2 (\$100,000,000 Strategic M&A Buyout): In a strategic acquisition by industry conglomerates (Scotts Miracle-Gro, SiteOne, Central Garden & Pet, Bayer/Envu), Investor units convert yielding 10x to 14.3x return (\$1,000,000 to \$1,430,000 Cash Payout; +\$900K to +\$1.33M net). • Level 3 (\$1,000,000,000 AgTech Unicorn / IPO): In global drought/agricultural disruption or IPO exit, Investor units yield 70x to 100x+ return (\$7,000,000 to \$10,000,000+ Cash Payout).
Secondary Liquidity & Tag-Along	Investors hold pro-rata tag-along rights in any secondary share sale or institutional recapitalization prior to buyout exercise.
Pre-Seed Use of Proceeds (\$300,000 Tranche)	Funds allocated directly to retail fulfillment and automated production: • H-E-B Initial 100-Store Inventory & Raw Materials: \$120,000 (40%) • Automated Compounding Machinery & Tooling: \$80,000 (27%) • Premier Nursery POS Merchandising & Geo-Targeted Ads: \$60,000 (20%) • Working Capital & Contingency Reserves: \$40,000 (13%)
Target Closing Date	Target syndicate closing on or before November 30, 2026 .

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

ACCEPTED AND AGREED:
PRE-SEED ANGEL INVESTOR (SILENT PARTNER)

Mike Forostoski, Founder & CEO (U.S. Veteran)

Date: _____

(970) 630-2625 • mike@aqualoch.com

Investor Entity / Name: _____

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

Signature: _____

Date: _____