



ORGANIC AND
REGENERATIVE
INVESTMENT
COOPERATIVE

Organic and Regenerative Investment Co-operative (ORICoop)

ORCA INVESTOR SHARES TERM SHEET

This Term Sheet is an information document for ORICoop current and prospective members considering investment in the ORCA Project. Investors subscribe via the purchase of Investor Shares in ORICoop through the Investor Shares Application available [here](#), with non-members also needing to complete the online [ORICoop Membership Application](#) form.

Issuer	Organic and Regenerative Investment Co-operative (ORICoop)
Investor Shares	Investor Shares are issued under Rule 17(1) of the ORICoop Rules, for the purpose of raising share capital to enable the Co-operative to invest into strategic assets and infrastructure. ORICoop will invest all Investor Share funds raised under this offer into the ORCA Project.
Investor Share Issue Price	\$500 per Investor Share, with a per shareholder minimum of 2 Investor Shares (\$1,000) as per ORICoop's Disclosure Statement .
Issue Amount	Seeking to raise AUD \$450,000. There is no minimum or maximum limit on the raise.
Membership requirement (other than Wholesale Investors)	In accordance with section 76 of the Cooperatives National Law (CNL), shares in ORICoop must not be issued to a non-member. A non-member lodging a Share Subscription Application also needs to lodge an application for membership, and will become a member if the application is approved.
Target Returns	<p>ORCA will invest funds raised into the development of the proprietary ORCA marketplace and development of systems for facilitation of organic grain trading, storage, processing and distribution. ORCA will generate regular revenues primarily by fees and commissions earned from the service provision of the ORCA business. ORICoop will, where appropriate, provide seed funding for logistics and infrastructure, including via lending, co-investment or rent-to-buy terms with producers or processors.</p> <p>ORICoop is targeting a 5-7% annual distribution on the Investor Shares, via twice-yearly distributions. Distributions are subject to investment performance, external risks and director decision in compliance with the CNL, the Rules and the Disclosure Statement.</p>



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Withdrawals	Investor Shareholders are encouraged to remain as members for at least the 5 year initial term of the ORCA Project, but are not prevented from resigning at the time they choose. On resignation, ORICoop will repurchase their shares for the same price of \$500 per share. However the timing of repurchase is at the Directors' discretion, and is less likely to be available prior to the end of the 5 year Project term as per Disclosure Statement
Payment Date	Investor funds must be paid in full on the date of Application. Funds are held in trust and if an application is declined, funds are returned in full.
Register and certificates	Members registry and share registry are held by ORICoop. Certificates are issued to Investor Shareholders.
Transfers	Investor Shares are transferable to any person who qualifies for and agrees to take up ORICoop membership, and is approved by the Board. Share sale price is as agreed between seller and buyer. The transferee will be registered as the shareholder without any change of terms, subject to process requirements and transferee meeting the same acceptance criteria as applied to the original shareholder.
Eligible Projects	<p>Funds raised from Investor Share subscriptions must be invested by ORICoop in accordance with the purposes set out in the ORICoop Rules and the Disclosure Statement. Subject at all times to complying with those criteria, indicatively the Board expects the allocation of investment funds to be based on the following:</p> <ul style="list-style-type: none"> - the development of the ORCA grain trading marketplace, - the development of tailored organic grain handling and storage infrastructure - into a proposed ORCA Trust which will combine Investor Share funds with wholesale investor funds, to offer co-investment or secured loans to producers and processors for the purchase of organic grain handling infrastructure.. <p>See the ORICoop website for further information on the ORCA project.</p>
ORICoop fees	ORICoop will not charge a fee to Investor Shareholders for the share issue. ORICoop will manage the ORCA Project and pay for items such as staff costs, overheads, legal and accounting. Costs, revenues and returns will be transparently reported to investors.



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Security	Investor Shares are unsecured. ORICoop will either own the assets that it invests in, or for commercial loans or co-investments will seek best available security terms.
Disclosure Statement	The ORICoop Disclosure Statement is supplied to prospective shareholders and is available on the ORICoop website. The Investor Shares are issued subject to the Disclosure Statement. The Disclosure Statement should be referred to for information about Applications, Dividends, Transfer, Repurchase and Winding Up.

To Apply for Investor Shares ORICoop Members can register [HERE](#) or download the application form [HERE](#)

See ORCA Supplementary Investment Information for detailed information

This Term Sheet is provided by the Issuer. While the Issuer has taken reasonable care in compiling the information, we make no representation or warranty that the information, statements, estimates, numbers or opinions in the Term Sheet are accurate, complete or reliable. This Term Sheet is made available for information only, and is not an offer document. It is not a Product Disclosure Statement under Corporations Law. It has not been submitted for approval by the Australian Securities and Investment Commission (**ASIC**) or the Co-operatives Registrar and is not required to meet ASIC standards for regulated disclosure. The Term Sheet contains forward looking statements, which are based upon Issuer's and others' expectations and beliefs, which are subject to risks, uncertainties and a range of factors outside Issuer's control so may not be accurate. There can be no assurance that the ORCA Project or the Issuer as a business, or any past or future investment in them, will perform in accordance with Issuer's or investor's expectations. Any offer to invest in Investor Shares will be made pursuant to a separate arrangement between Issuer and investor, and solely on the terms of that arrangement. The ORCA Project is not a suitable investment for all investors and carries a range of both general and specific risks. The Issuer offers no personal advice or recommendation as to the suitability of the ORCA Project as an investment for any person. Any person who is considering such an investment should seek independent professional advice and consider their own financial situation.