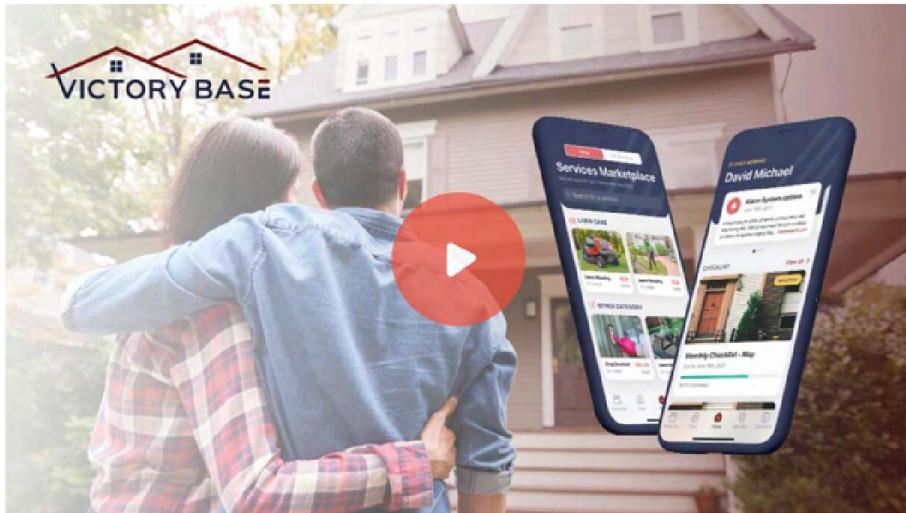


INVEST IN VICTORYBASE CORPORATION

Not rent. Not a mortgage. A new way to live.



victorybase.com Southlake TX [Twitter](#) [LinkedIn](#) [Instagram](#)

Highlights

- 1 A revolutionary approach to the world of real estate: Stop wasting money solely on rent.
- 2 \$23.2mm of high quality residential real estate assets under management.*
- 3 Repeat founder with 2 successful business exits: One surpassing \$100 million monthly revenue.
- 4 Top tier team; a former FA-18 Top Gun pilot, a former Blackhawk pilot, and a former Green Beret.
- 5 Invest in single family communities: A highly attractive real estate asset class
- 6 Strong focus on military markets allows us to serve our nation's heroes and build strong communities

Our Team



Thomas Paquin CEO & Founder

Repeat founder with 2x successful exits; former Marine Corps FA-18 Top Gun pilot



John W Sharkey COO

West Point graduate; former Army Blackhawk pilot; Cornell MBA; 10 years real estate experience



Justin Allen VP Finance and Development

Former Army Green Beret Captain; Kellogg MBA; personal real estate investor; former D-1 athlete

LEAD INVESTOR



Freddie Kim

I accepted being the Lead Investor for VictoryBase Corporation because of their visionary approach to reshaping the housing landscape. Led by a team of high-achieving military Veterans, they embody values and integrity in every facet of their operations. Their unique approach on the concept of responsibility in residential communities is a testament to their innovative thinking and commitment to disrupt the status quo. It is evident that their military backgrounds have played a pivotal role in shaping the company's culture, as they prioritize values such as accountability, responsibility, and teamwork. In a market where innovation often takes center stage, it is refreshing to see a company that is not just following a trend, but blazing a new trail with their own unique value. Their methodology promotes an "ownership mindset" where residents in their communities can invest and grow equity! What a rewarding concept! Especially in an environment where owning a home can be risky for military Service Members who are constantly moving. I am proud to support a company that not only reimagines ownership, but also embodies the core values that drive their founding team.

Invested \$5,000 this round

Invest in VictoryBase: Revolutionizing Residential Ownership

Aligning Residents as Owners for a Disruptive Change

At VictoryBase, we empower our residents with the benefits of equity ownership.

We believe that with the right tools and right incentives, everyone can be an equity owner and reap the rewards that go along with it. This creates a win win for our residents and our investors.

As a resident in our community, you get the unique ability to invest in our company through your monthly payment, meaning you can build an equity investment without the commitment of a mortgage, while paying a comparable monthly market rate.

As an investor, both resident and non resident, you get the benefits of investing in our company which invests in high quality residential communities, with a business model that strives to optimize annual cash flow and real estate appreciation.

Our rich military heritage and unwavering core values of duty, patriotism, and innovation set us apart. At VictoryBase, we aren't just changing how you live; we're reshaping the entire real estate industry landscape.

Who We Are

At VictoryBase, we are disrupting the existing residential model by offering a new alternative to traditional home ownership and rent. We provide high-quality homes to our residents and empower them by making them owners in the company and giving them the right tools to care for their home. By fostering an "ownership mindset," *we seek to create better communities and drive a higher net operating income from our assets through better occupancy, higher additional income and lower operating expenses.*

We primarily serve military markets because our nation's heroes move frequently, often making it difficult to become homeowners. VictoryBase offers the benefits of an investment, even when buying a home isn't an option.

We are a veteran founded company with a vision to disrupt the entire real estate industry through our new innovative approach.

Our Ask: Investing In Us

VictoryBase Corporation is offering \$5,000,000 in Class A Common Stock, priced at \$10.00 per share. Investors are investing in one or more Special Purpose Vehicles ("SPVs") established by Wefunder as our Co-issuer. We plan to use the investment proceeds to invest in our portfolio of diversified residential real estate assets located adjacent to major military installations. The funding will

allow VictoryBase Holdings (the entity where we house our operating assets) to acquire additional VictoryBase Properties, further supporting our anticipated growth and expansion. The average home price of our target markets typically ranges from \$250,000 to \$300,000. By allocating the \$5mm of capital from this raise, net of Wefunder Fees, along with outside preferred equity investors, we can facilitate 400-475 new homes into our structure through this offering. (Calculated as \$250,000 to \$300,000 per home, where 60% is debt, 36% is preferred equity, and 4% is REG CF funds from this offering. This is a general assumption and could vary depending on each deal, preferred equity investor terms, and debt terms.)

VictoryBase Corporation and its shareholders have economic exposure to the equity and cashflow of VictoryBase Properties by purchasing units of VictoryBase Holdings, the portfolio holding company of all VictoryBase Properties. VictoryBase Holdings can use this capital to invest in the equity needed to acquire additional VictoryBase Properties. The structure and requirements can change depending on economic conditions, the individual deal, etc... and no returns can ever be guaranteed to investors.

As a shareholder of VictoryBase Corporation, you are part of the investment in a diversified residential real estate portfolio that aims to increase value through property-level cash flow and asset appreciation.

The Problem: America's Broken Housing Model

Many people struggle to decide what's best for them, because buying a home and renting a home both come with significant drawbacks.

Buying a home is a significant commitment, best suited for those planning to stay for at least 5 to 7 years. Given the realtor fees and transaction costs, selling a home prematurely can be quite expensive, making it challenging, if not impossible, to recoup these expenses.

Renting might seem convenient in the short term, but it doesn't offer the long-term benefits of equity ownership. Over time, renters may face escalating rents and have nothing to show for their years of payments, missing out on the opportunity to build equity in a property.

Service Members have another option: residing in government housing on military installations. However, these homes are often outdated and, similarly, lack an equity opportunity.



Our Solution: A Whole New New Living Model

VictoryBase introduces a new ownership model that aligns the interests of our residents with our company.



We equip our residents with the necessary technology and tools to help them take care of their homes and embrace an ownership mindset. Moreover, when residents need to move or relocate, they can keep their shares with them as a long-term investment.

How It Works: The VictoryBase Model

Our Approach

At VictoryBase, we seek to acquire and develop residential communities across the country. Our residents use our proprietary technology mobile/web application, which assists them in taking care of their homes effectively.

Innovation:

Our new model combines the flexibility of renting with the opportunity of equity ownership.

	Live in a VictoryBase Community	Buy a Home	Rent a home	Live on Base
High quality home	✓	✓	✓	✗
Opportunity to Invest	✓	✓	✗	✗
Limited or No Transaction Fees	✓	✗	✓	✓
Flexible Move in/Move Out Policies	✓	✗	✓	✓
Tech Platform to help manage and maintain your home	✓	✗	—	✗
Guaranteed Integrated Smart Home Technology	✓	—	✗	✗
No Mortgage Needed	✓	✗	✓	✓

Monthly Payment Model

Instead of paying rent to a landlord or a mortgage to a bank, our residents, known as EquityBase Investors, make an EquityBase Payment on the 1st of every month. This payment consists of:

- **Equity Payment** to purchase shares in our company. VictoryBase Shares may

grow in value as we work to scale the company and improve profits.

- **Base Payment** to cover property and portfolio expenses, such as taxes, insurance, and HOA fees.



Note: Living in a VictoryBase community does not require its residents to be an EquityBase Investor. We welcome Non-Resident investors in VictoryBase Corporation.

EquityBase Investors: Owners and Residents Together

What sets VictoryBase Properties apart is that our residents have the option to become EquityBase Investors, meaning they can be both investors and residents of our communities.

Resident Based Property Management

A Product of the Ownership Mindset



Our high-quality homes are well suited for Resident Based Property Management because they have lower maintenance costs

We offer our residents an exclusive app, encouraging them to manage the house as their very own home. Within this digital platform, EquityBase Investors can invest, process monthly payments, adhere to a monthly home care checklist, secure additional home services, and submit maintenance requests with ease.

Portfolio Performance and Projections

Currently, VictoryBase Holdings manages two (2) subsidiary properties which we call VictoryBase SC1, LLC or "SC1" and VictoryBase NY1, LLC or "NY1".

SC1- Beaufort, SC



- Current Market Value: \$15,000,000
- Current Debt: \$9,361,000
- LTV Ratio (leverage): 62.4%
- Average Occupancy: >95%
- Number of homes: 48
- Current Monthly Base Payment: Average \$2,200 per home
- Current Annual Net Operating Income: ~\$800,000
- Current Debt Service: ~\$527,000 annually
- Anticipated home appreciation year-over-year: 3.5%
- **Market Characteristics:**
 - Conveniently located between Savannah, GA and Charleston, SC; 3 separate Military Installations that support the local economy with \$2.5B in economic impact annually; Beaufort County, SC home price appreciation in 2020 was 4.72% compared to 3.14% nationally; South Carolina has 10 straight years of positive net migration.

NY1- Sackets Harbor, NY*



- Current Market Value: \$8,200,000
- Current Debt: \$5,910,000
- Preferred Equity Investor: \$2,000,000 (up to 7.5% annually for 5 years)
- LTV Ratio (leverage): 72%
- Average Occupancy: 98%

- Number of apartments: 50
- Monthly Base Payment after value-add: Average \$1,400 per home
- Current Annual Net Operating Income: \$500,000
- Current Debt Service: \$360,000 annually
- Current preferred equity payment: max \$150,000 annually
- NY1 is undergoing a Value-Add program where we intend to upgrade and improve older units. We believe this process will allow us to increase monthly Base Payments by 20% in year 1. We expect to complete our Value-Add process by Q2 2024
- **Market Characteristics:** Short commute to Fort Drum, one of the largest Army bases in the US; Fort Drum is home to 10th Mountain Infantry Division and has an Active-Duty population of 13,000; Jefferson County has seen an average home appreciation of 3.66% compared to national average of 3.14%.

Currently held as a Class C unit and subject to share class conversion at the discretion of VictoryBase Management. We urge interested parties to read the offering Form C for further details

Growth and Scalability

The top 3 strategies to expand our Assets Under Management (AUM):

1. With the funds raised, VictoryBase Holdings plans to invest in new VictoryBase Properties that meet our investment criteria.
2. VictoryBase Holdings is structured as a partnership that allows for IRS code 721 asset contributions. This means an existing asset owner can contribute the high quality assets into VictoryBase Holdings, and receive units of VictoryBase Holdings in exchange. This contribution gives asset contributor preferable tax treatment, and it allows VictoryBase to build our portfolio.
3. Our affiliate company, VictoryBase RE LLC, ("VBRE") can identify existing homes, properties under construction, and building sites near military bases and other suitable markets. Once these assets are developed and stabilized, they can be contributed to VictoryBase Holdings.

Each of these options may grow our AUM, increase asset and geographic diversification, and may further strengthen our brand by increasing the number of EquityBase Investors who live in our communities.

Scalable and Diversified: Military Markets with Geographic Diversification



- ✓ There were **1.33mm** Active-Duty Service Members as of 2021*
- ✓ **35-40%** of Service Members are within our target income levels and have the option to live off-base, which totals 500,000 potential residents
- ✓ Achieving 10% market share of the potential residents results in ~50,000 unique residential units
- ✓ Diverse presence across the United States. **Reduces concentration risk** in single market
- ✓ Strategically important military bases in secondary markets provides opportunity for **low-risk diversification**

Why We Believe Single Family Community is a Strong Asset Class

INVESTORS TAKE NOTICE OF BFR/SFR OPERATIONAL ADVANTAGES

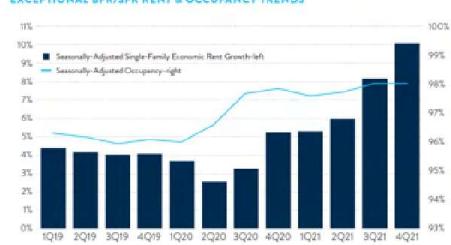
OVERVIEW

BFR/SFR is a burgeoning new asset class boasting the fastest growth rates within the U.S. Housing Market. This space is estimated at \$3.4 trillion, nearly equal to the \$3.5 trillion multifamily market. More and more residents are trading down payments, mortgages, and home repairs for a purpose-built community without maintenance costs. BFR/SFR growth is expected to outpace multifamily, office, retail, storage, and hospitality growth in 2023.

BUILT-FOR-RENT THE PRETTIEST GIRL AT THE DANCE

- SFR/BFR Owner Operators Pursuing Builder Partnerships
- \$105B of Capital raised for BFR investment - 70% of which has not been deployed
- BFR/SFR Allows Investors to Target Tertiary Markets They Would Not Otherwise Consider

EXCEPTIONAL BFR/SFR RENT & OCCUPANCY TRENDS



Source: Company data, Zions & Associates Single Family Rental Survey

STABILITY AND OPERATIONAL ADVANTAGES

8.7%
Seasonally Adjusted YoY Blended Market Rent Growth (Dec 2022)

96%+
Seasonally Adjusted Occupancy Rates (Dec 2022)

5.4%
New Move In Rent Growth (2023 Forecast; Dec 2022)

SFR/BFR Retention 70%+
vs 53.5% for Multifamily (Dec 2022)

Collections OVER 96%
Collections Reported by Owners, Even During the Pandemic

Source: Company data, Zions & Associates Single Family Rental Survey, Great Scott

CURRENT HOUSING SHORTAGE AND PRICE ESCALATION CAUSED BY CONFLUENCE OF FACTORS

FACTORS CONTRIBUTING TO HOUSING SHORTAGE

- New-home construction has fallen 6.8 million units short of what was needed to meet household formation growth.
- Increase in the number of households due to high divorce rates as well as younger generations staying single longer and delaying marriage/family.
- Empty nester Baby Boomers are not selling their homes. Older adults are aging in place more than earlier generations.
- Many Millennials are starting families and want to buy a house after years of renting but now there are not enough sellers to meet their demand.
- Sole-person households are increasing.
- Homeownership increasingly unattainable due to convergence of rapidly increasing home prices and rising interest rates



WORK FROM HOME TRENDS FEEDS SUBURBAN BOOM

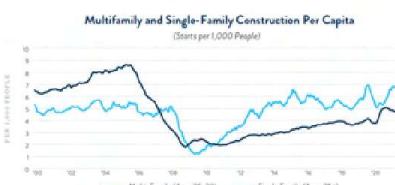
The ability to work remotely draws strength from cities to the suburbs, in order to have more space without the stress of a commute to work.



6% OF PEOPLE WORKED FROM HOME PRE-PANDEMIC

15% OF PEOPLE ARE WORKING FROM HOME TODAY

HISTORICALLY LOW LEVELS OF SFR CONSTRUCTION STARTS NOT MEETING DEMAND



RIGHT TIME TO INVEST IN BFR MARKET

TRENDS DRIVING SINGLE-FAMILY RENTAL DEMAND

1 MILLENNIALS, THE LARGEST SEGMENT OF U.S. POPULATION, ARE REACHING PRIME FAMILY FORMATION YEARS

2 PANDEMIC HAS EXACERBATED SUBURBAN FLIGHT WITH RENTERS SEEKING LESS DENSITY AND LARGER HOME SPACES

3 HIGHER RATES OF POPULATION GROWTH AND JOB GROWTH ARE OCCURRING IN SUBURBS

4 DOWN PAYMENTS MORE CHALLENGING FOR FIRST-TIME HOMEBUYERS IN CURRENT ECONOMY AND WITH CONSUMER DEBT YIELDS

U.S. HOUSING MARKET SNAPSHOT

With only an estimated 2% of new single-family homes coming online as purpose-built for rent product, the single-family rental market will likely be undersupplied for the next decade, according to RCLCO. These metrics suggest a supply/demand imbalance, presenting a compelling investment opportunity.

138.5M TOTAL HOUSING UNITS

43.8M RENTER- OCCUPIED HOUSING UNITS

12M SINGLE-FAMILY RENTAL UNITS

72M MILLENNIALS (AN INDICATION OF NEW HOUSEHOLD FORMATIONS UNDERWAY)

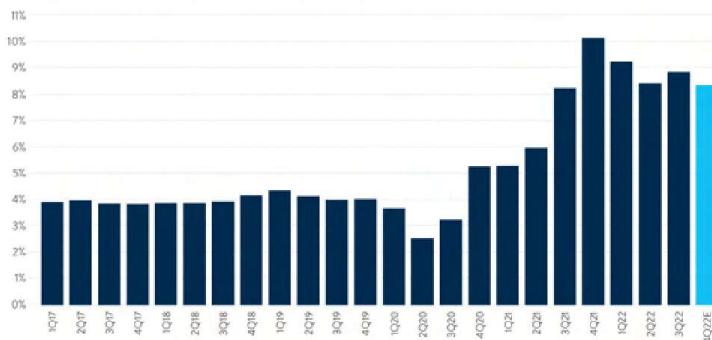
11% DECLINE IN 2022 SINGLE-FAMILY STARTS (AN INDICATION OF LIMITED NEW INVENTORY)

8% PROJECTED DECLINE IN 2023 SINGLE FAMILY STARTS

BFR RENT GROWTH REMAINS ROBUST ABOVE HISTORICAL NORMS

THE BFR/SFR SEGMENT OF THE RENTAL MARKET WILL CONTINUE TO BENEFIT FROM STRONG RENTAL DEMAND DUE TO SUSTAINED IN-MIGRATION AND MACRO-HOUSING FUNDAMENTALS, ESPECIALLY IN SUNBELT LOCATIONS

SINGLE-FAMILY SEASONALLY-ADJUSTED ECONOMIC RENT GROWTH



BFR is an acronym for "Build for Rent, and SFR is an acronym for "Single Family Rental"

Sources include: Zelman & Associates Single-Family Rental Survey, Green Street, Company Data, and MarketWatch

Together, We are Striving to Revolutionize the World of Residential Real Estate



Your investment does more than just fund a project; it drives a transformative vision forward. As we stand on the cusp of innovation, VictoryBase aspires to revolutionize residential real estate in a manner reminiscent of industry trailblazers. In this envisioned future, residents could revel in the empowerment of equity ownership, investors stand to witness a potential uplift in asset performance, and entire communities may flourish, fueled by enhanced living experiences.

Join us on our mission to disrupt the world of residential real estate.

*Our Assets Under Management is calculated as NY1 (\$8,200,000) and SC1 (\$15,000,000) together, for \$23.2mm in total. It must be noted that while VictoryBase Holdings controls and manages NY1 and NY1's assets, NY1's economic interest is held by a different class of units until the "Value Add" process is complete. Please read the Form-C to better understand this structure and if/when NY1's Class C units will be converted to Class A units of Holdings.

Downloads



[Additional Business Information.pdf](#)

