

A large, light blue anchor graphic is centered on the page, serving as a background for the text. The anchor has a rope coiled around its shank and a ring at the top.

US CROWDFUNDING / ASX SPREAD GROUP

Tribal Health Corp AUD10.6M
Series A. Parcel-1 AUD600k

N Iverson-Director
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WHY THE ASX FOR TRIBAL?

**Because it's our "NHP" production hub.
("Natural Health Products")**

Post-acquisition of "NAP", the enlarged Tribal group will:

- ❖ Have companies / subsidiaries operating in three countries, i.e., AU-NZ-US.
- ❖ Be importing NHP formulation ingredients / specialty NHP's from another 30.
- ❖ Be manufacturing its core NHP's at its TGA licensed, GMP certified facility in NSW, Australia.
- ❖ Be the first to launch gender-specific, therapeutic grade, plant oil based infection control, health and wellness remedies "For Her" and "For him".
- ❖ Save the NZ subsidiary circa NZD2M in GMP compliance capex by exporting bulk oil to Australia for value adding/export under the 1989 Australian Therapeutic Goods Act. Not the 2023 NZ Therapeutic Products Act now moving into the regulation writing phase in preparation for nationwide enforcement of a new law that interalia, targets NHP's.
- ❖ Be undertaking a USD5M SEC Regulation Crowdfunding campaign in the US to support share price discovery for the targeted ASX listing.
- ❖ Be on track to deliver a forecast AUD11.5M in group revenues / an EBITDA of circa AUD1.4M in fiscal '24.

An expansionary track record that will support an AUD20M Series C Round IPO and listing on the ASX as a Natural Health Products manufacturer / distributor.



Our 12-18 Month Target

Co Corp file # 20191645051



US CROWDFUNDING/ASX SPREAD GROUP

TRIBAL HEALTH CORP “TRC”

(BUILDING THE BOARD – A RULE 504 RESTRICTED OFFER)

WHEREAS TRC seeks to raise AUD10,600,000 (ten million six hundred thousand Australian dollars) by way of a Series A Round pursuant to SEC Rule 504 of Regulation D to make an acquisition of an established Australian based manufacturer of Natural Health Products (NHP) with personal, animal and aquatic farming infection control, health and wellness usage applications.

WHEREAS TRC has issued a NASAA Form U7 based disclosure document entitled DOC-788 for the purpose of making an offer of securities by way of the said DOC-788 to SEC Rule 501 qualifying investors pursuant to SEC Rule 504.

WHEREAS Parcel-1 of Series A is a AUD600,000 (six hundred thousand), allocation to a “Spread Group” of SEC Rule 501 qualifying investors who support the three key milestones listed below, with one of the Group prepared to consider taking on a directorship role in the Corporation as set out in Exhibit 1 hereto. Representing as a Subscriber accepted by the directors of TRC, that they possess the experience and skills associated with the selected, designated role for the purpose of assisting the Corporation to achieve three key milestones in an eighteen month period calculated from closure of the Series A Round, these being:

- (1) The closing of the herein captioned Series A Round / acquisition of “NAP”.*
- (2) The closing of a successful USD5M, SEC Regulation Crowdfunding campaign.
- (3) The listing of the Corporation on the Australian Stock Exchange.

WHEREAS Any qualifying person who subscribes through DOC-788 warrants that they are making such subscription pursuant to the above captioned SEC Rule 501.

WHEREAS Post Subscription, an accepted Subscriber will receive by way of assignment from TRC’s controlling shareholder, a free carry bonus of four Common Voting Shares in TRC for each share subscribed / paid pursuant to Addendums 4 & 5 of DOC-788 as per pages 3 and 4 herein.

WHEREAS An accepted Subscriber who consents to accept appointment as a director of TRC does so for the primary purpose of supporting TRC to achieve its objectives as per (1), (2) & (3) above and for which undertaking and a Subscription of not less than AUD100,000 have 5 free carry bonus shares stapled to each share subscribed pursuant to DOC-788 which shall at all times govern a Spread Group investor’s investment relationship with TRC. Directors fees and negotiated terms of appointment will require shareholder approval by way of Special Resolution.

* **NAP**, acronym of the acquisition target.



ADDENDUM 4
RECEIPT OF MEMORANDUM & APPLICATION DETAILS

Tribal Health Corp (the "Corporation")

PRIVATE PLACEMENT MEMORANDUM (PPM) ACKNOWLEDGMENT OF RECEIPT & APPLICATION

THIS ACKNOWLEDGMENT MUST BE SIGNED AND RETURNED TO THE COMPANY BY OFFEREE.

The Placement as set forth in DOC-788, (the PPM), has not been registered with any governmental authority in the USA, NZ or AU. The offer is made pursuant to and in reliance on an exemption from registration in the US pursuant to SEC Rule 504 of Regulation D of Section 3(b) of the Securities Act 1933, in NZ, the exclusions available to legally qualifying Wholesale Investors pursuant to Section 1 of the FMCA 2013 and in Australia, pursuant to the relevant sections of S 708 of the Corporations Act 2001.

To: Tribal Health Corp
From: Applicant / offeree

As a condition to the delivery of the Private Placement 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. I recognize both the potentially speculative nature of this investment and the risk of 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 a copy of DOC-788, (the PPM) and will use the Memorandum only for purposes of evaluating an investment into the Corporation and will not distribute this document; will not copy same and will return the Memorandum and this "Anchor Group" application to the Corporation in the event that I do not either invest or intend to so invest.

Memorandum Delivered to Applicant on _____

ENTER APPLICANT DETAILS

Name: _____

Business Address: _____

Driver's License Number: _____ or Applicant / Offeree Corporation number: _____

Email address (mandatory) _____

Business Telephone Number: _____ Offeree Signature: _____

SUBSCRIPTION APPLICATION DETAILS:

Enter Number of CVS Purchased: _____ @ AUD1.00 per CVS (Minimum 20,000)

Enter Subscription Amount here in AUD _____

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 as per below, Addendums 4 & 5 as annexed herein are to be completed, signed and emailed to Tribal Health Corp at capital@tribalimanuka.us. You will receive an acknowledgment of receipt of the funds and the duly signed and completed copies of Addendums 4 and 5 together with notification of acceptance of your application upon approval by the directors.

Bank of America NA, 222 Broadway NY. SWIFT # BOFAUS3N Account Number 898133307604.



**ADDENDUM 5
COMMON VOTING SHARES SUBSCRIPTION AGREEMENT**

To the Subscriber:

In connection with your application for _____ Common Voting Shares (CVS) as per Addendum 4 hereto, at a subscription price of AUD1.00 each in Tribal Health Corp, ("the Corporation") a US corporation for an aggregate price of AUD _____ we advise you as follows:

1. The CVS being offered and sold are voting, profit sharing as provided for under "The Placement Terms" on Page 15 of DOC-788, the Private Placement Memorandum a copy of which you have received and read.
2. By your execution of this CVS 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 CVS applied for per Addendum 4.
3. By your execution of this CVS 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 Addendum 5, **(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 ADDENDUM 4 HEREIN, DULY COMPLETED.

I CONFIRM THAT I HAVE READ THE FOREGOING; HAVE RECEIVED THE OFFERING MEMORANDUM PRODUCT DISCLOSURE STATEMENT; 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 APPLICANTS NAME AND ADDRESS

SUBSCRIBERS SIGNATURE _____ (Telephone Number) _____

NAME _____

ADDRESS _____

EMAIL ADDRESS _____

For office use only

SUBSCRIPTION ACCEPTED

Tribal Health Corp

By: _____
CEO / Authorized Officer / Party

(E&OE - Errors and Omissions Excluded)

BUILDING THE BOARD

(TARGETED ASX LISTING)

There are three roles available. An accepted subscriber / director will preferably be **(1)** either AU or US based with established capital market networks **(2)** a supporter of Natural Capital investing into regenerative agriculture for the purpose of supporting rural landowner supplied agribiz ventures that grow, harvest and deliver natural plant based health and wellness remedies for personal, animal & aquatic farming application.

| # | Position/Role | Appointee | Functions |
|---|---|---|---|
| 1 | Chairperson <i>Non-Executive – NZ based</i> | John Cilliers | Board direction / company oversight, group Regulatory compliance, ASX listing oversight / ongoing compliance. |
| 2 | Deputy Chairperson <i>Non-Executive – US based</i> | O/S <i>2024 appointment</i> | US securities law compliance, financial reporting oversight, shareholder communication. |
| 3 | President / CEO <i>Executive – US Resident Director</i> | Linda Brink | US product sales, marketing, product distribution, PR media management, equity-licensing. |
| 4 | Vice President / COO <i>Executive – AU Resident Director</i> | Nicholas Iverson | Value Adding, product development, export, AU financial management and operations support. |
| 5 | Audit Committee Chair <i>Non-Executive – US Resident</i> | O/S <i>2024 Appointment</i> | Internal control, financial oversight, SX compliance, SEC Form C filing and IPO pathway monitoring. |
| 6 | Māori Landowner Liaison <i>Executive – NZ Resident</i> | Eric Lloyd (Note 1) | Pre-harvest, farm gate delivery, post-harvest extraction operations, access agreements - NZ. |
| 7 | Director – Therapeutics <i>Non-Executive – US Based</i> | <i>Name withheld *</i> <i>2024 appointment</i> | Therapeutic product development, US NHP / FDA regulatory compliance. |
| 8 | Director – Finance <i>Executive – US Based</i> | O/S <i>2024 appointment</i> | All financial controls / external reporting / audit compliance. |

Note 1 Is a shareholder / director of Kohumaru Taonga Ltd, the contracted biomass supplier and extraction ops support director.

* Subject to closing NAP purchase

DISCLAIMER

As a CO incorporated DOM-C, for-profit corporation, all appointments, (*except as may be mutually agreed and reduced to writing*), shall be governed solely by the Corporation’s By-Laws and the Colorado Business and Corporations law as per the CO Revised Statutes.

E&OE

CONTACT: John Cilliers-Chairman
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 Mobile (+64) 27 242 8485