

USD5,000,000

Series A Round

Tribal Therapeutical Corp
Incorporated in CO, USA

NZ Operating Affiliates

Tribal Therapeuticals Ltd
(Incorporated in New Zealand

Tea Tree Valley Campus Ltd
(Incorporated in New Zealand

And incorporating

"Kohumaru Angels"

KOHUMARU ANGELS

RESTRICTED INVESTMENT

This Rule 504 exempt placement is available to (1) US based Rule 501 investors, (2) NZ, parties who qualify under exclusions applicable to "wholesale investors" as set out in Schedule 1 of the Financial Markets Conduct Act 2013.

Open to Qualifying Parties only
Private Placement Memorandum
DOC-7002

PRIVATE PLACEMENT MEMORANDUM “PPM”

"All disclosures made under Parts 1 to 20 of this Private Placement Memorandum (PPM) follow the Form U-7 disclosure template developed by the North American Securities Administrators Association (NASAA) to support Small Company Offering Registration (SCOR) program offerings. The Corporation has included in this PPM all of its authorized representations about this placement. You must rely solely on the information contained in this PPM. No person is authorized to give any information or to make any representations other than those contained in this PPM, and if given or made, such information or representations must not be relied upon as having been authorized by the Corporation."

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A native plant based, agribiz sector Business Combination investment in the USD600B+ PA infection control, dietary supplements, health drinks sector of the USD5T+ PA health & wellness market.

“Me whakahoki te mauri kia ora ai te rāngai”.

(Restore the life force so the industry may thrive).

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REGULATORY COMPLIANCE

IMPORTANT NOTICE

This Private Placement Memorandum ("PPM") has been prepared to support a restricted private placement of securities by Tribal Therapeutical Corp ("TTC" or the "Corporation").

The securities described in this PPM have not been registered under the United States Securities Act of 1933 and this document has not been prepared as a Product Disclosure Statement ("PDS") under the New Zealand Financial Markets Conduct Act 2013 ("FMCA"). The Offering is available only to persons who qualify for applicable exemptions from registration and disclosure requirements in the jurisdictions in which the Offering is made. Prospective investors should obtain independent legal, accounting, taxation and financial advice before making any investment decision. No regulatory authority has approved or disapproved the securities described herein, nor passed upon the fairness, merits, accuracy or adequacy of this PPM.

The Offering is not available to retail investors.

CORPORATE RESPONSIBILITY

The Corporation and its Directors believe that the information contained in this PPM is true and fairly stated in all material respects as at the Effective Date. The Corporation and its Directors accept responsibility for the legality, validity and enforceability of documentation approved and executed in connection with this Offering. However, this PPM is not intended to provide the sole basis for any investment decision. Prospective investors should conduct their own investigations and due diligence and rely upon their own professional advisers when evaluating the merits and risks of an investment in the Corporation.

INDEPENDENT PROFESSIONAL ADVICE

By accepting this PPM, the recipient acknowledges that:

- The Corporation and its Directors do not provide legal, taxation, accounting, investment or financial advice.
- An investment in the Corporation involves risks, including the potential loss of invested capital.
- The recipient should obtain independent legal, taxation, accounting and financial advice from suitably qualified professional advisers.
- The recipient should independently assess the suitability of any investment having regard to their own circumstances and objectives.
- No representation is made by the Corporation regarding future market conditions, investment performance or returns other than as disclosed herein.

NEW ZEALAND – FMCA 2013 SCHEDULE 1 EXEMPTIONS

This PPM is not intended to constitute a regulated offer under the Financial Markets Conduct Act 2013 ("FMCA"). The securities described herein are being offered only to persons who qualify for one or more of the disclosure exclusions contained in Schedule 1 of the FMCA. Accordingly, this PPM has not been prepared to the disclosure standard required of a Product Disclosure Statement and no independent due diligence investigation or verification exercise has been undertaken in respect of all information contained herein. Within New Zealand, participation in the Offering is limited to persons who qualify under the following terms as defined in Schedule 1 of the FMCA.

- Persons carrying on an investment business.
- Persons meeting prescribed investment activity criteria.
- Large persons.
- Eligible investors.

Any person relying upon the Eligible Investor exclusion must be able to certify that they possess sufficient experience in acquiring or disposing of financial products to enable them to assess:

- The merits and risks of the investment.

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- Their own information requirements in relation to the investment.
- The adequacy of the information provided concerning the investment.

Where required by law, supporting certificates from an authorised financial adviser, chartered accountant or lawyer must be current and in place prior to subscription. Subscriptions will only be accepted from persons who satisfy the applicable FMCA exclusions.

UNITED STATES – RULE 504 REGULATION D

This Offering is intended to rely upon the exemptions available under Rule 504 of Regulation D promulgated under Section 3(b) of the Securities Act of 1933.

The Corporation seeks to raise USD5,000,000 through a Series A private placement.

This PPM has been prepared utilizing the disclosure framework contained in NASAA Form U7, the standardized disclosure document developed by the North American Securities Administrators Association ("NASAA") for use within the Small Corporate Offering Registration ("SCOR") program. The Corporation has adopted the NASAA Form U7 disclosure framework to assist prospective investors in evaluating the Corporation, its management, capitalization, business model, risk factors and proposed Offering. NASAA Form U7 disclosures commence on Page 13 and continue through the Addendums contained herein.

DISTRIBUTION RESTRICTIONS

Distribution of this PPM is restricted to persons to whom it may lawfully be provided. This PPM does not constitute an offer or solicitation in any jurisdiction where such offer or solicitation would be unlawful. No action has been taken by the Corporation that would permit a public offering of securities in any jurisdiction where such action would be required. Recipients may not reproduce, distribute or disclose this PPM except as permitted by law and subject to the confidentiality provisions contained herein.

INTRODUCTION

The pages that follow outline how New Zealand's endemic mānuka and kānuka tea trees can support the emergence of a globally differentiated wellness category founded upon **Whole-of-Tree™** economics, Māori landowner participation, intellectual-capital-driven commercialization and international market opportunity.

The Corporation believes that the convergence of indigenous knowledge, modern commercialization pathways and proprietary ecosystem development creates a first-mover opportunity capable of establishing an ethnobotanically unique category within the global wellness marketplace.

At the centre of this strategy is the development of **Life-Force Health Extract™** and related therapeutic products designed to capture value from the complete NZ tea tree resource while creating long-term participation opportunities for indigenous landowners, growers, producers and investors.

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-OUR PITCH-

Who we are	Tribal Therapeutical Corp is a United States corporation developing the **NZ Agribiz Showcase** as a Southern California retail and commercial platform designed to introduce Māori bioeconomy aligned New Zealand natural-health products and selected rural agribusiness investment opportunities to the American marketplace. The Showcase will be launched through the proposed acquisition of an established natural-health retail business in Orange County, California.
Problems we solve	New Zealand's rural entrepreneurs, particularly those operating within the emerging Māori bioeconomy, face significant barriers to accessing American consumers, distribution networks and private investment capital. At the same time, American consumers and long-term private investors have very limited direct visibility of the distinctive natural-health products and productive rural enterprises emerging from Aotearoa/New Zealand. Thus frustrating a direct investment line of inquiry.
Our solution	A permanent Southern California Showcase with four complementary activities: 1. An established American health products retail business. 2. Tribal's mānuka/kānuka natural-health products, led by Life-Force 9M™. 3. New natural-health products originating from Māori enterprises across NZ. 4. Selected New Zealand rural agribusiness opportunities presented to appropriately qualified American private investors.
Our Revenue Model	The retail business to be acquired is intended to provide an established operating revenue base, supplemented by sales of Tribal-branded products and additional Aotearoa/New Zealand-origin natural-health products introduced through the Showcase. The wider platform also offers opportunities for commercial supply, distribution and market-development arrangements. Investment-related activities will be structured / presented in accordance with applicable securities requirements.
Our addressable market	The platform targets participation in the multi-trillion-dollar global wellness economy. Southern California launch providing access to a substantial natural-health and wellness consumer market, established commercial distribution networks and American private-capital relationships. The Showcase will initially focus on the Laguna Beach–Newport Beach corridor, with the longer-term objective of connecting New Zealand's rural productive economy with American and global consumers, commercial partners and investors seeking intergenerational investment opportunities.
Our Capital Need	**USD5 MILLION SERIES A ROUND** 10,000,000 Tribal Therapeutical Corp Common Voting Shares at USD0.50 per share. Capital is intended to support the acquisition and development of the Southern California Showcase, its operating and market-development requirements, and the Kohumaru Angels allocation supporting the first Tribal-branded natural-health products produced from Māori-supplied native botanical resources for export. The proposed Series A establishes the commercial platform for future expansion, including the Corporation's contemplated Regulation Crowdfunding programme, subject to applicable requirements and market conditions.

-FROM "WHENUA TO THE WORLD"™-

The first products. The first producers. The beginning of a much larger opportunity.

The NZ Agribiz Showcase begins with a simple proposition.

New Zealand possesses a remarkable natural-health resource, founded upon native plants shaped by millions of years of genetic evolution, enriched by generations of Māori traditional knowledge and now being brought to market by an emerging generation of rural Māori entrepreneurs working with the botanical resources of their whenua, seeking opportunities to introduce their Natural Health Products, (NHP) to international markets.

Yet for many of these rural producers, the distance between creating a quality natural-health product in New Zealand and establishing a commercially viable presence in the United States remains substantial.

The Showcase has been conceived to help bridge that distance.

Beyond providing a commercial pathway for natural-health products from Aotearoa/New Zealand, the Showcase will introduce selected rural agribusiness investment opportunities to American investors seeking exposure to New Zealand's rural agribiz economy.

Its founding product range will be supplied by Tribal Therapeuticals, drawing upon mānuka and kānuka biomass grown on Māori-owned whenua and supplied under long-term commercial arrangements. Through its Whole-of-Tree™ / Whole-of-Life™ production model, Tribal is developing a portfolio of natural-health products led by its Life-Force 9M™ botanical extracts, alongside therapeutic oils and related products.

The Kohumaru Angels allocation within the Corporation's USD5 million Series A capital programme is intended to support the initial New Zealand production and export pathway, enabling these Tribal-branded products to become the first New Zealand-origin offerings introduced through the Southern California Showcase.

Tribal will open the door. Other Māori bioeconomy enterprises will be invited to follow.

The longer-term objective is to establish a retail and commercial platform through which other Māori enterprises can introduce appropriately developed natural-health products to American consumers, building upon the distinctive provenance, botanical resources and cultural heritage of Aotearoa / New Zealand. The Showcase thus connecting four complementary sources of commercial value through one established retail trading store in Southern California:

(1) An established natural-health retail business and its existing product range.
(2) Tribal's founding mānuka/kānuka product range, led by Life-Force 9M™.
(3) New natural-health products originating from the emerging Māori bioeconomy.
(4) Selected rural NZ agribiz investment opportunities for presentation to US investors.

One Showcase. Multiple revenue pathways.

A growing connection between Aotearoa/New Zealand's rural bioeconomy and the American marketplace — through a Southern California Showcase.

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WHY SOUTHERN CALIFORNIA?

If Southern California were an independent nation, at USD4.5T, its economy would rank as the 5th largest in the world. Yet size alone is not the reason Southern California has long been recognised as one of the world's most influential marketplaces for natural-health products, dietary supplements, functional foods and lifestyle-oriented consumer brands. For decades, the region has provided a commercial proving ground for emerging health and wellness concepts, supported by a substantial consumer population, established retail networks and a business culture receptive to product innovation.

But market size and consumer demand are only part of the reason Tribal has selected Southern California as the home of its proposed NZ Agribiz Showcase.

The Corporation intends to acquire an established, revenue-producing natural-health retail business of approximately 2,000 square feet or more within the Laguna Beach–Newport Beach corridor of Orange County, California. Rather than establishing an entirely new retail operation, this strategy seeks to build upon an existing customer base, established product lines, supplier relationships and operating infrastructure while progressively introducing the Showcase's New Zealand-origin offerings. As an existing, going conc ern, the acquired business is intended to provide the commercial foundation for four complementary activities:

1. **Established Natural-Health Retail:** Continuing and developing the existing range of natural-health and wellness products already carried by the acquired business.
2. **Tribal Therapeuticals Product Launch:** Introducing New Zealand mānuka and kānuka natural-health products, led by the Life-Force 9M™ botanical extract range, into the American consumer marketplace.
3. **Emerging Māori Natural-Health Products:** Providing a commercial pathway for additional natural-health products originating from enterprises within New Zealand's growing Māori economy.
4. **New Zealand Rural Agribusiness Investment Showcase:** Presenting selected NZ agribusiness ventures and investment opportunities to appropriately qualified American investors and their professional advisers, subject to applicable securities regulations.

"The significance of this model is that the Showcase will not depend upon the commercial success of one product range alone."

Southern California also offers access to established private-investment networks, including entrepreneurs, family offices and high-net-worth individuals who may have an interest in productive New Zealand rural enterprises.

"The Showcase is therefore conceived as both a consumer-facing retail business and a permanent commercial point of introduction between the rural bioeconomy of Aotearoa/New Zealand and the United States marketplace".



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THE US LAUNCH — LEADERSHIP AND EXECUTION

Importantly, the Corporation's Southern California establishment programme will be led by **Linda Brink, a US citizen and resident director of Tribal Therapeutical Corp**, whose family’s longstanding California residency provide an important foundation for the proposed launch.

Linda will return to Southern California to lead the groundwork for identifying and evaluating a suitable retail acquisition, developing the Showcase's operating arrangements, coordinating the introduction of Tribal's founding product range and establishing relationships with prospective product suppliers, commercial partners and professional advisers.

The Corporation also has access to established warehousing and distribution arrangements in California, providing a potential logistical foundation for the introduction of New Zealand-origin products as their regulatory and commercial requirements are satisfied.

“For Tribal, Southern California is therefore more than the launch destination for Life-Force 9M™ botanical extracts.”

It is planned to be the home of a permanent NZ Agribiz Showcase, designed to connect New Zealand Māori bioeconomy linked natural-health products / rural agribusiness investment opportunities with American consumers, commercial partners and private capital.

One Southern California Showcase. Four complementary operating facets. A commercial gateway between Aotearoa/New Zealand and the United States.



Conceptual illustration — Proposed Southern California Tribal Therapeutics / AgrivestNZ retail and investment Showcase, combining New Zealand botanical product sales with international visibility for Listing Sponsor-supported emerging agribusiness growth companies

THE TIMING IS RIGHT – NZ's PRIVATE CAPITAL MOMENT

NZ is attracting international private capital on a scale that should bring substantial inflows into the sector that produces 70% of the nations exports. The agribiz sector.

Following the April 2025 changes to New Zealand's Active Investor Plus (AIP) programme, the country has attracted more than NZD5 billion in combined investment commitments and prospective investment pipeline. Significantly, United States investors represent the largest single national group of applicants, demonstrating the depth of American interest in New Zealand as a destination for international capital. While the AIP programme is designed around qualifying investment and residency requirements, the scale of the response clearly indicates the perspective of NZ as an investment destination.

"So while New Zealand is attracting international investor attention, the challenge is to ensure that its rural agribiz sector is visible to the people behind that capital".

BRINGING RURAL NEW ZEALAND INTO VIEW

Across Aotearoa/New Zealand, Māori enterprises, rural entrepreneurs and established agribusiness operators possess productive assets, natural resources, commercial expertise and opportunities for expansion. Unfortunately, most remain outside the established channels through which American private investors, family offices and investment advisers discover international opportunities.

The NZ Agribiz Showcase has been conceived to help address this visibility gap by providing a permanent American commercial presence for selected New Zealand products . In addition to this consumer-facing activity, the Showcase intends to introduce appropriately assessed New Zealand agribusiness ventures to qualified American investors and their professional advisers, through applicable arrangements and appropriate regulations.

Its objective is not simply to attract attention to New Zealand, but to help translate that attention into enduring commercial relationships.

LONG-TERM CAPITAL — NOT AN IMMIGRATION INVESTMENT PROGRAMME

The Corporation is not establishing the Showcase to offer investments to satisfy AIP / Golden Visa eligibility requirements.Its intended investment audience is different. It seeks to engage American private investors and family offices whose interests extend beyond residency incentives or short-term financial transactions. Many of these will be investors who recognise the value of productive rural assets, sustainable natural resources, established operating enterprises and investment horizons extending across generations. To use the investment as an opportunity to build relationships in which commercial returns, responsible stewardship of productive assets and intergenerational value creation can coexist.

"For New Zealand's rural economy, its Māori landowners and entrepreneurs, such relationships support enterprise expansion, employment, export development and enduring participation in international markets".

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THE SHOWCASE — A COMMERCIAL BRIDGE FOR NZ AGRIBIZ

The Corporation's USD5M Series A Round as set out in this Private Placement Memorandum will be deployed to establish the Southern California platform through which this broader commercial strategy can be developed.

The proposed acquisition of an established natural-health retail business provides the operating foundation. New Zealand-origin products provide the initial commercial connection. Selected rural agribusiness opportunities provide an additional pathway for introducing productive New Zealand enterprises to American private capital. The Showcase does not presume access to AIP investment funds or guarantee that introductions will result in completed investments. Its proposition is to create a credible, permanent point of commercial visibility in the United States for merging NZ agribiz oppportunities “***to be seen***”.

And that kaupapa begins with a practical New Zealand example.

An enterprise drawing upon native botanical resources growing on Māori whenua, long-term Māori landowner supply arrangements, New Zealand production capabilities and an emerging portfolio of natural-health products intended for the American consumer marketplace, led by a product that portends creating a new “**health drink**” sector as an alternative to “**energy drinks**”.

That founding enterprise is Tribal Therapeuticals.

Its key market introudction product “Life-Force 9M”.

The following page introduces the first Māori whenua-to-market product and production ecosystem that is to underpin the NZ Agribiz Showcase launch.



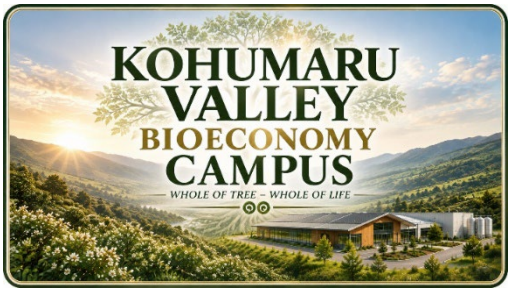
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KOHUMARU — WHERE THE SHOWCASE STORY BEGINS

Whānau on the Whenua | Native Botanical Resources | NZ Products for the world.

The NZ Agribiz Showcase has been conceived to connect New Zealand's rural productive economy with American consumers, commercial partners and long-term private investors.

Its founding demonstration begins in Te Tai Tokerau, Northland, with the Kohumaru Tea Tree Bioeconomy Precinct.



Situated within the rohe of Ngāti Kahu, the Kohumaru project brings together Māori landowners, native botanical resources and commercial production capabilities through a model founded upon **Whānau on the Whenua** — enabling whānau to participate in the productive use of their land while preserving its cultural, environmental and intergenerational significance. The precinct is being developed around New Zealand's native mānuka and kānuka tea trees, botanical resources that have long formed part of the natural environment and traditional knowledge of Māori communities. Through long-term biomass supply arrangements with Māori landowners, Tribal Therapeuticals intends to establish a recurring commercial supply chain connecting whenua, harvesting, extraction, processing and the production of natural-health products for export.

The objective is to create value from resources already growing on the whenua, while establishing new opportunities for Māori landowners / whānau to participate in the resulting commercial activity.

WHOLE-OF-TREE™ — A NEW APPROACH TO NATIVE BOTANICAL VALUE

Historically, much of the commercial attention directed towards New Zealand's mānuka resources has centred upon honey production.The Tribal Whole-of-Tree™ / Whole-of-Life™ model seeks to extend that economic opportunity by recognising the potential for multiple commercially valuable product streams from the same native botanical resource. Therapeutic oils, aqueous botanical extracts and other prospective natural-health ingredients provide opportunities to diversify production beyond reliance upon a single commodity. An example is **Life-Force 9M™**, Tribal's emerging range of botanical extracts produced from the aqueous distillates generated during mānuka and kānuka oil extraction. Rather than treating these distillates solely as secondary outputs, Tribal is pursuing their development as differentiated natural-health products, supported by ongoing analytical research, product development and the regulatory work required for entry into the United States marketplace.

Life-Force 9M™ illustrates the wider commercial proposition: that Māori-owned and agribusiness-managed whenua may support the development of new, higher-value products capable of reaching international consumer markets.

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For Māori landowners, the model seeks to establish recurring demand for native biomass. For participating whānau, it creates opportunities associated with harvesting, production, skills development and enterprise participation. For NZ's rural economy, it offers a pathway towards diversified manufacturing, export earnings and long-term productive land use.

KOHUMARU ANGELS — SUPPORTING THE FOUNDING EXPORT SUPPLY CHAIN

The Corporation's USD5M Series A Round includes an allocation to Kohumaru Angels, the New Zealand investment initiative supporting the development of the Kohumaru Tea Tree Bioeconomy Precinct. This allocation is intended to help establish the initial production and export capability required to bring Tribal's founding mānuka and kānuka natural-health products to the Southern California Showcase. A commercially important relationship.

The Kohumaru precinct provides the founding botanical supply and production pathway. Tribal provides the first New Zealand-branded product range. The Southern California Showcase supports the intended American retail market distribution platform.

Together, these activities demonstrate the type of integrated commercial relationship the Corporation ultimately seeks to extend to other Māori enterprises and rural New Zealand producers. The Showcase is not intended to be limited to Tribal products, nor does its wider strategy depend upon other participating enterprises adopting Tribal's production model. Kohumaru provides a practical founding example of how New Zealand's rural resources, enterprise capabilities and product innovation can be connected with international markets.

FROM ONE PRECINCT TO A BROADER NEW ZEALAND OPPORTUNITY

The longer-term ambition is to create a permanent commercial gateway through which additional natural-health products and selected rural agribusiness opportunities from Māori whenua across Aotearoa/New Zealand can gain visibility in the United States. This is the wider purpose of the NZ Agribiz Showcase and is the commercial rationale underpinning the Corporation's USD5M Series A capital round outlined in this PPM.

The sections that now follow set out the Corporation's formal investment offering, including the proposed application of capital, securities terms, business strategy, financial information, material risks and investor participation requirements.

-ONE SHOWCASE. FOUR COMPLEMENTARY OPERATING FACETS-

“A commercial bridge between Aotearoa/New Zealand's rural bioeconomy and the US marketplace.

Beginning with Whānau on the Whenua at Kohumaru”.



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PRIVATE PLACEMENT MEMORANDUM

EXECUTIVE SUMMARY & PROFILE

TRIBAL THERAPEUTICAL CORP “TTC”

Registered in Colorado, USA

Number 20191645051

US Incorporation Office. NZ Agribiz Operations HQ. US Administration office. NZ Project Administration office.	4610 South Ulster St, Ste 150, Denver CO 80237. 460 Kohumaru Rd, RD1 Mangonui 0494, Aotearoa/NZ. 2929 E Commercial Blvd, Suite 409, Ft Lauderdale, FL 33308. 10 Fairway Drive, Kerikeri 0230, Aotearoa/NZ.
Email address. Mail address – NZ Project management office. Tel: NZ Management office. Tel: US Administration support .	capital@tribalteatree.health PO Box 80, Kerikeri 0245, Aotearoa/NZ. +64-9-945 6927. +1-954 203 6233.
Type of securities offered.	Common Voting Shares (“CVS”).
Price per security.	USD0.50
Exercise price per option.	Nil.
Sales / Introducers commission provided.	Up to 7.5% (Seven point five per cent) on external funding.
Maximum number of securities offered.	10,000,000
Minimum Investment Parcel (MIP).	100,000 CVS @ USD.50
Proceeds @ Minimum subscription.	USD50,000
Kohumaru Angels (market activation) allocation.	USD300,00 / ~NZD500,000
Proceeds @ Maximum subscription.	USD5,000,000
Investor hold post Maximum Subscription.	38% (thirty eight percent).

APPLICABLE LAW

This offering is intended to be conducted pursuant to available exemptions under the United States Securities Act of 1933, as amended, including Regulation D, Rule 504, and applicable state securities laws. Participation is restricted to persons who qualify to receive such offering materials under the securities laws applicable in their jurisdiction of residence. In New Zealand, this PPM is intended only for persons qualifying for an applicable exclusion or exemption under Schedule 1 of the Financial Markets Conduct Act 2013 ("FMCA"). In Australia, this PPM is intended only for persons qualifying as Sophisticated Investors or otherwise eligible recipients under the Corporations Act 2001.

FORM AND CONTENT OF THIS PPM DISCLOSURE DOCUMENT

"The structure of this PPM follows the disclosure framework contained in NASAA Form U-7, a disclosure template developed for use in connection with Small Corporate Offering Registration (SCOR) programs administered by participating state securities regulators."

FOR CALIFORNIA RESIDENTS ONLY:

"THE SALE OF THE SECURITIES WHICH ARE THE SUBJECT OF THIS PRIVATE PLACEMENT MEMORANDUM HAS NOT BEEN QUALIFIED WITH THE COMMISSIONER OF FINANCIAL PROTECTION AND INNOVATION OF THE STATE OF CALIFORNIA. THE PRESENTATION OF THIS DOCUMENT OR THE CONFIRMATION OF ANY SALE PRIOR TO SUCH QUALIFICATION IS UNLAWFUL UNLESS THE SALE OF SECURITIES IS EXEMPT FROM QUALIFICATION UNDER SECTION 25102, 25102.1, OR OTHER APPLICABLE SECTIONS OF THE CALIFORNIA CORPORATIONS CODE. THE RIGHTS OF ALL PURCHASERS LIVING IN THE STATE OF CALIFORNIA ARE EXPRESSLY SUBJECT TO SUBSTANTIAL RESTRICTIONS UPON TRANSFER AS SET FORTH UNDER CALIFORNIA LAW. THESE SECURITIES ARE BEING ACQUIRED SOLELY FOR THE INVESTOR'S OWN ACCOUNT FOR INVESTMENT PURPOSES ONLY AND NOT WITH A VIEW TO, OR FOR SALE IN CONNECTION WITH ANY DISTRIBUTION OF THE SECURITY. PURCHASERS MUST BE PREPARED TO BEAR THE ENTIRE ECONOMIC RISK OF THIS INVESTMENT FOR AN INDEFINITE PERIOD OF TIME."

The date of this Private Placement Memorandum is September 30th 2026

THE CORPORATION'S “BUSINESS COMBINATION” MODEL

(The cornerstone operational pillar.)

“A commercially integrated platform connecting New Zealand's productive rural resources, Māori enterprise and natural-health product innovation with established United States retail, distribution and private-capital networks.”

The Corporation operates through a Business Combination model that brings together complementary production, commercialisation, distribution and market-development capabilities within a coordinated New Zealand–United States enterprise structure.

Key operational functions are undertaken by participating Related Affiliates and specialist Value-Added Managed Services ("VAMS") Providers, supported by identified Key Persons whose experience, commercial relationships and technical capabilities contribute to the wider operating ecosystem. Unlike many early-stage ventures that seek investment capital before establishing their operational foundations, the Corporation's NZ production ecosystem has been developed through prior contributions of seed capital, infrastructure, intellectual property, Māori landowner relationships, native botanical supply arrangements, technical expertise and international development activities.

The proposed USD5 million Series A Round is intended to build upon these foundations by establishing the NZ Agribiz Showcase in Southern California.

Central to this strategy is the proposed acquisition of an established, revenue-producing natural-health retail business, providing an operating commercial foundation from which the Corporation intends to develop the four complementary activities as outlined on Page 7.

- The Corporation's Kohumaru Tea Tree Bioeconomy Precinct provides the founding New Zealand production example, bringing together Māori landowners, long-term native biomass supply arrangements and Whole-of-Tree™ / Whole-of-Life™ product development.
- The Southern California Showcase provides the complementary American retail, distribution and commercial interface through which these founding products, and subsequently other New Zealand-origin offerings, can be introduced to the United States marketplace.

Accordingly, the principal purpose of the Series A offering is not simply to finance a new botanical product launch. It is to establish and develop a permanent American commercial platform capable of supporting multiple product, distribution and market-access opportunities originating from New Zealand's rural productive economy.

The successful implementation of this strategy will largely depend on the completion of the proposed retail acquisition, the performance of participating enterprises and the Corporation's ability to establish ongoing, commercially sustainable operating arrangements.

SUMMATION

“One integrated New Zealand–United States commercial platform”.

“One connecting Māori whenua, natural-health innovation and rural enterprise with American consumers, distribution networks and long-term private capital.”

“Ko te pūnaha te pou, ka toitū te taonga.”

(When the system stands strong, the taonga endures)..

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EXECUTIVE SUMMARY (Cont.) About the Corporation

Describe the business of the Corporation.

Tribal Therapeutical Corp ("TTC") was incorporated in Colorado, USA in 2019 to develop, commercialise and distribute natural therapeutic, wellness and personal healthcare products derived from plant-based resources.

The Corporation's current focus is the development of a vertically integrated New Zealand–United States business platform centred upon New Zealand's endemic tea tree species, mānuka (Leptospermum Scoparium) and kānuka (Kunzea Robusta), together with associated products derived through the Company's Whole-of-Tree™ utilisation model.

Through its relationships with New Zealand production affiliates, biomass suppliers and international distribution partners, the Corporation seeks to participate in the production, marketing and distribution of therapeutic oils, Life-Force Health Extract™ products, honey-based products and other plant-derived wellness products intended for domestic and international markets.

The Corporation's long-term objective is to establish a globally recognised platform for the commercialisation of New Zealand native botanical products while supporting sustainable land use, Māori landowner participation and the development of a diversified native bioeconomy.

Since incorporation, the Corporation has undertaken, directly or indirectly, activities associated with business planning, market development, supply chain development, product development, intellectual property development, strategic partnerships and preparation for commercial launch activities in New Zealand and the United States.

Since incorporation, describe how the Corporation plans to carry-out its activities.

Since incorporation, TTC has undertaken directly, or indirectly the following activity.

(1) Strategic Investment in New Zealand Production Platform

Currently holding a 12,000,000 shareholding interest in Tribal Therapeuticals Ltd ("TTL") representing 45.45% of the issued share capital of TTL at the time of acquisition. TTL serves as the New Zealand holding company for the Tribal tea tree agribusiness platform and its operating subsidiaries. Through these entities, TTC has secured participation in a vertically integrated production system established to support the cultivation, harvesting, extraction, manufacture and export of mānuka and kānuka tea tree-derived products and compounds for domestic and international markets.

(2) Acquisition of United States Distribution Platform

Acquired a 100% ownership interest in NZ Showcase USA Inc ("NZUS"), a Florida incorporated special purpose vehicle established to support:

(a) Importation and distribution of natural health and wellness products into the United States.
(b) Product showcase and market development activities.
(c) Future capital formation and international expansion initiatives.

(3) Biomass Supply Chain Development

Established long-term commercial relationships designed to secure access to therapeutic-grade mānuka and kānuka tea tree biomass resources in New Zealand through arrangements with Kohumaru Taonga Ltd and associated supply participants. These arrangements are intended to support future production requirements of the Tribal platform.

(4) Honey Supply and Product Development

Established supply relationships supporting the procurement of mānuka and kānuka honey for use in proprietary Plant Oil Infusion ("POI") product development and related commercialisation activities.

(5) Halal Market Development Initiative

Approved a strategic initiative to explore the manufacture and distribution of halal-compliant natural health and wellness products for potential distribution into member countries of the Organization of Islamic Cooperation ("OIC"). As part of this initiative, the Corporation authorised the future issuance of up to 5,000,000 Common Voting Shares, subject to applicable corporate, regulatory and market requirements.

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EXECUTIVE SUMMARY (Cont.) About the Corporation

(6) Capital Formation and Crowdfunding Preparation

Approved the development of a proposed Regulation Crowdfunding ("Reg-CF") capital raising programme and entered into arrangements with a United States-based SEC licensed and FINRA member intermediary to support future crowdfunding initiatives. No assurance can be given that any proposed crowdfunding campaign will proceed or be completed.

(7) Production Expansion Planning

Commenced evaluation and negotiation activities relating to the possible acquisition of industrial property in New Zealand suitable for the relocation and expansion of extraction, processing and related operational activities. No assurance can be given that any proposed acquisition will be completed.

Jurisdiction and date of formation:

Colorado, USA, August 12th 2019.

Fiscal and tax year end:

June 30th

Subsidiaries, Investments and Related Corporations

At the date of this PPM, the Corporation maintains ownership interests in, or commercial relationships with, the following entities:

Entity	Relationship	Principal Activity
NZ Showcase USA Inc (“NZUS”).	Wholly owned subsidiary.	Product importation, distribution, market development and capital formation activities within the United States.
Tribal Therapeuticals Ltd ("TTL").	Substantial equity interest.	New Zealand production, intellectual property and export holding company.
Tribal Tea Tree Botanicals Ltd ("TTT").	Indirect interest via TTL	Product manufacturing, processing and export operations.
Life-Force Health Extracts Ltd (“LFH”).	Wholly owned subsidiary.	Holder of intellectual property rights to “Life-Force” branded hydrosol product plus product patents, brands and formulations.
Tea Tree Valley Campus Ltd (“TTVC”)	Indirect interest via TTL	SPV company incorporated to enter into Sale & Purchase agreement for the 173.75 hectare pastoral farm for campus development.

Distribution Relationship

At the date of this PPM, NZ Showcase USA Inc maintains a sole and exclusive product distribution agreement with Tribal Tea Tree Botanicals Ltd for the importation and distribution of all “Tribal” branded products on a global basis.

The agreement incorporates indicative, non-binding volume forecasts comprising approximately 3.35M gender-specific retail stock keeping units ("SKUs") and/or equivalent products during the first five years of the agreement, such SKU based modeling applied to reflect the targeted forecast aggregate New Zealand FOB value of all exports during this five year period to total NZD101.75M.

The volume forecasts contained within the agreement are indicative only and do not constitute a guarantee of future sales, purchases, revenues or profitability.

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EXECUTIVE SUMMARY (Cont.) Use of proceeds & management thereof

Describe how the Corporation intends to use the proceeds of this offering.

The targeted proceeds of USD5,000,000 have been provisionally applied as follows:

TABLE 1

US DISTRIBUTION	**USD3,500,000**	**Company Allocation**
US Market / Product Activation (Kohumaru Angels allocation)	USD300,000	Tribal Therapeutical Corp
US Product Distribution – SoCal Showcase	USD3,000,000	NZ Showcase USA Inc
Working Capital	USD200,000	Tribal Therapeutical Corp
NZ PRODUCTION	**USD1,500,000**	
Pastoral Farm Purchase – Campus Development	USD1,500,000	Tribal Therapeuticals Ltd

The above allocations will initially be structured as intercompany advances and indicative of the deployment objectives. They may be varied by the Board of Directors where considered necessary to meet the Corporation's commercial objectives, provided that such variations remain consistent with the general purposes described in this Memorandum.

For information on how the Corporation will use the proceeds of this offering, see Item 30.

For information about the Directors, Officers and Service Providers, see Item 77.

For information on outsourced Value-Added Managed Services (VAMS) Provider agreements to the Corporation

The Corporation operates under a Business Combination model in which key operational, management, production, distribution and advisory functions are provided through Value-Added Managed Services ("VAMS") Provider agreements rather than conventional employee engagement arrangements. The names of VAMS Providers and other outsourced service providers, where applicable, are disclosed under Item 88(b) of this Private Placement Memorandum. This model is intended to align specialist service providers with the Corporation's operational requirements while maintaining a flexible, outsourced operating structure. Unless otherwise expressly stated herein, no VAMS Provider, service provider, consultant, contractor or named key person has authorised or assumed responsibility for any statement contained in this Memorandum. Responsibility for the contents of this Memorandum rests solely with the Board of Directors of the Corporation, who collectively accept responsibility for the information contained herein.

General Placement marketing information.

The Corporation has appointed sales support persons at the Date of this Placement Memorandum.

Is there an impound of proceeds until the Minimum Subscription is obtained? **[X] Yes**
(See Items 73 – 76)

Is this offering limited to certain purchasers ("Qualifying Parties/Persons")? **[X] Yes**
(See Item 72)

Is transfer of the securities restricted? **[X] Yes**
(See Item 53)

This offering is available for placement in the following jurisdictions:

In NZ, under the authority of the Financial Markets Conduct Act 2013 in respect of parties/entities referred to as (a) Wholesale Investors and (b) others as provided for in Schedule One of the Financial Markets Conduct Act 2013. In the USA, pursuant to the authority of the Jobs Act 2012 (Titles II, IV and V) SEC Regulation D Rule 504 (exempt offering–USD10M limit) and Rule 501, (Accredited Investors) as permitted by local Federal and State Securities regulations to subscribe for the Securities offered herein. In Australia, pursuant to the authority of the Corporations Act 2001, S708 (1) permits certain personal offers, S708 (8) Sophisticated Investors, S708 (11) Professional Investors (Australia)

IMPORTANT NOTES BELOW

- A Qualifying Party/Person must consider the terms and risks of this offering before investing.
- No Regulator is recommending these securities.
- No Regulator has verified that this document is accurate or determined that it is adequate.
- It is illegal for anyone to tell you differently.

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*EXECUTIVE SUMMARY (Cont.) The **Placement / Offer terms***

The offering Corporation is Tribal Therapeutical Corp, “TTC”, CO Corporation number 20191645051, the *“Corporation"* has approved the following offering terms and conditions.

The Offer	Up to Ten Million (10,000,000) Common Voting Shares ("CVS") priced at USD0.50 per CVS, seeking to raise gross proceeds of up to USD5,000,000. Assuming full subscription of the Offering and no other changes to the Corporation's issued share capital, the Shares offered pursuant to this Memorandum will represent approximately thirty eight percent (38%) of the Corporation's issued share capital immediately following completion of the Offering
Funds Application	The Corporation intends to apply the forecast gross proceeds of this Offering, being up to USD5,000,000, as follows: • USD1,500,000 toward New Zealand campus land purchase, • USD3,500,000 toward the establishment, expansion and support of United States distribution, market development and related commercialisation activities. Further details regarding the proposed application of funds appear in Table 1 (Page 17) and Item 30 of this Memorandum.
Placement Application	A Subscription Application shall be deemed accepted on the date the Corporation provides written notice of acceptance to the applicant, provided that cleared subscription funds for the full application amount have been received by the Corporation.
Who May Invest	Only Qualifying Parties, as defined herein, who satisfy the applicable eligibility, suitability and investment requirements prescribed by the securities laws of their jurisdiction of residence may participate in this Offering.
Plan of Distribution	Subject to receipt of the Minimum Subscription, funds received pursuant to properly completed Subscription Agreements shall become available to the Corporation following acceptance and allotment of the relevant securities by the Board of Directors.
Use of Proceeds	While the Corporation intends to apply the proceeds of this Offering substantially in accordance with the allocations set out in Table 1 (Page 17). The Board of Directors reserves the right to vary such allocations where considered necessary to further the Corporation's commercial objectives, provided such variations remain consistent with the general purposes described in this Memorandum.
Introductory Fees	The Corporation may pay approved introducers an introductory fee of up to 7.5% of capital subscribed and received pursuant to this Offering. Such fee shall only be payable upon: **(a)** receipt by the Corporation of cleared subscription funds; and **(b)** acceptance by the Corporation of a properly completed Subscription Agreement and associated application documentation. The payment of any introductory fee shall be subject to prior approval by the Board of Directors and compliance with all applicable securities laws and regulations.
Risk Factors	The Corporation should be regarded as an early-stage growth company and, accordingly, an investment in the Common Voting Shares offered pursuant to this Memorandum involves a high degree of risk. While the Corporation's commercial development activities are supported by a Letter of Intent from an established Australian essential oils distributor with an indicative value of approximately AUD2.4 million, no assurance can be given that the transactions contemplated by such Letter of Intent will proceed, be completed or generate the anticipated commercial outcomes. Prospective investors should carefully consider all risk factors associated with an investment in the Corporation, including those risks commonly associated with early-stage growth companies. A summary of risk factors appears under "Risk Factors" in Part 20 of this Memorandum.

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Transfer Agent	Transfer agent services will initially be administered by the Corporation. Should the Corporation proceed with the proposed Regulation Crowdfunding ("Reg-CF") campaign described in Part 3 of this Memorandum, the Board intends to appoint an appropriately qualified United States-based transfer agent or shareholder administration service provider to support the Corporation's shareholder management and securities administration requirements. No assurance can be given that any proposed Reg-CF campaign will proceed or that any particular transfer agent will be appointed.
Quotation of Shares	The Corporation intends to pursue the future quotation or listing of its securities on a recognised securities exchange as more fully described in Part 3 of this Memorandum. However, no assurance can be given that any application for quotation or listing will be made, accepted or maintained, nor that a public market for the Corporation's securities will ever develop. Accordingly, prospective investors should be prepared to hold their investment for an indefinite period and should not rely upon the availability of any future public trading market when making an investment decision
Minimum Subscription	The Minimum Subscription is 100,000 Common Voting Shares ("CVS") priced at USD0.50 per share, representing gross proceeds of USD50,000. Upon receipt of the Minimum Subscription and acceptance of the relevant Subscription Applications by the Board of Directors, the Corporation may proceed to apply the proceeds of the Offering in accordance with the purposes described in this Memorandum
Maximum Subscription	The Maximum Subscription is 10,000,000 Common Voting Shares ("CVS") priced at USD0.50 per share, representing gross proceeds of USD5,000,000. The Corporation reserves the right to accept subscriptions in whole or in part up to the Maximum Subscription amount.
Kohumaru Angels	Due to the USD300,000 "Market Activation" requirement under the Kohumaru Angels allocation, the Corporation has reserved the right to issue / allocate a further 600,000 CVS over and above the 10M CVS herein captioned to support the Corporation's initial commercialization activities and Māori landowner participation strategy. Funds raised through this allocation are to be applied to the production and shipment of the Corporation's first commercial product range into the Southern California market, i.e., (a) 10,000 retail-ready therapeutic oil SKU's, (b) up to 16,000 litres of kānuka and mānuka "Life-Force 9M" branded hydrosol products. At the directors discretion, the Kohumaru Angels allocation would be over and above the 10,000,000 CVS offered under this Placement with all shares issued on the same terms and conditions as the other CVS offered pursuant to this PPM unless otherwise expressly disclosed.
Over Subscription	Subject to applicable securities laws and regulatory requirements, the Corporation reserves the right to accept subscriptions in excess of the Maximum Subscription amount. While the Corporation's raise pursuant to this Offering is up to USD5,300,000, the Corporation may, at the discretion of the Board of Directors, accept oversubscriptions where permitted by law and considered to be in the best interests of the Corporation and its shareholders.
Additional Information	Requests for additional information regarding this Offering may only be made by Qualifying Parties. Such enquiries should be directed to the Corporation through the postal and email contact details of the authorised contact persons identified on Page 4 of this Memorandum.

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MANDATED DISCLOSURES - USA

Parts 1 to 20 that follow are standard disclosures as prescribed by NASAA on the FORM U7 disclosure document as advised on page 13 hereof. The adoption of this disclosure format is in alignment with SCOR State registration requirements for SEC Rule 504 exempt offerings under Regulation D.

PART 1 – RISK FACTORS

1. List in the order of importance the factors that the Corporation considers to be the most significant risks to an investor.

a. Execution Risk

The Corporation's success is dependent upon management's ability to execute its business plan, including product development, production expansion, market entry, distribution growth and capital formation activities. There can be no assurance that management will successfully achieve its operational or financial objectives.

b. Market Acceptance Risk

The Corporation's future performance is dependent upon market acceptance of its products, including Life-Force Health Extract™ products and other wellness products derived from New Zealand tea tree resources. There can be no assurance that consumer demand will develop in line with management expectations.

c. Capital Availability Risk

The Corporation may require additional capital beyond the proceeds of this Offering to achieve its long-term objectives. There can be no assurance that future capital will be available on acceptable terms, or at all.

d. Key Person and Business Combination Risk

The Corporation's operating model relies upon specialist Value-Added Managed Services ("VAMS") Providers and identified Key Persons. The loss of key relationships or the inability to maintain alignment within the Business Combination ecosystem could adversely affect the Corporation's operations.

e. Regulatory and Market Expansion Risk

The Corporation's activities involve multiple jurisdictions and regulatory environments. Delays or changes in regulatory requirements may affect product development, distribution, fundraising activities or international expansion initiatives.

f. Liquidity Risk

There is presently no public market for the Corporation's securities. Investors should be prepared to hold their investment for an indefinite period and should not assume that a liquid market for the securities will develop.

For a more detailed discussion of risks associated with an investment in the Corporation, prospective investors should refer to Part 20 of this Memorandum.

IMPORTANT NOTICE

THESE SECURITIES HAVE NOT BEEN REGISTERED UNDER THE UNITED STATES SECURITIES ACT OF 1933, AS AMENDED (THE "SECURITIES ACT"). THEY ARE BEING OFFERED IN RELIANCE UPON AN EXEMPTION FROM REGISTRATION UNDER THE SECURITIES ACT AND APPLICABLE STATE SECURITIES LAWS. THESE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE UNITED STATES SECURITIES AND EXCHANGE COMMISSION ("SEC"), ANY STATE SECURITIES REGULATOR OR ANY OTHER REGULATORY AUTHORITY. NEITHER THE SEC NOR ANY STATE OR GOVERNMENTAL AGENCY HAS PASSED UPON THE ACCURACY OR ADEQUACY OF THIS MEMORANDUM. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENCE.

THIS OFFERING INVOLVES A HIGH DEGREE OF RISK AND SHOULD ONLY BE CONSIDERED BY PERSONS WHO CAN AFFORD THE LOSS OF SOME OR ALL OF THEIR INVESTMENT.

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THE OFFERING PRICE OF THE SECURITIES HAS BEEN DETERMINED BY THE BOARD OF DIRECTORS OF THE CORPORATION. NO INDEPENDENT VALUATION HAS BEEN OBTAINED FOR THE PURPOSE OF VERIFYING THE FAIR MARKET VALUE OF THE SECURITIES OR CORROBORATING THE OFFERING PRICE. ACCORDINGLY, THE OFFERING PRICE SHOULD NOT BE REGARDED AS NECESSARILY REPRESENTATIVE OF THE PRESENT OR FUTURE VALUE OF THE CORPORATION OR ITS ASSETS.

PROSPECTIVE INVESTORS SHOULD CAREFULLY REVIEW THE RISK FACTORS DESCRIBED IN THIS MEMORANDUM, INCLUDING PART 1, PART 20 AND THE ASSOCIATED ADDEND

US EXEMPTION NOTICE STATEMENT

The Common Voting Shares ("CVS") offered pursuant to this Memorandum are being offered in reliance upon exemptions from registration under the United States Securities Act of 1933, as amended, including Regulation D, Rule 504, together with applicable state securities laws. The securities have not been registered with, reviewed by, approved by or disapproved by the United States Securities and Exchange Commission ("SEC") or any state securities regulator. The securities are subject to restrictions on transfer and there is presently no public market for the securities. Investors should be prepared to hold their investment for an indefinite period and must be capable of bearing the economic risk of losing some or all of their investment. Accordingly, participation in this Offering is intended only for Qualifying Parties who satisfy the eligibility, suitability and investment requirements applicable in their jurisdiction of residence.

NON-US INVESTORS: YOUR ATTENTION IS DRAWN TO THE WARNINGS IN ADDENDUM 2

Non-US investors should carefully review the jurisdiction-specific warnings, restrictions and investor suitability requirements contained in Addendum 2 of this Memorandum. An investment in the Common Voting Shares offered pursuant to this Memorandum involves a high degree of risk. Prospective investors should carefully consider the risk factors described in this Memorandum, including Part 1, Part 20 and the associated Addenda, before making any investment decision



PART 2 – BUSINESS AND PROPERTIES

GENERAL DESCRIPTION OF THE BUSINESS

2. Describe the business of the Corporation, including its products or services.

Tribal Therapeutical Corp ("TTC" or the "Corporation") is a United States-based holding, importation, marketing and global distribution company established to commercialise natural-health and wellness products originating from Aotearoa/New Zealand, including products derived from native mānuka (*Leptospermum Scoparium*) and kānuka (*Kunzea robusta*) tea tree species.

Through its proposed **NZ Agribiz Showcase** in Southern California, the Corporation intends to acquire and develop an established natural-health retail business as a commercial platform for the introduction of Tribal-branded products, additional natural-health products originating from New Zealand's Māori bioeconomy and selected rural agribusiness investment opportunities presented to appropriately qualified American investors, subject to applicable securities requirements.

The Corporation operates through a Business Combination model under which specialist production, resource management, extraction, distribution and advisory functions are provided by affiliated companies and Value-Added Managed Services ("VAMS") Providers operating within the broader Tribal ecosystem.

The Corporation's principal NZ operating investment is its interest in Tribal Therapeuticals Ltd ("TTL"),

3. Describe how the Corporation produces or provides these products or services and how and when the Corporation intends to carry out its activities.

The Corporation provides its products and services through a vertically aligned supply and distribution ecosystem operating between New Zealand production activities and United States-based importation, marketing and distribution activities.

Raw biomass is sourced from native mānuka and kānuka tea tree resources located principally within Te Tai Tokerau (Northland), New Zealand. Biomass procurement and resource management activities are undertaken through specialist service providers operating under the Corporation's Business Combination model.

Harvested biomass is processed through steam distillation to produce therapeutic-grade essential oils and associated hydrosol extracts. These products are manufactured, packaged and prepared for export by Tribal Tea Tree Botanicals Ltd ("TTTB"), the wholly owned manufacturing subsidiary of Tribal Therapeuticals Ltd ("TTL"), the Corporation's principal New Zealand operating investment. The Corporation's New Zealand operations presently comprise two complementary trading divisions:

Division One – Wholesale Ingredients

Production and supply of bulk therapeutic-grade tea tree oils and related compounds to non-related manufacturers, distributors and therapeutic product companies operating in domestic and international markets.

Division Two – Branded Consumer Products

Production and export of proprietary retail-ready products manufactured under Tribal-owned branding for distribution through affiliated international distribution channels.

The Corporation's initial commercial focus is the distribution of:

- Therapeutic-grade mānuka and kānuka essential oils.
- Life-Force 9M™ botanical extract / hydrosol products.
- Plant Oil Infused ("POI") honey products.
- Additional tea tree-derived compounds and products developed pursuant to the Corporation's Whole-of-Tree™ commercialisation strategy.

Imported products are distributed through the Corporation's United States operations and affiliated distribution partners. The Corporation intends to progressively expand market access throughout North America, Australia, selected Asia-Pacific jurisdictions and, subject to regulatory and commercial requirements, halal-certified and Organization of Islamic Cooperation ("OIC") markets.

The Corporation's activities are currently focused on expanding production capacity, increasing product availability, developing distribution channels and supporting the commercial launch of its initial product

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portfolio in Southern California. Future activities are expected to include additional product development, geographic expansion, strategic partnerships and broader capital market initiatives as described elsewhere in this Memorandum.

SUPPLIERS

4.	***Does the Corporation or its Related Entities have any major supply contracts?***	**[X]** Yes (intercompany).
5.	***(a) Are they dependent upon a limited number of suppliers?***	**[X]** Yes (intercompany).
	(b) Do they expect to be dependent upon a limited number of suppliers?	**[X]** Yes (landowners).

CUSTOMER SALES AND ORDERS

6. ***Does the Corporation have any major sales contracts?*** **[X]** Yes (Intercompany)

7. ***State the total amount of the Corporation's sales of products or services for the most recent 12 months financial reporting period.***

The Corporation did not generate revenue from the sale of products or services during the twelve-month period immediately preceding the date of this Private Placement Memorandum.

During that period, the Corporation's activities were principally directed toward corporate development, acquisition and investment activities, supply chain development, distribution planning, capital formation initiatives and the establishment of the Business Combination platform described elsewhere in this Memorandum.

8. ***State the dollar amount of a typical sale.***

The Corporation participates in an integrated value chain operating through related affiliates in New Zealand and the United States. Accordingly, typical sales occur at several distinct stages within the commercialisation process.

At the New Zealand production level, therapeutic-grade mānuka and kānuka tea tree oil presently carries an Internal Transfer Price ("ITP") of approximately NZD600 per kilogram. This represents the first principal revenue point within the production ecosystem.

The second principal revenue point occurs through the manufacture and export of branded retail-ready products. At the date of this Memorandum, a typical 20ml therapeutic oil SKU is forecast to be sold by the New Zealand manufacturing operations to the Corporation's United States distribution affiliate at approximately NZD27.68 per SKU FOB New Zealand. This transfer price incorporates the value generated by the New Zealand production ecosystem, including biomass supply, extraction, manufacturing and related Business Combination activities.

The Corporation's United States operations are focused on direct-to-consumer distribution through managed sales channels. At the date of this Memorandum, a typical consumer sale of a 20ml therapeutic oil SKU is forecast at approximately USD49.90 per unit, from which sales, marketing, fulfilment and customer acquisition costs are paid.

Additional revenue is expected to arise from Life-Force Health Extract™ hydrosol products, Plant Oil Infused ("POI") honey products and other tea tree-derived products developed pursuant to the Corporation's Whole-of-Tree™ commercialisation strategy. Actual sales values may vary depending upon product type, market conditions, distribution channel and customer location.

9. ***Are the Corporation's sales seasonal or cyclical?***

The Corporation does not presently consider its business to be materially seasonal or cyclical. Unlike agricultural products dependent upon a specific harvesting season, therapeutic-grade mānuka and kānuka tea tree oil, hydrosol extracts and related products may be produced, manufactured and sold throughout the year, subject to market demand, inventory availability and normal operating conditions. Accordingly, the Corporation presently expects sales activity to occur on a year-round basis.

10. ***State the amount of foreign sales (non-US user), as a percentage of total sales for last fiscal year.***

The Corporation did not generate sales revenue during the last fiscal year. Accordingly, foreign sales represented 0% of total sales for the period..

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11. Name any customers that account for, or based upon existing orders will account for, a major portion (20% or more) of the Group’s sales.

At the date of this Memorandum, NZ Showcase USA Inc ("NZUS"), a wholly owned affiliate of the Corporation, is expected to account for a major portion of the Group's sales through its role as the Corporation's principal United States importation, warehousing, distribution and market development vehicle. Sales between related entities are undertaken pursuant to intercompany supply and distribution arrangements and utilise internally determined transfer pricing methodologies consistent with the Corporation's Business Combination operating model.

12. State the dollar amount of firm orders.

At the date of this Memorandum, the Corporation does not hold any firm purchase orders from non-related third-party customers and, accordingly, the dollar amount of firm orders is Nil..

COMPETITION

13. (a) Describe the market area in which the business of the Corporation competes or will compete.

The Corporation operates within the natural health, wellness, personal care and plant-derived therapeutic products sectors. Through its related affiliates, the Corporation is engaged in the production, manufacture, marketing and distribution of products derived from New Zealand native mānuka and kānuka tea tree resources.

The Corporation's products are intended to compete within several established market segments, including therapeutic essential oils, natural wellness products, personal healthcare products, functional health extracts, plant-derived therapeutics and premium natural health products.

The Corporation's principal point of differentiation is not the existence of plant oils or natural wellness products generally, but rather the unique ethnobotanical legacy, indigenous provenance, cultural narrative and resource base associated with New Zealand mānuka and kānuka species. These species are endemic to New Zealand and have a long history of traditional use within Māori communities.

The Corporation's Whole-of-Tree™ commercialisation strategy further distinguishes its activities from businesses focused solely on honey production, commodity essential oils or single-product extraction models. Through this approach, the Corporation seeks to derive value from multiple product streams including essential oils, hydrosol extracts, honey-based products and other plant-derived compounds.

The Corporation intends initially to focus its commercial activities on the United States wellness market before pursuing expansion into other international markets.

(b) Name the Corporation’s principal competitors; indicate their relative size & financial/market strengths.

The Corporation operates within market segments that include therapeutic essential oils, natural wellness products, complementary health products and plant-derived therapeutic ingredients. Accordingly, the Corporation competes with a range of domestic and international producers, distributors and brand owners operating within these sectors.

Within New Zealand, the majority of commercial mānuka oil production is understood to be concentrated amongst a very limited number of established, but small producers who collectively account for a substantial proportion of national production. These businesses generally possess longer operating histories, established customer relationships and greater current production volumes than those presently available to the Corporation and its related affiliates. However, the Corporation further notes that the New Zealand mānuka sector has undergone significant structural change in recent years following the contraction of the mānuka honey industry. As a consequence, a number of participants previously focused on honey production, plantation development and associated processing activities have reduced operations, exited the sector or substantially curtailed investment activity.

Management has noted that this contraction has reportedly contributed to a reduction in domestic tea tree resource development and commercial oil production capacity relative to the

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potential resource base available within New Zealand. While this has reduced the number of active industry participants, it has also created opportunities for new entrants capable of securing biomass supply, production capacity and market access.

The Corporation's strategy is based upon the view that future market growth is more likely to be constrained by the availability of commercial production infrastructure and market development than by the availability of the underlying natural resource.

Internationally, Australian tea tree oil producers collectively represent a substantially larger industry by production volume than the New Zealand mānuka and kānuka oil sector. Such producers benefit from established production infrastructure, industry scale and broader market recognition within traditional tea tree oil markets.

The Corporation does not consider production volume alone to be the principal determinant of competitive advantage. Management believes the Corporation's competitive position is derived from its access to New Zealand mānuka and kānuka resources, its Business Combination operating model, its Whole-of-Tree™ commercialisation strategy and its intended focus on culturally differentiated health and wellness products derived from endemic New Zealand species.

The Corporation's proposed Life-Force Health Extract™ platform, gender-specific product positioning and ethnobotanical narrative represent commercial initiatives which management believes may provide differentiation within selected market segments. However, there can be no assurance that such differentiation will result in market acceptance or commercial success.

Management presently believes that future growth of the New Zealand mānuka and kānuka sector is more likely to be constrained by resource access, production capacity and market development than by existing domestic production volumes.

14. (a) Does the Corporation / Group compete, or expect to compete, by price?

[X] Yes The Corporation expects price to remain an important consideration within the markets in which it operates. However, management's commercial strategy is not based upon being the lowest-cost supplier.

Rather, the Corporation seeks to compete through product differentiation, brand development, cultural provenance, quality, resource access and the unique attributes associated with products derived from New Zealand mānuka and kānuka resources.

Management believes that its Whole-of-Tree™ product platform, Life-Force Health Extract™ products, gender-specific product positioning and ethnobotanical narrative may support premium pricing relative to commodity plant-oil products. However, there can be no assurance that the Corporation will be able to achieve or maintain such pricing in the marketplace.

(b) Does the Corporation / Group compete, or expect to compete, by service?

[X] Yes The Corporation expects customer service, consumer education and product accessibility to form important elements of its competitive strategy.

Management believes that consumers increasingly seek information regarding product origin, quality, traditional use, intended application and wellness attributes when making purchasing decisions. Accordingly, the Corporation intends to support its products through educational content, consumer engagement initiatives and responsive customer support services.

The Corporation's service strategy is intended to complement its product differentiation and branding activities by promoting informed product selection and enhancing the overall customer experience

(c) Does the Corporation / Group compete, or expect to compete, on some other basis?

[X] Yes The Corporation expects customer service, consumer education and product accessibility to form important elements of its competitive strategy.

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Management believes that consumers increasingly seek information regarding product origin, quality, traditional use, intended application and wellness attributes when making purchasing decisions. Accordingly, the Corporation intends to support its products through educational content, consumer engagement initiatives and responsive customer support services.

The Corporation's service strategy is intended to complement its product differentiation and branding activities by promoting informed product selection and enhancing the overall customer experience

MARKETING

15. (a) Describe how the Corporation plans to market its products or services during the next 12 months, including who will perform these marketing activities.

During the next twelve months, the Corporation intends to focus its marketing activities on the commercial launch and market development of its mānuka and kānuka-derived health and wellness product portfolio within the United States market, initially concentrating on Southern California.

Marketing activities will be undertaken through a combination of affiliated entities, specialist Value-Added Managed Services ("VAMS") Providers, digital marketing agencies, independent sales representatives, commission-based marketing partners and third-party e-commerce platforms.

Products are manufactured in New Zealand through the Corporation's Business Combination production model and supplied to the Corporation's United States distribution operations pursuant to intercompany supply arrangements. Products will then be marketed directly to consumers through digital sales channels, wellness-focused retail opportunities, strategic partnerships and other approved distribution platforms.

The Corporation's marketing strategy is to focus on product quality, New Zealand provenance, indigenous cultural heritage, sustainability, Whole-of-Tree™ product development, consumer education and brand differentiation. Particular emphasis is expected to be placed on the Corporation's Life-Force Health Extract™ platform, therapeutic-grade essential oils and Plant Oil Infused ("POI") honey products.

Marketing activities will be coordinated by management together with specialist service providers engaged pursuant to the Corporation's Business Combination operating model.

(b) State how the Corporation will fund these marketing activities.

The initial (early stage), setting up is budgeted to be covered from the proceeds of the fund-raising initiatives planned by the Corporation to achieve its objectives. Sales forecasts prepared from estimates of the volumes of oil planned to be extracted/produced/brought in for distribution, indicate that the ongoing cost of this activity is expected to be met from internally generated cashflow.

EMPLOYEES

16. (a) State the number of the Corporation’s present employees by type of employee (i.e., clerical, operations, administrative, etc.).

At the date of this Memorandum, the Corporation does not maintain a traditional employee-based organizational structure and has no full-time employees.

Instead, the Corporation operates through a Business Combination model under which specialist management, operational, advisory, administrative and commercial services are provided pursuant to outsourced Value-Added Managed Services ("VAMS") agreements entered into with approved independent service providers and affiliated entities.

At the date of this Memorandum, the Corporation has entered into a VAMS agreement with EzyXchange Ltd to provide management, corporate development and ecosystem development services in support of the Corporation and its related affiliates.

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Management believes that the use of specialist VAMS Providers provides operational flexibility, scalability and access to specialized expertise while reducing the fixed overhead costs typically associated with conventional employee-based organizational structures.

(b) State the number of employees the Corporation anticipates it will have within the next 12 months by type of employee (i.e., clerical, operations, administrative, etc.)

The Corporation does not presently anticipate establishing a traditional employee-based organizational structure during the next twelve months and, accordingly, does not currently forecast the engagement of full-time employees in clerical, operational, administrative or related categories.

Management presently intends to continue operating through the Business Combination model described elsewhere in this Memorandum, pursuant to which specialist management, operational, technical, administrative, marketing and advisory services are supplied by approved Value-Added Managed Services ("VAMS") Providers and affiliated entities.

As commercial activities expand, the Corporation expects additional service requirements to be met principally through the engagement of additional VAMS Providers or through the expansion of services provided by existing VAMS Providers. Such providers will remain responsible for the engagement and management of their own personnel and resources as required to satisfy their contractual obligations.

Management believes this model provides operational scalability, flexibility and cost efficiency while enabling the Corporation to access specialist expertise as required

17. Describe the Corporation’s labor relations.

The Corporation does not presently maintain a direct employee workforce and, accordingly, does not presently engage in traditional employer-employee labour relations. Operational, management and administrative services are provided through independent Value-Added Managed Services ("VAMS") Providers pursuant to contractual service agreements. At the date of this Memorandum, management is not aware of any material labour disputes or labour-related matters that would be expected to adversely affect the Corporation's operations.

18. Indicate any benefits or incentive arrangements the Corporation provides or will provide to its employees.

The Corporation does not presently maintain a direct employee workforce and, accordingly, does not presently provide employee benefit, pension, bonus or incentive programmes typically associated with employee-based organisations. Services are supplied through independent Value-Added Managed Services ("VAMS") Providers pursuant to contractual service arrangements as described in Item 16 above. Any compensation, benefits or incentive arrangements applicable to personnel engaged by such providers are the responsibility of the relevant VAMS Provider and not the Corporation. Accordingly, no employee benefit or incentive arrangements are presently contemplated by the Corporation.

PROPERTIES

19. (a) Describe generally the principal properties that the Corporation owns or leases.

The Corporation does not presently own or lease any material real property in its own name.

Pursuant to the Business Combination model described elsewhere in this Memorandum, the Corporation conducts its activities through affiliated entities, contracted Value-Added Managed Services ("VAMS") Providers and related operating companies which provide access to production facilities, resource lands, warehousing, administrative facilities and other operational infrastructure required to support the Corporation's activities.

The Corporation's principal operating assets presently comprise its ownership interests in affiliated companies together with associated contractual rights, supply arrangements, distribution agreements, intellectual property and commercial relationships.

The Corporation continues to evaluate opportunities to acquire or control strategic operational properties through affiliated entities where management believes such acquisitions would support the long-term growth objectives of the Group.

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(b) **Indicate what properties the Corporation intends to acquire or lease.**

The Corporation and its related affiliates intend to evaluate opportunities to acquire, lease or otherwise secure control of properties required to support the Group's long-term operational objectives.

Such properties may include harvesting and biomass aggregation facilities, extraction and manufacturing sites, warehousing and distribution facilities, administrative offices, research and development facilities and strategic resource-based properties associated with the expansion of the Corporation's Whole-of-Tree™ business model.

At the date of this Memorandum, management is evaluating a number of potential property opportunities within New Zealand which, if acquired, may be utilised to support production expansion, logistics, warehousing, administration and related commercial activities. There can be no assurance that any proposed acquisition or lease arrangement will be completed.

RESEARCH AND DEVELOPMENT

20. ***Indicate the amounts that the Corporation spent for research and development since its incorporation.***

Since incorporation and through December 31, 2025, the Corporation and its related affiliates have incurred and capitalised approximately USD356,000 of direct development expenditure associated with business development, product development, intellectual property development, supply chain establishment, commercialisation activities and related ecosystem development.

The Corporation expects to continue undertaking research and development activities directly and through related affiliates, strategic partners, specialist service providers and research institutions. Future research and development activities may include product formulation, extraction technologies, Whole-of-Tree™ product development, Life-Force Health Extract™ commercialisation, regulatory compliance initiatives, intellectual property development and other activities supporting the Corporation's long-term commercial objectives.

The level and timing of future research and development expenditure will depend upon available capital resources, commercial priorities and market opportunities

21. ***(a)*** **Will the Corporation expend funds on research and development (R&D) during the current fiscal year?**

The Corporation presently expects to incur research and development expenditure during the current fiscal year, either directly or through related affiliates, strategic partners, specialist service providers and research institutions.

Planned activities may include product development, formulation refinement, extraction process optimization, regulatory and compliance initiatives, Whole-of-Tree™ product development, Life-Force Health Extract™ commercialisation, intellectual property development and other activities supporting the Corporation's long-term commercial objectives

(b) **If yes, how much does the Corporation plan to spend on R&D during the current fiscal year?**

The Corporation presently estimates that it may expend approximately USD50,000 on research and development activities during the current fiscal year.

Planned expenditure is expected to be directed toward product development, formulation refinement, regulatory and compliance initiatives, intellectual property development, market readiness activities and the commercialisation of products derived from the Corporation's Whole-of-Tree™ platform.

Particular areas of focus are expected to include the continued development of gender-specific mānuka and kānuka product ranges, Plant Oil Infused ("POI") honey products, Life-Force Health Extract™ products and other proprietary products intended for distribution through the Corporation's United States and international market initiatives.

The level, timing and allocation of research and development expenditure may vary depending upon available capital resources, commercial priorities, regulatory requirements and opportunities identified by management from time to time

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(c) **How does the Corporation intend to fund these R&D costs?**

The Corporation presently intends to fund its research and development activities from a combination of:

(i) proceeds received pursuant to this Offering.

(ii) proceeds received from future approved capital formation initiatives, including the Corporation's proposed Regulation Crowdfunding ("Reg-CF") campaign.

(iii) internally generated cash flows arising from the commercial activities of the Corporation and its related affiliates.

Management expects that the relative contribution of each funding source will vary over time depending upon the Corporation's stage of development, available capital resources, commercial performance and research priorities.

GOVERNMENTAL REGULATION

22. (a) Is the Corporation's business subject to material regulation by any governmental agency?

[X] Yes – The Corporation's activities are subject to a range of governmental laws, regulations and industry requirements applicable to the production, manufacture, export, importation, marketing and distribution of natural health, wellness and consumer products.

Regulatory oversight may arise from, amongst others, food safety authorities, customs agencies, product safety regulators, transportation authorities, environmental agencies and governmental bodies responsible for the regulation of health, wellness and consumer products within the jurisdictions in which the Corporation operates.

The Corporation's New Zealand operations are subject to applicable New Zealand laws and regulations relating to manufacturing, workplace health and safety, transportation, exports and related commercial activities.

The Corporation's United States activities are subject to applicable federal, state and local laws governing the importation, marketing, distribution and sale of consumer products. Certain products may also be subject to additional regulatory requirements depending upon product composition, intended use, labelling and marketing practices.

Management monitors regulatory developments on an ongoing basis and intends to undertake such compliance activities as are considered appropriate to support the Corporation's commercial objectives.

The Corporation notes that kānuka oil is classified as Dangerous Goods ("DG") for certain transportation and shipping purposes and must be handled and transported in accordance with applicable regulations

(b) Are the Corporation's products/services subject to material regulation by any governmental agency?

[X] Yes- The Corporation further notes that as its product portfolio expands, certain products may become subject to additional regulatory standards, approvals, registrations, labelling requirements or compliance obligations applicable to health, wellness, food, dietary supplement, therapeutic or related product categories in the jurisdictions where such products are marketed and sold.

Management expects regulatory compliance activities to form an ongoing component of the Corporation's product development and commercialisation strategy

(c) Are the Corporation's properties subject to material regulation by any governmental agency?

[X] No – The Corporation is not presently aware of any unusual or material property-specific regulatory requirements applicable to properties utilised by the Corporation and its related affiliates beyond those generally applicable to commercial, agricultural, manufacturing, warehousing, export and related business activities.

Certain operational facilities utilised by related affiliates may be subject to industry-specific registration, licensing, food safety, health and safety, environmental, transportation, export or other regulatory requirements applicable to the activities conducted at those facilities.

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For example, facilities involved in the processing, storage and export of honey products are required to comply with applicable New Zealand food safety and export requirements. In addition, kānuka oil is classified as Dangerous Goods ("DG") for certain transportation and shipping purposes and must be handled in accordance with applicable regulations.

Management is not aware of any material property-related regulatory matters that would be expected to adversely affect the Corporation's operations at the date of this Memorandum

. ***(d)*** ***Explain in detail any "yes" answer to Item 22(a), 22(b), or 22(c), including the nature and extent of the regulation and its effect or potential effect upon the Corporation.***

The Corporation and its related affiliates operate within industries that are subject to various governmental laws, regulations and administrative requirements relating to manufacturing, transportation, exports, imports, food safety, product labelling, workplace health and safety, environmental matters and the marketing and distribution of consumer products.

The Corporation's activities presently involve the production, manufacture, export and distribution of products derived from New Zealand mānuka and kānuka resources. Certain products, facilities and activities may therefore be subject to registration, certification, transportation, food safety, export documentation, customs and related regulatory requirements applicable within the jurisdictions in which the Corporation operates.

The Corporation further recognises that future product development initiatives, including health, wellness, ingestible and related consumer products, may be subject to additional regulatory requirements, approvals, registrations, labelling standards or compliance obligations depending upon product composition, intended use and the jurisdictions in which such products are marketed.

Management presently considers these regulatory requirements to be customary for businesses operating within the Corporation's industry sectors and does not presently believe such requirements materially impede the Corporation's planned activities. However, future changes in legislation, regulatory policy or compliance requirements could affect the timing, cost or commercialisation of certain products and business initiatives.

The Corporation intends to monitor regulatory developments and undertake such compliance activities as management considers appropriate to support its ongoing commercial operations and future growth objectives

23. ***(a)*** ***Is the Corporation required to have a license or permit to conduct business?***

[X] No – While the Corporation is not presently required to hold any single overarching licence or permit in order to conduct its general business activities, certain activities undertaken by the Corporation and its related affiliates may require registrations, permits, approvals, certifications or other regulatory authorizations applicable to specific products, facilities, manufacturing activities, exports, imports, transportation activities or distribution operations.

The nature and extent of such requirements will vary depending upon the products being manufactured, marketed or distributed and the jurisdictions in which the Corporation operates.

Refer also to Item 22 above

(b) ***If yes, does the Corporation or any Group company have the required license or permit?***

[X] To the extent that licences, registrations, permits, certifications or other approvals are presently required for activities undertaken by the Corporation's related affiliates, management believes that such approvals are either in place or are being maintained by the relevant operating entity responsible for the activity concerned.

For example, honey products intended for export are required to be processed, handled and exported through appropriately registered and approved facilities operating under applicable New Zealand food safety and export requirements. The Corporation presently intends to utilise approved third-party suppliers and processors for such activities.

Management further recognises that additional permits, registrations, approvals or certifications may be required in the future as product offerings expand and as the Corporation enters additional domestic and international markets. Where required, the Corporation and its affiliates intend to obtain such approvals prior to commencing the relevant activities.

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(c) ***If the answer to Item 23(b) is "yes," describe the effect on the Corporation and its business if it were to lose the license or permit.***

The potential effect upon the Corporation would depend upon the nature of the licence, permit, registration or approval concerned and the activities to which it relates.

Management presently believes that the loss, suspension or non-renewal of a material licence, permit, registration or approval could result in delays, additional compliance costs, temporary interruption of certain activities, restrictions on the manufacture, export, importation or sale of affected products, and potential reputational damage to the Corporation and its related affiliates.

The Corporation presently considers the risk of such an event to be manageable through ongoing compliance monitoring, quality assurance procedures and the use of appropriately qualified service providers and operating partners. However, there can be no assurance that future regulatory actions, compliance failures or changes in regulatory requirements will not adversely affect the Corporation's operations.

Where appropriate, management would seek to remedy any deficiency and restore the relevant approval as quickly as reasonably practicable.

(d) ***If the Corporation has not yet acquired a required license or permit, describe the steps the Corporation needs to take to obtain the license or permit. Estimate the time it will take to complete each step.***

At the date of this Memorandum, management is not aware of any material licences or permits that are immediately required by the Corporation and which have not already been obtained by the relevant operating entity responsible for the activity concerned.

Where future licences, registrations, approvals, certifications or permits become necessary, the Corporation and its related affiliates intend to follow the applicable regulatory processes prescribed by the relevant governmental or industry authority. Such processes may include application submission, facility registration, product review, compliance verification, inspection, certification and related administrative requirements.

Certain products and activities, including honey-based products, wellness products, ingestible products and activities conducted in foreign jurisdictions, may require additional approvals depending upon the product category, intended use and market of distribution.

The time required to obtain any such approval will depend upon the nature of the approval sought, the jurisdiction involved and the requirements of the relevant regulatory authority. Management presently expects that routine registrations and approvals can generally be obtained within normal industry timeframes, although no assurance can be given regarding the timing or outcome of any future application

COMPANY HISTORY AND ORGANIZATION

24. ***Summarize the material events in the development of the Corporation.***

The following summarizes the principal milestones in the development of the Corporation and its related affiliates:

2019

- Tribal Therapeutical Corp ("TTC") was incorporated in Colorado, USA.
- The Corporation commenced development of a business model focused on the commercialisation of products derived from New Zealand native mānuka and kānuka resources.

2020 – 2022

- The Corporation and its affiliates commenced development of strategic relationships with New Zealand landowners, biomass suppliers, extraction operators and industry participants associated with the New Zealand tea tree sector.
- Initial commercial, branding, market development, capital formation activities were undertaken.
- The Corporation commenced development of its Business Combination model designed to integrate independently owned resource, production, management and distribution capabilities.

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2023 – 2024

- Further development of the Corporation's Whole-of-Tree™ commercialisation strategy was undertaken.
- Product development activities expanded beyond essential oils to include additional mānuka and kānuka derived products and value-added product opportunities.
- The Corporation and its affiliates continued development of supply chain, distribution and market entry initiatives.

2025

- The Corporation acquired a 12,000,000 shareholding interest in Tribal Therapeuticals Limited ("TTL"), the New Zealand production holding company responsible for coordinating the Group's New Zealand operational ecosystem.
- The Corporation acquired control of NZ Showcase USA Inc ("NZUS"), establishing a dedicated United States importation, warehousing, distribution and market development platform.
- Long-term biomass supply arrangements and related operational relationships were expanded to support future production growth.
- Development expenditure capitalised since incorporation reached approximately USD356,000.

2026

- The Corporation adopted an expanded Whole-of-Tree™ strategy encompassing therapeutic oils, Life-Force Health Extract™ hydrosol products, Plant Oil Infused ("POI") honey products and other mānuka and kānuka derived product opportunities.
- The Corporation commenced implementation of a Southern California market entry strategy focused on direct-to-consumer distribution and brand development.
- Planning commenced for the "Kohumaru Angels" capital programme designed to support expansion of New Zealand production capacity and export readiness.
- The Corporation approved a proposed Regulation Crowdfunding ("Reg-CF") initiative and other capital formation programmes intended to support future growth.
- The Corporation continues to evaluate strategic production, warehousing and resource-based property opportunities in support of its long-term growth objectives.

The Corporation remains in the commercial development and market expansion phase of its business plan and continues to focus on building an integrated New Zealand-to-United States supply and distribution platform for products derived from New Zealand mānuka and kānuka resources.

25. Describe any stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization.

Since incorporation, the Corporation has not undertaken any stock split, stock dividend, spin-off, merger or corporate reorganization.

The Corporation was originally incorporated with authorised share capital comprising 10,000,000 Common Voting Shares ("CVS"). Subsequently, the Corporation amended its Articles to increase its authorised share capital to 250,000,000 CVS in order to support future capital formation initiatives, strategic acquisitions and long-term growth objectives.

Through its original issues totalling 11,000,000 CVS to acquire outright control of the emerging NZ production ecosphere, restructuring and the entry of its Business Combination partners in New Zealand, the Corporation now holds 12,000,000 ordinary shares in Tribal Therapeuticals Limited ("TTL"), the New Zealand production holding company. The Corporation issued a further 5,000,000 CVS to EzyXchange Ltd to acquire 100% ownership of Florida incorporated, NZ Showcase USA Inc ("NZUS"), the Group's United States natural health products importation, warehousing and distribution platform .

Other than the foregoing, no material recapitalization, merger, acquisition, spin-off or reorganization has occurred as at the date of this Memorandum

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26. Discuss any pending or anticipated stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization.

The Corporation is continually evaluating capital management, corporate development and strategic growth initiatives as part of its long-term business plan.

At the date of this Memorandum, the shareholders of the Corporation have provisionally approved, a proposed three-for-one (3:1) stock split as part of a potential post-Series A recapitalization programme following completion of the Corporation's planned capital formation initiatives, including the proposed Regulation Crowdfunding ("Reg-CF") campaign. The purpose of the proposed recapitalization would be to support future capital market activities, improve marketability of the Corporation's securities and facilitate the Corporation's longer-term growth objectives.

Other than the foregoing, the Corporation is not presently committed to any material merger, spin-off, reorganization or acquisition transaction. However, management continues to evaluate strategic opportunities that enhance shareholder value and support the Corporation's commercial objectives

27. State the names of any parent, subsidiary, or affiliate of the Corporation. For each, indicate its business purpose, its method of operation, its ownership, and whether it is disclosed in the table below, included in the Financial Statements referenced in this Disclosure Document or by way of Addendum hereto for information purposes.

The Corporation operates through a Business Combination structure comprising affiliated holding, production, distribution and special-purpose entities established to support the development, manufacture, distribution and commercialisation of products derived from New Zealand mānuka and kānuka resources.

The principal parent, subsidiary and affiliated entities known to the Corporation at the date of this Memorandum are summarised in Table 2 below. Collectively, these entities provide management, production, extraction, warehousing, distribution, marketing, property ownership and related support functions within the Group ecosystem.

Additional information regarding certain related entities, ownership interests, intercompany relationships and material agreements is contained elsewhere in this Memorandum and its Addendums

FOUNDING COMPANY **TABLE 2**

1.	**EzyXchange Ltd "EZYX"** *(Incorporated in Colorado)* *President – N Iverson*	Established to hold the founding family's strategic investments and ownership interests associated with the wider Tribal ecosystem. Not included in the Financial Statements.

GROUP OPERATING COMPANIES -USA INCORPORATED **TABLE 3**

#	COMPANY NAME	ROLE & KAUPAPA *(Objectives)*
2.	**Tribal Therapeutical Corp "TTC"** *(Incorporated in Colorado)* *President - L Brink*	Issuer of the securities offered pursuant to this Memorandum. Acts as the Group's United States operational holding company responsible for capital formation, market development, strategic planning and oversight of affiliated operating entities. Included in the Financial Statements.
3.	**NZ Showcase USA Inc "NZUS"** *(Incorporated in Florida)* *President – L Brink*	United States importation, warehousing, distribution and market development company responsible for the receipt, storage, promotion and distribution of branded health and wellness products supplied by related New Zealand affiliates. Hold sole global product distribution rights. Included in the Financial Statements.

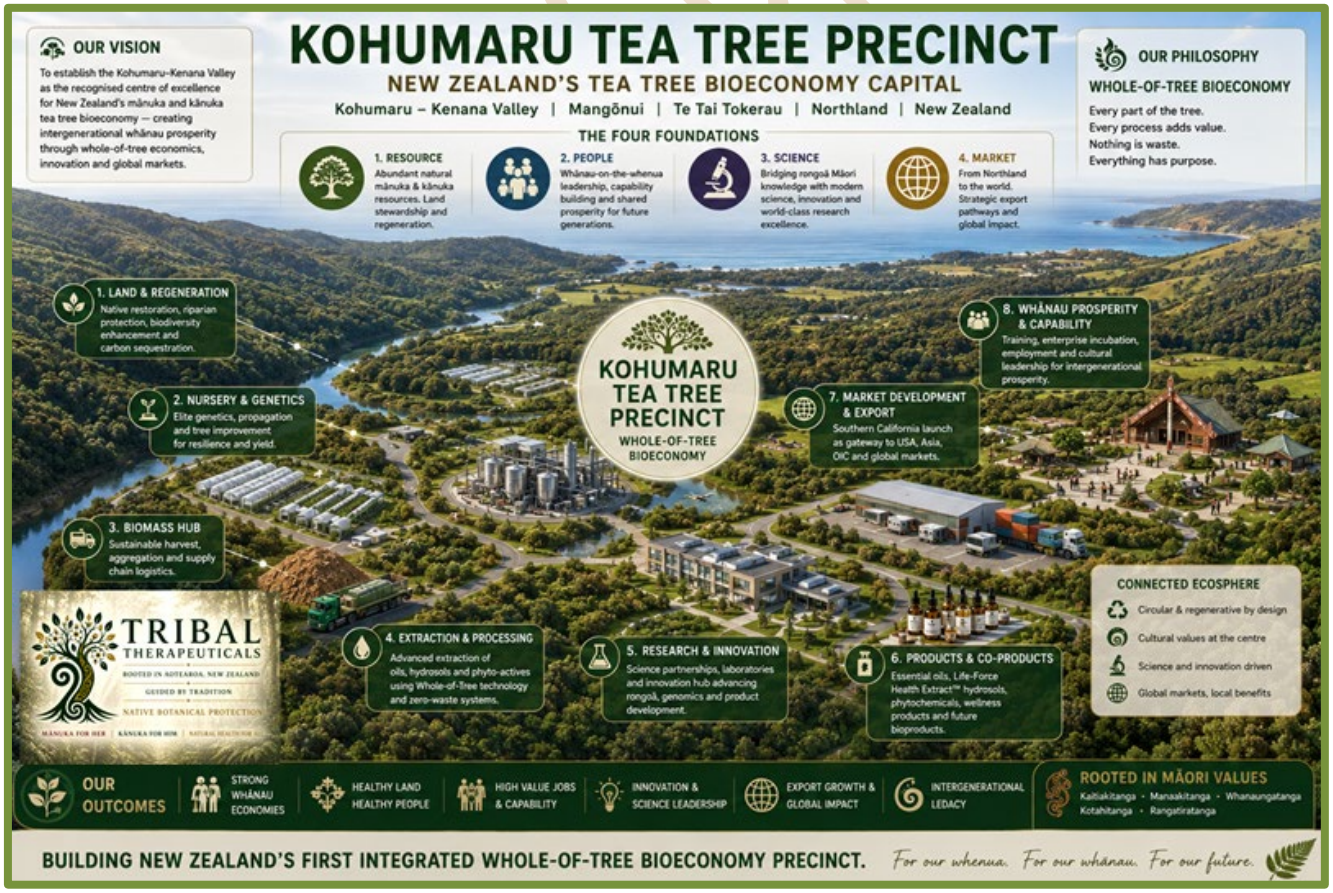
GROUP OPERATING COMPANIES -NZ INCORPORATED **TABLE 4**

4	**Tribal Therapeuticals Ltd ("TTL"** *(Incorporated in NZ* *CEO – L Shepherd*	New Zealand production holding company and Related Affiliate of Tribal Therapeutical Corp. responsible for coordinating biomass supply, extraction, manufacturing, product development and export activities undertaken through (a) operating subsidiaries companies, (b) approved Business Combination, (VAMS) partners. Included in Financial Statements

5	**Tribal Tea Tree Botanicals Ltd ("TTT")** *(Incorporated in NZ* *CEO – N Iverson*	Wholly owned subsidiary of TTL, Holds VAMS agreements with VMAS partners. Operates two wholesale trading divisions (1) bulk sakes to non-related third parties, (2) conversion of bulk extracts to inhouse branded retail shelf ready SKU's for export with economic benefits retained within the New Zealand production ecosystem and distributed in accordance with applicable commercial agreements, VAMS arrangements and TSA supplier agreements
6	**Life Force Health Extracts Ltd ("LFH")** *(Incorporated in NZ* *CEO – N Iverson*	Wholly owned subsidiary of TTC – holder of intellectual property rights attaching to (a) the hydrosol based "Life-Force Extract" (b) "Whole of Tree | Whole of Life" including trademarks, logos, usage rights. Included in the Financial Statements.
7	**Tea Tree Valley Campus Ltd)"TTVC")** *(Incorporated in NZ* *CEO – N Iverson*	A Related Affiliate through the 50% interest held in TTVC by TTL and setup to purchase the pastoral station at 140 Kenana Rd for conversion into a plantation, nursery, plant oil extraction and research facility.

GROUP VAMS (Value Added Managed Services) COMPANIES **TABLE 5**

1.	**Kohumaru Taonga Ltd ("KTL"** *(Incorporated in New Zealand)*	Holds TSA approved landowner biomass operational management VAMS agreement from seed to farm gate. Owned by Lloyd family interests.
2.	**Essentially Bay of Islands Ltd ("EBOI")** *(Incorporated in New Zealand)*	Holds bulk biomass compound extraction operations VAMS agreement. Owned by Shepherd family interests.
3	**Pacific Haven Ltd ("PHL")** *(Incorporated in New Zealand)*	Holds NZ operations administration management agreement Owned by Iverson family interests.



PART 3 MILESTONES

28. Describe in chronological order the steps management intends to take to achieve, maintain, or improve profitability during the 12 months following (1) issue of this PPM and (2) receipt of capital proceeds.

Management presently intends to undertake the following activities during the twelve months following the issue of this Memorandum and receipt of capital proceeds:

Stage 1 – Capital Formation and Corporate Development

- Complete the capital raising initiatives described in this Memorandum.
- Strengthen the Corporation's balance sheet and working capital position.
- Finalize strategic supplier, production, warehousing, distribution and service provider arrangements required to support planned commercial activities.

Stage 2 – Production Expansion and Inventory Build

- Expand production capability through the Corporation's New Zealand Business Combination ecosystem.
- Procure and process sufficient biomass resources to support planned product manufacturing.
- Manufacture initial commercial inventories of therapeutic oils, Life-Force Health Extract™ products and Plant Oil Infused ("POI") honey products.
- Establish inventory reserves to support United States market entry activities.

Stage 3 – Export and Logistics Deployment

- Export initial product inventories to the Corporation's United States distribution platform.
- Expand warehousing, logistics and fulfilment capability as required.
- Implement inventory management and customer fulfilment systems necessary to support commercial sales.

Stage 4 – Southern California Market Launch

- Commence market entry activities through the Showcase in Southern California.
- Expand consumer awareness through branding, education and market development programmes.
- Establish direct-to-consumer sales channels together with selected strategic retail and distribution relationships.
- Continue development of the Corporation's Whole-of-Tree™ product platform.

Stage 5 – Revenue Growth and Market Expansion

- Increase product sales through direct-to-consumer and related distribution channels.
- Expand the customer base within the United States market.
- Evaluate opportunities for additional product introductions and geographic expansion.
- Continue development of strategic international opportunities, including markets within the Asia-Pacific and Organization of Islamic Cooperation ("OIC") regions.

Stage 6 – Operational Scaling and Capital Market Readiness

- Evaluate opportunities to expand production infrastructure, resource access and operational capacity.
- Continue implementation of the Corporation's Business Combination model to support scalable growth.
- Advance future capital formation initiatives and other strategic activities intended to support the Corporation's long-term growth objectives.

Management believes that successful execution of the foregoing milestones will improve the Corporation's prospects for achieving sustainable revenue growth and long-term profitability. However, achievement of any milestone is subject to numerous risks and uncertainties, including those described elsewhere in this Memorandum.

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29. (a) State the anticipated consequences to the Corporation if any step is not completed as scheduled.

The Corporation's business plan comprises a series of interrelated development, production, marketing, distribution and capital formation milestones. As a result, delays or failure to complete one or more milestones may adversely affect the timing, cost or success of subsequent activities.

Potential consequences may include delays in product development, reduced production volumes, slower market penetration, delayed revenue generation, increased operating costs, reduced profitability, postponement of planned expansion activities and the need to secure additional capital resources.

The Corporation's ability to achieve its commercial objectives is dependent upon numerous factors including the availability of capital, production capacity, supply chain performance, market acceptance, regulatory compliance and general economic conditions. Failure to complete one or more planned milestones within the anticipated timeframe may therefore adversely affect the Corporation's financial performance and growth prospects.

Management intends to monitor progress against planned milestones on an ongoing basis and, where appropriate, modify implementation plans to reflect changing commercial conditions and opportunities.

(b) Describe how the Corporation will deal with these consequences.

Management intends to respond to any delay or failure in achieving a planned milestone through a combination of operational flexibility, phased implementation, alternative sourcing arrangements, capital management initiatives and the continued utilisation of the Corporation's Business Combination operating model.

Where appropriate, management may revise implementation schedules, adjust production targets, modify product launch sequencing, defer discretionary expenditure, secure additional service capacity through approved Value-Added Managed Services ("VAMS") Providers, seek alternative supply arrangements or pursue additional capital formation initiatives.

The Corporation's reliance upon contracted service providers, affiliated operating entities and scalable Business Combination relationships is intended to provide management with the flexibility to respond to changing commercial conditions without the level of fixed overhead typically associated with traditional employee-based organizational structures.

Management believes that this approach assists the Corporation in mitigating operational risk while preserving its ability to pursue long-term growth objectives. However, there can be no assurance that such measures will fully offset the impact of any material delay, adverse event or failure to achieve a planned milestone.

SCOR (*) REVIEW NOTE:

After reviewing management’s discussion of the steps it intends to take, potential investors should consider whether achievement of each step within the estimated time frame is realistic. Potential investors should also assess the consequences to the Corporation of any delays in taking these steps and whether the Corporation will need additional financing to accomplish them considering the statements made herein pertaining to such possibility.

(*) SCOR (Small Corporate Offering Registration) is a disclosure framework developed by the North American Securities Administrators Association ("NASAA") and adopted by participating State Securities Regulators within the United States. The SCOR disclosure format is designed to provide investors with a structured overview of the issuer, its business, risks, management, financial condition and proposed use of capital in connection with certain small-company securities offerings, including offerings conducted pursuant to Rule 504 of Regulation D under the Securities Act of 1933..

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PART 4 – USE OF PROCEEDS

30. Show how the Corporation intends to use the proceeds of this offering.

The Corporation intends to apply the gross proceeds of this Offering principally toward the establishment of its United States distribution platform and expansion of its New Zealand production capability.

As summarised in **Table 1,** management has provisionally allocated USD3,500,000 toward United States distribution, marketing and commercialisation activities and USD1,500,000 toward New Zealand production operations.

- The United States allocation is intended to acquire Showcase premises to support market entry activities, warehousing, distribution, fulfilment, marketing, administrative costs, working capital and other activities associated with the Corporation's planned launch and expansion strategy.
- The New Zealand allocation is to support the purchase of the Campus facility for the manufacture of therapeutic based products, including, Life-Force Health Extract™ products and related inventory required for the Corporation's planned Southern California launch programme. Funds may also be applied toward production working capital, supply chain development, biomass procurement, inventory build and related operational requirements.

Management believes that the proposed allocation of proceeds provides an appropriate balance between production capacity and market development activities. However, the Corporation reserves the right to vary the allocation of proceeds between categories should circumstances, commercial opportunities or operational requirements change after completion of the Offering.

Investors should note that all allocations are estimates only and actual expenditures may differ from those presently anticipated by management.

31. (a) Is there a minimum amount of proceeds that must be raised before the Corporation uses any of the proceeds of this offering?

[X] Yes– The Minimum Subscription has been established at **USD50,000**. No subscription funds will be released for use by the Corporation until the Board of Directors has confirmed that the Minimum Subscription has been achieved and the applicable subscription acceptance procedures have been completed.

(b) If yes, describe how the Corporation will use the minimum Net Proceeds of this offering.

Management presently intends to apply the minimum Net Proceeds toward the commencement of production and inventory build activities associated with the Corporation's planned United States market entry programme.

Pursuant to the Corporation's Business Combination operating model, one of the principal production partners has agreed to make available biomass resources required to support the initial manufacture of commercial inventory. Accordingly, management believes that achievement of the Minimum Subscription will provide sufficient working capital to commence production, extraction, packaging and related activities necessary to support the Corporation's initial export and market development objectives.

The precise allocation of such funds may vary depending upon operational requirements, production scheduling and priorities at the time the Minimum Subscription is achieved.

(c) If the answer to Item 31(a) is "yes," describe how the Corporation will use the Net Proceeds of this offering that exceed the amount of the minimum offering proceeds.

Net Proceeds received in excess of the Minimum Subscription will be applied progressively toward the business objectives, milestones and capital allocations described elsewhere in this Memorandum, including production expansion, inventory build, working capital, market development, distribution infrastructure, regulatory initiatives and other commercial activities associated with the Corporation's New Zealand production and United States distribution operations as described in this Memorandum.

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As additional capital is received, management intends to accelerate implementation of the Corporation's business plan, increase production capacity, expand inventory holdings, strengthen working capital reserves and support broader market entry and growth initiatives.

The allocation of proceeds between individual activities may vary from time to time depending upon commercial opportunities, operational requirements and management's assessment of the most effective deployment of capital. Investors should refer to Table 1 and Item 30 for further information regarding the anticipated use of proceeds.

(a) ***If the answer to Item 31(a) is "no," describe how the Corporation will use the Net Proceeds of this offering.***

Not Applicable. Refer to Items 31(a), 31(b) and 31(c) above. The Corporation has established a Minimum Subscription requirement of USD50,000.

32. (a) Will the Corporation use other funds, together with the offering proceeds, to fund any project or activity identified in Items 28 or 31?

[X] Yes In addition to the proceeds of this Offering, the Corporation expects to utilise a combination of existing corporate resources, affiliated entity resources, Business Combination partner contributions, contracted service provider resources, internally generated cash flows and such additional capital resources as may become available from time to time.

Management believes that the combination of offering proceeds and these additional resources will assist the Corporation in achieving the milestones and business objectives described in Items 28 and 31.

The extent to which any particular funding source is utilised will depend upon the amount of capital raised pursuant to this Offering, commercial priorities, operational requirements and management's assessment of the most efficient deployment of available resources.

(b) If yes, state the amounts and sources of the other funds.

At the date of this Memorandum, the Corporation expects that certain projects and activities described in Items 28 and 31 will be supported by resources in addition to the proceeds of this Offering.

Such resources include existing production infrastructure, warehousing and distribution facilities, biomass supply arrangements, management resources, intellectual property, contractual rights, Business Combination partner contributions and Value-Added Managed Services ("VAMS") Provider resources made available to the Corporation and its related affiliates.

The value attributable to certain of these resources cannot be precisely quantified at the date of this Memorandum because many are provided pursuant to commercial arrangements, affiliate relationships, contracted service agreements and Business Combination participation arrangements that do not require immediate cash expenditure by the Corporation.

In addition, the Corporation may utilise internally generated cash flows, future capital formation initiatives and other funding sources that may become available from time to time in support of its business objectives.

Accordingly, management expects that the resources available to the Corporation will exceed the cash proceeds raised pursuant to this Offering alone.

(c) Has the Corporation reserved the right to place part of the offering proceeds into any other planned activity not disclosed herein?

(X) No The Corporation has not reserved the right to apply Offering proceeds to activities that are materially different from the purposes described in this Memorandum. Management presently intends that all Offering proceeds will be applied solely toward the business activities, milestones and objectives disclosed herein.

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PART 5 – SELECTED FINANCIAL INFORMATION

GENERAL

33. Revenue Statement – Review Period ended September 30th 2026

During the Review Period ended September 30th 2026, the Corporation remained principally engaged in corporate development, capital formation, ecosystem development and strategic investment activities.

As at the Review Date, the Corporation's principal activities included the acquisition and development of ownership interests in affiliated entities comprising the Tribal Therapeuticals production and distribution ecosystem, including Tribal Therapeuticals Limited ("TTL"), NZ Showcase USA Inc ("NZUS") and other related affiliates described elsewhere in this Memorandum.

The Corporation did not conduct material revenue-generating operations in its own name during the Review Period. Revenue-generating activities remained primarily at the affiliated operating-company level as the Group continued development of its production, distribution and market-entry initiatives.

Accordingly, investors should evaluate the Corporation principally as a development-stage holding company pursuing the commercialisation and expansion activities described elsewhere in this Memorandum.

34. The directors report that, as at the Review Date, the Corporation had not generated taxable operating income requiring the provision of material income tax liabilities at the Corporation level.

To the best of the directors' knowledge and belief, no material provisional income tax liability existed at the Corporation level as at the Review Date.

The tax position of affiliated entities may differ from that of the Corporation depending upon their respective jurisdictions of incorporation, operating activities and applicable taxation requirements. Investors should not assume that future tax positions will be consistent with those reported for the Review Period

CAPITALIZATION

35. ***Indicate the Corporation’s forecast capitalization as of the most recent consolidated balance sheet.***

The capitalization information set out in Table 6 below has been prepared on a consolidated basis and reflects management's application of its Business Combination model and intangible asset recognition principles contained in Accounting Standards Codification ("ASC") 805 (Business Combinations) and ASC 350 (Intangibles – Goodwill and Other), together with other applicable accounting guidance where considered appropriate.

Management believes that presentation on this basis more appropriately reflects the Corporation's ownership interests in Tribal Therapeuticals Limited ("TTL"), NZ Showcase USA Inc ("NZUS"), related contractual rights, intellectual property, ecosystem development activities and other tangible and intangible value drivers than would be reflected under a historical cost presentation alone.

Accordingly, the capitalization reflected in Table 7 below, the forecast Statement of Financial Position should be read together with the accompanying Table 6 Explanatory Notes together with the related disclosures contained elsewhere in this Memorandum.

In preparing the Consolidated Statement of Financial Position set out in Table 6, the Directors have adopted a valuation methodology that reflects the unique Business Combination ecosystem through which the Corporation and its Related Affiliates operate.

The Pre-Money column reflects the Directors' assessment of the value of the Corporation's interests in its operating subsidiaries and affiliated ecosystem based upon existing contractual rights, Business Combination arrangements, Value Added Management Services ("VAMS") agreements, biomass access rights, intellectual capital, commercial development activities and other ecosystem assets existing as at the Review Date.

The Post-Money column reflects a more conservative earnings-based approach. In the case of the Corporation's New Zealand operating subsidiary, value has been determined using an Economic Future Maintainable Profit ("EFMP") methodology based solely upon forecast sales of bulk mānuka and kānuka

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oil to non-related third-party customers. In the interests of valuation conservatism, no value has been attributed within the EFMP calculation to forecast revenues that may arise from:

- Hydrosol ("Life-Force Health Extract") product sales;
- Plant Oil Infused ("POI") honey products;
- Retail shelf-ready SKU sales;
- Internal Transfer Pricing transactions between Related Affiliates;
- Future licensing income;
- Future intellectual property commercialization opportunities; or
- Other derivative compounds, extracts or product categories that may emerge from the Corporation's Whole-of-Tree | Whole-of-Life™ development strategy.

Accordingly, management believes the valuation methodology adopted provides a prudent and commercially supportable basis for both per and post money capitalization purposes, thus preserving substantial potential upside attributable to product categories, intellectual property assets and potential market values not presently incorporated into the earnings or valuation modelling.

Readers are referred to Addendum 3 entitled "Valuation Assumptions and Methodology" for a detailed explanation of the valuation principles, assumptions and methodologies applied.

FORECAST EQUITY-ACCOUNTED STATEMENT OF FINANCIAL POSITION

(Forward Looking Statement – Not warranted – investment risks apply) **TABLE 6**

CAPITAL DEPLOYED – all figures quoted in USD's	Pre-Money Equity Accounted	Post-Money Equity Accounted
DEBT	**500,000**	**500,000**
Trade Purchase debt	0	0
Secured debt	0	0
Other Debt/Creditors/Accruals	0	0
…Shareholder Advances (Subordinated) Note 6)	500,000	500,000
STOCKHOLDERS EQUITY	**4,933,000**	**11,298,000**
Common Stock Outstanding (Note 1)	4,500,000	9,500,000
Equity Accounting Surplus	0	1,365,000
Capital Reserves (Note 2)	433,000	433,000
Retained Earnings (EBITDA)	0	0
TOTAL CAPITAL DEPLOYED	**5,433,000**	**11,798,000**
Deployment thereof as follows:		
CAPITAL DEPLOYMENT	**5,433,000**	**11,798,000**
Amortizable / Fixed Assets (Note 3)	868,000	868,000
Operating Subsidiaries/Related Affiliates (USA- Note 4)	1,000,000	4,300,000
…..Operating Subsidiaries/Related Affiliates (NZ – Note 5)	3,565,000	6,430,000
Receivables, / Inventory	0	0
Bank		200,000
TOTAL CAPITAL DEPLOYMENT	**5,433,000**	**11,798,000**

IMPORTANT TABLE 6 NOTE

(a) The figures stated in Table 6 not been audited.

(b) The valuation basis for the investments in the Operating Subsidiaries / Related Affiliates are disclosed in Addendum 3

(Forward Looking Statement – Not warranted – not applied to post money value – for information purposes only) **TABLE 7**

ESTIMATED MARKET CAPITALIZATION	**Year 1**	**Year 2**	**Year 3**	**Year 4**	**Year 5**	**Year 10**
EBITDA (USD)	2,290,785	5,898,770	9,113,600	12,516,011	16,114,364	34,760,110
Illustrative Capitalization (10x EBITDA Multiple)	22,907,846	58,987,702	91,136,000	125,160,107	161,143,637	347,601,101
Shares on Issue (Post fully subscribed Series A)	26,000,000	26,000,000	26,000,000	26,000,000	26,000,000	26,000,000
MV per share in US$'s	$0.88	$2.27	$3.51	$4.81	$6.20	$13.37
MV per share in NZ$'s	$1.47	$3.78	$5.84	$8.02	$10.33	$22.28
Indicative Market Cap in NZD	38,179,743	98,312,837	151,893,333	208,600,178	268,572,729	579,335,169
Indicative Market Cao in USD	22,907.846	58,987,702	91.136,000	125.160,107	161,143,637	347,601,101

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TABLE 6 EXPLANTORY NOTES

Note 1. Assumes closing of fully subscribed Series A Round delivering USD5,000,000 for 10,000,000 shares.
Note 2 Capital reserve arising on acquisition of interest in NZ Related Affiliate.
Note 3. An investment in assets to be amortized by way of impairment testing.
Note 4. The 100% controlling interest in the exclusive global product distributor NZ Showcase USA Inc.
Note 5 The 60% interest held in Tribal Therapeuticals Ltd, the NZ operational holding company / Related Affiliate.
Note 6 Balance due to the majority shareholder arising from the acquisition of wholly owned, Related Affiliates,

Number of preferred and common shares authorized to be outstanding:

No Preferred Shares are on offer. Class A Common Voting Share (CVS) is the only outstanding share class:

CVS AUTHORIZED – 250,000,000 **TABLE 8**

Class of share	Number of shares authorized	Nominal Value per share
Common Voting Shares (CVS)	250,000,000	No par value

CVS – TOTAL RESERVED FOR FUTURE ISSUE 15,000,000 **TABLE 9**

Class of share		CVS escrowed/allotted	Issue price per share
Common Voting Shares (Grower-Producers)		N/A	N/A
Common Voting Shares (Series A & B)	**Note 1**	10,000,000	Planned Issue Price USD0.50
Common Voting Shares (Series C SEC Reg CF)	**Note 2**	5,000,000	Proposed Crowdfunding Issue price USD1.00

Note 1 Approved for issue under this Series A Round.
Note 2 Reserved for issue via an SEC REG-CF campaign as disclosed in this Memorandum.

CVS – CURRENT ISSUED 16,000,000 **TABLE 10**

Class of share	Number of shares issued	Stated value per share when issued
Common Voting Shares (Profit / voting sharing)	16,000,000	USD0.27 (twenty seven cents)

DILUTION

36. (a) The price of the securities in this placement has been arbitrarily determined.

[X] Yes

(b) If no, explain the basis on which the price of the securities was determined.

Not Applicable

37. (a) The net tangible book value (NTBV) per Common Voting Share before the placement is assessed at:

USD0.3083 (thirty point eight three cents).

(b) The NTBV per issued Common Voting Share after the Maximum Subscription is forecast at:

USD0.4345 (forty three point four five cents per CVS).

The forecast NTBV per Common Voting Share after the Maximum Subscription is estimated at USD0.4345 per CVS. This forecast NTBV per CVS does not reflect the potential post-money valuation that could attribute to the Corporation's operating subsidiaries and Related Affiliates following completion of the Series A Round. This figure would be significantly higher if it had been calculated in accordance with the valuation methodologies disclosed in **Addendum 3.** Such methodologies include earnings-based valuations derived from forecast EBITDA generated by the Corporation's New Zealand and United States distribution operations. Investors are reminded that these future earnings based valuations are forward-looking in nature, have not been independently appraised, and are subject to the risks and uncertainties described elsewhere in this Memorandum For this reason, they have been excluded in the Post Money values expressed in Table 6.

38. For each CVS purchased in this Series A Round placement, a purchaser will pay:

USD0.50 (fifty cents US) per each CVS (Common Voting Share).

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39. **In a table, compare the existing stockholders' percentage ownership in the Corporation and that of purchasers in this offering.**

Refer Table 11 that follows.

TABLE 11

Name of Party	Number held	Held by / through	Class	% Pre-Offer (Series A)	% Post Offer (Series A)	% Post Offer (Series B)
ORGINAL ISSUE SHAREHOLDER BASE						
Tribal Holdings Inc	16.000,000	Directly	CVS	100%	62%	52%
Common Voting Shares _Series A	10,000,000	Investors	CVS	0%	38%	32%
Reserved – Series B 5,000,000	5,000,000	Investors	CVS	0%	0%	16%
OUTSTANDING SHARE POST SERIES A	**31,000,000**			**100%**	**100.00%**	**100%**

40. ***Using the offering price of the CVS (shares/securities) what value is the Corporation's management attributing to the entire Corporation?***

(a) ***Before the offering?***

Management attributes a pre-money value of USD4.93 million to the Corporation as at the Review Date.

This value reflects the cumulative business combination value arising from seed-stage capital, intellectual capital, ecosystem development activities, contractual rights, biomass access arrangements, intellectual property interests, operating subsidiary investments and related commercial development activities undertaken between 2016 and 2026.

The valuation reflects the Corporation's ownership interests in its New Zealand production ecosystem and United States distribution platform, both of which management believes have progressed beyond the conceptual development stage and are positioned to commence revenue-generating activities.

The basis upon which management has determined the pre-money value is disclosed in Addendum 3 entitled "Valuation Assumptions and Methodology". Investors should note that the valuation has not been independently appraised and reflects management's assessment of value as at the Review Date.

(b) ***Upon closing of the Maximum Subscription under the Placement?***

Assuming successful completion of the Maximum Subscription of USD5M contemplated by this Placement, and prior to any subsequent capital raising undertaken pursuant to the proposed SEC Regulation Crowdfunding campaign described elsewhere in this Memorandum, management estimates that the Corporation would have a post-money / pre earnings attributable enterprise value of approximately USD11.298M as reflected in Table 6.

This value is derived from the post-money capitalization of the Corporation's operating subsidiaries and related affiliates based upon the valuation methodologies disclosed in Addendum 3. However, the valuation of the New Zealand production operations and United States distribution operations has not been determined using an Economic Future Maintainable Profit ("EFMP") methodology based upon forecast EBITDA generated from the Corporation's oil-based business activities but carried at the Pre-Money valuation plus the direct cost of capital raised pursuant to this PPM.

In the interest of further valuation conservatism, no value has been attributed within these calculations to forecast revenues that may arise from Life-Force Health Extract™ products, Plant Oil Infused ("POI") honey products, future botanical extracts, intellectual property licensing opportunities or other derivative products contemplated within the Corporation's Whole-of-Tree | Whole-of-Life™ development strategy.

Post Money valuation is based upon the direct cost of cash deployed into operating subsidiaries and Related Affiliates. While no forward-looking assumptions and projections have been applied, the capital deployed is subject to material business, operational, market and regulatory risks which may have a currently indeterminable impact on valuation outcomes.

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Based on the successful deployment of (1) the Maximum Subscription of USD5M before (2) the proposed REG-CF campaign as captioned in this PPM, the Corporation would have an estimated enterprise value of USD11.298M (Table 6). This based on a direct investment cost only, post-money value into a trading Corporation with a forecast turnover of NZD4.9M represents a turnover multiple of two point two six times forecast US based turnover in the first eighteen month trading period. These forecasts are based on non-warranted Forward Looking Statements built on assumptions that are subject to trading and other disclosed risks that may well impact the assumptions and the actual numbers delivered, thus resulting in a differing value.

SCOR REVIEW NOTE:

An investor should consider whether they believe that the Corporation has the stated value at the present time and can validate such value. In making this determination and undertaking further due diligence, issues that should be further considered include:

(1) The risks to which the Corporation is subject before it achieves commercial success (see Item 1 – Risk Factors).

(2) The exercise prices of outstanding options and other securities (see Item 101).

(3) The prices and values attributed by the Corporation's Officers, Directors and principal stockholders to their respective shareholdings and interests (see Items 104 and 105).

(4) The potential value of the Intellectual Capital, Intellectual Property, contractual rights, biomass access arrangements, Business Combination ecosystem assets and related commercial opportunities contributed to or developed by the Corporation, together with the assumptions and valuation methodologies disclosed in Addendum XX.

Investors should undertake their own assessment of the assumptions adopted by management and are encouraged to seek independent professional advice where appropriate.



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PART 6 – MANAGEMENT'S DISCUSSION & ANALYSIS OF CERTAIN RELEVANT FACTORS

41. Is the Corporation having or does the Corporation anticipate within the next 12 months, having any cash flow or liquidity problems?

[X] No – Based upon the Corporation's current business plan, forecast capital resources and anticipated operating activities, management does not presently anticipate any material cash flow or liquidity issues during the next twelve (12) months. However, as with all emerging growth companies, actual results may be affected by changes in economic conditions, capital market availability, regulatory developments, supply chain disruptions or other events beyond the control of the Corporation, its directors and management.

42. Is the Corporation in default of the terms of any note, loan, lease, or other indebtedness or financing arrangement requiring the Corporation to make payments?

[X] No – At the date of this Memorandum, the Corporation is not in default under the terms of any note, loan agreement, lease, financing arrangement or other indebtedness requiring the Corporation to make payments. The Corporation presently has no material external indebtedness owing to non-related third parties.

43. Are a significant amount of the Corporation's trade payables more than 90 days old?

[X] No – At the date of this Memorandum, the Corporation has no trade payables owing to non-related third parties..

44. Is the Corporation subject to any unsatisfied judgments, liens, or settlement obligations?

[**X] No** - At the date of this Memorandum, the Corporation is not subject to any unsatisfied judgments, liens, settlement obligations, court orders or other legal encumbrances that would have a material adverse effect on the Corporation, its assets or its operations.

45. Describe how the Corporation will resolve the problems identified in Items 41 – 44.

Not Applicable. The Corporation has not identified any matters requiring resolution under Items 41 through 44.

46. (a) Do the Corporation's financial statements show losses from operations?

[X] No The Corporation's financial statements do not report losses from operations. As an early-stage holding and development company, the Corporation's reported asset values principally reflect investments in operating subsidiaries, related affiliates and ecosystem development activities as described elsewhere in this Memorandum

(b) ***If yes, explain the causes underlying these losses and what steps the Corporation has taken or is taking to address these causes.***

Not Applicable. Refer to Item 46(a) above.

47. (a) Describe any trends in the Corporation's historical operating results.

The Corporation is presently in its launch and commercialization phase and accordingly has not established a sufficient operating history from which meaningful historical operating trends can be identified. Management believes the Corporation is well positioned to transition into revenue-generating operations through its New Zealand production platform and United States distribution network. The Corporation's operating model is supported by a network of experienced Value Added Management Services ("VAMS") providers possessing specialist expertise in biomass supply, extraction operations, product development, export logistics and market development activities relevant to the Corporation's plant-oil and therapeutic products business

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(b) Indicate any changes now occurring in the underlying economics of the Corporation's business which, in the opinion of Management, will have a significant impact upon the Corporation's results of operations within the next 12 months.

Management believes that the most significant changes occurring in the underlying economics of the Corporation's business during the next twelve (12) months will arise from the transition from ecosystem development activities to commercial production, product distribution and revenue generation.

The Corporation expects to benefit from increasing levels of biomass supply secured through its Value Added Management Services ("VAMS") network, expansion of extraction and production activities undertaken by its New Zealand operating subsidiaries, and the commercialization of branded therapeutic products through its United States distribution platform.

Management anticipates that successful execution of this strategy will increase demand for biomass sourced from participating landowners and Grower-Producers, resulting in higher Annual Farm Gate Price ("AFGP") payments and increased economic participation by whānau and landowners possessing suitable mānuka and kānuka resources.

The Corporation believes that the combination of scalable biomass supply, proprietary product development, and cross-border distribution capability has the potential to materially improve operating results as commercial activities expand

.

(c) Describe the probable impact on the Corporation.

If achieved, the forecast growth would be expected to materially improve the Corporation's operating results, strengthen its market position and accelerate the expansion of its New Zealand production and United States distribution activities..

(d) Describe how the Corporation will deal with this impact.

Management intends to address the impact of forecast growth through prudent operational planning, disciplined capital allocation, expansion of production and distribution capacity, and the continued engagement of experienced Value Added Management Services ("VAMS") providers and business partners. The Corporation will seek to ensure that growth is managed in a sustainable manner while maintaining product quality, supply chain integrity, stakeholder relationships and the equitable distribution of economic benefits generated throughout the Corporation's operating ecosystem.

48. (a) Will the proceeds from this offering and any available funds identified in Item 32 satisfy the Corporation's cash requirements for the 12-month period after it receives the offering proceeds?

[X] Yes. Management presently believes that the proceeds of the offering, together with the other funds and resources identified in Item 32, will be sufficient to satisfy the Corporation's anticipated cash requirements during the twelve (12) month period following receipt of the offering proceeds.

This expectation is based upon the Corporation's planned access to biomass supply, production capacity, distribution infrastructure and related business resources available through its operating subsidiaries, Business Combination partners and Value Added Management Services ("VAMS") providers.

Management cautions investors that, as an emerging growth enterprise, actual results may be affected by market conditions, regulatory developments, supply chain disruptions, capital market availability or other events beyond the Corporation's control. Should unforeseen circumstances arise, additional funding may be required to support the Corporation's growth objectives and operating activities.

Based upon information currently available to management and the assumptions described elsewhere in this Memorandum, the Corporation believes that the proceeds of the Maximum

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Subscription will be sufficient to fund its planned production, product launch and market development activities during the next twelve (12) months.

(b) If no explain how the Corporation will satisfy its cash requirements. State whether it will be necessary to raise additional funds. State the source of the additional funds, if known.

Not Applicable. Refer to Item 48(a) above

(c) Earnings per share – management's assumptive forecasts – Years 1 through 5

FORWARD LOOKING STATEMENT – EARNINGS PER SHARE ("EPS") FORECASTS
The Earnings Per Share ("EPS") forecasts set out below are based upon management assumptions and projections prepared as at the date of this Memorandum.
Investors are advised that:

(1) The forecast EBITDA and EPS figures are forward-looking in nature, have not been independently audited or verified, and are based upon a range of assumptions regarding future operating performance, market conditions, production volumes, product sales and capital deployment.

(2) The forecast earnings figures constitute non-GAAP financial measures and should not be relied upon as a guarantee or representation of future financial performance.

(3) Actual operating results may differ materially from those forecast due to business, market, regulatory, operational, economic and other risks, including those described elsewhere in this Memorandum under Item 1 – Risk Factors.

(4) Prospective investors should undertake their own due diligence and consult their professional advisers before relying upon any forecast financial information contained in this Memorandum



PART 7 – DESCRIPTION OF SECURITIES OFFERED

GENERAL

49. The securities being offered are:

a.	[**X**]	Common Voting Stock.
b.	[ ]	Preferred or Preference Stock (with conversion option)
c.	[ ]	Notes, Debentures, or Bonds.
d.	[ ]	Limited Liability Corporation membership interests.
e.	[ ]	Units of two or more types of securities, composed of:
f.	[ ]	Other (specify):

50. These securities have:

	Yes	No	
a.	[ ]	[X]	Cumulative voting rights.
b.	[ ]	[X]	Other special voting rights.
c.	[ ]	[X]	Preemptive rights to purchase any new issue of shares.
d.	[ ]	[X]	Preference as to interest.
e.	[ ]	[X]	Preference upon liquidation.
f.	[ ]	[X]	Anti-dilution rights.
g.	[ ]	**[X]**	Other special rights or preferences.

Explain any yes answer.

Not applicable.

51. Are there any restrictions on dividends or other distributions?

[X] No

52. Are the securities convertible?

[X] No

(a) If yes, state conversion price or formula.

Not Applicable.

(b) Date when conversion becomes effective:

Not Applicable.

(c) Date when conversion expires:

Not Applicable.

53. Describe any resale restrictions on the securities and when the restrictions will terminate.

The securities offered pursuant to this Memorandum have not been registered under the Securities Act of 1933, as amended, or applicable state securities laws and may therefore be subject to restrictions on resale imposed by federal and state securities laws. Investors should not assume that the securities may be freely transferred or resold. Any resale or transfer of the securities must be undertaken in compliance with applicable securities laws, the Corporation's governing documents and any restrictions otherwise disclosed in this Memorandum. Except as may be imposed by applicable law or expressly disclosed herein, the Corporation does not presently impose any additional contractual restrictions on the transfer of the securities

PREFERRED STOCK

If the securities being offered are Preference or Preferred stock:

54. Are unpaid dividends cumulative?

[**No**] Not Applicable

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55. ***(a)*** ***Are the securities callable?***

Not Applicable

(b) ***Are the securities redeemable?***

Not Applicable

If yes, describe, including redemption prices.

Not Applicable.

(c) ***Is any coupon payable? If so, what is the coupon rate?***

Not Applicable

(d) ***What is the Redemption Date re the securities redeemable?***

Not Applicable.

(e) ***Is there a Sinking Fund?***

Not Applicable.

DEBT SECURITIES – Questions #56 to #64 inclusive:

The Corporation is not offering debt securities under this Placement. Accordingly, Items 56 through 64 of the standard NASAA Form U7 Disclosure Document have been omitted as not applicable.

RATIO OF EARNINGS TO FIXED CHARGES

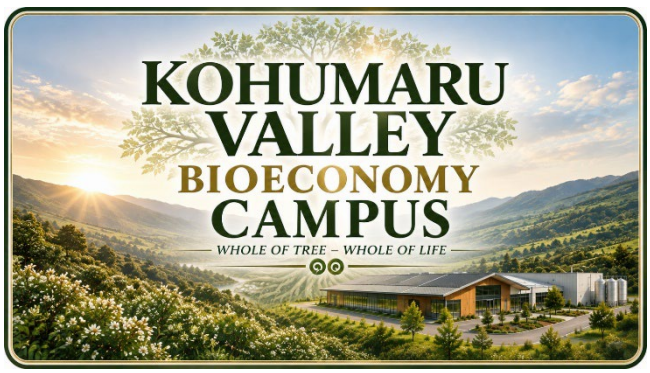
65. ***(a)*** ***If the Corporation had earnings during its last fiscal year, show the ratio of earnings to fixed charges on an actual and pro forma basis for that fiscal year.***

Not Applicable. The Corporation does not have any material fixed charges requiring disclosure..

(b) ***If no earnings, show "Fixed Charges" only*** (
Not Applicable – refer 65 (a) above

SCOR REVIEW NOTE:

Exercise care in interpreting the significance of the ratio of earnings to fixed charges as a measure of the "coverage" of debt service. The existence of earnings does not necessarily mean that a company will have cash available at any given time to pay its obligations. (See Items 41 – 48). Prospective investors should not rely on this ratio as a guarantee that they will receive the stated return or the repayment of their principal.



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PART 8 – HOW THESE SECURITIES WILL BE OFFERED AND SOLD

CORPORATION SALESPERSONS

66. Provide the following information for each Officer, Director, or Corporation employee who intends to offer, sell manage or promote the placement of the securities in accordance with applicable regulatory process:

Director Name:	N Iverson. (NZ)
Title:	President – EzyXchange Ltd – capital programs sponsor.
Address:	26 Kemp Rd, Kerikeri 0230 Aotearoa / New Zealand.
Email address	capital@tribalteatree.health
Director Name:	L Brink.(US)
Title:	President, Tribal Therapeutical Corp.
Address:	2929 E Commercial Blvd, Ste 409, Ft Lauderdale, FL 33308, USA.
Email address	capital@tribalteatree.health
Director Name:	E Lloyd. (NZ)
Title:	VAMS Provider-Owner. *(Kohumaru Taonga Ltd)*
Address:	460 Kohumaru Road, RD1 Mangonui 0494, Aotearoa/New Zealand.
Email address	capital@tribalteatree.health
VAMS Provider Name:	Luke Shepherd, (NZ)
Title:	VAMS Provider-Owner. (*Essentially Bay of Islands Ltd*)
Address:	42 Kendall Rd, Kerikeri 0230, Aotearoa/New Zealand.
Email address	capital@tribalteatree.health
VAMS Provider Name:	Johannes Cilliers, (NZ)
Title:	VAMS Provider-Owner. (*Incrementum Ltd*)
Address:	1199 Whangaparoa Road, Gulf Harbour 0930 Aotearoa/New Zealand.
Email address	capital@tribalteatree.health

67. Describe any compensation that the Corporation will pay each person in addition to his or her customary salary and compensation.

Nil. No Officer, Director, employee or Corporation representative will receive any commission, placement fee, bonus or other compensation in connection with the offer or sale of the securities offered pursuant to this Memorandum.

OTHER SALESPERSONS AND FINDERS

68. Provide the same information as in 66 above for each salesperson who is not an Officer, Director, or employee of the Corporation:

There are no salespersons, finders, placement agents, brokers or other persons engaged by the Corporation who are not Officers, Directors or employees of the Corporation.

69. Provide the following information for each person who is a finder:

Finder Name:	EzyXchange Ltd
Description:	VAMS Provider – Value Added Management Services ("VAMS") Provider responsible for business system development, strategic planning and ecosystem support services
Address:	4610 S Ulster Street, Suite 150, Denver, CO 80237 USA.
Email address	list@ezyxchange.com

EzyXchange Ltd is a related-party VAMS provider controlled by interests associated with certain founders and directors of the Corporation.

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70. Describe all compensation that the Corporation will pay to each person identified in Items 68 and 69.

The Corporation is offering the securities on a best-efforts basis.

Approved finders may introduce prospective investors to the Corporation. Subject to applicable law and regulatory requirements, the Corporation may pay a finder's fee of up to 7.5% of capital introduced by an approved finder and subsequently invested in the Corporation.

No finder's fee will be payable unless a completed investment transaction occurs. Under no circumstances will the Corporation pay both a sales commission and a finder's fee in respect of the same investment transaction.

The Corporation reserves the right to enter into arrangements with appropriately qualified salespersons, brokers, dealers or finders where permitted by applicable law. Any such payments will be funded from offering proceeds and will reduce the net proceeds available to the Corporation.

At the date of this Memorandum, EzyXchange Ltd has agreed to waive any entitlement it may otherwise have to a finder's fee and will only be reimbursed for approved out-of-pocket expenses and business system development costs incurred on behalf of the Corporation.

71. Describe any material relationships between these salespersons or finders, the Corporation or its management.

Other than the fiduciary duties owed by certain directors and officers, the relationships between the Corporation and the persons identified in Items 68 and 69 arise through the Value Added Management Services ("VAMS") arrangements disclosed elsewhere in this Memorandum.

Management believes that all such relationships have been fully disclosed and that any transactions between the parties are conducted on terms considered commercially reasonable by the Corporation

PURCHASER LIMITATIONS

72. (a) Is the offering limited to certain purchasers?

[X] Yes– Participation in this offering is limited to persons who are legally eligible to acquire the securities offered pursuant to this Memorandum and who satisfy the applicable suitability, qualification and securities law requirements in the jurisdiction in which the offering is made.

(b) Is the offering subject to any other purchaser limitations?

[X] Yes–In addition to the suitability and eligibility requirements described above, the securities offered pursuant to this Memorandum constitute restricted securities and may be subject to holding periods, transfer restrictions, resale limitations and other requirements imposed by applicable federal, state and other securities laws and regulations.

(c) If the answer to either 72(a) or 72(b) is yes, describe the limitation.

The offering is available only to persons who are legally permitted to acquire the securities under the securities laws applicable to the offering and the jurisdiction in which such persons reside.

In the United States, the offering is intended to be conducted pursuant to applicable exemptions available under the Securities Act of 1933, including Regulation D and Rule 504 thereunder, together with the provisions of the Jumpstart Our Business Startups Act of 2012 ("JOBS Act"), where applicable.

In New Zealand, participation is intended to be limited to persons qualifying for an exclusion from the disclosure requirements of the Financial Markets Conduct Act 2013, including persons falling within Schedule 1 of that Act.

In Australia, participation is intended to be limited to persons qualifying as Sophisticated Investors or otherwise eligible investors under the Corporations Act 2001 (Cth).

Prospective investors are responsible for satisfying themselves that they are legally entitled to participate in the offering and may be required to provide such representations, warranties and supporting information as the Corporation reasonably requests

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IMPOUND OF OFFERING PROCEEDS

73. (a) Will the Corporation impound any of the proceeds of the proceeds under the offering until it raises the minimum offering proceeds?

[X] Yes. Offering proceeds received prior to achievement of the Minimum Subscription will be impounded in accordance with the procedures described below and will not be released to the Corporation until the Minimum Subscription has been achieved

(b) If yes, what is the minimum amount of proceeds that the Corporation must raise and place in an impound account before the Corporation can receive and use the proceeds?

USD50,000 (fifty thousand US dollars).

(c) If the answer to Item 73(a) is "yes," state the date on which the offering will end if the Corporation has not raised the minimum offering proceeds

The offering will terminate twelve (12) months after the date of this Private Placement Memorandum unless extended, withdrawn or otherwise modified by the Corporation in accordance with applicable law and the terms of this Memorandum.

74. (a) Does the Corporation reserve the right to extend the impound period?

[X] Yes.

(b) If yes, describe the circumstances under which the Corporation might extend the impound period.

The Corporation may extend the impound period if, in the opinion of the directors, additional time is reasonably required to achieve the Minimum Subscription, complete subscriptions already in progress, satisfy regulatory or administrative requirements, or otherwise facilitate the orderly completion of the offering, provided such extension is permitted by applicable law.

(c) Does the Corporation reserve the right to accept oversubscription applications / and to what level?

Yes. The Corporation reserves the right to accept oversubscriptions, subject to compliance with applicable securities laws and regulatory requirements.

Although Rule 504 of Regulation D presently permits a larger aggregate offering amount, the Corporation has elected to limit the aggregate amount that may be raised under this Placement to USD7,000,000. This limit reflects management's current capital formation strategy and takes into account the Corporation's intention to undertake a subsequent SEC Regulation Crowdfunding ("Reg CF") offering as described elsewhere in this Memorandum

75. State the name and address of the bank or other depository institution or escrowed account where the offering proceeds will be deposited and/or held for disbursement to the Corporation.

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

76. If the offering proceeds are returned to investors at the end of (1) the impound period, or (2) the cooling off period (if any), will the Corporation pay any interest earned during the impound period to investors?

[X] No –If subscription monies are returned to investors following the expiration of the impound period or any applicable cooling-off period, investors will receive a refund of their original subscription amount only. No interest or other return earned, if any, during the impound period will be payable to investors.

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PART 9 – MANAGEMENT

OFFICERS AND KEY PERSONS OF THE COMPANY

77. ***Provide the following information for each Officer and key person. The term "key person" means a person, other than the chief executive officer, chief operating officer, and chief financial officer, who makes a significant contribution to the business of the Corporation. Identify who performs the functions of Chief Executive Officer, (CEO) Chief Operating Officer, (COO) and Chief Financial Officer, CFO.***

(b)	Name:	Linda Brink.
	Title:	President – US Resident Founding Director.
	Address:	2929 E Commercial Blvd, Ste 409, Ft Lauderdale, FL33308 USA.
	Annual Salary/Retainer	$1. Receives income through outsourced VAMS agreement. Refer Note below.
(c)	Name:	Nicholas Iverson.
	Title:	Vice President, NZ Resident Founding Director.
	Address:	26 Kemp Rd, Kerikeri 0230, New Zealand / Aotearoa.
	Annual Salary/Retainer	$1. Receives income through outsourced VAMS agreement. Refer Note below.
(d)	Name:	Eric Lloyd.
	Title:	NZ Resident Founding Director–Māori whenua biomass operations.
	Office Street Address:	460 Kohumaru Rd, RD1 Mangonui 0494, New Zealand.
	Annual Salary/Retainer	$1. Receives income through outsourced VAMS agreement. Refer Note below.

Indicate arrangements for services provided to the Corporation, irrespective of time spent on company:

All directors and officers provide services to the Corporation pursuant to Value Added Management Services ("VAMS") agreements entered into with Related Affiliates and associated business entities. Such agreements govern the scope of services provided, responsibilities undertaken and the remuneration, compensation or other commercial arrangements applicable to those services..

NOTE REGARDING MANAGEMENT COMPENSATION AND VAMS ARRANGEMENTS

The Corporation operates through a Business Combination ecosystem supported by a number of outsourced Value Added Management Services ("VAMS") providers possessing specialist expertise in business development, biomass supply, extraction operations, production management, export development and market expansion activities.

Accordingly, certain Officers, Directors and key persons may receive nominal direct compensation from the Corporation while separately receiving compensation, service fees, profit participation or other commercial benefits through VAMS providers, operating subsidiaries, related affiliates or associated business entities disclosed elsewhere in this Memorandum.

The Corporation has adopted this structure in order to align management participation with the commercial performance of the wider business ecosystem while minimizing fixed corporate overhead during the early stages of development and commercialization.

DIRECTORS OF THE COMPANY

78. ***(a)*** ***Number of Directors:***

Currently 3
Additional directors may be appointed from time to time in accordance with the Articles of Incorporation, Bylaws and applicable laws governing the Corporation.

(b) ***Are Directors elected annually?***

[X] Yes – Directors are elected by shareholder vote at the Corporation's Annual General Meeting ("AGM") or equivalent annual meeting of shareholders.

(c) ***Are Directors elected under a voting trust or other arrangement?***

[X] No.

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(d) ***Provide the following information for each Director not described in Item 77:***

Not Applicable. All current Directors of the Corporation are disclosed in Item 77.

CONSULTANTS

80. ***(a)*** ***Are all key persons' employees of the Corporation?***

[X] No: The Corporation utilizes a combination of Officers, Directors, operating subsidiaries, Business Combination partners and outsourced Value Added Management Services ("VAMS") providers. Accordingly, certain key persons provide services to the Corporation pursuant to consulting, management, VAMS or other commercial arrangements and are not employees of the Corporation.

(b) ***If no state the details of each contract or engagement.***

The Corporation procures a range of management, operational, technical and business development services through outsourced Value Added Management Services ("VAMS") agreements entered into with independent, legally constituted business entities.

Each VAMS agreement identifies the services to be provided, the commercial terms applicable to such services and the key person responsible for managing and delivering those services to the Corporation and/or its Related Affiliates, as applicable.

Management believes that the VAMS model provides the Corporation with access to specialist expertise while minimizing fixed overhead costs and facilitating the efficient deployment of resources across the wider business ecosystem.

ARRANGEMENTS WITH OFFICERS, DIRECTORS, AND KEY PERSONS

81. ***Describe any arrangements to ensure that Officers, Directors, and key persons will remain with the Corporation and not compete with the Corporation if they leave.***

The Corporation seeks to retain the services of its Officers, Directors and key persons through a combination of equity participation, commercial incentives, Business Combination relationships and Value Added Management Services ("VAMS") agreements.

Where applicable, VAMS agreements contain provisions relating to service delivery, confidentiality, intellectual property ownership, termination and other protections considered appropriate by management. However, the Corporation cannot guarantee that any Officer, Director, key person or VAMS provider will remain associated with the Corporation for any particular period of time.

The Corporation believes that the alignment of economic interests created through its operating ecosystem provides a strong incentive for continued participation by its Officers, Directors, key persons and VAMS providers.

EzyXchange Ltd has been retained to assist with business system development, strategic planning and the ongoing coordination of the Corporation's capital formation activities.

(a) ***Describe the impact on the Corporation if it loses the services of any Officer, Director, or key person due to death or disability.***

The Corporation has structured its operations through a combination of operating subsidiaries, Business Combination partners and Value Added Management Services ("VAMS") providers in a manner intended to reduce reliance on any single Officer, Director or key person.

Accordingly, management does not presently believe that the death, disability or incapacity of any one Officer, Director or key person would materially impair the Corporation's ability to continue its day-to-day operations, particularly following receipt of the Maximum Subscription and the implementation of the business plan described in this Memorandum.

Notwithstanding the foregoing, the loss of certain Officers, Directors, key persons or specialist service providers could adversely affect the timing and execution of the Corporation's development objectives. To mitigate such risks, the Corporation may, from time to time, obtain

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Key Person insurance or implement other risk management measures as considered appropriate by the directors.

(b) ***Has the Corporation purchased key person life insurance on any Officer, Director, or key person at the date of this Placement Memorandum?***

[X] No: At the date of this Memorandum, the Corporation has not purchased Key Person life or disability insurance on any Officer, Director or key person. The Corporation may elect to obtain such insurance coverage following receipt and release of the Maximum Subscription proceeds if the directors determine that such coverage is commercially prudent and in the best interests of the Corporation and its stakeholders

(c) Has the Corporation made any arrangements to replace any Officer, Director, or key person it loses due to death or incapacitation?

[X] No: At the date of this Memorandum, the Corporation has not entered into any formal arrangements to replace any Officer, Director or key person in the event of death, disability or incapacity. The Corporation's operating structure incorporates a network of operating subsidiaries, Business Combination partners and Value Added Management Services ("VAMS") providers which management believes reduces reliance on any single individual. Investors should also refer to the Key Person insurance contingency described in Item 81(a) above

COMPENSATION

82. ***List all compensation the Corporation paid to its Officers, Directors, and key persons for the last fiscal year:***

	Cash	***Other***
Chief Executive Officer	$1	$0
Chief Financial Officer	$1	$0
NZ Biomass Supply Vice President	$1	$0
TOTAL	**$3**	**$0**

83.	***(a)***	Officers as a group	$3	$0
	(b)	Directors as a group	$3	$0
	(c)	Key Persons as a group	$0	$0

NOTE REGARDING COMPENSATION

The compensation amounts disclosed above reflect direct compensation paid by the Corporation during the last fiscal year.

Certain Officers, Directors and key persons provide services to the Corporation and its Related Affiliates through Value Added Management Services ("VAMS") agreements and other commercial arrangements disclosed elsewhere in this Memorandum. Accordingly, compensation, service fees, profit participation and other economic benefits may be received through VAMS providers, operating subsidiaries, related affiliates and associated business entities rather than directly from the Corporation.

The Corporation has adopted this structure in order to align compensation with the performance of the wider business ecosystem while minimizing fixed corporate overhead during the development and commercialization stages of the business.

84. ***(a)*** ***Has compensation been unpaid in prior years?***

[X] No.

(b) ***Does the Corporation owe any Officer, Director, or employee any compensation for prior years?***

[X] No.

(c) ***Explain any "yes" answer to Item 84(a) or 84(b).***

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Not Applicable. The Corporation does not have any unpaid compensation obligations owing to any Officer, Director, employee or key person in respect of prior periods

85. Is compensation expected to change within the next year?

[X] Yes: Management anticipates that compensation arrangements may change during the next twelve (12) months as the Corporation progresses from development activities to commercial operations and implements the business plan described in this Memorandum.

Any changes to compensation, management fees, service agreements or other remuneration arrangements will be determined by the directors in accordance with approved Value Added Management Services ("VAMS") agreements, commercial requirements and the financial position of the Corporation and its Related Affiliates

86. (a) Does the Corporation have any employment agreements with Officers, Directors, or key persons?

[X] No – The Corporation does not presently have any employment agreements with its Officers, Directors or key persons. Services are provided pursuant to Value Added Management Services ("VAMS") agreements and other commercial arrangements as described in Items 80(a) and 80(b) above.

(b) Does the Corporation plan to enter into any employment agreements with Officers, Directors, or key persons?

[X] No – The Corporation does not presently intend to enter into traditional employment agreements with its Officers, Directors or key persons. The Corporation's operating model is based upon the provision of services through Value Added Management Services ("VAMS") agreements, operating subsidiaries, Business Combination partners and related commercial arrangements. Management presently expects this structure to continue for the foreseeable future

PRIOR EXPERIENCE

87. Has any Officer or Director worked for or managed a company (including a separate subsidiary or division of a larger enterprise) in the same type of business as the Corporation and its Related Entities?

[X] Yes. The Officers and Directors of the Corporation have collectively accumulated significant experience in the fields of business development, capital formation, finance, international trade, export marketing, indigenous resource management, biomass supply, extraction operations and therapeutic plant-oil production and distribution. Management believes that this experience, together with the specialist expertise available through the Corporation's operating subsidiaries, Business Combination partners and Value Added Management Services ("VAMS") providers, provides the Corporation with the operational, commercial and strategic capabilities required to execute the business plan described in this Memorandum.

Additional information regarding the background, qualifications and relevant experience of the Officers, Directors and key persons is provided below

88. (a) If the Corporation has never conducted operations or is otherwise in the development stage, has any Officer or Director managed another company in the start-up or development stage?

[X] Yes.

(b) If yes, explain in detail

See details below under "Management & Service Providers".

MANAGEMENT & SERVICE PROVIDERS

The Corporation is presently in the development and commercialization stage of its business plan. The Officers, Directors and approved key persons identified below possess extensive experience in the establishment, management, financing, development and expansion of businesses operating across a range of industries and jurisdictions.

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The Corporation relies upon a combination of direct management oversight and outsourced Value Added Management Services ("VAMS") providers to deliver the specialist expertise required to support its operational, commercial, production, distribution and capital formation activities.

Set out below are the Directors of the Corporation together with the approved key persons responsible for the delivery of services under the Corporation's VAMS arrangements at the date of this Placement Memorandum.

Other than the founding Directors, Directors of the Corporation are elected for a term of one year and thereafter serve until their successors are duly elected by the stockholders at an annual meeting of the Corporation.

Key Person Service Providers	**Service Start**	**Position & Service Function**
L Brink	May 2015	VAMS-US resident operations director.
N Iverson	May 2015	VAMS-business system development director.
E Lloyd	March 2018	VAMS-NZ biomass supply operations director.
L Shepherd	August 2020	VAMS-NZ biomass compounds extraction director.
A Pollack	September 2025	VAMS-AU bulk wholesale export division director.
J Cilliers	December 2003	VAMS-NZ stock exchange listing pathway support

Outsourced VAMS Providers	**Commencement Date**	**Service Function/Role**
EzyXchange Ltd	January 2016	Business system development / distribution. *L Brink – US.*
Pacific Haven Ltd	January 2016	Value adding products / export director. *N Iverson – NZ.*
Kohumaru Taonga Ltd	June 2019	Biomass production / harvesting. *E Lloyd - NZ*
Essentially Bay of Islands Ltd	August 2020	Biomass Oil Extraction. *L Shepherd - NZ*
Pure Pty Ltd	October 2025	Bulk compounds wholesale division distribution. *A Pollack - AU*
Incrementum Ltd	December 2023	NZ Stock Exchange listing application process service. *J. Cilliers - NZ*

VAMS KEY PERSON | BUSINESS COMBINATION MANAGEMENT

LINDA BRINK- President | US Resident Director
US Market Development, Distribution and Commercialization

Linda Brink is a United States citizen and resident director responsible for leading the Corporation's United States market-entry, distribution and commercialization strategy.

Ms Brink brings more than three decades of experience in natural health, beauty, wellness, consumer products, marketing and international distribution. Her career has included the ownership and operation of natural health and beauty businesses in South Africa, the development of plant-based wellness brands in New Zealand, and the distribution and marketing of natural healthcare products within the United States.

Through her involvement in the natural healthcare sector, Ms Brink developed extensive knowledge of tea tree oil-based therapeutic and infection-control products and established long-standing relationships within the Australian and New Zealand tea tree industries. These relationships now provide the Corporation with access to established production, warehousing and distribution infrastructure supporting its planned United States launch.

Since 2016, Ms Brink has worked with fellow directors and service providers to assist in the development of the Corporation's trans-Pacific tea tree therapeutics platform, including the commercialization strategy for the Tribal™ product range and the development of its gender-specific product architecture, including "Mānuka for Her", "Kānuka for Him" and related branded product extensions.

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As part of the Corporation's growth strategy, Ms Brink will be based in California and will oversee United States warehousing, distribution logistics, channel development, customer acquisition and commercialization activities. Her proximity to the Corporation's crowdfunding and distribution partners is expected to materially assist the execution of the Corporation's planned United States expansion strategy.

Management believes that Ms Brink's combination of natural healthcare sector experience, tea tree category knowledge, international distribution expertise and long-standing industry relationships materially strengthens the Corporation's ability to execute its United States market-entry and growth objectives.

ERIC LLOYD (Ngāti Kahu) – COO – NZ Resident Director | Founder Shareholder
Māori Whenua Biomass Supply Lead | TSA Biomass Program Lead

Eric Lloyd (Ngāti Kahu) is a founding shareholder of Tribal Therapeuticals Ltd, owner of Kohumaru Taonga Ltd and the Corporation's principal Māori biomass supply partner.

Mr. Lloyd and his wider whānau hold substantial interests within the historic Kohumaru Block in Te Tai Tokerau (Northland), comprising significant areas of harvest-ready mānuka and kānuka resource. These landholdings form an important component of the Corporation's initial biomass supply strategy and provide a foundation for future expansion under the Taonga Supply Agreement ("TSA") framework.

Mr. Lloyd has more than five decades of practical experience in land management, farming, resource development and stewardship. His experience includes work associated with the development of Kohumaru Station and long-term involvement in the management and utilization of Māori-owned whenua within the Far North region of New Zealand.

As part of the Corporation's launch strategy, Mr. Lloyd has committed to supporting the biomass supply required for initial commercial production, thereby assisting to reduce supply-chain risk during the market-entry phase. Through Kohumaru Taonga Ltd and related relationships with Māori landowners, he also assists in the development of long-term biomass supply arrangements designed to support future growth.

Mr. Lloyd plays a central role in the Corporation's Taonga Supply Agreement model, which seeks to align commercial development with indigenous land stewardship, sustainable resource utilization and long-term participation by Māori landowners in value-added production activities.

Management believes that Mr. Lloyd's land-based experience, supply-chain leadership, long-standing relationships within Māori communities and direct access to strategic biomass resources materially strengthen the Corporation's operational capability and supply security.

LUKE SHEPHERD - Chief Executive Officer – Tribal Therapeuticals Ltd
NZ Production Operations | Extraction | Supply Chain Development

Luke Shepherd is Chief Executive Officer of Tribal Therapeuticals Ltd, the Corporation's New Zealand production holding company responsible for biomass procurement, extraction operations, product development and export supply activities.

Mr. Shepherd is a sixth-generation Northland farmer whose family has continuously farmed land at Tauranga Bay Road, Kaeo, for approximately 190 years, making it one of the longest continuously family-operated farming properties in New Zealand. His family's historical association with Te Tai Tokerau predates the signing of Te Tiriti o Waitangi and has provided him with deep knowledge of the region, its communities and its natural resources.

Mr. Shepherd brings extensive practical experience in farming, land management, resource utilization, extraction operations and rural business development. Through his leadership of the Corporation's New Zealand production activities, he is responsible for overseeing the conversion of sustainably harvested mānuka and kānuka biomass into value-added extracts and therapeutic products for domestic and international markets.

A key aspect of Mr. Shepherd's role is the coordination of relationships between the Corporation's production operations, Māori biomass suppliers, Taonga Supply Agreement participants and Value Added Management Services ("VAMS") providers. His long-standing relationships within the region assist the Corporation in developing a scalable and culturally aligned production platform.

Management believes that Mr. Shepherd's combination of operational leadership, land-based experience, regional knowledge and production capability materially strengthens the Corporation's ability to execute its New Zealand growth strategy and maintain long-term supply chain integrity

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AARON POLLACK - Australian Resident Director
Tea Tree Industry Specialist | Wholesale Market Development | Strategic Distribution Advisor

Aaron Pollack is the Australian Resident Director of Tribal Therapeuticals Ltd and a senior participant in the Australian tea tree industry with more than three decades of experience spanning cultivation, extraction, production, research, development and international distribution of therapeutic-grade plant oils.

Mr. Pollack is a shareholder, director and chief executive officer of a long-established Australian tea tree enterprise operating in northern New South Wales. Through these activities he has developed extensive knowledge of global tea tree oil markets, production systems, quality assurance requirements and wholesale distribution channels.

Prior to his current executive roles, Mr. Pollack spent thirteen years as Production and Laboratories Manager within the Plant Science Division of Southern Cross University and subsequently held senior production, technical and research management positions within one of Australia's largest tea tree plantation operations.

Mr. Pollack's relationship with the Corporation commenced in 2019 following his evaluation of New Zealand mānuka and kānuka oils sourced from Te Tai Tokerau. Following this engagement, he issued a Letter of Intent for the purchase of up to 4,000 kilograms of New Zealand-produced tea tree oils, providing commercial validation of market demand and supporting the Corporation's production development strategy.

Within the Corporation, Mr. Pollack provides strategic advice relating to wholesale market development, production scaling, industry trends, pricing dynamics and international distribution opportunities. He also contributes to the Corporation's broader trans-Tasman strategy through his understanding of the cultural, historical and commercial significance of tea tree resources within both Australia and New Zealand.

Management believes that Mr. Pollack's industry standing, technical expertise, commercial experience and established market relationships materially strengthen the Corporation's ability to develop wholesale sales channels and expand its presence within international plant-oil markets.

NICHOLAS IVERSON - Chief Financial Officer
Capital Formation | Corporate Structuring | Strategic Export Development

Nicholas Iverson is Chief Financial Officer of Tribal Therapeutical Corp and is responsible for the Corporation's capital formation, corporate structuring, financial strategy and long-term market development initiatives.

Mr. Iverson brings approximately four decades of international professional experience spanning finance, audit, corporate advisory, business development and capital markets activities across multiple jurisdictions. His career includes senior audit and advisory roles with Big Four accounting firms together with extensive involvement in the structuring, financing and development of growth-stage enterprises.

During his international career, Mr. Iverson worked and resided in Malaysia for approximately eight years, where he participated in activities associated with the development of the Labuan International Financial Exchange ("LFX"). This experience provided exposure to international capital markets, cross-border investment structures and commercial opportunities within Organisation of Islamic Cooperation ("OIC") member countries.

Since 2016, Mr. Iverson has played a leading role in the development of the Tribal business ecosystem, including the design of its Business Combination structure, Value Added Management Services ("VAMS") model, capital formation strategy and long-term commercialization pathway. He has been instrumental in developing the Corporation's staged funding strategy, designed to align capital raising activities with operational milestones and business growth.

Mr. Iverson has also contributed to the development of the Corporation's Māori landowner participation framework, which seeks to align biomass supply, value-added production, profit participation and long-term economic outcomes within a culturally grounded commercial structure.

In addition to his responsibilities as Chief Financial Officer, Mr. Iverson assists with investor relations, strategic partnerships, international market development and the Corporation's planned expansion into Australia, Southeast Asia and selected OIC markets.

Management believes that Mr. Iverson's combination of financial expertise, capital markets experience, corporate structuring capability and long-term involvement in the development of the Tribal ecosystem materially strengthens the Corporation's ability to execute its growth strategy and capital formation objective.

LEGAL PROCEEDINGS DISCLOSURES

NASAA Form U7 requires that the Corporation and its directors and Key Persons make substantial legal disclosures to potential investors. These mandated disclosures are set out and answered below:

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Insolvency

89. ***Has a petition for bankruptcy, receivership, or a similar insolvency proceeding been filed by or against any Officer, Director, or key person within the past five years, or any longer period if material?***

[X] No.

90. ***Was any Officer, Director, or key person an executive officer, a director, or in a similar management position for any business entity that was the subject of a petition for bankruptcy, receivership, or similar insolvency proceeding within the past five years, or any longer period if material?***

[X] No.

a) Explain in detail any "yes" answer to Item 89 or 90.

Not Applicable.

Criminal Proceedings

92. ***(a)*** ***Has any Officer, Director, or key person been convicted in a criminal proceeding, excluding traffic violations or other minor offenses?***

[X] No.

(b) ***Is any Officer, Director, or key person named, the subject of a pending criminal proceeding, excluding traffic violations or other minor offenses?***

[X] No.

(c) ***Explain in detail any "yes" answer to Item 92(a) or 92(b).***

Not Applicable.

Civil Proceedings

93. ***(a)*** ***Has any Officer, Director, or key person been the subject of a court order, judgment or decree in the last five years related to his or her involvement in any type of business, securities, or banking activity?***

[X] No.

(b) ***Is any Officer, Director, or key person the subject of a pending civil or action related to his or her involvement in any type of business, securities, or banking activity?***

[X] No.

(c) ***Has any civil action been threatened against any Officer, Director, or key person related to his or her involvement in any type of business, securities, or banking activity?***

[X] No.

(d) ***Explain in detail any "yes" answer to Item 93(a), 93(b), or 93(c).***

Not Applicable.

Administrative Proceedings

94. ***(a)*** ***Has any government agency, administrative agency, or administrative court imposed an administrative finding, order, decree, or sanction against any Officer, Director, or key person in the last five years as a result of involvement in any type of business, securities, or banking activity?***

[X] No.

(b) ***Is any Officer, Director, or key person the subject of a pending administrative proceeding related to his or her involvement in any type of business, securities, or banking activity?***

[X] No.

(c) ***Has any administrative proceeding been threatened against any Officer, Director, or key person related to his or her involvement in any type of business, securities, or banking activity?***

[X] No.

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(d) ***Explain in detail any “yes” answer to Item 94(a), 94(b), or 94(c)***

Not Applicable.

Regulatory Proceedings

95. ***(a)*** ***Has any Government regulatory agency imposed a sanction against any Officer, Director, or key person in the last five years as a result of his or her involvement in any type of securities, or banking activity?***

[X] No.

(b) ***Is any Officer, Director, or key person the subject of a pending regulatory organization proceeding related to his or her involvement in any type of business, securities, or banking activity?***

[X] No.

(c) ***Has any Government regulatory agency or organization proceeding been threatened against any Officer, Director, or key person related to his or her involvement in any type of business, securities, or banking activity?***

[X] No.

. ***(d)*** **Explain in detail any “yes” answer to Item 95(a), 95(b), or 95(c)**

Not Applicable.

Disclaimer: *The Corporation has relied upon written representations and confirmations provided by each Officer, Director and key person identified in this Memorandum in responding to the disclosure questions contained in Items 89 through 95 above. To the best of the Corporation's knowledge and belief, after making reasonable inquiry, the responses provided are true and correct as at the date of this Memorandum.*

SCOR REVIEW NOTES

After reviewing the background, qualifications, experience and responsibilities of the Corporation's Officers, Directors and key persons, prospective investors should consider whether these individuals possess the skills, experience, judgment and industry knowledge necessary to successfully develop, manage and expand the Corporation's business activities.

Investors should also consider the Corporation's reliance upon its operating subsidiaries, Business Combination partners and Value Added Management Services ("VAMS") providers in evaluating the overall capability of the management ecosystem supporting the Corporation.

The experience, integrity, leadership and execution capability of management are often considered among the most significant factors contributing to the success or failure of an early-stage enterprise. Accordingly, prospective investors are encouraged to carefully evaluate the qualifications and experience of the individuals identified in this Memorandum before making an investment decision

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PART 10 – OUTSTANDING SECURITIES

GENERAL

96. Describe all outstanding securities.

The Corporation presently has one class of issued security, being Common Voting Shares ("CVS").

At the date of this Memorandum, 16,000,000 CVS are issued and outstanding. Each CVS carries voting rights and the right to participate in dividends and other distributions declared by the Corporation, subject to applicable law and the Corporation's governing documents.

No Preferred Shares, options, warrants, convertible securities or other classes of equity securities are presently issued and outstanding unless otherwise disclosed in this Memorandum

97. Describe any resale restrictions on outstanding securities and when those restrictions will terminate if this can be determined.

The Corporation's presently issued Common Voting Shares ("CVS") are held by founder shareholders and carry full voting and profit-sharing rights in accordance with the Corporation's governing documents.

At the date of this Memorandum, 16,000,000 CVS are issued and outstanding. Other than restrictions arising under applicable securities laws, the Corporation's governing documents and any shareholder agreements disclosed herein, the Corporation has not imposed any additional resale restrictions on such shares.

The 10,000,000 CVS offered under this Private Placement Memorandum will constitute restricted securities. Any subsequent resale, transfer or disposition of such securities will be subject to applicable United States federal and state securities laws, including, where applicable, SEC Rule 144 and any other restrictions imposed by law at the time of the proposed transfer.

Prospective investors should not assume that a market will exist for the resale of the securities offered under this Memorandum or that any such securities may be freely transferred immediately following acquisition.

98. Describe any anti-dilution rights of outstanding securities.

The Corporation has not granted, structured or implemented any anti-dilution rights, price protection mechanisms, ratchet provisions or similar arrangements in respect of any outstanding securities at the date of this Memorandum.

DIVIDENDS, DISTRIBUTIONS, AND REDEMPTIONS

99. (a) Has the Corporation paid any dividends on its stock, made any distributions of its stock, or redeemed any securities within the last five years?

[X] No. The Corporation has not declared or paid any cash or stock dividends, made any distributions to stockholders, or redeemed any securities during the preceding five-year period..

(b) Does the Corporation have any plans or commitments to pay dividends on its stock, make distributions of its stock, or redeem its outstanding securities in the future?

[X] Yes. The Common Voting Shares ("CVS") offered under this Private Placement Memorandum carry full voting and profit-sharing rights from the date of issue.

The Corporation presently intends to reinvest a substantial portion of future earnings into the expansion and development of its business activities. Accordingly, the declaration and payment of any future dividends will remain at the discretion of the Board of Directors and will depend upon the Corporation's profitability, cash flow requirements, capital needs and other factors considered relevant by the Board at the time.

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The Corporation may issue additional securities in the future as part of its ongoing capital formation and growth strategy as disclosed elsewhere in this Memorandum.

The Corporation has no present commitment or obligation to redeem any outstanding Common Voting Shares.

OPTIONS AND WARRANTS

100. ***(a)*** ***State the number of shares subject to issuance under outstanding stock purchase agreements, stock options, warrants or rights.***

The Corporation has no outstanding stock options, warrants, rights, stock purchase agreements, convertible securities or similar instruments that would entitle any person to acquire Common Voting Shares at the date of this Memorandum.

(b) ***Not Applicable.***

(c) ***Not Applicable.***

101. ***In a table, describe these stock purchase agreements, stock options, warrants, and rights. State the basic terms of these securities, including the expiration dates, the exercise prices, who holds them, whether they are qualified or non-qualified for tax purposes, and whether they have been approved by stockholders.***

The Corporation has no outstanding stock purchase agreements, stock options, warrants, rights, convertible securities or similar instruments at the date of this Memorandum.

102. ***State the number of shares reserved for issuance under existing stock purchase or option plans but not yet subject to outstanding purchase agreements, options, or warrants.***

The Corporation has not established any stock option plan, stock purchase plan, warrant program or similar equity incentive arrangement under which shares have been reserved for future issuance..

103. ***Does the Corporation have any plans or commitments to issue or offer options in the future?***

[X] No: The Corporation has no present plans or commitments to establish or issue stock options, warrants or similar rights as at the date of this Private Placement Memorandum. The Board of Directors reserves the right to consider such arrangements in the future should circumstances warrant and subject to applicable corporate approvals and securities laws..

SALES OF SECURITIES

104. ***(a)*** ***Has the Corporation sold or issued securities (1) since incorporation (2) during the last 12 months?***

[X] Yes. Since incorporation, the Corporation has issued Common Voting Shares ("CVS") to founding shareholders in connection with the establishment of the Corporation and the acquisition of interests in its operating subsidiaries and related affiliates.

These issuances formed part of the Corporation's Business Combination strategy under which interests associated with the founding directors contributed seed capital, intellectual capital, business systems, commercial relationships and ownership interests in the New Zealand operating ecosystem in exchange for CVS issued by the Corporation.

Details of the principal issuances, the recipients and the consideration received by the Corporation are set out below

(b) ***If yes, in a table, provide the following information for each transaction: the date of the transaction; the amount and type of securities sold or issued; the number of purchasers to whom the securities were sold or issued; any relationship of the purchasers to the Corporation at the time of sale or issuance; the price at which the securities were sold or issued; and a concise description of any non-cash consideration.***

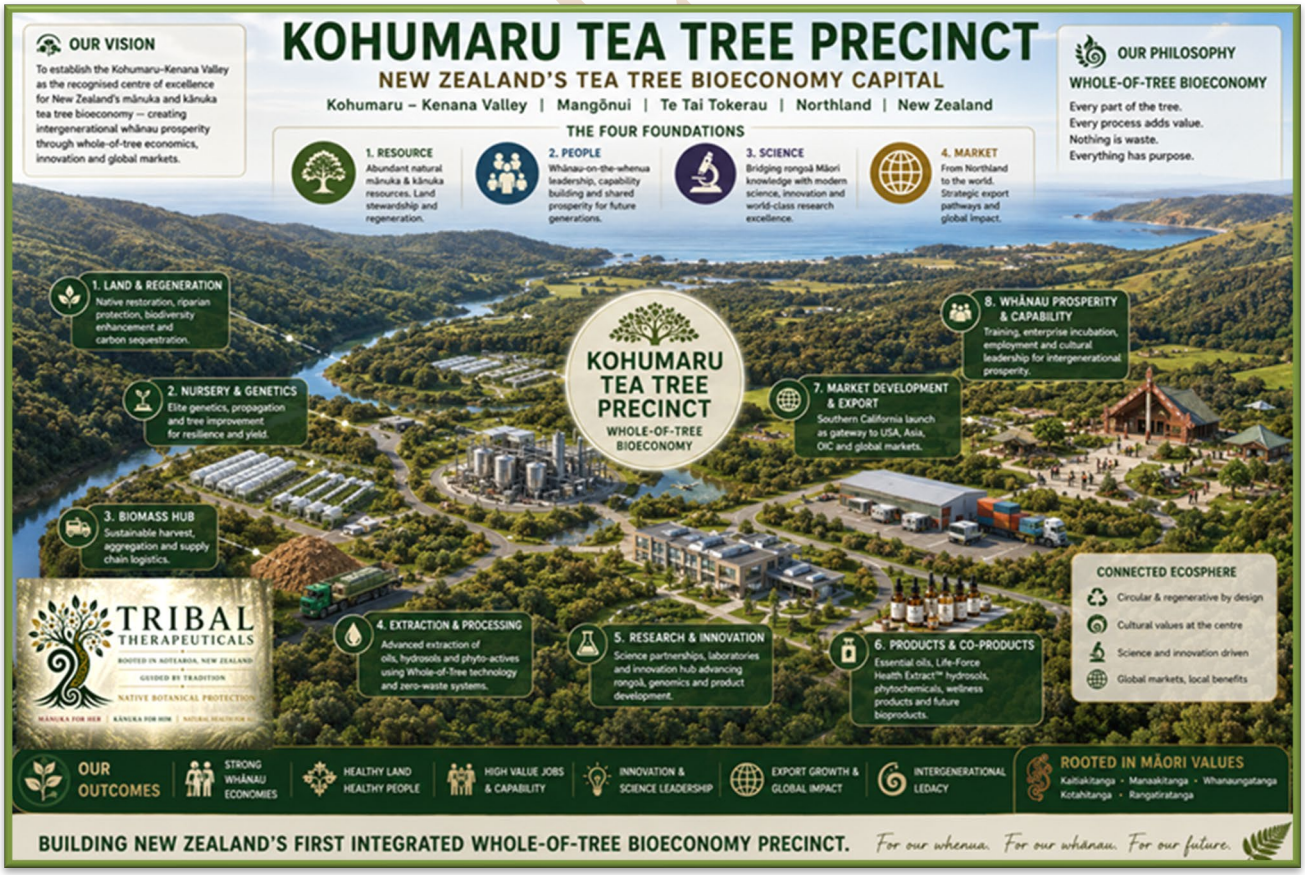
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TABLE 12

Date of Transaction	June 22nd 2021
Type of Security	Common Voting Shares
Amount of Security	USD3,000,000 by way of 11,000,000 CVS
Number of Subscribers	One
Relationship to Corporation	Founding shareholder entities
Price of Securities	USD0.2727cps
Description of Consideration	Acquisition by the Corporation of the entire issued share capital of Essentially Tea Tree Ltd ("ETT"), a New Zealand incorporated holding company which owned interests in the operational entities, intellectual property, commercial relationships and business systems forming the foundation of the New Zealand tea tree production ecosystem subsequently consolidated under Tribal Therapeuticals Ltd

TABLE 13

Date of Transaction	July 8th 2025
Type of Security	Common Voting Shares
Amount of Security	USD1,000,000 by way of 5,000,000 CVS
Number of Subscribers	One
Relationship to Corporation	Founding shareholder entities
Price of Securities	USD0.15cps
Description of Consideration	Acquisition by the Corporation of the entire issued share capital of NZ Showcase USA Inc ("NZUS"), a Florida incorporated special purpose vehicle established to support United States-based agribusiness showcase, investor engagement and product distribution activities.



PART 11 – PRINCIPAL STOCKHOLDERS & MOVEMENT

105. In the following table, provide the name and office street address of each person or entity that beneficially owns at least 10% of the common or preferred stock of the Corporation.

TABLE 14

Name & address		CVS held	Pre Offer interest	After Minimum Subscription	After Maximum Subscription
EzyXchange Ltd (CO) *4610 S Ulster Street, Ste 150, Denver, CO 80237, USA*		16,000,000	100%	99.4%	62.0%

106. Number of shares beneficially owned by all Officers and Directors as a group:

a) Before offering

16,000,000 Common Voting Shares, representing 100.0% of the issued and outstanding Common Voting Shares of the Corporation.

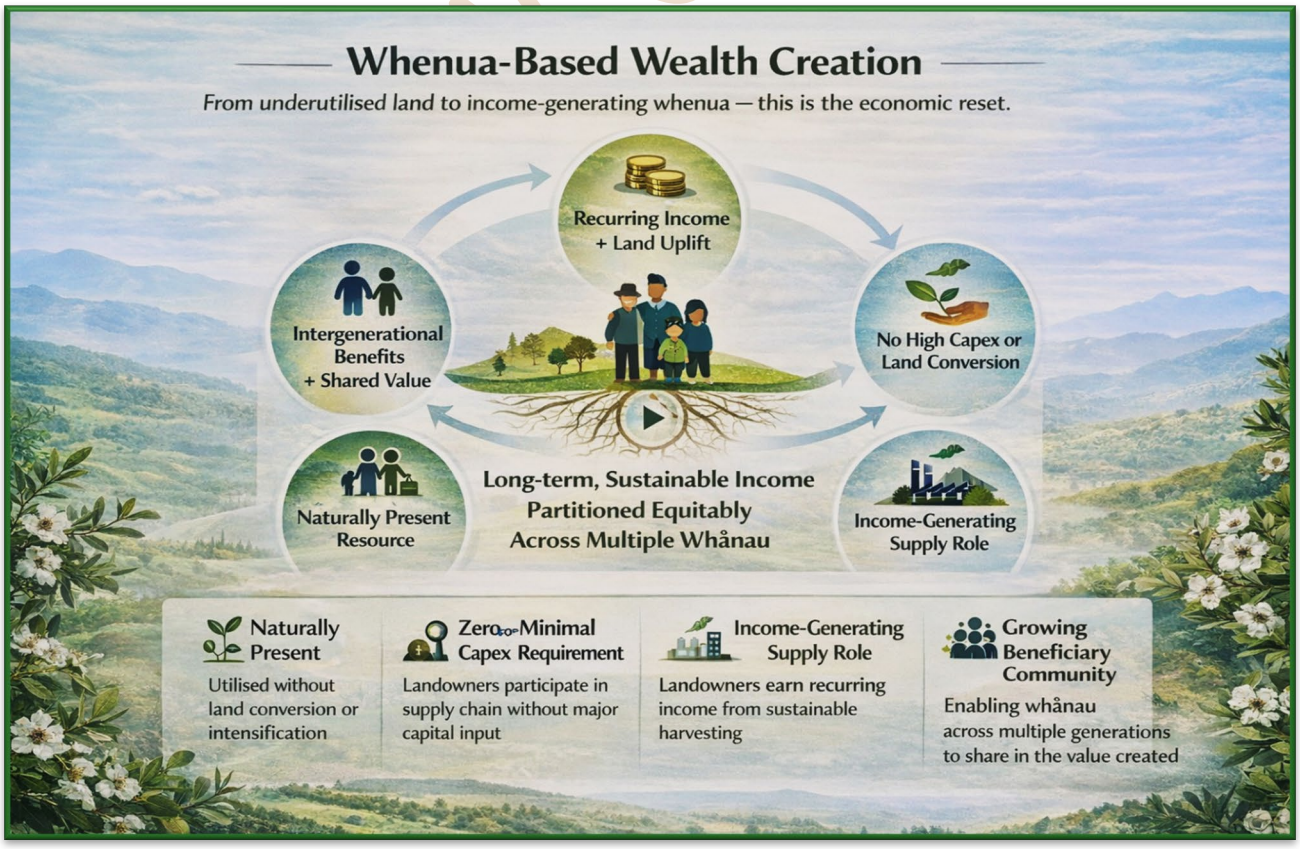
b) After offering: Assuming minimum level CVS placed.

16,000,000 Common Voting Shares, representing approximately 99.4% of the issued and outstanding Common Voting Shares of the Corporation.

c) After offering: Assuming maximum securities sold/converted.

16,000,000 Common Voting Shares, representing approximately 62.0% of the issued and outstanding Common Voting Shares of the Corporation.

Note: EzyXchange Ltd (CO) is a founder-controlled holding company through which certain founding directors and their family interests hold their investment and VAMS interest in the Corporation.



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PART 12 – MANAGEMENT RELATIONSHIPS AND TRANSACTIONS

FAMILY RELATIONSHIPS

107. Is there a family relationship between any Officer, Director, key person, or principal stockholder?

[X] Yes. Nicholas Iverson, Chief Financial Officer, and Linda Brink, President and US Resident Director, are spouses.

In addition, certain founding shareholders and related entities identified elsewhere in this Memorandum may be owned or controlled by family members associated with the Corporation's founding directors.

All related-party interests and transactions known to the Corporation have been disclosed elsewhere in this Memorandum.

MANAGEMENT TRANSACTIONS

108. (a) Will the Corporation use any offering proceeds to acquire assets from any Officer, Director, key person, or principal stockholder?

[X] No: No portion of the proceeds from this Offering is intended to be used to acquire assets from any Officer, Director, key person, principal stockholder or related party.

(b) Will the Corporation use any offering proceeds to acquire assets from an associate of any Officer, Director, key person, or principal stockholder?

[X] No:. No portion of the proceeds from this Offering is intended to be used to acquire assets from any associate, affiliate or related entity of any Officer, Director, key person, principal stockholder or related party.

(c) If the answer to Item 108 (a) or (b) is "yes," provide detailed information about each transaction. Include the name of the person, the cost to the Corporation, the method used to determine the cost, and any profit to the seller.

Not Applicable.

109. (a) Will the Corporation use any offering proceeds to reimburse any Officer, Director, key person, or principal stockholder for services already rendered, assets previously transferred, or moneys loaned or advanced, or otherwise?

[X] No: No portion of the proceeds from this Offering is intended to be used to reimburse any Officer, Director, key person, principal stockholder or related party for prior services rendered, assets previously transferred, monies advanced, loans made or other historical expenditures.

(b) If yes, provide detailed information about each transaction. Include the name of the person, the cost to the Corporation, the method used to determine the cost, and any profit to the person.

Not Applicable

110. (a) Has the Corporation made loans to any Officer, Director, key person, or principal stockholder within the last two years?

[X] No.

(b) Does the Corporation plan to make loans to its Officers, Directors, key persons, or principal stockholders in the future?

[X] No: The Corporation has no present intention of making loans, advances or similar financial accommodations to any Officer, Director, key person or principal stockholder

If yes, describe any policies the Corporation has adopted to deal with the conflicts of interest in these transactions:

Not Applicable.

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111. (a) Has the Corporation done business with any Officer, Director, key person, or principal stockholder within the last two years?

[X] Yes. The Corporation has entered into transactions and business arrangements with certain Officers, Directors, key persons, principal stockholders and their associated entities in the ordinary course of developing the Corporation and its Business Combination ecosystem.

These arrangements include, among other matters:

- the provision of Value Added Management Services ("VAMS");
- the contribution of intellectual capital, business systems and commercial relationships;
- the acquisition of interests in operating subsidiaries and related affiliates;
- capital formation and strategic development services; and
- other transactions disclosed elsewhere in this Memorandum.

All such transactions were undertaken in furtherance of the Corporation's business objectives and are disclosed herein under the relevant sections of this Memorandum.

(b) Is the Corporation currently doing business with any Officer, Director, key person, or principal stockholder?

[X] Yes – The Corporation currently conducts business with certain Officers, Directors, key persons and principal stockholders in the ordinary course of business through disclosed Value Added Management Services ("VAMS") agreements and related Business Combination arrangements.

Such relationships include the provision of management, strategic development, capital formation, operational support, biomass supply, distribution and other services necessary for the ongoing development and operation of the Corporation and its Related Affiliates.

Details of these arrangements are disclosed elsewhere in this Memorandum

(c) Does the Corporation plan to do business with its Officers, Directors, key persons, or principal stockholders in the future?

[X] Yes: –The Corporation expects to continue conducting business with certain Officers, Directors, key persons and principal stockholders in the ordinary course of business through disclosed Value Added Management Services ("VAMS") agreements, Business Combination arrangements and other commercial relationships necessary to support the Corporation's ongoing development and operations.

Such arrangements may include management services, strategic development, capital formation, operational support, biomass supply, distribution services and other activities contemplated by the Corporation's business model.

Reference should be made to Items 80, 81 and 82 and the related disclosures contained elsewhere in this Memorandum

(d) If yes, describe any policies the Corporation has adopted to deal with the conflicts of interest in these transactions:

The Corporation recognizes that certain Officers, Directors, key persons and principal stockholders may provide services to the Corporation and its Related Affiliates through outsourced Value Added Management Services ("VAMS") Provider entities.

To address potential conflicts of interest, all such arrangements are required to be documented under written agreements that define the scope of services, responsibilities, remuneration arrangements, performance expectations and termination provisions applicable to the engagement.

The Corporation's policy is that all related-party transactions must be undertaken in good faith, on commercially reasonable terms and in the best interests of the Corporation and its stockholders. Directors remain subject to their fiduciary duties under applicable law and are

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expected to disclose any actual or potential conflicts of interest that may arise from time to time.

The VAMS agreements contain provisions designed to identify, manage and, where necessary, facilitate the resolution of potential conflicts of interest that may arise during the course of the relationship.

112. Explain any “yes” answers to Items.

110 (a), Not Applicable.

111 (a), Applicable. Refer to the disclosures contained in Items 111(a) through 111(d) and elsewhere in this Memorandum relating to the Corporation's Value Added Management Services ("VAMS") arrangements, Business Combination structure and related-party transactions.

111 (b). Applicable. Refer to the disclosures contained in Items 111(b) through 111(d) and elsewhere in this Memorandum relating to ongoing VAMS Provider services and commercial arrangements.

111 (c) Applicable. Refer to the disclosures contained in Items 111(c) and 111(d) and elsewhere in this Memorandum relating to the Corporation's anticipated future VAMS Provider and related-party arrangements.

State the principal terms of any significant loans, leases, financing, or other arrangements.

Other than the VAMS agreements, Business Combination arrangements and related commercial relationships disclosed elsewhere in this Memorandum, the Corporation is not party to any significant related-party loan, lease or financing arrangement requiring additional disclosure under this Item

113. (a) Has any Officer, Director, key person, or principal stockholder guaranteed or co-signed the Corporation’s bank debt or other obligations?

[X] No: – The Corporation has no external bank debt, loan facilities or similar financial obligations outstanding at the date of this Private Placement Memorandum..

(b) If yes, explain the terms of each transaction and describe the Corporation’s plans for repayment.

Not Applicable.

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PART 13 – LITIGATION

114. Describe any recent or pending litigation or administrative action which has had or may have a material effect upon the Corporation’s business, financial condition, or operations. State the names of the principal parties, the nature and current status of the matters, and the amounts involved.

The Corporation is not a party to any litigation, arbitration, administrative proceeding or other legal action that, individually or in the aggregate, has had or is expected to have a material adverse effect upon the Corporation's business, financial condition or operations.

The Corporation is not aware of any such matter that is pending or outstanding as at the date of this Private Placement Memorandum

115. Describe any threatened litigation or administrative action that may have a material effect upon the Corporation’s business, financial condition, or operations. State the names of the principal parties, and the nature and current status of the matters.

The Corporation is not aware of any threatened litigation, arbitration, administrative proceeding or other legal action that may have a material adverse effect upon the Corporation's business, financial condition or operations as at the date of this Private Placement Memorandum..

PART 14 – TAX ASPECTS

116. Describe any material tax consequences to investors in this offering.

The Corporation does not provide taxation, legal or investment advice.

The taxation consequences of an investment in the Corporation will vary depending upon the circumstances of each investor, including the investor's country of residence, tax status and individual financial circumstances.

Prospective investors should consult their own professional taxation advisers, accountants and legal advisers regarding the tax consequences of acquiring, holding, transferring or disposing of securities offered under this Private Placement Memorandum and the applicability of any local, state, federal or international taxation laws.

No representation or warranty is made by the Corporation, its Officers, Directors, key persons, VAMS Providers or professional advisers as to the taxation consequences of an investment in the Corporation.

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PART 15 – OTHER MATERIAL FACTORS

117. Describe below any other material factors, either adverse or favorable, that will or could affect the Corporation or its business or which are necessary to make any other information in this Disclosure Document not misleading or incomplete.

To assist prospective investors in understanding the Corporation's business model, operating ecosystem, strategic relationships and commercialization pathway, the Corporation has annexed a number of Exhibits to this Private Placement Memorandum.

These Exhibits have been provided for informational purposes only and are intended to supplement, but not replace, the disclosures contained within this Memorandum. The Exhibits illustrate certain aspects of the Corporation's business, including its Business Combination structure, Value Added Management Services ("VAMS") model, operational ecosystem, supply-chain relationships, capital formation strategy and commercialization initiatives.

Prospective investors should review the Exhibits in conjunction with this Memorandum and not as standalone documents. The implementation and ultimate success of the strategies, initiatives and business activities described therein are subject to the risks, assumptions and uncertainties disclosed

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elsewhere in this Memorandum, many of which may be outside the direct control of the Corporation, its Officers, Directors, key persons, VAMS Providers or Related Affiliates.

Accordingly, no assurance can be given that the objectives, forecasts, strategies or outcomes described in any Exhibit will be achieved

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PART 16 – ADDITIONAL INFORMATION

118. (a) Describe the types of information that the Corporation will provide to security holders in the future.

The Corporation presently intends to provide security holders with the following information:

- Quarterly management financial statements.
- Notice of any future securities offerings or capital raising initiatives.
- Material corporate announcements that, in the opinion of the Board of Directors, may have a significant impact upon the Corporation's business, financial condition or operations.
- Such other information as may be required by applicable law or determined appropriate by the Board of Directors from time to time.

(b) Describe the schedule for providing this information.

- Quarterly management financial statements – generally within forty-five (45) days of the end of each fiscal quarter.
- Material corporate announcements – as and when considered necessary by the Board of Directors.
- Notices of future securities offerings – prior to, or concurrent with, the commencement of the relevant offering, subject to applicable securities laws.

(c) Attach the Corporation's financial statements to the Disclosure Document.

Refer Item 35 – Statement of Financial Position of the Corporation.

The Corporation is relying upon the exemption provided under SEC Rule 504 of Regulation D of the Securities Act of 1933 and is not required to provide audited financial statements in connection with this Offering.

A management-prepared Statement of Financial Position of the Corporation as at the Review Date has been included in this Memorandum. Additional financial information may be made available to qualifying parties subject to appropriate confidentiality and non-disclosure arrangements and to the extent permitted by law.

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PART 17 – IMPORTANT STATEMENTS

17.1 Confidentiality

This Private Placement Memorandum ("PPM") has been prepared solely for the purpose of assisting prospective investors in evaluating the proposed offering of Common Voting Shares ("CVS") by the Corporation. The information contained herein is confidential and proprietary to the Corporation and is provided solely for the recipient's personal use in connection with the consideration of a possible investment in the Corporation.

Neither this PPM nor any information contained herein may be reproduced, distributed, disclosed or used for any purpose other than evaluating the proposed Placement without the prior written consent of the Corporation.

By accepting delivery of this PPM, each recipient agrees to maintain the confidentiality of the information contained herein and not to disclose such information to any person, except to the recipient's professional advisers who have a legitimate need to review the information for the purpose of evaluating a potential investment and who are themselves subject to confidentiality obligations.

Only information contained in this PPM or subsequently provided in writing by an authorized representative of the Corporation, may be relied upon by a prospective investor in making an investment decision. No person has been authorized to provide information or make representations concerning the Corporation or the Placement other than those contained in this PPM or otherwise formally approved by the Corporation in writing. Any information or representation not so authorized must not be relied upon.

The Corporation intends to issue CVS pursuant to this Placement as subscriptions are accepted and funds are received, commencing upon achievement of the Minimum Subscription and continuing until the Maximum Subscription is achieved or the Offering is otherwise terminated or closed by the Corporation.

17.2 Investors to make independent investment decision

This This Private Placement Memorandum ("PPM") does not constitute investment, legal, accounting, taxation or other professional advice and should not be construed as a recommendation by the Corporation, its Officers, Directors, key persons, VAMS Providers, advisers or affiliates that any person subscribe for or acquire Common Voting Shares ("CVS") pursuant to this Placement.

This PPM has been prepared solely to provide prospective investors with information concerning the Corporation and the proposed Placement. It does not purport to contain all information that a prospective investor may consider material in evaluating an investment in the Corporation. The information contained herein includes summaries, assumptions, estimates, projections and forward-looking statements that are subject to risks and uncertainties.

Prospective investors should conduct their own independent investigations and evaluations of the Corporation, its business, management, operations, financial condition, prospects and the terms of the Placement. Investors should consult their own legal, accounting, taxation, financial and other professional advisers before making any investment decision.

No reliance should be placed upon any verbal statement, representation or communication that is inconsistent with, or not contained in, this PPM or subsequently provided in writing by an authorized representative of the Corporation.

The securities offered pursuant to this PPM have not been reviewed, approved or recommended by the United States Securities and Exchange Commission ("SEC"), the Australian Securities and Investments Commission ("ASIC"), the New Zealand Financial Markets Authority ("FMA"), or any other regulatory authority. Any representation to the contrary is unlawful.

Accordingly, each prospective investor must make an independent assessment of the merits and risks of an investment in the Corporation and must rely solely upon their own investigations and the advice of their professional advisers in deciding whether to participate in the Placement

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17.3 Forward looking financial information

This Private Placement Memorandum ("PPM") contains certain forward-looking statements, financial projections, forecasts, estimates, assumptions and illustrative examples relating to the Corporation, its business activities, future operations, anticipated financial performance and proposed capital formation initiatives.

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Such information has been prepared for illustrative purposes only and is based upon a combination of historical information, management estimates, industry data, market assumptions and other information believed by the Corporation to be reasonable as at the date of this PPM. However, many of the assumptions upon which such information is based are inherently uncertain and subject to significant business, economic, regulatory, market, operational and other risks, many of which are beyond the control of the Corporation.

Actual results may differ materially from those projected, forecast or estimated in this PPM. No representation, warranty or undertaking, express or implied, is given by the Corporation, its Officers, Directors, key persons, VAMS Providers, advisers or affiliates that any forecast, projection, estimate, valuation, assumption or anticipated outcome contained in this PPM will be achieved.

Prospective investors must independently assess the reasonableness of any projections, forecasts, assumptions and estimates contained herein and should not place undue reliance upon such information when making an investment decision.

Unless otherwise stated, financial information may be expressed in either New Zealand Dollars ("NZD") or United States Dollars ("USD") for illustrative and comparative purposes. Exchange rates, market conditions and other economic variables may change over time and may materially affect actual outcomes.

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17.4 Private Placement Memorandum Date

This Private Placement Memorandum ("PPM") should be read together with any amendment, supplement, update or other document that may subsequently be issued by the Corporation and expressly incorporated by reference into this PPM.

The information contained in this PPM has been prepared as at the date stated herein (the "Effective Date") and reflects the circumstances, assumptions, estimates and conditions existing at that time.

Neither the delivery of this PPM nor any sale of securities pursuant to this Placement shall create any implication or constitute any representation or warranty that there has been no change in the affairs, business, assets, liabilities, financial condition, operations, prospects or other circumstances of the Corporation since the Effective Date.

Prospective investors should not assume that the information contained in this PPM remains accurate at any date subsequent to the Effective Date and should satisfy themselves that no material changes have occurred prior to making an investment decision..

17.5 Authorized Information

To the best of the knowledge and belief of the Directors, having made such enquiries as they consider reasonable in the circumstances, this Private Placement Memorandum ("PPM") does not contain any untrue statement of a material fact and does not omit any material fact necessary to make the statements contained herein, in light of the circumstances in which they were made, not misleading.

No person has been authorized by the Corporation to provide any information or make any representation concerning the Corporation, the Placement or the securities offered hereby, other than the information and representations contained in this PPM, any document expressly incorporated by reference herein, or any written information subsequently approved and distributed by the Corporation.

Any information, representation, statement or opinion not contained in, or not consistent with, the information authorized by the Corporation must not be relied upon as having been authorized by the Corporation, its Directors, Officers, key persons, VAMS Providers, advisers or affiliates.

Prospective investors should rely solely upon the information contained in this PPM, together with any amendments, supplements or other written materials formally approved and distributed by the Corporation.

17.6 Responsibility for Information

The Corporation and its Directors accept responsibility for the information contained in this Private Placement Memorandum ("PPM") and, to the best of their knowledge and belief, having made all reasonable enquiries, confirm that the information contained herein is not misleading in any material respect and does not omit any material fact required to be stated herein in order to make the statements contained in this PPM not misleading in light of the circumstances under which they were made.

The Directors have approved the issue of this PPM and accept responsibility for its contents as at the Effective Date.

Except to the extent that liability cannot lawfully be excluded, no representation or warranty, express or implied, is made regarding the future accuracy, completeness or continued currency of the information contained in this PPM after the Effective Date.

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No adviser, consultant, Value Added Management Services ("VAMS") Provider, expert, contractor, distributor, supplier or other third party referred to in this PPM accepts any responsibility or liability for the contents of this PPM solely by reason of being named herein, unless expressly stated otherwise.

Each recipient of this PPM agrees to maintain the confidentiality of the information contained herein and shall not reproduce, distribute or disclose the PPM, in whole or in part, except as permitted under Section 17.1 of this Memorandum.

17.7 Consents and Disclaimers of Responsibility

Except as expressly stated in this Private Placement Memorandum ("PPM"), no professional adviser, consultant, accountant, lawyer, Value Added Management Services ("VAMS") Provider, contractor, expert, distributor, supplier or other third party referred to in this PPM has authorized, approved or caused the issue of this PPM, nor does any such person accept any responsibility or liability for any part of its contents.

The inclusion in this PPM of references to, or information concerning, any adviser, consultant, VAMS Provider, expert or other third party should not be construed as an endorsement of the Corporation, the Placement or the securities offered hereby.

To the fullest extent permitted by law, such persons disclaim all responsibility and liability for any statements, forecasts, projections, estimates, opinions or other information contained in this PPM, except to the extent that any such information has been expressly attributed to them and included with their consent.

Responsibility for the contents of this PPM rests solely with the Corporation and its Directors as set out in Section 17.6..

17.8 Interests of Experts and Advisers

Except as otherwise disclosed in this Private Placement Memorandum ("PPM"), no expert, adviser, consultant, Value Added Management Services ("VAMS") Provider, professional firm or any partner, director, officer, employee or associate thereof has, or has had within the two (2) years preceding the date of this PPM, any material interest in:

(a) the promotion of the Corporation.

(b) the securities offered pursuant to this Placement.

(c) any property acquired or proposed to be acquired by the Corporation; or

(d) any transaction disclosed in this PPM,

other than interests arising in the ordinary course of providing professional, consulting, advisory or commercial services to the Corporation or its Related Affiliates.

Except as otherwise disclosed herein, no amounts have been paid or agreed to be paid, whether in cash, securities or otherwise, to any such expert, adviser, consultant, VAMS Provider or professional firm in connection with the promotion of the Corporation or the preparation of this PPM, other than ordinary commercial fees and charges payable for services rendered.

17.9 Interests of Directors

Except as disclosed elsewhere in this Private Placement Memorandum ("PPM"), no Director or proposed Director of the Corporation, and no firm or entity in which any such Director has or has had an interest, has had within the two (2) years preceding the date of this PPM any material interest in:

(a) the promotion or formation of the Corporation.

(b) the securities offered pursuant to this Placement.

(c) any property acquired or proposed to be acquired by the Corporation; or

(d) any transaction disclosed in this PPM,

Other than interests arising from their roles as Directors, stockholders, VAMS Providers, Business Combination participants or service providers to the Corporation and its Related Affiliates, no amounts, whether in cash, securities or otherwise, have been paid or agreed to be paid to any Director or proposed Director solely to induce such person to become, or qualify as, a Director of the Corporation. Without limiting the foregoing, the following interests are disclosed:

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(a) Interests associated with Linda Brink and Nicholas Iverson were recipients of securities issued pursuant to the transactions described in Tables 11 and 12 and therefore hold indirect beneficial interests in the Corporation through founder-controlled entities.

(b) Nicholas Iverson, Linda Brink and Eric Lloyd may derive financial benefit from fees, charges and other consideration payable to approved outsourced Value Added Management Services ("VAMS") Providers and related entities in the ordinary course of business, as disclosed elsewhere in this PPM.

(c) Directors may also benefit from increases in the value of securities held by them or by related entities as a result of the successful development and growth of the Corporation..

17.10 Related Party Transactions

The Corporation discloses that certain transactions may occur between the Corporation, its subsidiaries, Related Affiliates, Business Combination participants, Value Added Management Services ("VAMS") Providers, Directors, Officers, principal stockholders and associated entities in the ordinary course of business.

Such transactions may include the provision of management, strategic development, capital formation, administration, biomass supply, distribution, commercialization, operational support and other services necessary to support the Corporation and its Related Affiliates in achieving the objectives described in this Private Placement Memorandum ("PPM").

The Corporation may utilize funds raised pursuant to this Placement to pay for services legitimately rendered by Related Affiliates and approved VAMS Providers in accordance with the purposes disclosed in this PPM and the terms of the applicable agreements governing such arrangements.

The Corporation may also advance, contribute or on-lend funds to subsidiaries, Related Affiliates or other related entities within the corporate group where the Directors consider such funding necessary or desirable for the implementation of the Corporation's business plan, provided such transactions are undertaken in furtherance of the Corporation's business objectives and in accordance with applicable law.

The Directors have disclosed, to the best of their knowledge and belief, all material beneficial interests known to them in the securities, transactions and arrangements described in this PPM. Prospective investors should consider the disclosures contained in Parts 9, 11, 12 and 17 of this PPM when evaluating the existence and potential impact of related-party transactions.



PART 18–FINANCIAL STATEMENT AND REPORT

STATEMENT OF THE DIRECTORS

The Directors of Tribal Therapeutical Corp ("the Corporation") have caused to be prepared an interim Statement of Financial Position of the Corporation as at 30 September 2026 (the "Review Date") for inclusion in this Private Placement Memorandum ("PPM").

The Corporation is relying upon exemptions available under Schedule 1 of the Financial Markets Conduct Act 2013 (New Zealand), Section 708 of the Corporations Act 2001 (Australia) and Rule 504 of Regulation D under the Securities Act of 1933 (United States). Accordingly, audited financial statements are not required for the purposes of this Placement.

This PPM has been prepared having regard to the disclosure requirements contained within NASAA Form U7 under the Small Corporate Offering Registration ("SCOR") framework as administered within the State of Colorado, being the domicile of the Corporation.

The Directors acknowledge responsibility for the preparation and presentation of the financial information contained in this PPM and for the disclosures contained in the NASAA Form U7 responses appearing in this document.

The financial information presented herein has been prepared by management using accounting policies, assumptions, estimates and valuation methodologies considered by the Directors to be reasonable in the circumstances and appropriate to the stage of development of the Corporation and its Related Affiliates.

Certain asset values referred to in this PPM incorporate management assessments relating to intellectual property, business systems, commercialization rights, biomass supply arrangements, distribution relationships, harvesting rights and other intangible and developmental assets. Such values are necessarily subject to estimation uncertainty and may change as additional commercial, market and valuation data becomes available.

The Directors believe that the information contained in the financial statements and related disclosures fairly reflects the financial position of the Corporation as at the Review Date based upon the information available at that date. However, prospective investors should note that such information has not been independently audited and should be read in conjunction with the risk factors, assumptions, qualifications and disclosures contained elsewhere in this PPM.

The financial information contained herein has been prepared on the basis that the Corporation will continue as a going concern and that the proceeds of this Offering will be applied substantially in accordance with the Use of Funds disclosed in this PPM, including commercialization, revenue generation and business expansion activities in New Zealand and the United States.

(This is an unsigned “Review” only copy)

Linda Brink - President
US Resident Director
For and on behalf of the Board of Directors

Dated this ……day of …….. 2026.

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PART 19 – SIGNATURES:

The Directors of Tribal Therapeutical Corp have made all reasonable enquiries and, having done so, have reasonable grounds to believe that the information contained in this Private Placement Memorandum ("PPM"), including the disclosures contained herein, the attached financial information, the Addendums and the Exhibits incorporated by reference, is not misleading or deceptive in any material respect and does not omit any material fact required to make the statements contained herein not misleading in light of the circumstances under which they were made.

The Directors further confirm that the information contained in this PPM has been compiled from sources believed by them to be reliable, including operational information supplied by the Corporation and its Related Affiliates, industry information, management estimates, commercial data and other information available as at the Effective Date.

The Directors acknowledge that certain information contained in this PPM, including forecasts, projections, valuations, assumptions and forward-looking statements, is inherently subject to uncertainty and risk and may be affected by future events beyond the control of the Corporation.

The Directors of the Corporation consented to the issue of this Private Placement Memorandum pursuant to a resolution of the Board of Directors dated 6 June 2026.

Issued for and on behalf of the Board of Directors of Tribal Therapeutical Corp.

(This is an unsigned “Review” only copy)

Linda Brink - President
US Resident Director

Dated this ……..…….day of …….…….. 2026.

SCOR STATEMENT APPEARS BELOW:

The Corporation's Chief Executive Officer or Chief Financial Officer must sign this Disclosure Document. By signing this Disclosure Document, the signatory confirms that the Directors have diligently attempted to verify the accuracy and completeness of the information contained herein and that, to the best of their knowledge and belief, the information is true, fair and accurate as at the date of signature.

The signatory further confirms that the financial statements contained in this Disclosure Document have been prepared in accordance with generally accepted accounting principles and practices applied by the Corporation, except where otherwise disclosed, explained or qualified in Part 18, the notes to the financial statements and related disclosures.

The signatory also confirms that the financial information fairly presents the financial position of the Corporation as at the Review Date, based upon the assumptions, methodologies and qualifications disclosed in this Disclosure Document.

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PART 20 – ADDENDUMS

The Addendums listed below form part of this Private Placement Memorandum “PPM” (Product Disclosure Statement) and are incorporated herein by reference

Addendum	Subject Matter	Description
Addendum 1	Risk Factors	Summary of the principal business, operational, regulatory, financial and investment risks associated with an investment in the Corporation.
Addendum 2	Value Added Managed Services (VAMS)	Explanation of the Corporation's outsourced Value Added Managed Services model, Business Combination structure and associated service-provider relationships.
Addendum 3	Valuation Assumptions and Methodology	Explanation of the assumptions, methodologies, estimates and valuation principles utilized by management in determining the capitalization, asset values, intellectual property values and offering price adopted by the Corporation for purposes of this PPM
Addendum 4	Glossary of Terms	Definitions of selected commercial, technical, legal, accounting, cultural and industry-specific terms used throughout this PPM.
Addendum 5	Receipt of PPM	Acknowledgement of receipt of this PPM to be completed by applicants at the time of subscription.
Addendum 6	Subscription Agreement	Form of application and subscription agreement for investors seeking to acquire securities pursuant to this Placement.

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-ADDENDUM 1-
RISK FACTORS

The securities being offered hereby involve a degree of risk. Prospective Subscribers should carefully consider, among others, the following risk factors inherent in a new company and potentially present in this Placement.

Lack of Profitability/Limited Operating History:

The Corporation was incorporated in the State of Colorado, United States of America, and should be regarded as an early-stage enterprise. Investments in early-stage companies involve a high degree of risk and are suitable only for investors who can bear the loss of their entire investment.

The Corporation's business model incorporates assets, intellectual property, commercial relationships, operating activities and other interests acquired or developed through its Business Combination structure and Related Affiliates. While certain of those entities and activities may have historical operating experience, no assurance can be given that such experience, relationships or historical performance will continue or be successfully replicated by the Corporation.

The Corporation has a limited operating history as a consolidated enterprise and there can be no assurance that it will achieve profitability, generate positive cash flow or successfully execute its business plan. Future operating results may be adversely affected by a variety of factors, including market conditions, commercialization challenges, regulatory requirements, competition, supply-chain constraints, capital availability and other risks described in this PPM.

Accordingly, prospective investors should not rely upon historical activities, valuations, projections or prior achievements as a guarantee of future performance.

Limited Capital/Need for Additional Capital:

The Corporation has limited operating capital and is substantially dependent upon the successful completion of this Offering and future capital raising initiatives to execute its business plan, commercialize its products and expand its operations.

Although the Directors believe that the proceeds of this Placement will be sufficient to achieve the immediate objectives described in this PPM, there can be no assurance that the Corporation will generate revenues, achieve projected operating results or obtain the level of market acceptance necessary to fund future growth from internally generated cash flows.

Even if the Maximum Subscription is achieved, the Corporation may require additional debt or equity financing to implement all aspects of its business strategy, fund expansion activities, respond to unforeseen circumstances or capitalize on future opportunities. If operating results fall below expectations, commercialization is delayed, costs exceed projections or additional capital expenditure becomes necessary, the Corporation may be required to seek additional financing earlier than anticipated.

There can be no assurance that additional financing will be available when required or, if available, that it can be obtained on terms acceptable to the Corporation. Any future equity financing may result in dilution to existing stockholders, while debt financing may impose additional financial obligations and operational restrictions upon the Corporation.

Failure to secure additional capital when required could adversely affect the Corporation's business, financial condition, growth prospects and ability to continue implementing its business plan.

Debt Financing Risks:

The Corporation currently has limited indebtedness. However, neither the Corporation's Articles of Incorporation nor its governing documents place any material restriction upon the amount of debt that may be incurred in the future, subject to applicable law and the terms of any financing arrangements then in place.

The Corporation may seek debt financing in the future to support its operations, expansion activities, capital expenditure programs, acquisitions, commercialization initiatives or the funding requirements of subsidiaries, Related Affiliates or other entities within the corporate group.

The incurrence of debt may increase the Corporation's financial obligations and could require the dedication of cash flow to interest and principal repayments. Debt financing may also impose operating restrictions, financial covenants, security arrangements or other limitations upon the Corporation's activities.

The existence of significant indebtedness could adversely affect the Corporation's ability to obtain additional financing, increase its vulnerability to adverse economic or business conditions and limit its ability to pursue future business opportunities as they arise.

There can be no assurance that future debt financing, if required, will be available on acceptable terms or at all.

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Limited Financial Statement Verification:

The financial statements and financial information contained in this Memorandum have been prepared by management and have not been independently audited, reviewed or verified by an external accounting or auditing firm.

Accordingly, prospective investors should recognize that the financial information presented herein may not provide the same level of assurance as audited financial statements prepared in accordance with generally accepted auditing standards.

The Corporation is relying upon applicable securities law exemptions that do not require audited financial statements to be included in this Offering. Any additional financial information, management accounts or supporting documentation may be made available by the Directors to qualifying parties at such time and upon such conditions as the Directors consider appropriate, including the execution of confidentiality and non-disclosure arrangements where applicable.

Prospective investors should carefully consider the limitations inherent in unaudited financial information when evaluating an investment in the Corporation..

Arbitrary Determination of Placement Price:

The offering price of the Common Voting Shares ("CVS") being offered pursuant to this Private Placement Memorandum has been determined by the Corporation and does not necessarily bear a direct relationship to book value, asset value, net tangible assets, earnings, cash flow, historical operating results or any other generally accepted measure of value.

The offering price has been established by the Directors after considering a range of factors, including the Corporation's stage of development, intellectual property, business model, capitalization objectives, commercialization strategy, market opportunities and anticipated future capital requirements. Such factors involve significant management judgement and may not be capable of precise verification.

No governmental, federal, state or regulatory authority has passed upon, approved or endorsed the merits of this Offering or determined the fairness of the offering price. Furthermore, no independent investment banking firm, securities valuation specialist, business appraiser or other third-party expert has been retained to provide an independent valuation of the Corporation or the securities offered hereby.

No legal adviser engaged by the Corporation has undertaken any review or assessment of the financial merits, suitability or economic value of an investment in the Corporation.

Accordingly, prospective investors must make their own independent assessment of the Corporation, its business model, operational ecosystem, commercialization strategy, valuation methodology and growth prospects. Investors should consult their own legal, accounting, taxation, financial and other professional advisers before making an investment decision.

An investment in the CVS should be considered speculative and suitable only for persons who possess, either directly or through their professional advisers, sufficient business and financial experience to evaluate the merits and risks associated with the Offering.

Best Efforts Placement.

This Offering is being conducted on a "best efforts" basis. No underwriter, broker, placement agent, investor or other party has committed to purchase all or any portion of the Common Voting Shares ("CVS") offered pursuant to this Private Placement Memorandum.

Accordingly, there can be no assurance that the Corporation will successfully place any CVS, achieve the Minimum Subscription, achieve the Maximum Subscription or raise sufficient capital to fully implement the business objectives described in this PPM.

The amount of capital ultimately raised pursuant to this Offering may be substantially less than the Maximum Subscription and may be insufficient to enable the Corporation to implement all aspects of its business plan within the anticipated timeframes.

Although the Directors believe that the Minimum Subscription level will permit the Corporation to commence the initial commercialization activities described in this PPM, no assurance can be given that additional funding will not be required sooner than anticipated or that subsequent capital raising initiatives will be successful.

Prospective investors should therefore consider the possibility that the Corporation may raise significantly less than the Maximum Subscription and should evaluate their investment decision accordingly

Absence of Public Market:

There is presently no public market for the Common Voting Shares ("CVS") of the Corporation and no assurance can be given that any public or private trading market for the CVS will develop in the future.

The Corporation may, from time to time, explore opportunities to facilitate secondary trading of its securities through private transactions, approved member-based platforms, private exchanges or other mechanisms permitted by applicable law. However, there can be no assurance that any such platform, exchange, facility or market will become available, that

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the Corporation's securities will be accepted for trading, or that sufficient buyer demand will exist to create liquidity for stockholders.

Accordingly, investors should regard the CVS as a long-term and illiquid investment. Stockholders may be required to hold their securities for an indefinite period and may be unable to sell, transfer or otherwise realize the value of their investment when desired or at all.

Any future sale or transfer of the CVS may be subject to securities law restrictions, contractual restrictions, transfer limitations and the availability of willing purchasers. There can be no assurance that a market value for the CVS will develop or that investors will be able to realize any return on their investment through a secondary sale.

Prospective investors should therefore be prepared to bear the economic risks of their investment for an extended period of time and should invest only funds that they can afford to have tied up for an indefinite duration .

No Assurance of Public Placement.

The Corporation may, at some future date, seek a public offering, stock exchange listing or other liquidity event for the benefit of its stockholders. However, no decision has been made to proceed with any such transaction, no regulatory approvals have been obtained, and no underwriter, sponsor, exchange, investment bank or other party has committed to support or facilitate any future public offering, listing or liquidity event.

The timing, feasibility and success of any future public offering or listing will depend upon numerous factors, including the Corporation's financial performance, operating results, market conditions, investor demand, regulatory requirements, capital market conditions and the strategic objectives of the Corporation at that time.

Even if the Corporation elects to pursue a public offering, exchange listing or other liquidity event, there can be no assurance that such transaction will occur, that it will be completed on acceptable terms, or that it will result in a market for the Corporation's securities.

Delays, changes in market conditions, regulatory developments, economic factors, operational challenges or other circumstances beyond the Corporation's control may prevent or materially delay any proposed public offering, listing or liquidity event. In such circumstances, the Corporation may be required to seek alternative sources of financing, which may not be available on acceptable terms or at all.

Accordingly, prospective investors should not invest in the Corporation in reliance upon the occurrence of a future public offering, listing or other liquidity event and should be prepared to hold their investment for an indefinite period..

Financial Burden on Investors:

An investment in the Common Voting Shares ("CVS") involves a substantial degree of financial risk. Investors purchasing CVS will bear the economic risks associated with the Corporation's business activities, including the possibility of partial or complete loss of their investment.

The success of the Corporation will depend upon numerous factors, including its ability to execute its business plan, commercialize its products, obtain additional financing when required, maintain key commercial relationships and respond to changing market conditions. There can be no assurance that the Corporation will achieve its objectives or generate returns for investors.

Certain Directors, Officers, stockholders, Value Added Management Services ("VAMS") Providers and related entities may derive benefits from stock ownership, service-provider arrangements, management fees, commercial agreements or other relationships disclosed elsewhere in this Private Placement Memorandum. However, many such parties also hold direct or indirect ownership interests in the Corporation and therefore share in the financial risks associated with the success or failure of the business.

Prospective investors should carefully review the "Use of Proceeds," "Management Relationships and Transactions," "Related Party Transactions" and other disclosures contained in this PPM before making an investment decision.

Control by Present Stockholders.

Upon completion of this Offering, and even assuming the Maximum Subscription is achieved, the existing stockholders of the Corporation are expected to continue holding a substantial majority of the outstanding Common Voting Shares ("CVS") of the Corporation.

As a result, the existing stockholders will be in a position to exert significant influence over matters requiring stockholder approval, including the election of Directors, amendments to the Corporation's governing documents, approval of significant corporate transactions and other matters affecting the management and direction of the Corporation.

Accordingly, purchasers of CVS pursuant to this Offering should not expect to be in a position to control or materially influence the day-to-day operations, management, strategic direction or corporate affairs of the Corporation.

The interests of existing stockholders may not always coincide with the interests of minority stockholders and there can be no assurance that decisions made by the controlling stockholders will be viewed favorably by all investors.

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Prospective investors should carefully consider the implications of investing as minority stockholders. See "Description of Securities," "Management Relationships and Transactions" and related disclosures contained elsewhere in this PPM.

Discretion in Application of Proceeds:

The Corporation intends to apply the proceeds of this Offering substantially in accordance with the "Use of Proceeds" section contained in Part 4 of this Private Placement Memorandum. However, business conditions, market opportunities, operational requirements, regulatory developments and other unforeseen circumstances may require the Corporation to modify the manner in which offering proceeds are ultimately deployed.

Accordingly, the Directors retain broad discretion in determining the timing and application of funds raised pursuant to this Offering and may reallocate proceeds among the various categories described in Part 4 if they believe such action to be in the best interests of the Corporation and its stockholders.

In addition, if the Maximum Subscription is achieved, a portion of the proceeds may be allocated to general working capital, operating reserves, business development activities, commercialization initiatives or other corporate purposes consistent with the Corporation's strategic objectives.

There can be no assurance that the allocation of proceeds ultimately adopted by the Directors will produce the results anticipated by investors or that the Corporation's actual requirements will correspond precisely with the uses described in this PPM.

Prospective investors should therefore recognize that substantial discretion will be exercised by management in the application of the proceeds of this Offering.

Projections:

This Private Placement Memorandum contains certain projections, forecasts, estimates, assumptions, targets, expectations and other forward-looking statements concerning the Corporation, its business activities, commercialization plans, financial performance and future prospects.

Such information has been prepared by management for illustrative purposes only and is based upon assumptions, estimates and judgements believed by the Directors to be reasonable as at the date of this PPM. However, such assumptions are inherently uncertain and are subject to significant business, market, economic, regulatory, operational and competitive risks, many of which are beyond the control of the Corporation.

Accordingly, there can be no assurance that any forecast, projection, estimate, valuation, target or anticipated outcome referred to in this PPM will be achieved. Actual results may differ materially from those projected and such differences may be adverse.

The future revenues, cash flows, profitability, capitalization, asset values and growth prospects of the Corporation are dependent upon numerous factors, including successful commercialization, customer acceptance, market conditions, competitive developments, access to capital, regulatory requirements, supply-chain performance and management execution.

No representation or warranty, express or implied, is made by the Corporation, its Directors, Officers, key persons, VAMS Providers, advisers or affiliates as to the accuracy or achievement of any forward-looking statement contained in this PPM.

Prospective investors should not place undue reliance upon projections or forecasts and are strongly encouraged to consult their own professional advisers before making an investment decision. Investors may also seek such additional information from the Corporation as the Directors consider appropriate to release, subject to confidentiality obligations and the protection of commercially sensitive information, intellectual property and trade secrets.

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Effects of Compliance with Government Regulation:

The Corporation, its subsidiaries, Related Affiliates and associated business activities are subject to a wide range of governmental, federal, state, provincial, local and international laws, regulations, permits, approvals, standards and compliance requirements that may affect their operations, products, commercialization activities and future growth.

Such requirements may relate to, among other matters, product manufacturing, food safety, dietary supplements, therapeutic products, labeling, packaging, import and export controls, environmental management, occupational health and safety, employment matters, taxation, transportation, warehousing, marketing, consumer protection and securities regulation.

The Corporation's ability to develop, manufacture, market, distribute and sell its products may depend upon obtaining, maintaining and renewing various licenses, permits, registrations, certifications, approvals and regulatory clearances. Delays in obtaining such approvals, changes in regulatory requirements or the failure to obtain or maintain required authorizations could adversely affect the Corporation's business activities, increase costs, delay commercialization or restrict operations in one or more jurisdictions.

The regulatory environment applicable to the Corporation's products and business activities may change over time. New laws, regulations, interpretations, compliance obligations or enforcement practices could require modifications to

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products, operating procedures, marketing practices, manufacturing arrangements or distribution systems and may result in increased costs or operational restrictions.

Although the Corporation intends to comply with all applicable regulatory requirements known to it, no assurance can be given that compliance issues, regulatory changes, permit delays, licensing matters or governmental actions will not adversely affect the Corporation's business, financial condition, growth prospects or future operations.

Accordingly, prospective investors should recognize that regulatory compliance represents an ongoing and significant business risk.

Authorization of Preferred Stock:

The Corporation's governing documents permit the future authorization and issuance of preferred stock or other classes of securities having such rights, preferences, privileges and restrictions as may be approved by the Board of Directors and, where required, the stockholders of the Corporation.

Accordingly, the Corporation may in the future issue preferred stock with dividend rights, liquidation preferences, conversion rights, redemption rights, anti-dilution protections, voting rights or other terms that may be senior to, or otherwise differ from, the rights attaching to the Common Voting Shares ("CVS") offered pursuant to this Private Placement Memorandum.

The issuance of preferred stock or additional classes of securities may adversely affect the voting rights, economic interests, liquidation rights, dividend entitlements or other rights of holders of CVS and may result in dilution of existing stockholders. In addition, the Corporation may issue additional Common Voting Shares, preferred stock or other securities in connection with future capital raising activities, business acquisitions, strategic partnerships, employee or consultant incentive arrangements, debt conversions, business combinations, subsidiary funding requirements or other corporate purposes deemed appropriate by the Board of Directors.

Future issuances of securities may increase the total number of outstanding shares and could reduce the percentage ownership, voting power or economic participation of existing stockholders. Certain issuances may also have the effect of discouraging, delaying or preventing a change in control of the Corporation.

There can be no assurance that future issuances of securities will not adversely affect the value or rights associated with the CVS offered pursuant to this Placement..

Absence of Independent Representation for Investors:

No independent legal counsel, accounting firm, financial adviser, investment adviser or other professional representative has been retained by the Corporation to act on behalf of, or represent the interests of, prospective investors in connection with this Offering.

The Corporation's legal advisers, accountants, consultants and other professional advisers, if any, act solely for the Corporation and do not represent prospective investors. Accordingly, such advisers owe no duty to prospective investors in relation to this Placement or the securities offered hereby.

Prospective investors are strongly encouraged to seek independent legal, accounting, taxation, financial and other professional advice before making an investment decision. Investors should independently review the terms of this Offering, the rights attaching to the Common Voting Shares ("CVS"), the risk factors described in this PPM and the suitability of the investment in light of their own circumstances and objectives.

Each investor must rely upon their own investigation, analysis and professional advice in determining whether an investment in the Corporation is appropriate..

Lack of Dividends:

The Corporation has not paid dividends on its Common Voting Shares ("CVS") and does not presently anticipate paying cash dividends in the foreseeable future.

Any future earnings generated by the Corporation are expected to be retained and reinvested in the development, commercialization, expansion and growth of the Corporation's business, subsidiaries, Related Affiliates, intellectual property, distribution activities and other strategic initiatives.

The declaration and payment of dividends, if any, will be at the discretion of the Board of Directors and will depend upon numerous factors, including the Corporation's profitability, financial condition, cash flow requirements, working capital needs, debt obligations, contractual restrictions, capital requirements, growth opportunities and other considerations deemed relevant by the Board at the time. Accordingly, investors should not purchase the CVS offered pursuant to this Private Placement Memorandum with the expectation of receiving dividend income. Any return on investment is likely to depend primarily upon the future growth in value of the Corporation and the availability of a future liquidity event, neither of which can be assured.

There can be no assurance that the Corporation will ever declare or pay dividends on its securities..

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-ADDENDUM 2-
VALUE ADDED MANAGED SERVICES - “VAMS”

INTRODUCTION

Traditional business valuation methodologies have historically focused upon tangible assets such as land, buildings, machinery, inventory and cash resources. In contrast, modern growth enterprises increasingly derive a substantial portion of their value from intellectual property, commercial relationships, management capability, brand development, distribution systems, proprietary processes and other intangible assets.

The Corporation has adopted a Value Added Managed Services ("VAMS") model as the foundation of its Business Combination structure. This model has been developed to aggregate and commercialize the specialist knowledge, experience, relationships, intellectual property and operational capabilities of multiple independent participants through a common ownership and governance framework.

The Directors believe that this approach more accurately reflects the manner in which modern intellectual-capital-based enterprises are created, developed and scaled, i.e.,

The **Business Combination** Concept.

The Corporation was established as a holding company and commercialization platform designed to combine a number of complementary business capabilities into a single coordinated enterprise.

Rather than acquiring large amounts of physical infrastructure at inception, the Corporation has sought to secure access to specialist expertise, intellectual property, production capability, biomass supply, distribution networks, capital formation experience, regulatory knowledge and commercialization pathways through contractual arrangements and common equity participation.

This Business Combination approach enables the Corporation to access resources and capabilities that might otherwise require substantial capital expenditure while aligning participants through stock ownership and long-term commercial participation.

THE VAMS MODEL

(a) Multiple Parties

Under the VAMS model, approved service providers contribute specialist expertise and operational capabilities to the Corporation and its Related Affiliates through independent business entities operating under written service arrangements. Examples of such services may include:

- Strategic management and governance;
- Capital formation and financial management;
- Product development and commercialization;
- Biomass procurement and supply-chain management;
- Extraction and manufacturing support;
- Regulatory and compliance coordination;
- Distribution and market development;
- Indigenous stakeholder engagement;
- Intellectual property development and protection;
- International business development.

The Corporation benefits from access to these capabilities without the need to employ large numbers of full-time personnel during its development phase.

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(b) Alignment of Interests

A distinguishing feature of the VAMS model is that many service providers are also stockholders, founders, directors or strategic participants in the Corporation and its Related Affiliates. Accordingly, a significant portion of the value contributed to the Corporation has been provided through the combination of intellectual capital, industry experience, commercial relationships and business development activities undertaken by participants whose interests are aligned with the long-term success of the enterprise.

The Directors believe that this alignment encourages a longer-term focus on value creation than may otherwise exist under a conventional fee-for-service model.

(c) Intellectual Capital as a Corporate Asset

The Corporation recognizes that intellectual capital may represent a significant component of enterprise value. Such intellectual capital may include:

- Industry-specific knowledge;
- Proprietary business systems;
- Commercialization methodologies;
- Supply-chain relationships;
- Distribution networks;
- Brand architecture;
- Regulatory knowledge;
- Product formulations;
- Cultural and ethnobotanical positioning;
- Strategic alliances and market access relationships.

The Corporation's valuation methodologies seek to recognize the contribution of such assets where management believes they contribute to the future earning capacity of the business.

(d) Relationship to Valuation Methodologies

The VAMS structure forms an integral component of the valuation methodologies adopted by the Corporation and described elsewhere in this PPM.

Management believes that the value of the Corporation cannot be assessed solely by reference to traditional tangible asset measures. Rather, the Corporation's value is derived from the combined operation of its intellectual property, commercial relationships, biomass access arrangements, product commercialization pathways, distribution systems, management expertise and strategic business platform.

Accordingly, the Directors have adopted valuation methodologies that seek to reflect both tangible and intangible contributors to enterprise value, while recognizing the inherent uncertainties associated with the valuation of developmental and intellectual-capital-based enterprises.

CONCLUSION

The VAMS model is intended to provide the Corporation with access to a broad range of specialist capabilities while maintaining capital efficiency during both its development and growth phases.

The Directors believe that the VAMS framework, when combined with common ownership, aligned incentives and a shared commercialization strategy, creates a platform capable of supporting the Corporation's long-term growth objectives while maximizing the contribution of intellectual capital, operational expertise and strategic relationships.

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-ADDENDUM 3-
VALUATION ASSUMPTIONS / METHODOLOGY

This Addendum explains the valuation principles adopted by the Directors of Tribal Therapeutical Corp in determining the Corporation's pre-money and post-money capital values for the purposes of this Private Placement Memorandum. It also explains why management has elected **not to incorporate forecast EBITDA-based valuations into the adopted post-money valuation**, notwithstanding the potentially substantial future enterprise values illustrated in Table 7.

1. THE ADOPTED POST-MONEY VALUATION — A CONSERVATIVE CAPITAL-BASED APPROACH

In determining the post-money valuation presented in Table 6, management has deliberately elected to avoid capitalising forecast future operating profits. Instead, the Corporation's valuation methodology is founded upon the pre-money carrying values of its established business combination, its investments in Related Affiliates, and the capital deployment and related adjustments reflected in its pro-forma financial statements.

The proposed Series A Round will raise USD5,000,000 through the issue of 10,000,000 Common Voting Shares at USD0.50 per share.

Following completion of the Series A and the related capitalisation adjustments, the Corporation's pro-forma financial statements reflect **management-estimated post-money shareholders' equity of USD11,298,000**. This amount incorporates the USD5 million Series A capital contribution and the separately disclosed equity-accounting adjustment arising from the Corporation's interests in Related Affiliates.

Importantly, the adopted valuation does not capitalise the Corporation's projected future EBITDA through an assumed earnings multiple.

Management considers this distinction appropriate given the early commercialisation stage of the business, the proposed acquisition and development of the Southern California Showcase, and the uncertainties necessarily associated with forecast operating performance.

The USD11.298 million post-money figure presents a restrained management valuation of the Corporation's capitalised business combination. Not an estimate of its potential future earnings-based market value.

2. THE POTENTIAL EARNINGS-BASED VALUATION — TABLE 7

Although forecast EBITDA has not been used to establish the adopted post-money valuation, management considers it appropriate to illustrate the potential value implications of successfully implementing the Corporation's commercial strategy.

- Table 7 presents a forward-looking earnings-based valuation illustration using forecast EBITDA and an assumed capitalisation multiple of ten times EBITDA. The forecasts incorporate the planned development of the Corporation's international distribution activities, the Southern California Showcase and the associated New Zealand production ecosystem.
- Under the assumptions reflected in Table 7, they illustrate a constant issued share capital of 26,000,000 Common Voting Shares following completion of the Series A Round and they have not been incorporated into the Corporation's adopted post-money equity valuation.

The resulting values at a 10x multiple are indicative enterprise-value calculations. Their translation into shareholder equity value would depend upon the Corporation's financial position at the relevant future date, including net debt, cash, other claims and any additional securities issued.

3. A SIGNIFICANT REVENUE OPPORTUNITY EXCLUDED FROM THE FORECAST

An important feature of the earnings projections underpinning Table 7 is that management has deliberately excluded several potentially material sources of additional revenue and operating earnings.

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Existing Southern California Retail Operations

The Corporation's Series A programme includes the proposed acquisition of an established, revenue-producing natural-health retail business in the Laguna Beach–Newport Beach corridor of Southern California. The forecasts underlying Table 7 do not incorporate the existing sales revenues or operating earnings of that business.

New Zealand-Origin Products — Including Life-Force 9M™

The forecasts also exclude prospective US sales revenues / earnings attributable to the introduction of Tribal's emerging natural-health product range, including Life-Force 9M™ botanical extracts. Nor has any additional earnings contribution been assumed from natural-health products subsequently introduced through the Showcase by other Māori enterprises or New Zealand producers.

External New Zealand Therapeutic Oil Sales

The New Zealand operating forecasts underlying Table 7 exclude revenue and earnings from external sales of therapeutic oils to unrelated third-party purchasers.

4. THE INVESTMENT SIGNIFICANCE OF THE TWO VALUATION APPROACHES

The distinction between the adopted post-money valuation and the illustrative earnings-based valuations is deliberate.

a) The **USD11.298M Post-Money** valuation represents management's capital-based valuation approach, incorporating the disclosed related-entity adjustments.

b) The **USD22.907M Post-Money** valuation projection on **Table 7** illustrate the substantially different valuation outcomes that could arise if the Corporation achieves its forecast US profitability and the market valuation multiple adopted is supportable at that future time.

The Corporation is therefore not requiring prospective Series A investors to accept a forecast EBITDA multiple as the basis for the post-money valuation presented in its principal financial disclosures. Instead, management has elected to present the projected earnings-based valuations separately, allowing investors to assess the potential future value implications of successful commercial execution.

“Although it is not assured, the difference between the adopted post-money valuation and the Table 7 outcomes represents a significant valuation accretion opportunity.”

5. FORWARD-LOOKING STATEMENT AND VALUATION QUALIFICATIONS

All projected revenues, EBITDA, capitalisation values and per-share values presented in Table 7 are forward-looking management estimates provided only for illustrative and information purposes.

Actual results may differ materially from the projections.

The Corporation's ability to achieve the forecast outcomes will depend upon numerous factors, including successful completion of the Series A Round, acquisition and operation of the proposed Southern California Showcase, New Zealand production development, product regulatory compliance, market acceptance, supply-chain performance and operating margin delivery.

(1) The projected valuations do not constitute independent appraisals, guaranteed market capitalisations, assured investment returns or representations concerning the future trading price of the Corporation's securities.

(2) No assurance can be given that the forecast EBITDA will be achieved, that a 10× EBITDA multiple will be available or appropriate, or that the assumed number of issued shares will remain unchanged.

Presented to illustrate potential future value, Table 7 has been excluded from the determination of the Corporation's adopted post-money valuation..

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-ADDENDUM 4-

GLOSSARY OF TERMS

We set out below the explanation of the various acronyms and terminology used in the Placement Memorandum and in the day-to-day business of the Corporation.

Affiliate	Shall mean any company where the Corporation's parent has a related commercial / business interest.
AFGP	Shall mean the Annual Farm Gate Price of the biomass collected under TSA from a Grower-Producer.
Applicant(s)	Shall mean any Person(s) who is authorized and qualifies to submit a valid Application Form (if any) pursuant to the terms and conditions of any Application Form that the Corporation may forward to a Qualifying Party arising from having received a copy of a Corporation approved Placement Memorandum.
Application Form	Shall mean the application (Subscription) form as per Addendum 6 herein.
Application	Shall mean an acceptable application for a specified number of securities under an approved offer/placement.
Approved Supplier	Shall mean a third party supplier of products and/or services required for use in the Business System.
Board	Shall mean the board of Directors of Tribal Therapeutical Corp, a CO for-profit corporation, "TTC"
Brand Names	Shall mean all trademarks, devices, logos and the like whether same are registered or not and are legally and properly used for the purpose of operating Business System and shall include such other Intellectual Property assets used to develop brand awareness for the Business System in the Territory.
Business Combination	Shall mean the collective grouping of contracted VAMS providers whose pooled commercial operations create and deliver the business activity conducted through related operating affiliates.
Business System	Shall mean the managing, operating and offering for sale by the Corporation of the products, goods and services to the public and to Qualifying Parties and potential Key Persons the legal right to use and/or distribute the products and services of the Corporation to the public.
Capitalization Rate (Cap Rate)	Shall mean the %age rate or multiple applied to determine the capitalized value of the company.
CVS (Common Voting Shares) CCN (Convertible Capital Notes)	Shall mean Common Voting Shares issued by the Corporation Shall mean Convertible Capital Notes issued by the Corporation pursuant to any agreement.
Closing Date	Shall mean the day upon which a Placement is closed by the Directors of the Corporation
Corporation/Corporation	Shall mean Tribal Therapeutical Corp, a CO, USA registered for-profit corporation.
Conversion Date	Shall mean the day and date upon which any option or CCN issued pursuant to any stock or securities placement shall convert as provided under the terms and conditions described in the PPM.
Conversion Notice	Shall mean the written notice given to the Corporation by a person lawfully entitled to issue such Notice requiring the Corporation to convert securities held in the Corporation according to the terms of issue thereof.
Common Voting Share "CVS"	Shall mean the fully paid Common Voting Shares in the capital of the Corporation or Related Affiliate to be placed under any PPM or otherwise as approved by the Board, including any attached options.
Directors	Shall mean the board of directors for the time being of the Corporation.
Dollar or $	Shall mean the currency of the United States unless otherwise stated.
EPM – Equity Participatory Management	Shall mean the process through which a Business System Participant accesses the benefits of both equity and management participation within a Licensed Entity. (Equity Licensing Program))
Expenses of Issue	Shall mean any expenses required to be paid by the Corporation to meet the costs and commissions of all professional parties whose professional assistance is supplied to Placement Memorandum preparation.
Free Options	Shall mean any share purchase option rights attaching to any securities in any Licensed Entity where such options are attached (bundled/stapled) at no additional cost to any shares issued by the Corporation and/or Related Affiliate.
GPS Grower-Producer Shareholder	Shall mean a landowner who enters into a TSA (agreement) with the Corporation for the collection of mānuka and kānuka foliage taonga from their whenua farm gate, typically for a period of twenty (20) years in consideration of CVS in the Corporation in accordance with the TSA agreement.
Gross Revenues	Shall mean the gross revenues earned by either the Corporation through the direct sale of its products or by any Licensed Entity or Related Affiliate in respect of operating the Business System and the sales of products arising therefrom.
Initial Period	Shall mean the 12 calendar months immediately following an Issue Date.
Investors	Shall mean a Qualifying Party approved by the Corporation to become a Subscriber in the Corporation pursuant to any Board approved Placement Memorandum and the terms of issue thereof.
Issue Date	Shall mean the date of the Director's resolution that approves the issue of shares to a Qualifying Party / Subscriber at which date such party shall be deemed to be a lawful holder of securities in the Corporation.

Glossary of terms continues next page.

Glossary of Terms (Continued)

Internet Hosted Assets	Shall mean any URL operated by the Corporation, plus such other URL's as are proprietary to the Business Systems operated by the Corporation or Licensed Entities or Related Affiliate..
Issue Price	Shall mean price at which a CVS or other stock/security and/or shares issued by the Corporation or Licensed Entity or Related Affiliate is sold or placed with Subscribers.
Key Person	Shall mean an individual with whom the Corporation shall approve for management and/or ownership of a Corporation approved Outsourced Service Provider entity or Licensed Entity through Value Added Managed Servies (VAMS) provider agreement.
Licensed Entity	Shall mean any Participant who enters into a Licensing Agreement under the Business System through a legally recognized structure such as a for profit corporation / LLC etc.
Licensing Agreement	Shall mean an agreement made and entered between the Corporation and Licensed Entity to operate the Business System in a defined Territory under the Brand Names.
Listing /Quotation Date	Shall mean the date upon which any of the securities issued by the Corporation are listed or quoted on a recognized securities trading exchange.
Private Placement Memorandum	Shall mean this investment offer and disclosure document. (PPM).
Options	Shall mean any contractual or other lawful right to subscribe for Common Voting Shares / Stock / Securities in the Corporation according to the terms and conditions attaching to such Option.
Original Issue	Shall mean the original Common Voting Shares / Stock issued in the Corporation and approved for issue by the directors.
Participant	Shall mean any party or company in good standing that participates in the Business System
"PPM"	Shall mean this document, a Private Placement Memorandum.
"POI" Plant Oil Infused	Shall mean a proprietary health & wellness product where "Whole-of-Tree" extracted plant oil is infused into honey as an ingestible additive that creates a therapeutic health and wellness "health food / dietary supplement" product.
Pre-Opening Costs	Shall mean any costs incurred by either a Qualifying Party or potential Key Person in respect of conducting a line of inquiry/due diligence in respect of becoming a Participant in the Business System.
Qualifying Parties	Shall mean those persons or entities that company deems to be eligible to invest in terms of NZ securities legislation, the Corporations Act 2001 (Australia), Rule 504 of the Securities Act of 1933, Jobs Act 2012 and/or those deemed to be a lawfully Qualifying Party or person.
Redemption	Shall mean the repayment by way of repurchase by the Corporation of a Subscriber held investment in the Corporation.
Related Affiliate / Entity	Shall mean any company where the Corporation holds not less than 10% of the voting stock.
Repurchase Request	Shall mean a written request made to the Corporation by any Shareholder therein requesting the Corporation to consider the repurchase of such shares but only on such terms and conditions as the Corporation's Board shall solely determine from time to time.
Strike Price	Shall mean that price as set by the issue of any Options offered under any Option program.
SPV	Shall mean a Special Purpose Vehicle company incorporated for the purpose of entering into a Licensing Agreement pursuant to the Business System and/or approved investment arrangement.
Service Provider(s)	Shall mean those parties with whom the Corporation enters into outsourced VAMS Provider contracts for the supply of services to support the business activity of the Corporation.
Share(s)	Shall mean all the fully paid shares in the capital of the Corporation or Licensed Entity irrespective of class and rights attaching to such classes.
Subscriber/Subscription	Shall mean a purchaser of securities (e.g. Common Voting Shares "CVS") issued by the Corporation
Terms of Issue	Shall mean the terms of issue of any security placed under this PPM or other form of director approved Product Disclosure Statement (PDS).
TTC	Shall mean Tribal Therapeutical Corp, a CO incorporated for-profit Domestic-C Corp
TTL	Shall mean Tribal Tea Tree Botanicals Limited.
TSA	Shall mean Taonga Supply Agreement –mānuka/kānuka biomass supply agreement with a GPS
Capital Program Sponsor	Shall mean EzyXchange Ltd, registered in October 2014 as a Crowdfunding intermediary with the CO Division of Securities..
VAMS and VAMS Provider	Shall mean the Value-Added Managed Services provided to the Corporation by an approved outsourced, taxation authority registered and/or duly incorporated Service Provider entity.

-ADDENDUM 5-

RECEIPT OF MEMORANDUM & APPLICATION DETAILS

Tribal Therapeutical Corp (the "Corporation")

ACKNOWLEDGMENT OF RECEIPT OF THIS PRIVATE PLACEMENT MEMORANDUM AND APPLICATION

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

The securities offered pursuant to this Private Placement Memorandum ("PPM") have not been registered under the Securities Act of 1933, as amended, nor registered with any federal or state securities regulatory authority in the United States. The Offering is being made in reliance upon exemptions from registration, including SEC Rule 504 of Regulation D under Section 3(b) of the Securities Act of 1933. In New Zealand, the Offering is intended to be made only to persons who qualify for applicable exclusions available under Schedule 1 of the Financial Markets Conduct Act 2013 ("FMCA") or other applicable exemptions.

To: Tribal Therapeutical Corp
From: Applicant / offeree

As a condition of receiving this PPM, I acknowledge and represent that: • I have sufficient financial resources and investment experience, either alone or with the assistance of professional advisers, to evaluate the merits and risks of an investment in the Corporation; • I understand the speculative nature of the investment and recognize that I may lose all or a substantial portion of my investment; • I have provided such evidence as may reasonably be required to establish my status as a legally qualifying investor where applicable; • I have received and reviewed this PPM and have had the opportunity to seek independent legal, accounting, taxation, financial and other professional advice; • I will use this PPM solely for the purpose of evaluating a potential investment in the Corporation, • I will maintain the confidentiality of the information contained herein and will not reproduce, distribute or disclose this PPM to any other person without the prior written consent of the Corporation; and • If I do not proceed with an investment in the Corporation, I will, return or destroy this PPM and any copies in my possession.

Memorandum Delivered to Applicant on _____

ENTER APPLICANT DETAILS

Name:_____

Business Address: _____

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

Email address (mandatory) _____

Contact Telephone Number**:** _____

SUBSCRIPTION APPLICATION DETAILS:

Enter Number of CVS Purchased: _____ @ USD0.50 per CVS (Minimum 20,000)

Enter Subscription Amount here in USD _____

Enter bank payment remittance number _____

Enter your signature here: _____

TRANSMISSION OF THIS SUBSCRIPTION APPLICATION:

Upon transfer of the funds to the Corporation's banking account as detailed below and item 75 of this offer, Addendums 5,& 6 are to be completed, signed, emailed to Tribal Therapeutical Corp at capital@tribalteatree.health *You will receive an acknowledgment of funds receipt and the duly signed / completed copies of Addendums 5 & 6 together with notification of acceptance of your application upon approval by the directors..*

Bank of America NA, 222 Broadway New York NY. SWIFT # BOFAUS3N Account Number [redacted]

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-ADDENDUM 6-

COMMON VOTING SHARES SUBSCRIPTION AGREEMENT

To the Subscriber:

In connection with your application to subscribe for _____ Common Voting Shares ("CVS") of Tribal Therapeutical Corp (the "Corporation") at a subscription price of USD0.50 per CVS, for an aggregate subscription amount of USD_____, you are advised as follows:

The CVS offered pursuant to this Private Placement Memorandum ("PPM") are Common Voting Shares carrying voting rights and rights to participate in profits and distributions as described under "The Placement / Offer Terms" contained on Pages 18-19 of this PPM. By executing this Subscription Agreement, you acknowledge that the CVS are being offered and sold in reliance upon applicable exemptions from registration, including: **(a)** Rule 504 of Regulation D under the Securities Act of 1933 (United States); **(b)** Schedule 1 of the Financial Markets Conduct Act 2013 (New Zealand); and **(c)** any other exemptions available in the jurisdiction in which the subscription is made.

You further represent that you are legally entitled to subscribe for and acquire the CVS applied for pursuant to this Subscription Agreement. By executing this Subscription Agreement, you acknowledge and represent that:

(a) you have received and reviewed the Private Placement Memorandum to which this Subscription Agreement is attached; **(b)** you have had the opportunity to ask questions of the Corporation and its Directors concerning the Corporation, its business activities and this Offering; (c) you have received such information and explanations as you consider necessary to evaluate the proposed investment and **(d)** you have either sought independent professional advice or voluntarily elected not to do so. You further acknowledge and represent that you:

a) Are able to bear the economic risks associated with this investment.
b) Are capable of holding the CVS for an indefinite period of time.
c) Understand that there may be no public market for the CVS.
d) Accept that the investment is speculative in nature.
e) Are capable of sustaining a complete loss of your investment without materially affecting your financial position or standard of living.

IF THE FOREGOING REPRESENTATIONS ARE TRUE AND CORRECT IN ALL MATERIAL RESPECTS, PLEASE COMPLETE AND SIGN THIS SUBSCRIPTION AGREEMENT AND RETURN IT TO THE CORPORATION TOGETHER WITH THE ACKNOWLEDGMENT OF RECEIPT OF PRIVATE PLACEMENT MEMORANDUM (ADDENDUM 5).

INVESTOR CONFIRMATION: I acknowledge that:

- I have received and reviewed the Private Placement Memorandum.
- I understand the nature of the Offering and the risks associated with the investment.
- I agree to be bound by the terms and conditions of the Offering.
- I am legally entitled to acquire the CVS applied for.
- All information supplied by me relating to this subscription is true and correct.

SUBSCRIBING APPLICANTS NAME AND ADDRESS

SUBSCRIBERS SIGNATURE _____ (Telephone Number) _____

NAME_____

ADDRESS_____

EMAIL ADDRESS_____

For office use only

SUBSCRIPTION ACCEPTED
Tribal Therapeutical Corp

By: _____
CEO / Authorized Officer / Party

(E&OE - Errors and Omissions Excluded)

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EXHIBITS

Exhibit 1	Presentation on how Hydrosol (a by-product) of the "Whole-of-Tree" extraction process will become the "Hero" product.
Exhibit 2	Presentation on how NZ tea tree sourced honey can recover from the NZ mānuka tea tree sector contraction.
Exhibit 3	"Whole-of-Tree" economics visual.
Exhibit 4	Resetting the economics of NZ tea tree Māori whenua.
Exhibit 5	From Kohumaru to Investment exit.
Exhibit 6	Due Diligence Library – a summary.

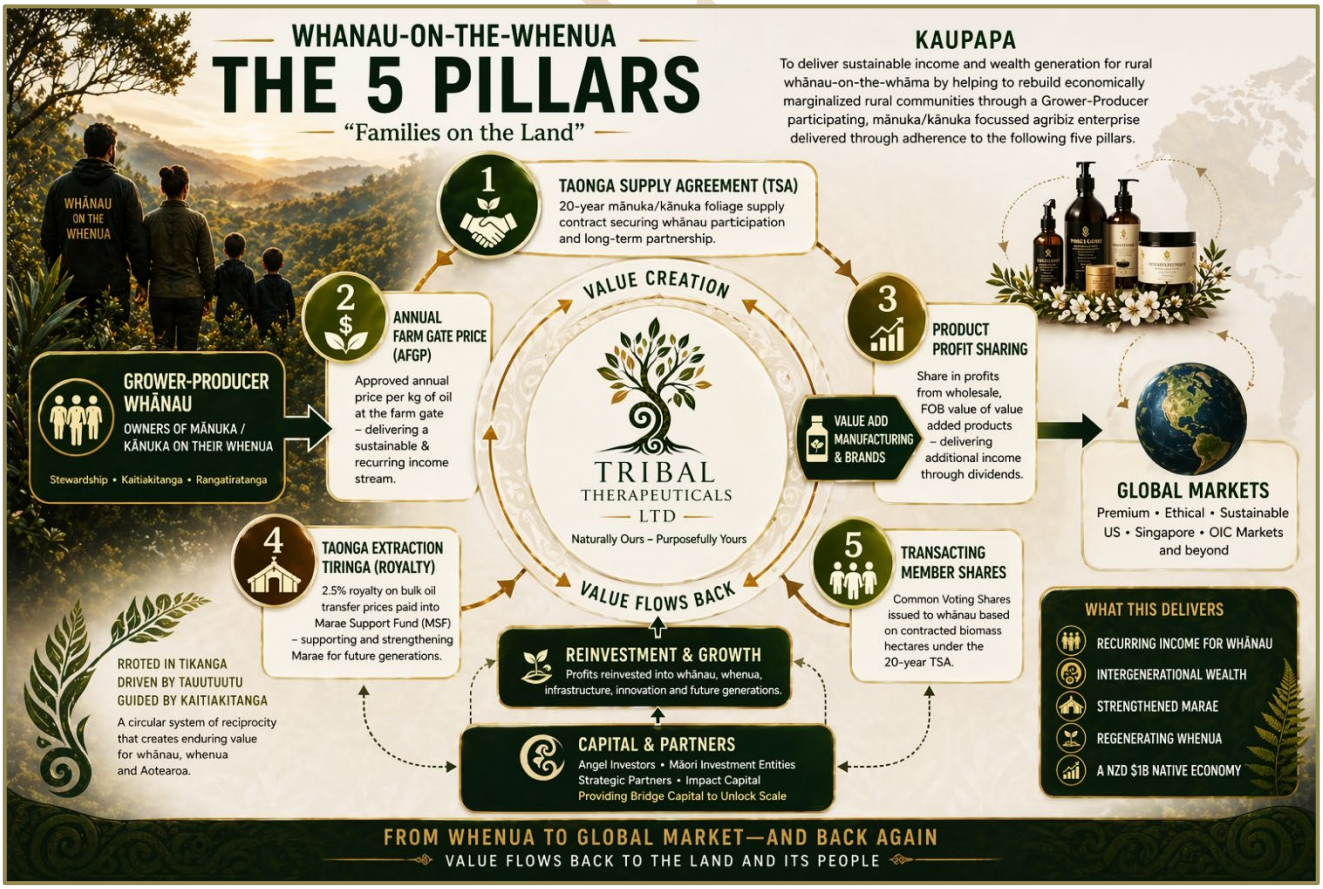


Exhibit 1

A BY-PRODUCT ABOUT TO BECOME A GLOBAL HERO PRODUCT?

"LIFE-FORCE 9M™" Botanical Extract

Most agribusinesses begin with a **cost problem.** Life-Force 9M™ botanical extract begins with an unusual **cost advantage**.

For every litre of mānuka or kānuka oil produced through steam distillation, approximately 80 litres of hydrosol are simultaneously created. In the conventional tea tree industry, hydrosol has historically been treated as a low-value by-product. The Tribal Therapeuticals team sees it differently.

Under the Corporation's commercial model, third-party purchasers pay Tribal Therapeuticals for the oil. The oil sale covers **(i)** harvesting, **(ii)** transport, **(iii)** extraction and **(iv)** processing costs associated with the oil production. The Corporation retaining ownership of the hydrosol left behind.

-The result is extraordinary-

The direct feedstock cost of the "Life-Force 9M™" recovered from the extraction still is effectively ZERO.

This arises because **(a)** the biomass has already been harvested, **(b)** the extraction process has already occurred, **(c)** the oil has already been sold leaving behind **(d)** the hydrosol. A product that has traditionally been regarded as a **by-product** now emerges as a stand-alone health product that in effect contains the "**Life Force**" that keeps a tree alive. i.e., "**Whole-of-Tree | Whole-of-Life**".

LIFE-FORCE 9M™ BOTANICAL EXTRACT
Projected Annual Production Potential

Production Source	Oil Production	Life-Force Extract litres yield	Retail Value @ USD49.90/L
Bulk Oil Sales to Third-Party Customers **(Note 1)**	2,000 L	160,000 L	USD7.98 Million
In-House Oil retail shelf SKU Program **(Note 2)**	100,000 SKU	160,000 L	USD7.98 Million
TOTAL POTENTIAL YEAR ONE OUTPUT	**4,000 L**	**320,000 L**	**USD15.97 Million**
Indicative NZ Dollar Equivalent	**NZD6.69 Million**		**NZD26.62 Million**

Note 1 The sale to non-related third parties for bulk oil sales forecast at NZD1.70M.

Note 2 The export / sale in the US of inhouse branded SKU;s forecast at NZD4.99N.

Key Observation

The direct feedstock cost attributable to the 320,000 litres of **Life-Force 9M™** is fully recovered through the associated pure oil extraction, production and sale process.

The result is a wellness product platform derived from a feedstock stream whose direct production cost is effectively zero at the point of recovery from the extraction still. This creates a unique commercial and accounting dynamic whereby the principal cost components of the Life-Force Health Extract™ program are confined to packaging, logistics, marketing, regulatory compliance and distribution activities. Not feedstock acquisition.

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For investors, the question then becomes:

“What value should be attributed to a wellness product platform capable of generating potential retail revenues approaching USD15.97 million from a feedstock stream whose direct production cost has already been recovered through the primary oil business forecast in its first full trading year?”

A NEW CATEGORY

Life-Force 9M™ botanical extract is not merely another natural product. It represents the opportunity to create an entirely new wellness category derived from New Zealand's endemic tea trees. Unlike conventional tea tree products, the Tribal platform combines:

- Whole-of-Tree™ economics;
- Māori ethnobotanical heritage;
- Gender-specific positioning through mānuka ("*For Her*") and kānuka ("*For Him*");
- A fully integrated oil and hydrosol production model; and
- A feedstock supply position that few competitors can attempt to replicate.

A STRATEGIC ADVANTAGE

As extraction capacity contracted following the collapse of the mānuka boom, significant industry capability disappeared.

At the same time, access to quality kānuka biomass has become increasingly constrained in many parts of New Zealand.

THE FAR NORTH STANDS APART.

With extensive biomass access, established harvesting relationships, existing extraction capability and a pathway to rapid scale-up, Tribal Therapeutics believes it is uniquely positioned to become a leading supplier of both premium, gender specific NZ mānuka and kānuka tea tree oil and the unique Life-Force 9M™ product.

-INVESTMENT THESIS-

Most investors see the oil.

We invite them to look at what comes out of the still beside it.

“Because sometimes the most valuable product is the one the industry forgot to value”.



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Exhibit 2

WHAT IF HONEY IS ONLY THE DELIVERY SYSTEM?

POI HONEY EXTRACT™

For more than two decades, New Zealand's premium manuka honey industry has largely focused on naturally occurring compounds measured through UMF®, MGO and related rating systems.

These metrics have established a global premium honey category that supports retail pricing substantially above most honey products. Our team however now asks a different question.

"What happens when the therapeutic power of the endemic NZ mānuka & kānuka tea tree duality is introduced directly into the honey itself?"

The Corporation's POI Honey Extract™ ("Plant Oil Infused") platform combines low-cost New Zealand wild bush honey sourced from predominantly mānuka and kānuka covered bushland to create a gender-specific daily wellness supplement unlike any product currently available within the mainstream honey category through carefully formulated infusions delivering:

- Mānuka For Her™
- Kānuka For Him™

THE DISRUPTION

Due to the contraction of the mānuka honey sector, bulk New Zealand wild bush honey sourced from NZ tea tree duality covered bushlands can now be sourced at prices substantially below premium UMF® and MGO-rated honey. By merely utilizing affordable wild bush honey as the delivery platform and combining it with therapeutic-grade endemic tea tree oils, one can create a differentiated wellness product capable of competing at retail price points substantially below many premium-rated honey products. The result being: that we have a low raw material cost leveraged off distinctive gender-specific product positioning that opens the door to daily wellness application with a multiple product extensions that not only creates an attractive margin potential but it also raises a question about the future of the NZ tea tree based honey industry, i.e.,

"What if the future of premium New Zealand honey is not determined by pollen metrics, but by therapeutic plant oil infusion?"

POI HONEY EXTRACT™
Illustrative Retail Positioning

Product Category	Indicative Retail Price (1kg)	Primary Value Proposition
Premium Metric-Rated Mānuka Honey (UMF/MGO)	Up to USD250+	Naturally occurring nectar-derived compounds
POI Honey Extract™	USD89	Therapeutic plant oil compound infused wellness supplement

Illustrative US Retail Commercialization Model

POI HONEY TRADING - US OPS		Year 1	Year 2	Year 3	Year 4	Year 5	Year 10
Total SKU's shipped ex NZ		45,000	90,000	180,000	225,000	300,000	675,000
Gross POI honey retail sales	100%	4,005,000	8,250,300	16,995,618	21,881,858	30,051,085	78,384,249
Total COS	57%	2,317,050	4,773,123	9,832,633	12,659,515	17,385,735	45,348,371
Non-GAAP EBITDA	43%	**1,687,950**	**3,477,177**	**7,162,985**	**9,222,343**	**12,665,351**	**33,035,878**

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Investment Observation:

Unlike conventional premium honey products, the POI Honey Extract™ model is built upon the infusion of therapeutic-grade endemic New Zealand tea tree oils into low-cost wild bush honey. This creates the potential for significant value uplift between raw material procurement cost and retail shelf value.

At projected Year 5 volumes, the model forecasts gross retail sales exceeding USD30 million and Non-GAAP EBITDA exceeding USD12.6 million. By Year 10, projected retail sales exceed USD78 million with forecast Non-GAAP EBITDA exceeding USD33 million.

The commercial proposition is simple:

- Acquire low cost New Zealand tea tree duality wild bush honey.
- Infuse with premium therapeutic plant oils.
- Create a differentiated, gender specific natural health supplement.
- Capture value through branding, formulation, market positioning and competitive pricing.

Thus the question that arises for investors is not:

"How much is the honey worth?"

The question is:

"How much is a gender-specific health & wellness supplement carrier such as honey worth when built upon New Zealand's ethnobotanically unique therapeutic plant oil duality?"

Sometimes the most disruptive products are not created by changing the resource.

"They are created by changing the way the resource is used".



EXHIBIT 3

WHOLE-OF-TREE™ ECONOMICS

WHY ONE TREE CAN CREATE MULTIPLE WELLNESS PLATFORMS

For years, New Zealand’s tea tree story has largely been told through honey. We tell the story differently. The value is **not only** in the flower. **It’s in the whole tree.**



EXHIBIT 4

RESETTING THE ECONOMICS OF MĀORI LAND

KOHUMARU ANGELS™

For generations, Māori landowners have often participated at the beginning of the value chain.

Supplying land. | Supplying resources, | Supplying labour.

Rarely participating in the higher-value commercialization and market opportunities that emerged further downstream. Kohumaru Angels™ seeks to enable Māori landowners, their whānau and supporters to participate not only in resource ownership, but also in value creation. To have Māori land no longer viewed solely as a passive asset but to make it the foundation of a globally differentiated wellness economy. Kohumaru Angels™ represents a step in that direction.

From Kohumaru | to California | to the world

"When landowners participate in value creation, the economics of the land changes forever."

"Nāu te rourou, nāku te rourou, ka ora ai te iwi."

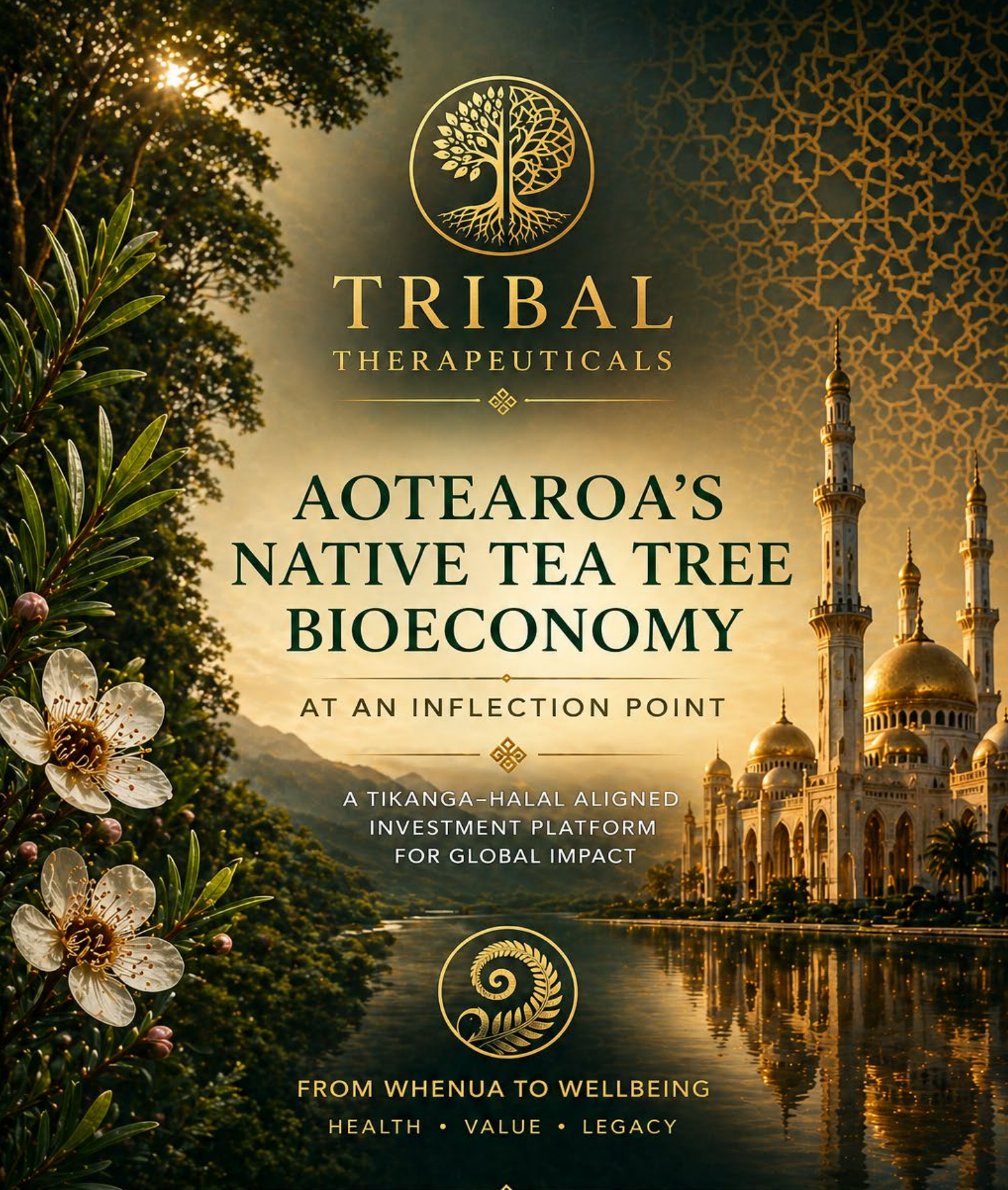
(With your food basket and my food basket, the people will thrive).



ACKNOWLEDGEMENT

The Tribal team respectfully acknowledge the longstanding commitment, vision and intergenerational stewardship of the Lloyd whānau whose ancestral Kohumaru whenua and endemic tea tree biomass participation underpin the foundational production capability of the Tribal "**Whole-of-Tree™**" platform. Working in close tandem with the Lloyd whānau who have agreed to support the early-stage biomass supply requirements of the platform on a deferred compensatory participation basis to demonstrate the "**Five Pillars**" model to fellow tangata-whenua, the Partners recognise that the emergence of the Tribal ecosystem reflects far more than the development of a natural healthcare and wellness export business alone.

It represents a step-by-step emergence of a broader Māori aligned bioeconomic participation model.



TANGATA WHENUA INVITATION

RESET THE INDUSTRY | RESTORE VALUE | RECLAIM OUR FUTURE

EXHIBIT 5

FROM KOHUMARU -TO CALIFORNIA -TO 2.1B CONSUMERS -TO EXIT





EXHIBIT 6

THE RESEARCH BEHIND THE "WHOLE OF-TREE- WHOLE OF LIFE"

OUR DUE DILIGENCE LIBRARY LISTING
(DOC-6011)

The Directors recognize that prospective investors may wish to undertake their own independent assessment of the Corporation, its business model, commercialization strategy, valuation methodologies, market opportunities and underlying assumptions.

Throughout the development of the Tribal Therapeuticals platform, a substantial body of research, industry analysis, government reports, scientific publications, commercialization studies, market assessments and operational reference materials has been assembled and reviewed.

The Due Diligence Library has been developed to support that process with the Library containing a broad range of materials relating to:

- New Zealand mānuka and kānuka resources;
- Tea tree oil production and commercialization;
- Hydrosol applications and market opportunities;
- Honey sector dynamics;
- Indigenous agribusiness participation models;
- Intellectual property and Business Combination methodologies;
- Government and regional development initiatives;
- Single Sales Desk establishment to support Māori landowner/growers;
- International wellness market opportunities;
- Regulatory and market entry pathways; and
- Supporting operational and financial reference materials.

Prospective investors are encouraged to undertake their own review and independent assessment of any materials made available by the Corporation and to seek such professional advice as they consider appropriate. The Directors believe that successful investment decisions are best made through informed analysis, independent thinking and careful consideration of both the opportunities and risks associated with the proposed investment.

The pages preceding this Exhibit set out the Corporation's vision.

The Due Diligence Library sets out much of the research that helped shape it.

IN CLOSING:

THE DIRECTORS:

"Respectfully dedicate this offering to all those who contribute to the creation of enduring value for future generations and now invite prospective investors to review the material, ask questions and ultimately reach their own conclusions".

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CORPORATE DIRECTORY

NAME OF COMPANY	Tribal Therapeutical Corp (incorporated in Colorado USA, # 20191645051) https://tribalteatree.com https//agrivestnz.us		
OFFICES	**US CORPORATE** 4610 S Ulster St, Suite 150 Denver Colorado 80237 USA	**NZ ADMIN** 10 Fairway Drive Kerikeri Northland 0230 Aotearoa/NZ	**US ADMIN** 2929 East Commercial Blvd Ste 409 Fort Lauderdale Florida 33308 USA
KEY PERSONS / VAMS	L Shepherd (Extraction) 42 Kendall Rd Kerikeri 0230 Aotearoa/New Zealand	E Lloyd (Biomass) 460 Kohumaru Rd RD 1 Mangonui 0494 Aotearoa/New Zealand	N Iverson (Product-Export) 26 Kemp Rd Kerikeri -230 Aotearoa/New Zealand
	L Brink (SKU Distribution) 1130 SE 14th Place Ft Lauderdale FL 33316 USA	A Pollack (Bulk Distribution) 178 Munro Wharf Rd Tucki Tucki NSW 2480 Australia	J Cilliers (SX Process) 1199 Whangaparoa Rd Gulf Harbour 0930 Aotearoa/New Zealand
OPERATIONS MANAGEMENT	Kohumaru Taonga Ltd (Biomass)), 460 Kohumaru Rd, RD1 Mangonui 0494 Aotearoa/NZ. Essentially BOI Ltd (Extraction), "Waitangi Farm", Tauranga Bat, RD1 Kaeo 0484, Aotearoa/NZ. Pure Pty Ltd (Bulk Distribution) 178 Munro Wharf Rd, Tucki Tucki NSW 2480, Australia. NZ Showcase USA Inc (SKU Retail Distribution) 25030 Ave Tibbits, Valencia CA 91355, USA.		
SHARE REGISTRY	EzyXchange Ltd 4610 South Ulster St, Suite 150, Denver CO 80237, USA		
CAPITAL STRUCTURE	AUTHORIZED 250,000,000 (Two hundred & fifty million CVS of No-Par Value) FOUNDER SHARES ISSUED 16,000,000 (Sixteen million) APPROVED FOR ISSUE – SERIES A 10,000,000 (Four Million) APPROVED FOR ISSUE – SERIES B 5,000,000 (Five million)		
CROWDFUNDING INTERMEDIARY	Fundivations LLC – T/A Title3Funds (*SEC registered FINRA member crowdfunding intermediary*) 301 Forest Ave, Laguna Beach, CA 92651 USA		
REGISTERED AGENT	Blumberg CPA & Co 4610 South Ulster St, Suite 150, Denver, Colorado 80237, USA		
BANKERS:	Bank of America NA 222 Broadway, New York, NY 10038 USA		
MARKETING LICENSING	Bruce Brown Films LLC. 3858 W Carson Street, Ste 220, Torrance CA 90503 USA		



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TRIBAL
THERAPEUTICALS
NEW ZEALAND

NOT JUST TEA TREE.
THE WHOLE OF TREE.
THE WHOLE OF LIFE™

100% PURE. 100% NATURAL. 100% UNIQUE.

NATURE'S INTELLIGENCE. CAPTURED IN EVERY DROP.

LESS THAN $2 PER DAY

$1.63 PER DAY*
60ML DAILY SHOT

ONE BOTTLE = ONE MONTH

BORN IN NEW ZEALAND. MADE BY NATURE. PERFECTED BY SCIENCE.

Endemic Mānuka & Kānuka evolved in isolation for millions of years.

Our proprietary whole-of-tree extraction captures the life-force and metabolic intelligence of the tree.

For whole-of-life wellness.

NO CHEMICALS. NO ADDITIVES. NO COMPROMISES. EVER.



ENDEMIC. POWERFUL. UNMATCHED. FOUND ONLY IN NEW ZEALAND.

LESS THAN HALF THE COST OF A COFFEE

THE WHOLE-OF-TREE DIFFERENCE (US vs. THEM)

TRIBAL LIFE-FORCE™ WHOLE-OF-TREE EXTRACT	MOST OTHER WELLNESS PRODUCTS
✓ Whole plant. Whole benefits.	✗ Isolated compounds or synthetics.
✓ Retains 100% natural compounds.	✗ Key compounds often lost.
✓ Natural phenolics & bioactives retained.	✗ Poorly absorbed (not whole body).
✓ Water-soluble nutrition your body can use.	✗ Generic ingredients. Mass produced.
✓ Daily ritual for whole body wellness.	✗ Occasional use, not a daily ritual.

WHY TRIBAL IS UNIQUE

WHOLE-OF-TREE EXTRACTION
Leaf, stem, bark & branch naturally extracted.

REVERSE FILTRATION TECHNOLOGY
Preserves water-soluble phenolics & bioactives.

RICH IN NATURAL PHENOLIC COMPOUNDS
The life-force and metabolic intelligence of the tree.

100% PURE HYDROSOL EXTRACT
The most bioavailable form of plant wellness.

NO INTRODUCED CHEMICALS
Just pure, living plant intelligence.

REAL PLANT INTELLIGENCE. REAL RESULTS.

DIGESTIVE WELLNESS
Supports healthy digestion & gut microbiome balance.

IMMUNE RESILIENCE
Supports natural defenses.

SKIN HEALTH & RADIANCE
Nourishes skin from within.

DETOX & CLEANSING
Supports natural detox pathways.

ENERGY & VITALITY
Promotes natural energy & well-being.

BALANCE & HORMONAL WELLNESS
Supports overall balance for men & women.

YOUR DAILY RITUAL. YOUR LIFE-FORCE.

- 60ML DAILY SHOT Each morning.
- Drink straight or mix with water.
- One bottle = one month.



ONE SHOT. ONE MONTH. COMPLETE WELLNESS.

CLEAN. NATURAL. POWERFUL. EVERY DAY.



NATURE DESIGNED FOR BALANCE.

MĀNUKA FOR HER
NURTURE. RESTORE. PROTECT.

KĀNUKA FOR HIM
STRENGTH. ENDURANCE. RESILIENCE.

2 LITER BOTTLE
$49.00
ONLY $1.63 PER DAY*

★★★★★
"The best daily wellness habit I've ever started."

MADE IN NEW ZEALAND · SUSTAINABLY SOURCED · NON-GMO · VEGAN FRIENDLY · GLUTEN FREE · THIRD-PARTY TESTED

FROM THE ANCIENT FORESTS OF NEW ZEALAND TO YOU.
A UNIQUE GIFT OF NATURE.
A DAILY GIFT TO YOURSELF.



WHOLE-OF-TREE WHOLE-OF-LIFE™

May the life-force be with you... because then you have the power.

INSPIRED BY WISDOM. DRIVEN BY SCIENCE. DELIVERED FOR LIFE.

TRIBALTEATREE.COM

LEARN MORE

*Based on 60ml daily serving. Individual results may vary. This product is not intended to diagnose, treat, cure or prevent any disease.