

“Mānuka for Her”



“Kānuka for Him”

-Pre-Series A Capital Raise NZD250,000-

+ US Investment Showcase Launch.

VC – Angel Investor Brief.



“He taonga nō te whenua, me tiaki mō ngā uri whakatipu.”

A treasure from the land must be protected for future generations.

A “Whole-of-Tea Tree”, Sector Reset + US Showcase Investment Brief, Term Sheet, Due Diligence / Research Library document listing.

Unlocking the Whole-of-Tree potential of New Zealand’s ethnobotanically unique native Tea Tree.



CONTENT

This document introduces:

- (1) PRODUCT** “Tribal” the “Pilot Product” for a US-based investment “Product” for the “Platform”. Grounded in a “Whole-of-Tree” ethos that underpins a coordinated reset of New Zealand’s tea tree agribusiness sector; and
- (2) PLATFORM** “AgrivestNZ” the “Product Platform”, a Southern California–based investment Showcase designed to connect emerging NZ agribusiness opportunities with High Net Worth (HNW) investors in the US.

The following pages outline the practical steps in activating this cross-border investment ecosphere.

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E mihi ana mātou ki ngā hapū nō rātou te whenua e tupu ai ā mātou rākau rongoā.

“We acknowledge the tribes whose whenua sustains the healing trees we cultivate.”

Background Image:

Luke Shepherd, oil extraction operations director / CEO at the Waitangi Farm facility in the Kaeo District,

luke@tribalteatree.health



EXECUTIVE SUMMARY

A Product Launch. A Platform Opportunity. A New Capital Pathway.

This document presents a dual opportunity:

- **Part One** **Tribal:** a production-ready, export-led New Zealand tea tree sector agribusiness venture entering international markets.
- **Part Two** **AgrivestNZ Showcase:** a Southern California–based investment platform designed to connect emerging New Zealand agribusiness opportunities with High Net Worth (HNW) investors in the United States.

Together, they represent the first practical step in establishing a **new NZ–US capital pathway** for the agribusiness sector.

The Immediate Opportunity — Tribal (The Pilot)

Tribal Therapeutics Ltd is positioned as the **inaugural listing** within this model. With a secured Northland resource base, operational extraction capability, and export-ready supply chains, the Company is now transitioning into:

- Commercial production.
- International distribution (US and OIC markets).
- US-based capital market engagement.

The current **NZD250,000 Pre-Series A equity raise** funds this transition, delivering:

- Initial SKU production and export.
- US market entry (Southern California).
- Activation of a Reg CF crowdfunding pathway.

A **separate NZD250,000 underwrite facility** is being arranged to support the crowdfunding process, providing execution certainty while remaining capital-protected.

The Strategic Opportunity — AgrivestNZ Showcase (The Platform)

Beyond Tribal, this initiative establishes the **AgrivestNZ Showcase**—a platform designed to address a structural gap in the current investment landscape. Many New Zealand agribusiness opportunities, particularly those originating from regional and Māori land-based enterprises have been largely **marginalized / disconnected from international capital markets**.

The Showcase is designed to solve this through aligning two ecosystems:

Supply (New Zealand):

- Regional CPA and advisory firms acting as **Listing Sponsors**.
- Client-owned agribusiness opportunities seeking growth capital.
- Verified, professionally supported deal flow.

Demand (United States and Global):

- High Net Worth (HNW) investors accessing opportunities via a Southern California base.
- Venture capital and professional investors seeking **real asset, ESG-aligned exposure**.



Why This Matters

Participation in this opportunity provides exposure to:

1. **A Production-Ready Agribusiness Venture**
Immediate entry into a high-margin, export-led native product category.
2. **A Scalable Capital Platform**
Early positioning within a repeatable NZ–US investment model.
3. **New Market Access Pathways**
Direct connection to US-based investors through an established crowdfunding infrastructure.

For Investors and Participants

This initiative creates distinct and complementary pathways:

- **For Investors:**
Early-stage participation in both a product-led venture and a platform capable of scaling across multiple agribusiness opportunities.
- **For Venture Capital and Professional Investors:**
Expansion of deal flow and access to US capital markets not currently accessible through traditional NZ channels.
- **For Rural Professional Firms (CPAs / Advisors):**
The ability to act as **Listing Sponsors**, providing clients with structured access to international capital.

From Pilot to Ecosystem

The pathway is clear:

1. Tribal (**Pilot Listing**).
2. US Reg CF Campaign (**Capital Activation**).
3. CPA-Supported Listings (**NZ Pipeline**).
4. AgrivestNZ Showcase (**Platform Scale**).

A First-Mover Position

- ✓ This is not simply an investment in a single company.
- ✓ It is a **first-mover** position in the establishment of a new cross-border agribusiness investment ecosphere, linking New Zealand production with United States capital.



FOREWORD

OUR FIRST MOVER ADVANTAGE

Tribal Therapeutics Ltd represents a first-mover opportunity to establish not only a vertically integrated New Zealand agribusiness venture, but the **inaugural (“pilot”) transaction within a new cross-border capital platform** connecting New Zealand’s agribusiness sector to international investors.

At its core, Tribal brings together native botanical production, branded therapeutic

products, and export-ready supply chains. Around this, a broader initiative is now being formed. The **AgrivestNZ Showcase**, a Southern California–based investment platform designed to provide direct visibility of emerging New Zealand agribusiness opportunities to High Net Worth (HNW) investors in the United States.

A DECADE IN THE MAKING — READY FOR EXECUTION

Over the past ten years, the Company has secured a whānau-aligned native tea tree resource base in Te Tai Tokerau, supported by operational extraction capability and established export pathways. This foundation enables immediate transition into:

- Commercial-scale production.
- International product distribution.
- US-based capital market engagement.

Tribal is therefore positioned not as a concept, but as a **production-ready pilot** capable of demonstrating both product viability and platform execution.

AN NZD250k PRE-SERIES A ROUND

The current **NZD250,000 Pre-Series A equity raise**, together with a **NZD250,000 crowdfunding underwrite facility**, forms a staged and disciplined capital pathway:

- **NZD250k Equity** — funds initial production and international market entry.
- **NZD250k Underwrite (Escrowed)** — supports execution of a US Reg CF campaign.
- **Follow-on Capital** — scaling into a planned US raise.

This structure separates capital at risk from capital providing transactional support, while embedding **market validation, investor expansion, and capital scaling** within a single, sequential framework.

FROM PILOT TO PLATFORM — THE US SHOWCASE

In parallel, Tribal has established a working relationship with Title3 Funds in California, where the Company is currently listed under a “Taking Reservations” offering pursuant to a signed Listing Agreement.

Discussions are now underway to expand this presence into a dedicated **NZ agribusiness investment Showcase**, positioning Tribal as the **pilot listing** within what is intended to become the **AgrivestNZ platform**.



THE INVESTOR PROPOSITION

Participation in this round provides exposure across two aligned dimensions:

1. **The Product (Tribal)**
A high-margin, export-led native botanical business entering international markets.
2. **The Platform (AgrivestNZ Showcase)**
Early positioning within a scalable, cross-border capital access model.
3. **The Market (US Capital Access)**
Direct connection to High Net Worth investor networks via a Southern California base.

ACTIVATING THE ECOSPHERE

The sections that follow set out:

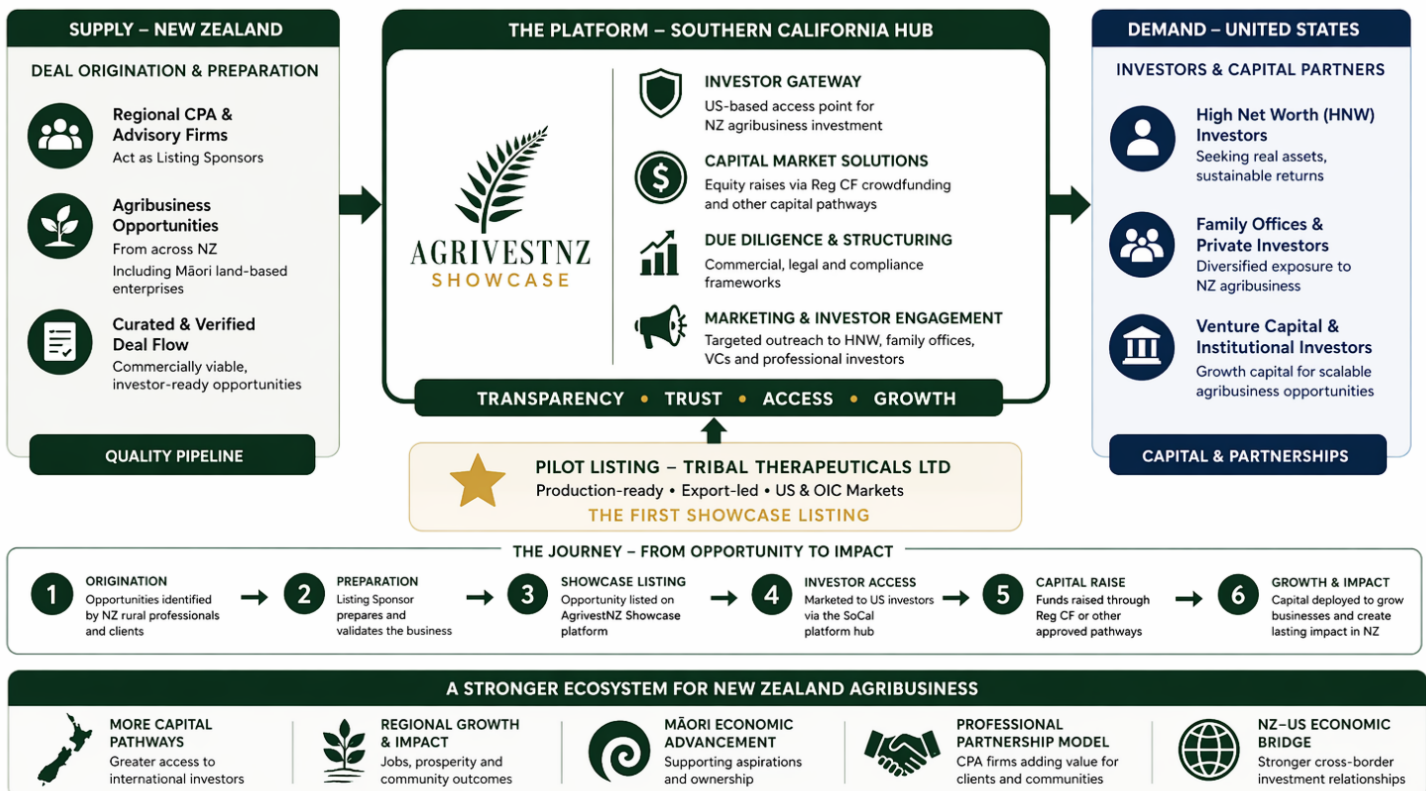
- **Part One** — Tribal as the pilot product and immediate investment opportunity.
- **Part Two** — The AgrivestNZ Showcase as the platform for scale.

Together, they represent the first practical step in activating a **new NZ–US agribusiness investment ecosphere**.

AGRIVESTNZ SHOWCASE

A New Capital Pathway for NZ Agribusiness

CONNECTING NEW ZEALAND OPPORTUNITIES TO UNITED STATES CAPITAL



One Platform. Many Opportunities. Real Capital. Real Impact.

The document content that follows outlines the structure, strategy, and immediate capital requirements to execute this next phase.

NZD500k Pre-Series A Round – Partner Investment Pathway

Disbursement Structure and Investment Benefits

PART ONE



Pre Series A Capital Activation → Tribal Therapeutics Ltd

(THE PILOT PRODUCT)



1. OPPORTUNITY OVERVIEW

Tribal Therapeutics Ltd is a New Zealand-based, **early revenue-stage agribusiness venture**, positioned as the **pilot listing** within a broader NZ-US cross-border investment platform.

The Company operates a “Business Combination” model within the NZ tea tree sector and is now ready to integrate:

- **Gender-specific**, botanically derived therapeutics (mānuka / kānuka).
- **Branded product** development and export-ready SKUs.
- **Cross-border** distribution (United States and OIC markets).
- **Direct capital market** access via US-based investor platforms.

With **26.4M shares outstanding** and a current **pre-money valuation of NZD4.274M**, Tribal is transitioning from early stage revenue stage to commercial production and full market entry.

Current Capital Raise

The Company is seeking **NZD250,000 in Pre-Series A equity capital** to:

- **Initiate** commercial-scale production.
- **Execute** initial export shipments and market entry.
- **Establish** a US-based distribution and capital platform **in Southern California**.

In parallel, a **separate NZD250,000 underwrite facility** will be arranged to support the planned NZD2M Series A crowdfunding campaign in NZ, ensuring execution certainty and laying the groundwork for the follow-on ISD5M Series B Round in the US.

2. INVESTMENT PROPOSITION

The Pre-Series A round provides investors with early-stage exposure to both a **production-ready native agribusiness venture** and its role as the **pilot within a scalable cross-border investment platform**. Participation in this round offers access to four aligned value drivers:

(a) Secured and Scalable Native Resource Base

- Over 1,500 acres of therapeutic-grade New Zealand tea tree (Te Tai Tokerau / Northland).
- Whānau-aligned supply model supporting long-term resource security.

Provides a defensible, culturally anchored supply foundation in a constrained natural resource sector.

(b) Operational Production Capability

- Established extraction infrastructure (Kaeo).
- Export-ready, integrated supply chain.

Enables immediate transition from resource base to commercial production and revenue generation.

(c) Defined International Market Pathways

- United States market entry via Southern California distribution.
- Malaysian / OIC halal-aligned manufacturing and distribution pathway.

Positions the business within two high-value, globally scalable market channels from inception.



(d) Embedded Capital Scaling Model

- **NZ crowdfunding** layer (market validation).
- **US Reg CF / Reg D pathway** (capital scale and investor expansion).

Provides a structured pathway from initial capitalisation through to international investor participation.

(e) Positioning Advantage

As the inaugural **pilot listing**, Tribal provides investors with:

- Early exposure to a high-margin, export-led product category.
- Participation in a validated production and distribution model.
- Strategic alignment with the emerging **AgriVestNZ** Showcase platform.

3. CAPITAL EXPANSION STRUCTURE

STEP 1 PRE-SERIES A

The Pre-Series A Round has been deliberately structured to separate **core equity investment** from **crowdfunding support capital**, ensuring clarity of risk, purpose, and investor alignment.

(a) Equity Component – NZD250,000 (Primary Raise)

The equity component of the Pre-Series A Round comprises **NZD250,000** of growth capital, allocated specifically to fund the initial product manufacturing and market launch phase. This capital will be deployed to produce and distribute the first **10,000 shelf-ready SKUs** (5,000 *Mānuka for Her* and 5,000 *Kānuka for Him*), establishing:

- A physical product presence in the United States. (*Valencia, CA distribution hub*).
- Entry into the Malaysian Halal manufacturing and distribution channel.
- A NZ based allocation supporting early-stage brand activation / investor engagement.

Investors participating in this tranche receive **Reset Partner equity**, reflecting direct exposure to revenue generation, inventory-backed value, and the establishment of Tribal's international market footprint.

(b) Crowdfunding Underwrite Facility – NZD250,000 (Separate Allocation)

In parallel, a **NZD250,000 underwrite facility** is proposed to support the planned US-based Reg CF crowdfunding campaign. This capital is:

- **Held in escrow / trust.**
- **Applied only** if required to meet the minimum subscription threshold.
- **Fully refundable** upon successful achievement of that minimum.

Accordingly, this component does not constitute equity investment but rather operates as a contingent capital support mechanism designed to de-risk the NZ crowdfunding process and ensure campaign execution certainty.

(c) Structured Sequencing:

This two-part structure reflects a disciplined capital strategy:



- **Equity (NZD250k)** — funds real product, market entry, and execution.
- **Underwrite (NZD250k)** — de-risks and enables the subsequent capital raise.
- **Reg CF Campaign** — scales the platform into the US investor market.

By clearly separating capital at risk from capital providing structural support, the Pre-Series A Round offers investors a transparent and balanced entry point into the Tribal platform.

STEP 2 SERIES A — NZD2M (NZ Crowdfunding Raise)

- (a) Consumer validation through “**brand ambassador**” participation.
- (b) National brand awareness.
- (c) Formation of a New Zealand investor base.

STEP 3 SERIES B — USD5M (US Crowdfunding Raise)

- (a) Listing Agreement signed / onboarding fee paid via Title3 Funds.
- (b) Currently live - “Taking Reservations”.
- (c) Supports US expansion and platform scale.
- (d) Consumer validation – “brand ambassadors”.

*“This capital pathway not only funds the Tribal launch but establishes the structural framework for the AgrivestNZ Showcase platform outlined in **Part Two** herein.”*

4. STRATEGIC PLATFORM POSITIONING

Tribal has maintained a working relationship with Title3 Funds since 2020, providing a foundation for direct engagement with US-based capital markets.

The Company is now actively positioned on the T3F platform under a “**Taking Reservations**” offering, reflecting early-stage investor interest ahead of a formal Reg CF campaign.

(a) Platform Alignment in Progress

In parallel, discussions are underway to align Tribal’s campaign with the broader reactivation and expansion of the T3F platform, including:

- The re-launch of T3F following founder transition.
- The establishment of an international “**Showcase**” division, themed around an “*Endless Summer*” investment narrative.
- Potential participation by NZ aligned interests in the evolution of the platform.

(b) Positioning Advantage

This alignment positions Tribal as:

- A first-mover listing within a reactivated US crowdfunding platform.
- The pilot transaction for a proposed NZ-focused agribusiness Showcase.
- A direct bridge between New Zealand production and US investor capital

5. MARKET OPPORTUNITY

Primary Markets

Tribal is positioned to enter two high-value, globally scalable market segments:



(a) United States — Premium Therapeutic / Wellness Segment

- Established demand for natural, plant-based therapeutics.
- High-margin retail environment with strong acceptance of premium positioning.
- Immediate entry via Southern California distribution.

(b) OIC Markets — Halal-Certified Consumer Base

- Access to a **2.1 billion** consumer market.
- Growing demand for **halal-certified** health and wellness products.
- Alignment with **Malaysian-based** halal manufacturing and distribution pathways .

Industry Context — A Reset Opportunity

The contraction of New Zealand’s mānuka honey sector has highlighted a critical structural weakness:

- Over-reliance on single-product commercial models.
- Exposure to pricing volatility, supply imbalance, and market saturation.

The Tribal Advantage — A Diversified Model

This environment creates a clear opportunity to **reset and rebuild** the sector through a more resilient framework:

- **“Whole-of-tree”** economics — multiple revenue streams from a single biological resource
- Development of **gender-specific** product lines (Mānuka for Her / Kānuka for Him)
- Transition from commodity export to branded, value-added therapeutical products

Market Positioning

Tribal is therefore positioned at the intersection of:

- Natural therapeutical demand (US and global).
- Halal-certified product expansion (OIC markets).
- Post-cycle industry reset within New Zealand.

This convergence provides a foundation for **high-margin, export-led growth**, supported by both product differentiation and market timing.

6. BUSINESS MODEL

Core Unit Economics (Initial Phase)

The initial production run establishes a clear and scalable unit economic model:

- **10,000 SKUs** (20ml) initial production run.
- **Cost per SKU:** ~NZD15.38
- **Wholesale (FOB):** ~NZD27.68
- **Indicative US Retail (RRP):** ~USD49.90 (≈ NZD83.10 per SKU).

This structure provides:

- Strong gross margin at wholesale level.
- Significant value uplift through international retail channels.
- Retention of a high proportion of product value within NZ at the production stage.



Value Chain Positioning

The model is designed to capture value across multiple stages:

1. **Production (NZ)** extraction and SKU manufacturing.
2. **Wholesale (FOB export)** revenue realisation and margin capture.
3. **Retail (US / International)** premium positioning and brand value expansion.

This layered approach enables both immediate revenue generation and longer-term brand equity growth.

Revenue Model Evolution

The business model is designed to evolve beyond initial product sales into a multi-layered revenue platform:

- **Direct Product Sales**
Initial revenue from branded therapeutical SKUs in international markets.
- **Expanded Product Lines**
Development of additional “whole-of-tree” revenue streams.
(including hydrosol, extracts, seed oils, and derivatives).
- **Platform Participation (Strategic Optionality)**
Alignment with the AgrivestNZ Showcase, providing exposure to:
 - Future product lines.
 - Additional agribusiness listings.
 - Cross-platform value creation.

Scalability

The model is inherently scalable through:

- Increased biomass throughput → oil production → SKU output.
- Expansion of product range (*whole-of-tree economics*).
- Replication of the model across additional land blocks and partner networks.

7. GO TO MARKET STRATEGY

Tribal’s market entry is structured as a **three-phase rollout**, integrating product launch with platform activation and capital scale.

Phase 1 — Production and Market Entry (New Zealand → United States)

- Initial SKU production and export from New Zealand.
- Establishment of distribution presence in Southern California (Valencia hub).
- Early-stage retail placement/market validation in US premium therapeutical segment.

Objective: Demonstrate product viability, generate initial revenue, and establish a physical market presence.

Phase 2 — Showcase Platform Activation

- Launch of Tribal as the **pilot** listing within the AgrivestNZ Showcase.
- Introduction of NZ agribusiness opportunities via CPA-supported listings.
- Targeted investor engagement with US-based High Net Worth (HNW) networks.

Objective: Transition from single-product execution to platform activation and deal flow development.



Phase 3 — Capital Scale and Platform Expansion

- Execution of US Reg CF / Reg D capital raises.
- Expansion of the AgrivestNZ Showcase platform.
- Growth of both product distribution and investment pipeline.

Objective: Scale capital access, expand market reach, and establish a repeatable cross-border investment model.

8. WHY NOW

Tribal is positioned where resource, production capability, and capital access pathways are aligned, creating an immediate window for execution.

Operational Readiness

- A secured supply chain, developed over a ten-year period.
- Production capability now operational, ready for commercial scaling.

The business has moved beyond development risk into execution phase.

Market Timing

- Growing global demand for natural, plant-based therapeutics.
- Increasing relevance of halal-certified wellness products across OIC markets.

Market conditions support premium positioning and international expansion.

Capital Pathways Activated

- US capital access initiated via a live platform presence.
- NZ crowdfunding pathway providing a structured validation layer.

Capital formation is no longer theoretical—it is in motion.

Sector Reset Opportunity

- Contraction of the NZ mānuka sector has created space for fully diversified model.
- Shift from single-product dependency to “whole-of-tree” economics.

Timing aligns with a broader industry reset.

Positioning Window

The convergence of these factors creates a first-mover window, where:

- Product can be launched into market.
- Capital can be accessed internationally.
- Platform infrastructure can be established.

Simultaneously, not sequentially.

9. USE OF FUNDS (NZD500k)

The NZD250,000 Pre-Series A equity capital will be applied directly to production, market entry, and initial platform activation, aligned with the Company’s Phase 1 rollout.

Allocation of Capital

- **Production and Packaging**

Manufacture of the initial 10,000 shelf-ready SKUs. (includes all raw material processing, bottling, labelling, and packaging.)



- **Export and Logistics**
Freight, handling, and distribution into the United States (Valencia CA) and Malaysia.
- **Market Entry (US + OIC Markets)**
Initial retail placement and distribution channel development across target regions.
- **Crowdfunding Campaign Preparation**
Development of materials, compliance and campaign structuring for the US Reg CF raise.
- **Platform Activation (Initial Stage)**
Establishment of Tribal's role as the pilot listing within the AgrivestNZ Showcase, including coordination with US platform partners.

Execution Focus

All capital deployed under this round is directed toward **immediate, revenue-generating activities**, ensuring:

- Transition from production to market.
- Establishment of international distribution channels.
- Activation of capital market pathways.

10. THE ASK

The Company is seeking a cornerstone investor to participate in the **NZD250,000 Pre-Series A** equity raise, representing the first step in activating Tribal's product launch and international market entry. This investment will fund:

- Initial commercial production.
- Export and market entry into the United States and OIC markets.
- Establishment of Tribal as the pilot listing within the AgrivestNZ Showcase platform.

In return, the investor will receive Reset Partner equity, providing early-stage exposure to both product revenue generation and platform participation.

Optional Underwrite Participation

In parallel, the Company is seeking participation in a **NZD250,000 crowdfunding underwrite facility**, structured as:

- Escrowed capital, deployed only if required.
- Fully refundable upon achievement of the minimum subscription threshold.
- A mechanism to de-risk the planned US Reg CF campaign and secure available agribiz grant funding in NZ.

Participation in this facility is separate from the equity investment and may be undertaken by the same investor or by a separate party.

Strategic Alignment

The Company is seeking investors aligned with:

- Agribusiness and natural product sectors.
- Cross-border capital formation models.
- Platform-based growth and scalability opportunities.

11. CLOSING POSITION

Tribal represents a unique convergence of:

- Indigenous, resource-based agribusiness.
- Branded therapeutical product development.
- Cross-border distribution pathways.
- Emerging international capital access infrastructure for emerging NZ agribiz companies.

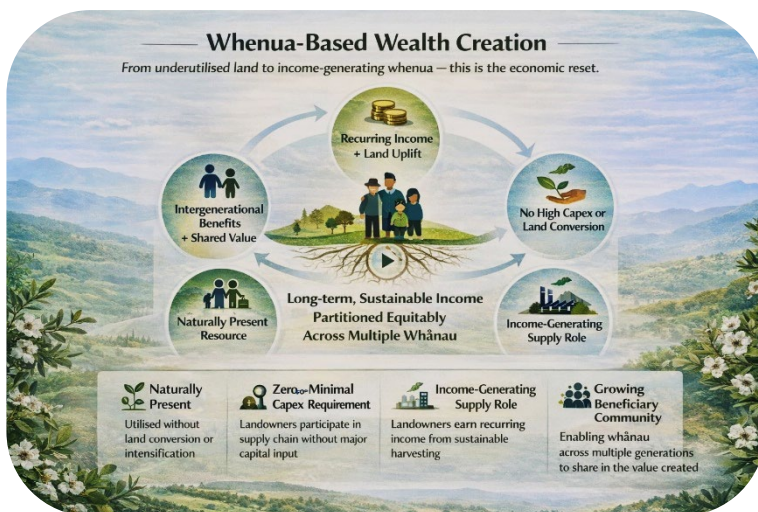
More importantly, it represents the point at which these elements become simultaneously operational.

With supply secured, production capability established, and capital pathways activated, Tribal is positioned to move immediately from resource base to market, and from product execution to platform scale.

As the inaugural pilot within the AgrivestNZ Showcase, this opportunity provides investors with a first-mover position in both:

- A production-ready, export-led agribusiness venture.
- The establishment of a new **NZ–US investment platform** for NZ agribiz.

The platform is in place. The market is open. Execution begins now.



5 Top Harvest Automation Startups in Agriculture

PART TWO

100% PURE NEW ZEALAND

A huge orchard sector makes this a must do!

(THE “PLATFORM”)

5 Top Artificial Intelligence Startups in Agriculture

100% PURE NEW ZEALAND

Our provenance adds trusted credibility

“AGRIVESTNZ”

(THE US SHOWCASE PLATFORM)

5 Top Farm Management Solutions

100% PURE NEW ZEALAND

It's a given that NZ's is world class!



A NEW CAPITAL PATHWAY FOR NEW ZEALAND AGRIBUSINESS

Early stage NZ agribiz has long been constrained by limited direct access to international capital.

While the sector produces high-quality, export-ready opportunities, particularly across regional and Māori land-based enterprises, these opportunities remain largely **invisible to global investors**, constrained by geography, scale, and government mandated, structurally imposed limitations within existing capital pathways created to facilitate the entry of foreign capital into NZ.

AgrivestNZ has been created to change that.

FROM ISOLATED OPPORTUNITIES TO A CONNECTED MARKET

The AgrivestNZ Showcase establishes a **Southern California-based investment gateway**, designed to systematically connect:

- **New Zealand agribusiness opportunities,**
with
- **United States capital markets.**

At its core, the platform transforms what has traditionally been a fragmented, locally constrained sector into a curated, internationally accessible investment pipeline.

THE PLATFORM MODEL

AgrivestNZ operates as a two-sided market, aligning supply and demand through a structured, repeatable process.

Supply Side — New Zealand (Origination)

- Regional CPA and advisory firms act as **Listing Sponsors**.
- Client-owned agribusiness opportunities are identified, prepared, and validated.
- Opportunities are structured into **investor-ready offerings**.

Platform Layer — Southern California (Activation)

- Listings are presented via a US-based capital platform.
- Regulatory pathways (Reg CF / Reg D) enable compliant capital raising.
- Investor engagement is coordinated through targeted outreach and campaign execution.

Demand Side — United States (Capital)

- High Net Worth (HNW) investors.
- Family offices and private capital groups.
- Venture and institutional investors seeking tangible asset exposure.

THE ROLE OF TRIBAL — THE PILOT

Tribal Therapeutics Ltd is the **inaugural listing** within the AgrivestNZ Showcase. Its role being to:

- **Demonstrate** end-to-end execution (*i.e. production → market → capital raise*).
- **Establish** a repeatable campaign model.
- **Provide** a live proof point for both investors and Listing Sponsors.

As the pilot, Tribal **(1)** reduces perceived risk for all participants and **(2)** accelerates adoption of the platform.



A NEW SERVICE LINE FOR NZ PROFESSIONAL FIRMS

For regional accounting and advisory firms, AgrivestNZ introduces a new category of client service:

Listing Sponsor

This role enables firms to:

- Identify and support client-owned agribusiness opportunities.
- Prepare those opportunities for international capital raising.
- Participate in a transaction-based revenue stream.
- Strengthen client relationships through access to growth capital pathways.

This represents a shift from *compliance-based services to capital formation advisory*.

EXPANDING THE VC AND INVESTOR LANDSCAPE

For venture capital and professional investors, AgrivestNZ provides:

- Access to a curated pipeline of real asset opportunities.
- Entry into a previously inaccessible segment of NZ agribusiness.
- Ability to participate in cross-border capital formation.
- Exposure to US investor networks via a SoCal-based platform.

This extends existing investment models beyond domestic constraints and into international capital ecosystems.

WHY THIS PLATFORM WORKS

The AgrivestNZ ecosphere will succeed because it aligns three critical elements:

1. Verified Deal Flow

Opportunities originate from trusted, professionally supported networks within NZ.

2. Structured Capital Access

US-based crowdfunding and private capital pathways provide scalable funding mechanisms.

3. Market Demand

Global investors are actively seeking **sustainable, real asset-backed opportunities** with authentic origin stories.

FROM PILOT TO PIPELINE

The platform is designed to scale through a clear progression:

1. **Tribal (Pilot Listing)**
2. **US Reg CF Campaign (Execution Proof)**
3. **CPA-Supported Listings (Deal Flow Expansion)**
4. **AgrivestNZ Showcase (Platform Scale)**

Over time, this establishes a continuous pipeline of NZ agribusiness opportunities presented to international investors.



FIRST-MOVER ADVANTAGE

Participation at this stage provides:

- Early positioning within a new capital platform at formation stage.
- Influence over platform structure and development.
- Access to priority deal flow as the pipeline expands.
- Strategic alignment with a model capable of scaling across multiple agribusiness verticals.

A NEW ECOSPHERE

AgrivestNZ is not simply a listing platform.

It is the foundation of a new NZ–US agribusiness investment ecosphere, where:

- Land, production, and culture remain anchored in New Zealand.
- Capital, scale, and market access are activated internationally.

THE OPPORTUNITY

This is the moment where:

- Product meets platform.
- Local opportunity meets global capital.
- Execution replaces concept.

The pilot is underway.

The Showcase is being built.

The next participants will help define the platform.





INDICATIVE TERM SHEET

Pre-Series A Capital Raise — NZD250,000 Equity + NZD250,000 Underwrite Facility

1. Issuer

Tribal Therapeutics Ltd

A NZ based agribusiness venture focused on native tea tree-derived therapeutical products, positioned as the **pilot listing** within the AgrivestNZ Showcase platform.

2. Offering Summary

- **Round:** Pre-Series A.
- **Equity Raise:** NZD250,000.
- **Underwrite Facility (Separate):** NZD250,000 (escrowed; refundable).
- **Instrument:** Equity Subscription (secondary shares).
- **Equity Issued:** 2,000,000 shares.
- **Implied Price:** NZD0.125 per share.
- **Minimum Subscription:** NZD25,000 (indicative).

3. Investment Structure

(a) Equity Component — NZD250,000 (Primary Investment)

- Subscription for **2,000,000 shares**.
- Shares sourced from existing holdings (secondary issuance).
- Provides exposure to:
 - Product revenue generation.
 - International market entry (US + OIC markets).
 - Participation in the Tribal pilot and AgrivestNZ platform.

(b) Underwrite Facility — NZD250,000 (Separate, Optional)

- Structured as a **contingent capital facility**.
- Funds placed in **escrow/trust**.
- Only deployed if required to meet minimum subscription threshold for the Series A crowdfunding campaign.
- Fully refundable if not utilised.
- Participation:
 - May be undertaken by the equity investor or **a separate party**.
 - Not treated as equity investment unless triggered under agreed terms.

4. Use of Funds NZD250,000

- Production of initial **10,000 SKUs (20ml)**.
- Packaging, logistics, and export (United States + Malaysia).
- Market entry and distribution setup (Southern California hub).
- Preparation and execution of **US Reg CF campaign**.
- Initial activation of the **AgrivestNZ Showcase platform (pilot phase)**.



5. Capital Pathway Linkage

This Pre-Series A round forms part of a structured capital progression:

- **Series A — NZD2,000,000 (NZ Crowdfunding)**
 - Consumer validation and investor base formation.
- **Series B — USD5,000,000 (US Raise)**
 - Platform engagement via Title3 Funds.
 - Supports US expansion and platform scale.

6. Strategic Platform Optionality

Investors acknowledge that:

- Tribal is the **pilot listing** within the proposed AgrinvestNZ Showcase platform.
- The Company maintains an active relationship with Title3 Funds.
- Discussions are ongoing regarding:
 - Platform reactivation and expansion.
 - Establishment of a NZ-focused agribusiness Showcase.
 - Potential participation by aligned investors in platform development.

This may provide:

- Exposure to future agribusiness listings.
- Participation in a scalable cross-border capital model.
- Access to expanded deal flow and platform economics.

7. Investor Rights (Indicative)

- Information rights.
- Participation rights in future rounds.
- Pro-rata rights (subject to structure).
- Board observer rights (*for larger investors*).

8. Conditions Precedent

- Finalisation of legal documentation.
- Board approval.
- Completion of due diligence.
- Establishment of escrow/trust arrangements for underwrite facility

9. Timeline

- **Target Close:** [To be confirmed]
- **Initial Close (Equity):** Upon NZD250k commitment.
- **Underwriter facility:** Established contemporaneously (if applicable).

10. Governing Law

New Zealand.



RESEARCH – DUE DILIGENCE LIBRARY

“This body of work reflects over a decade of development, research, and strategic positioning across the NZ tea tree agribusiness sector.”

The following documents support the development of the Tribal platform and the AgrivestNZ Showcase and are available to investors as part of the due diligence process. While most documents can be accessed through our websites for **direct review**, others are available **under NDA (password protected)**. AI-assisted research and drafting tools have supported the preparation of selected materials.

A. Sector Research & Industry Context

DOC No.	Description
DOC-2026	Research paper analysing the contraction of the NZ mānuka honey sector, including over NZD500M in write-offs and impairments.
DOC-2001	White Paper outlining the proposed “reset” of the NZ tea tree agribusiness sector.
DOC-1840	Comparative analysis of NZ tea tree agribusiness as a “sunrise industry” versus kiwifruit in the context of patent expirations.
DOC-1900	Environmental and economic comparison between native NZ tea tree and exotic pine forestry.

B. “Whole-of-Tree” Model & Product Development

DOC No.	Description
DOC-4005	“Step 2 of 6” — Introduction to the “whole-of-tree” model as a framework for sector reset.
DOC-4006	Investment paper outlining “Whole of Tea Tree” partnering structures.
DOC-2005	Technical paper on phenolic compounds as an additional revenue stream.

C. Regional & Māori Economic Development

DOC No.	Description
DOC-3030	Future land use and development options for Māori landowners post-mānuka honey sector contraction (<i>NDA required</i>)
DOC-6055	Analysis of the projected regional economic impact of the “whole-of-tree” agribusiness model in Te Tai Tokerau
DOC-6051	“Open Letter to Te Tai Tokerau” — strategic vision from Linda Brink outlining dual US initiatives (Product + Showcase)



D. Market Access & International Pathways

DOC No.	Description
DOC-4004	“Step 3 of 6” — Alignment of the Tribal model with halal certification and OIC market entry via a Malaysian “Halal Hub”.

E. Financial & Commercial Documentation

DOC No.	Description
DOC-6001	Accounting Review File — structured overview of commercial, operational, and strategic components (<i>NDA required</i>)
DOC-6050	Financial model illustrating value distribution from oil exports (excluding additional revenue streams)
DOC-1901	Annual Financial Statements — Tribal Therapeutics Ltd (<i>NDA required</i>)

F. Capital Raising & Platform Development

DOC No.	Description
DOC-6007	NZD250k Pre-Series A Funding Briefing Paper (<i>this document</i>)
DOC-1881	NZD2M Series A — NZ Crowdfunding (Work in Progress)
DOC-1882	Draft USD5M Series B — US Reg CF campaign (<i>Listing Agreement in place</i>)

G. Government & Strategic Engagement

DOC No.	Description
DOC-7007	Investment Growth Reserve (IGR) application to Northland Inc under the “Tuputupu Grow Northland” programme

CONTACT

Parties who wish to engage in a **confidential kōrero in the spirit of partnership** are invited to make contact. This invitation extends to both **landowners and potential investment partners** who share an interest in exploring the coordinated development of New Zealand's **Whole-of-Tree tea tree sector and accessing US investment capital**.

(b) INVESTORS

Qualifying investors who wish to explore participation are invited to enter into **informal, non-obligatory discussions** regarding potential involvement in the initiative. Interested parties may contact one of the representatives listed below.

(a) LANDOWNERS

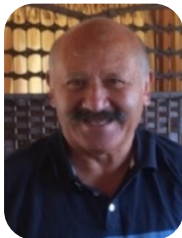
Landowners who may wish to explore participation through a **Taonga Supply Agreement (TSA)** are invited to discuss the coordinated supply of mānuka and kānuka biomass from **Approved Lands**. Under this framework, participating landowners retain ownership of their whenua while contributing to a structured supply ecosystem designed to support long-term value-added production and recurring income generation.

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“EHARA TAKU TOA I TE TOA TAKITAHĪ, HE TOA TAKITINI”
“My strength is not as an individual, but as a Collective”

<https://www.tribalteatree.com>

<https://www.agrivestnz.us>

TWO ETHNOBOTANICAL LEGACY PLANT SPECIES – 12 INCOME STREAMS

