

RESTRICTED CIRCULATION OFFERING

TRIBAL HEALTH CORP

NZD600,000

DUAL PROJECT LAUNCH GROUP OFFER

USD5M EQUITY CROWDFUNDING CAMPAIGN

NZX LISTING PATHWAY GROUP

PPM INTRODUCTORY MEMORANDUM

DECEMBER 2023

COVENANTOR

SANCTUM STAY REALTY INC (USA)



DUAL PROJECT LAUNCH GROUP OFFER US EQUITY CROWDFUNDING CAMPAIGN NZX LISTING PATHWAY GROUP

NZD600,000



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Full Private Placement Memorandum (PPM) accessible through P9

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FINANCIAL PRODUCTS

No regulatory authority has approved or disapproved this offering or endorsed the merits of this offering or the accuracy or adequacy of this document. This PPM Introductory Memorandum is not, and is not legally required to be, a product disclosure statement (PDS) or other offer document, under New Zealand law. It is not a regulated offer under the Financial Markets Conduct Act 2013 (Act).

Instead this offering is being provided only to persons where one or other of the disclosure exclusions in Schedule 1 to the Act apply. It has not been prepared to the same level of disclosure required for a PDS. In particular, no-one has independently verified or completed a due diligence exercise of the information contained in this document. The recipient acknowledges that within New Zealand any offer of shares is available only to persons who are wholesale investors or close business associates of the Issuer and they have read those definitions and qualify within one or other of them.

It is intended for distribution only to selected people to whom, under the relevant laws, it can be lawfully distributed. It cannot be distributed in any other jurisdiction, or to any other people. It is not an offer or solicitation in any jurisdiction in which such an offer or solicitation is not authorised, or in which the person making such an offer or solicitation is not qualified to do so, or to any person to whom it is unlawful to make such an offer or solicitation. Any representation to the contrary would be unlawful. No action has been taken by any person that would permit a public offering in any jurisdiction where action for that purpose would be required.

Financial Services Providers Act

TBK Capital Ltd is a registered Financial Services Provider under the Financial Service Providers Act 2008 of New Zealand and participates in the dispute resolution scheme enacted under that statute.

TBK REGULATORY COMPLIANCE

Financial Markets Conduct

TBK does not make offers of financial products under circumstances where TBK would be required to issue a PDS. Complying with these provisions of the Act requires TBK to limit its offering of public disclosures to wholesale investors or close business associates of the Issuer, not to the general public. Included within the category of wholesale investors are:

- a) Persons carrying on an investment business;
- b) Persons who meet investment activity criteria;
- c) Large persons; and
- d) Eligible investors.

Discussing each of these in more detail:

Investment Business A person carrying on an investment business is one whose principal business consists of investing in financial products, underwriting, or providing a financial advisor or broking service.

Investment Activity A person (A) meets the applicable investment activity criteria if at least 1 of the following paragraphs applies:

- a) A owns, or at any time during the 2 year period before the relevant time has owned, a portfolio of specified financial products of a value of at least \$1m (in aggregate);
- b) A has, during the 2 year period before the relevant time, carried out one or more transactions to acquire specified financial products where the amount payable under those transactions (in aggregate) is at least \$1m and the other parties to the transactions are not associated persons of A;

A is an individual who has, within the last 10 years before the relevant time, been employed or engaged in an investment business and has, for at least 2 years during that 10 year period, participated to a material extent in the investment decisions made by the investment business.

Large Person A person is large if at least 1 of the following paragraphs applies:

- a) as at the last day of each of the 2 most recently completed financial years of the person before the relevant time, the net assets of the person and the entities controlled by the person exceeded \$5 million.
- b) in each of the 2 most recently completed financial years of the person before the relevant time, the total consolidated turnover of the person and the entities controlled by the person exceeded \$5 million.

Eligible Person A person (A) is an eligible investor, in relation to a relevant transaction or class of relevant transactions, if –

- 1) A certifies in writing, before the relevant time -
 - a) as to the specified matters detailed below; and
 - b) that A understands the consequences of certifying himself, herself, or itself to be an eligible investor; and
- 2) A states in the certificate the grounds for this certification; and
- 3) an authorised financial adviser, a chartered accountant, or a lawyer signs a written confirmation of the certification meeting the requirements below.

The matters which a person must certify in order to qualify as an eligible investor are that the person has previous experience in acquiring or disposing of financial products that allows the person to assess:

- a) The merits of the transaction or class of transactions (including assessing the value and the risks of the financial products involved); and
- b) The person's own information needs in relation to the transaction; and
- c) The adequacy of the information provided by any person involved in the transaction.

The requirements that an authorised financial adviser, chartered accountant or lawyer must meet in giving his or her certificate are that he or she:

- a) Is satisfied that the offeree has been sufficiently advised of the consequences of the certification that the offeree is making;
- b) Has no reason to believe that the certification is incorrect or that further information or investigation is required as to whether or not the certification is correct.

Required documentation in terms of these exemptions, where applicable, will need to be in place and current at the time an offer is subscribed. Subscriptions will only be made to persons who fall within one or other of these exemptions.

As a US incorporated company, Tribal Health Corp is authorized to make this offer as an offering pursuant to SEC [Rule 504](#) of Regulation D which exempts from registration the offer and sale of up to USD10 million of securities in a 12-month period.

For further information contact:

John Paine-CEO
TBK Capital Limited
Level 10, 120 Albert St
Auckland, NZ

Mobile - 64 21 902 901
Email - john.paine@tbkcapital.co.nz

John Cilliers - Chairman
Tribal Health Corp
4610 South Ulster Street, Ste 150
Denver CO, 80237 USA

NZ Mobile – +64-27-242 8485
Email – john@tribalmanuka.us

“EHARA TAKU TOA I TE TOA TAKITAHĪ, HE TOA TAKITINI”

“My strength is not as an individual, but as a Collective”.

“DUAL PROJECTS LAUNCH GROUP OFFER” US CROWDFUNDING & NZX LISTING PATHWAY

This PPM Introductory Memorandum is issued as an introduction to the NZD600,000 Parcel-1 allocation under an NZD10,600,000 **Series A Round** through a Private Placement Memorandum (PPM), by US incorporated Tribal Health Corp, (“TRC”) which seeks the support of a select group of professional investors who through their own personal networks will **(1)** support the US based “Test-the-Waters” pre-crowdfunding campaign launch by TRC, **(2)** create a launch spread group to support a listing on the NZ Stock Exchange post-closing of the US campaign. The Parcel-1 allocation comprises an offer of 1,200,000 Common Voting Shares (CVS) in Tribal Health Corp priced at NZD0.50 per share, open only to qualifying private investors in NZ and the US as follows:

- ❖ **Issue** of 600,000 shares priced at NZD1.00 (one NZ dollar) per each TRC share.
- ❖ **Requires** a Minimum Investment of 20,000 shares at a cost of NZD20,000.
- ❖ **Stapled** to each share is one (1) free carry bonus share in TRC.
- ❖ **Delivers** 40,000 shares in TRC.
- ❖ **Delivering** a dollar cost average price per share of NZD0.50 each.
- ❖ **Opens** an arbitrage opportunity with the US campaign going to market at USD2 per share.

The capital raised is allocated as follows:

US ALLOCATION – NZD300,000

Releases Parcel 2 NZD5M. Launches USD5M crowdfunding campaign. Opens Florida “Showcase”.

NZ ALLOCATION – NZD300,000

Funds the NZX listing pathway costs under guidance of the Corp’s chairman.

There are six steps to the targeted NZX IPO / listing application. These steps are:

- Step 1** **Close Parcel-1.** As described above.
- Step 2** **Close Parcel 2.** A parcel of 5,000,000 shares priced at NZD1 per share. Pre-subscribed by Sanctum Stay Realty Inc, a US corporation to close purchase of the going concern orchard land on which a GMP certifiable Natural Health Products (NHP) factory is planned to be built as the NZ NHP production and export hub.
- Step 3** **Close Parcel 3.** This parcel of 5,000,000 shares is priced at NZD1 per share. It will be offered on a private placement basis to Accredited Investors in the US post-closing of Parcel-2 with the capital (1) building the GMP facility in NZ and expanding NHP distribution in the US.
- Step 4** **Close the USD5M Crowdfunding campaign.** with a planned offer of 2,500,000 shares priced at USD2 (circa NZD3.30) per share.
- Step 5** **Double** our investors shareholding in the Corp with a **2:1 share split** and launch an IPO offer of 10,000,000 shares priced at NZD2.00 per share. List on the NZX. Time frame 12-18 months.
- Step 6** **Dual list / IPO** on one of the two major US exchanges. Time frame 36-60 months.

US CROWDFUNDING LAUNCH – NZX LISTING TARGET

Currently a director of two NZX listed companies and chairman of TRC, John Cilliers has a mandate to guide the Company to an NZX listing and entry of NZ shareholders onto the Company's share register through a dual project launch Group to support the Company in its upcoming US REG-CF campaign that is planned to create the lead-in pathway to an [NZX IPO and listing](#).

1. USD5M CROWDFUNDING CAMPAIGN

The Company appears to be the first NZ owned and controlled US incorporated company to adopt the "Capital Rounds" structured model into its capital expansion strategy. An equity-crowdfunding round in the US is part of that strategy. With the Company having signed a campaign Listing Agreement with a California based, SEC registered, crowdfunding intermediary to conduct a campaign open to retail investors in every US state, it will comprise two interfacing components these being, **(1)** a "Test-The-Waters" (TTW) advance notification to the market followed by **(2)** launch of the formal campaign which US investors from Main St to Wall St can equally participate in. The **"TTW" campaign has commenced, i.e.**

Synopsis: The Company plans to offer 2,500,000 shares priced at USD2 (NZD3.30) per share to raise the USD5,000,000 target. Assuming a successful US campaign, a NZ resident holder of 80,000 shares would see their shares have a book carry value of USD160,000 (NZD266,000) on their original NZD20,000 investment.

The US campaign is planned to **provide the lead-into the targeted NZX listing, supported by an IPO with a forecast 2:1 share split** as laying the groundwork for an issue of 10M new shares at a price to be finally determined at that time.

(This synopsis is a "Forward Looking Statement" – refer disclaimer, P7)

2. US SHOWCASE

Through their US investment holding interests, the Company's founder shareholding family own and control a substantial Ft Lauderdale property portfolio which includes a retail shop in the heart of the city's tourism precinct. The shop is to become the pilot product showcase for the "Tribal" branded range of NZ tea tree oil and value added plant oil infused Natural Health Products (NHP) that will be exported from NZ as value added, retail shelf-ready Stock Keeping Units, (SKU) for US nationwide distribution.

3. NZ ORCHARD "GMP" HQ

Through Sanctum Stay Realty Inc. the founders have subscribed for the 5,000,000, Parcel-2 shares with funds applied to close the purchase of the **Kerikeri orchard** site on which a NZ tea tree oil, GMP standard extraction facility is planned to be built.

4. NZX LISTING

Planned to follow completion of the US Regulation Crowdfunding (REG-CF) campaign.

NZ ORCHARD SITE – OUR “GMP HQ”

HEALTH PRODUCT “AUDITS”

The recent passing into NZ law of the “Therapeutic Products Act 2023” (“TPA”) portends the coming of stricter regulatory control over the production of all products claiming delivery of therapeutic benefits with two areas being the subject of much greater scrutiny by the incoming Regulator. These two areas being (1) Natural Health Products (NHP) and (2), Customary remedies that claim to be “rongoā”, i.e., Māori medicine based. It is clear that the new law will follow the Australian Therapeutic Goods Act of 1989 and introduce manufacturing premises licensing and regulatory inspections/audit of such premises. Good Manufacturing Practice (GMP) premises certification will be a requirement to be granted a license to manufacture NHP’s for both the domestic and export markets.

TWO STEP COMPLIANCE PROCESS

As the Company is subject to meeting FDA guidelines in the US distribution of NHP’s that imply or make any form of therapeutic claim, it is a requirement that the value added, retail shelf ready NHP’s exported from NZ meet these US health product guidelines. With the TPA granting a two year window to prepare for the full implementation of the law, the Company has adopted a two step approach to meeting the new regulatory requirements in NZ.

STEP 1 Development of a 3 bay, NZ tea tree plant oil extraction test-bed facility in Kerikeri in which two steam based extraction units & one Ultrasound Assisted Extraction (UAE) unit are planned to be installed. The UAE unit is to be imported from China by our production partner to enable setting up a pilot operation for this state-of-the-art technology proposed as the tech to be deployed in the registration and licensing process as a NHP manufacturer under the new TPA law in NZ.

Rendering of the planned launch facility in Kerikeri, NZ



Proposed extraction factory design rendering / courtesy “Total-Span”

STEP 2 Development of a GMP certifiable NHP manufacturing facility that targets UAE based extraction of gender specific, therapeutic grade NZ mānuka and kānuka (1) “Tea-Tree-Oil” and production of (2) “Tea-Tree-Tea” for export to China, the world’s largest tea drinking country. A new “health tea” industry is envisaged as emerging in the far-north where there are thousands of hectares of untouched, Māori owned NZ tea tree bushland ready for conversion to tea production in tandem with tikanga compliant harvesting of tea-tree bushes for oil extraction through regenerative agricultural practices.

Rendering of the planned GMP facility in Kerikeri, NZ



FORWARD LOOKING STATEMENTS

DISCLAIMER

Certain information set forth in this document contains “forward-looking information”, including “future-oriented financial information” and “financial outlook”, under applicable securities laws (collectively referred to herein as forward-looking statements).

Except for statements of historical fact, the information contained herein constitutes forward-looking statements and includes, but is not limited to, the (i) projected financial performance of the Company; (ii) completion of, and the use of proceeds from, the sale of the shares being offered hereunder; (iii) the expected development of the Company’s business, projects, and joint ventures; (iv) execution of the Company’s vision and growth strategy, including with respect to future M&A activity and global growth; (v) sources and availability of third-party financing for the Company’s projects; (vi) completion of the Company’s projects that are currently underway, in development or otherwise under consideration; (vi) renewal of the Company’s current customer, supplier and other material agreements; and (vii) future liquidity, working capital, and capital requirements. Forward-looking statements are provided to allow potential investors the opportunity to understand management’s beliefs and opinions in respect of the future so that they may use such beliefs and opinions as one factor in evaluating an investment.

These statements are not guarantees of future performance and undue reliance should not be placed on them. Such forward-looking statements necessarily involve known and unknown risks and uncertainties, which may cause actual performance and financial results in future periods to differ materially from any projections of future performance or result expressed or implied by such forward-looking statements.

Although forward-looking statements in both this presentation and **DOC-788** (the offer document) are based on what management of the Company believes are reasonable assumptions, there can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. The Company undertakes no obligation to update forward-looking statements if circumstances or management’s estimates or opinions should change except as required by applicable securities laws.

A reader is cautioned not to place undue reliance on Forward-Looking Statements.

USE OF PROCEEDS

TABLE 1

DETAILS/DESCRIPTION		Column #1		Column #2		Column #3	Column#4
(All figures are in NZ Dollars)		Parcel 1		Parcel 2		Parcel 3	TOTAL
Total Proceeds	100.0%	\$600,000	100%	\$5,000,000	100.0%	\$5,000,000	10,600,000
Less Placement Expenses	10.0%	60,000	%	35,000	5.5%	275,000	370,000
<i>Commissions/Finders fees</i>	7.5%	45,000	0%	0,000	5.0%	250,000	220,000
<i>Professional fees-legal-accounting</i>	1.5%	9,000	0%	30,000	.4%	15,000	54,000
<i>Other</i>	1.0%	6,000	0%	5,000	.1%	10,000	21,000
Net Proceeds from Placement	90.0%	\$540,000	99.0%	\$4,965,000	94.5%	\$4,800,000	10,305,000
Applied as follows:							
<i>Orchard settlement/closing</i>		0		4,180,000		0	4,180,000
<i>Shipments</i>		0		307,600		800,000	1,107,600
<i>GMP Facility (Provisional)</i>		0		0		1,775,000	1,775,000
<i>Expansion NZ – US operations</i>		0		0		2,000,000	2,000,000
<i>NZX Pathway / US HQ setup</i>	90%	540,000					540,000
<i>Working Capital</i>		0		477,400		225,000	702,400
Total Net Proceeds Application	90%	\$540,000	99.0%	\$4,965,000	94.5%	\$4,800,000	\$10,305,000

APPLICATION FOR SHARES

As an exempt, Rule 504, Regulation D offering, Tribal Health Corp (“TRC”), a US incorporated Domestic C, for profit corporation and issuer of shares pursuant to this PPM Introductory Memorandum (“IM”) and the supporting NASAA Form U7 disclosure document, the TRC Private Placement Memorandum (“PPM”), is required to file a **FORM-D** with the US Securities & Exchange Commission (SEC).

FORM D is used to file with the SEC, a notice of an exempt offering or sale of securities.

US federal securities law requires the notice to be filed by companies that have sold securities without registration under the Securities Act of 1933 in an offering made under [Rule 504](#) or [506](#) of Regulation D. A company must file this notice within 15 days after the first acceptance of sale of securities in the offering.

ACKNOWLEDGEMENT OF RECEIPT OF PPM

To comply with NASAA Form U7 disclosure requirements, a recipient of this IM is required to complete and sign **Addendum 4, Page 58** of the PPM issued by TRC as document number [DOC-788](#).

AGREEMENT TO SUBSCRIBE

If after having studied DOC-788, a qualifying investor recipient wishing to apply for shares being offered by TRC is required to complete and sign **Addendum 5, Page 59** of the said **DOC-788**.

MINIMUM INVESTMENT

The Minimum Investment that can be subscribed under this allocation of the TRC Series A Round is 20,000 shares priced at NZD1.00 per share for a total Minimum Investment of NZD20,000.

APPLICATION FUNDS

Each Minimum Investment Parcel is to be transferred by way of internet banking to the TRC banking account held at the Port Everglades, Business Banking Centre branch of Bank of America in Ft Lauderdale, FL, USA.

Banking account details for transfer / international wire payment purposes from an Applicants banking account to the designated Bank of America account is advised / explained, in Addendum five (5) as per [DOC-788](#) as captioned above.



Auckland: 09 307 3569
Hamilton: 07 839 5863
Tauranga: 07 578 6329
Wellington: 04 499 0094
Christchurch: 03 377 7491
www.tbkcapital.co.nz