

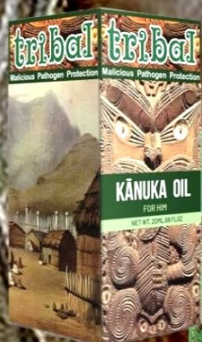


Image of our NZ tea tree oil extraction facility, far-north, NZ



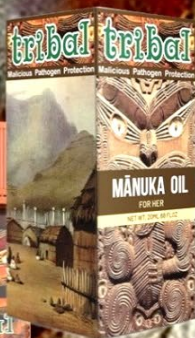
THE TAONGA (TREASURE) OF OUR NATIVE NZ MĀNUKA AND KĀNUKA TEA TREE HAS TREATED OUR WOUNDED WARRIORS, OUR SICK & CARED FOR OUR WHĀNAU (FAMILIES) AS TRUSTED RONGOĀ (MEDICINE) FOR MORE THAN 1,000 YEARS.

...AND AS IT WILL FOR THE NEXT 1,000 YEARS..



NZ Kānuka tea tree
"For Him"

Gender specificity as practised by our Ancestors



NZ Mānuka tea tree
"For Her"

AN INVESTMENT IN A REGENERATIVE NZ AGRIBIZ.

GROWING, EXPORTING NATURAL THERAPEUTICS TO THE US.



USD6,500,000

USD3.5M Series A Round

USD3.0M Series B Round

Tribal Health Corp
Incorporated in CO, USA

Delivering disruptive niche therapeutic remedies in the USD261B PA Infection Control, Antiseptic prevention & protection healthcare market with malicious pathogen inhibiting native plant sourced remedies.

**NATURAL INFECTION
CONTROL SOLUTIONS**

**PERSONAL PROTECTION
ANIMAL PROTECTION
FISH PROTECTION**

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-788



Delivering protection from sea lice infection.
Patagonia region, Chile.



PRIVATE PLACEMENT MEMORANDUM

All disclosures made under Parts 1 to 20 of this PPM follow the Form U7 disclosure template developed by the North American Securities Administrators Association “NASAA”.to support Small Corporate Offering Registrations (SCOR) program offers. The Corporation has included in this Private Placement Memorandum (PPM) all its representations about this placement. If anyone gives you more or different information, you are required to ignore it and rely solely on the information in this PPM.

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A native plant based, agribiz sector Business Combination investment in the USD264B+ PA Infection Control, Antiseptic disinfectant sector of the USD4T PA health market.

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

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

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REGULATORY COMPLIANCE

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NZ – FMCA 2013 Schedule 1 – below

Tribal Health Corp ('TRC' the 'Corporation') seeks to raise USD6.5M by way of a restricted offering, Series A Round, Private Placement Memorandum (PPM). The company and its directors verify that to the best of their belief that the material in this Private Placement Memorandum "PPM" (hereafter referred to as the "Material" or "PPM") is true and fairly stated, assuming responsibility for such information and accepting responsibility for the legality, validity, effectiveness, adequacy and enforceability of any approved documentation executed, or may be executed in relation to the opportunity described in the Material. The Material alone is not intended to provide the sole basis of any credit or other investment evaluation. The Corporation recommends that any recipient of this Material considering participation in the investment discussed herein, should make its own independent assessment of the Materials content. To make such investigations as it may deem necessary and alone determine its possible interest in participating in the investment based upon those investigations.

By acceptance of this Material the recipient acknowledges that **(a)** the Corporation or its directors are not in the business of providing legal, financial advisory, tax or accounting advice, **(b)** the recipient understands that there may be legal, tax or accounting risks associated with the potential transaction described in the Material, **(c)** the recipient should receive legal, tax and accounting advice from advisors with appropriate expertise to assess relevant risks, and **(d)** the recipient should apprise senior management in its organisation as to the legal, tax and accounting advice (and, of applicable, risks) associated with the potential transaction and the disclaimers as to these matters. The company and its directors do not provide any advice regarding current and forecast market conditions and the risk profile of the investment discussed other than as disclosed herein.

No regulatory authority has approved or disapproved this Material or endorsed its merits or the accuracy or adequacy of this Material. This Material is not legally required to be a Product Disclosure Statement (PDS) or other offer document, under New Zealand securities law. It is not intended to be offered as a regulated offer under the NZ Financial Markets Conduct Act 2013 (Act). Instead this Material 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 party has independently verified or completed a due diligence exercise of the information contained in this Material. Any recipient of this Material 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.

Distribution of this Material is limited to selected people to whom under relevant laws, it can be lawfully distributed. It cannot be distributed in any other jurisdiction, or to any other people. It does not portend to be 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.

Complying with the provisions of the NZ Act requires the Corporation to limit any proposed offering to wholesale investors or close business associates of the Issuer. Included in the category are:

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

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);
- b) The person's own information needs in relation to the transaction;
- 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 the proposed offer is subscribed. Subscriptions will only be made to persons who fall within one or other of these exemptions.

Australia – S708 Corporations Act 2001

The Australian regulatory compliance notes are set out under Addendum 2, Page 55.

United States – Rule 504, Regulation D Securities Act 1933, S3(b)

This PPM has been prepared using the Form U7 disclosure document template developed by NASAA (North American Securities Administrators Association) for use under the SCOR (Small Corporate Offerings Registration) program used by Securities Regulators for small offering registrations in all SCOR member states in the US. Rule 504 of Regulation D permits offerings of up to USD10M as being exempt from registration requirements under US securities law.

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**SUPPORTING NZ’S FIRST US CROWDFUNDING CAMPAIGN
WITH GENDER SPECIFIC PERSONAL CARE & PLANT OIL
INFUSED (POI) NATURAL HEALTH PRODUCTS (NHP).**

“Whakapūmau te mauri”
“The uplifting of life’s essence”

OUR PITCH

To produce & distribute GMP certified, therapeutic grade malicious pathogen inhibiting, gender specific, native plant based Natural Health Products (NHP's), as shelf-ready SKU's sourced from tribal lands in Australia, New Zealand, Vanuatu and Papua New Guinea.

Who we are	Tribal Health Corp ("TRC") was incorporated to invest in the production & distribution of therapeutic grade, regenerative Malicious Pathogen Inhibiting ("MPI") native plant based products from tribal lands for distribution as topical and ingestible personal healthcare remedies in the USD261B+ PA Infection Control / Disinfectant / Antiseptic protection sector of the USD4T PA health market in the US.
Problems we solve	Research has shown that the oils extracted from many native plants are known to (1) Inhibit malicious, contagious pathogens, (2) deliver antimicrobial, antifungal, anti-inflammatory health remedies from an extraction and production process that (3) can deliver sustainable income on an intergenerational basis to economically marginalized tribal landowners.
Our solution	We deliver a solution to these problems through exporting for overseas distribution of "Tribal" branded proprietary branded therapeutic & personal healthcare products. Two NZ native plant-oils internationally recognized for their therapeutic benefits, including NZ mānuka & kānuka te tree oil, commanding a US retail market value circa 10X greater than mānuka honey with reportedly, 100 plus x the therapeutic efficacy.
Our Revenue Model	Through wholly owned subsidiaries, launching with the purchase of a 40 year old GMP certified manufacturing facility in AU, followed by a 5-year contract for the import of 3.35M SKU's from NZ with a forecast FOB wholesale value of (1) AUD101.57M to the NZ Grower / Producers, (2) USD162.17M on the forecast US retail shelf RRP. Revenue is planned to be generated through (3) B2B distribution, (4) cloud hosted 3 rd party B2C retailing apps, (5) inhouse retailing of an expanding range of proprietary branded, premium priced infection control remedies from globally trusted provenances.
Our addressable market	According to Grand View Research, Inc, the global Infection Control remedies, addressable market size is projected to reach USD520B by 2027, exhibiting a CAGR of 12% . The research found that a high demand for plant based alternative therapeutics across developing countries and rapidly expanding applications of traditional remedies on a global basis are two key driving factors of this fast growing market sector.
Our Capital Need	USD6,500,000 ex this Series A Round allocated as to (1) USD500,000 for US distribution setup / US crowdfunding / Ft Lauderdale showcase setup (2) USD2,000,000 to purchase the Valancia, CA based NHP distribution company (3) USD1,000,000 for NZ extraction launch / working capital, (4) USD3,000,000 for production capacity in Australia.

"Australia produced circa 870 tons of tea tree oil in 2022, NZ produced circa 15 tons".

This investment is an investment in NZ tea tree oil, an industry in its infancy.

Ten times more valuable than mānuka honey at retail level.

Tribal Health Corp (USA) – Series A Round USD3.5M.
 An investment in regeneratively grown, Natural Health Products.
 An investment in plant based, natural “Protection from Infection”.



INTRODUCTION

NZ & AU PRODUCTION, US DISTRIBUTION. USD3.5M SERIES A ROUND (DISTRIBUTION). USD3M SERIES B ROUND (PRODUCTION).

This Tribal Partnering Profile details a Natural Capital investment program of **USD6.5M** in the infection control niche of the natural health sector of which **USD2M** is allocated to the purchase of a profitable, 11 year old US distribution company based in Valencia, CA USA to launch the “Tribal” NHP project in three countries.

The USD3.5M Series A Round has been allocated as follows:

- | | | |
|-----------------|----------------|--|
| PARCEL 1 | USD500k | US Operational Launch
<i>Funds (1) director relocation / setup costs (2) launch USD5M crowdfunding campaign, (3) launch US showcase opening.</i> |
| PARCEL-2 | USD2M | US Distribution Launch
<i>Funds purchase of US incorporated NHP distribution company.</i>

The founders of Tribal Health Corp have known the owner / vendors of this successful NSW, Australian based NHP manufacturer of NHP's since 1991 when an Australian tea tree oil NHP supply relationship was established, lasting for nearly a decade. Today, distributing in the US with 2024 turnover forecast at US\$3.385M. A purchase price of AUD2M has been agreed on for the purchase of this established, increasingly profitable US distribution company arising from the exclusive distribution rights to a patented, NATURAL sea lice infection control remedy for the salmon farming industry, now launched into the Chilean market. The worlds second largest salmon producer. |
| PARCEL-3 | USD1M | NZ Tea Tree Revenue Generation Launch
<i>Funds to be applied to production and importation of (1) the “Tribal” branded, gender specific NZ mānuka and kānuka tea tree oil, (2) the first FCL of POI health honey for “Her” and for “Him”.</i> |

The USD3M Series B Round has been allocated to production as follows:

The below captioned facility forms part of the NHP business being sold by the vendors of the US distribution company captioned in this PPM.

- | | | |
|-----------------|--------------|---|
| PARCEL 4 | USD3M | The purchase of the highly profitable, sea-lice infection remedy manufacturing facility, including all plant, equipment, factory & residential buildings housed on a 250 acre farming property in the Woodburn region of NSW in Australia. |
|-----------------|--------------|---|

OUR NZ PRODUCTION HUB

Background – Linda and Luke atop “The Beast” – an oil extraction unit in NZ’s far north.

The huge “Triple K” NZ tea tree golden triangle. Kerikeri-Kaikohe-Kaitaia.
Home to native tribal driven, intergenerationally regenerative agribiz.



NZ TEA TREE AGRIBIZ OPERATORS IN THE GOLDEN TRIANGLE.

A capital value building, complementary “Business Combination” is slowly emerging.

Our research reveals that over the past six years, six operators have set themselves up to extract oil from the leaves of the NZ mānuka and kānuka tea tree in the “Triple-K” rohe of far-north New Zealand. i.e.

In the Whangaroa harbour area our lead “Business Combination” partner has installed and imported a state-of-the-art plant oil extraction facility as part of a far-north industry development process.

A NZD1.5M PGF/taxpayer funded startup launched in 2019 appears to have set itself up as a minor league skin care products business drawing on small quantities of hand harvested mānuka tea tree biomass sourced close to the regional town of Kaikohe, Their website suggests foreign “essential oils” underpin their products.

The longest established is one based in the Kaitaia area driven by a Māori owned and operated honey business with an extraction facility up and running. Initially with wild bush sourced taonga but more recently it would appear, by questionable high density per stem ha plantations similar to the Australian *Melaleuca Alternifolia* (tea tree) agribiz model. A density not suited to the genetically different NZ myrtaceae (tea tree) species. A planting density that may lead to plant mutation, impacting on the molecular structure of the oil chemotypes and its therapeutic efficacy as happened in Australia in the ‘80’s, creating “two classes of oil”.

South east of Kerikeri, a facility has been set up in the Paihia area using supercritical fluid extraction technology. Latest intel suggests that they have yet to start extraction operations.

In 2018, the PGF invested NZD1.89M into planting 400ha of mānuka trees on Ngati Hine whenua in the Kawakawa area. Now, six years on, an untouched oil supply source used for low income honey production.

The largest, biomass source is the 944 ha **Kohumaru Station** whose operator secured a Crown lease over the Station’s massive taonga supply source, granted harvesting rights to 450 ha of harvest ready bushland to “Tribal” in 2019 and set up a small extraction unit. The Treaty settlement process hinders major activity.

OUR US DISTRIBUTION

Linda's Intro continued...

OUR CA NHP DISTRIBUTION HUB & FL RETAIL PILOT SHOWCASE

US DISTRIBUTION HUB – VALENCIA, CA



With the purchase of the Valencia facility, the Corp enjoys immediate, positive cash flow from an established range of infection control products for human, animal and aquatic use. Noting the growing interest in the US for NHP's our former NHP supply partner, now vendor opened a US focused sales, marketing and distribution hub in the Valencia area north east of Los Angeles, USA in 2013. A growing success story that attributes to the many decades

spent sourcing multiple plant based ingredients from leading growers and manufacturers from more than 30 countries around the world. A distribution hub that has developed an extensive customer base across the United States and into South America that our "Tribal" products from NZ will simply "plug into" for US distribution launch.

FLORIDA OFFICE CARD-2024



In the image below, Linda applied a little bit of "creative art" to present a concept of what the family's old "Good Service Realty" shopfront would look like once her NZ artist friend has worked her magic, converting the shop into a pilot showcase promoting (1) the "Tribal" range of NHP's (2) investing in Australia and NZ.

Concept artwork for the "Tribal" showcase in Ft Lauderdale. "Will we get noticed? I sure think so! Big Time!



SALMON FARMING (CHILE) SEA LICE “PROTECTION FROM INFECTION” A great natural product.



Startups Battling Hospital-Acquired Infections

A CAPITAL GROWTH INVITATION

A NZ-AU-US Natural Health Products “NHP” Venture.

AN INVESTMENT IN NATURAL HEALTH SECTOR BASED INFECTION CONTROL REMEDIES FOR PERSONAL, ANIMAL AND AQUATIC FOOD PRODUCTION PROTECTION.

Image: Salmon farm in South America.

SOLE RIGHTS

The US distribution company holds the sole distribution rights to a new, sea-lice infection protection remedy for the salmon farming industry developed in Australia by the vendors of the distribution company. The product is manufactured solely from plant based ingredients. In early trials in Chile, it was proven to be completely safe to use in a marine environment where, unlike chemical based remedies, its use had no detrimental impact on other marine species.



tribal NATURAL HEALTHCARE LTD

A CAPITAL GROWTH FOCUSED NATURAL HEALTHCARE BUSINESS

Salmon farming, Patagonia region, Chile.

HIGHLY PROFITABLE

In the forecasts made for inclusion in “Forward Looking Statements”, provision has been made for only one FCL shipment per quarter to Chile, the launch market with an billing value to the US distribution company of USD188k per FCL. This bringing in USD752k in fiscal '24. The Vendors believe that the volumes will pick up to one FCL per month plus, as the product gains traction in the Chilean salmon farming industry. Produced in the Australian factory in Woodburn, NSW, the production cost per FCL has been advised by the Vendors as being AUD51k (40%) and billed to the US distribution company by the Vendors Australian company at AUD199k(USD130k), delivering a pass through margin of circa USD58k per FCL. In a 12 month period, delivering USD2.256M in revenues and USD696k margin to the US distribution company. The Australian manufacturing facility is also for sale for AUD2.5M.



TOTAL ADDRESSABLE MARKET "TAM"



With early research on the both NZ tea tree members of the Myrtaceae plant species, i.e. *Leptospermum Scoparium* (NZ **mānuka** oil) and *Kunzea Robusta* (NZ **kānuka** oil) having demonstrated a high degree of efficacy in Malicious Pathogen Inhibition from a very low MIC, (Minimum Inhibitory Concentration), these two unique, customarily gender-specific use oils are entrants into the following sectors of the healthcare market:

SECTOR / TOTAL ADDRESSABLE MARKET ("TAM") circa USD427B

SECTOR	TAM	CAGR	TOPICAL APPLICATION
Infection Control	USD201B PA	7%	Tests at a leading Taiwanese Medical research university determined that while both NZ tea tree oils were effective in suppressing malicious pathogens, kānuka oil appeared to be more <u>efficacious in nosocomial infection prevention</u> . Covid 19 spurred huge demand growth in this sector.
Disinfectant and Antiseptic	USD42B PA	12%	The spread of malicious pathogens as evidenced by the Covid 19 pandemic saw increased global demand for <u>solid surface applications to inhibit harmful bacteria</u> .
Skin Antiseptic	USD6B PA	9%	Demand for skin antiseptic products is increasing due to <u>rapid spread of HAI</u> (Hospital acquired Infection, i.e. nosocomial), driving up CAGR growth expectations .
Complementary & Alternative Medicine	USD117B PA	25%	Application is <u>limited to apitherapy and naturopathic</u> use in this fast growing sector i.e. circa USD11B (10%).

			INGESTIBLE APPLICATION (Plant Oil Infused)
Dietary Supplements	USD164B PA	9%	The primary factors driving the growth are the growing geriatric population, the shift from pharmaceuticals towards nutraceuticals due to the growing focus on preventive healthcare, and the growing focus on personalized nutrition. <u>Consumers are shifting focus toward self-directed care driven by the growing personal health and well-being trend.</u>
Therapeutic Honey	USD2.47B	13%	NZ Mānuka (therapeutic) honey containing high levels of MGO (Methylglyoxal) is no match for NZ tea tree oil infused (POI) honey, a <u>multiplicity of times more efficacious than pollen based honey, will sell for less than half the price of high content MGO mānuka honey.</u>

“LINDA’S FL SHOWCASE”

PPM Introduction cont’d

(Above) US1 –Ft Lauderdale, FL. 140,000+ vehicles per day



Yes, I have used a little ‘creative license’ on this incredibly busy highway image taken in my home town but I wanted to give a sense of how I plan to apply the “L&P” bottle concept from Paeroa (NZ) to the full scale natural health store that I plan to purchase *subsequent to the opening of the pilot showcase* in one of our family properties in Ft Lauderdale. Sure it’s “showy”, but that means it will **get noticed** and that in America, is what marketing is all about, i.e., “Showtime”, supported in this instance by the uniquely memorable imagery that is Māoritanga from Aotearoa/NZ.

Probably the world’s most trusted provenance in terms of food purity & natural health products.

PILOT SHOWCASE



I am starting off small in our family owned retail shop located in the heart of the Ft Lauderdale tourist precinct. In the R/H image above, I have applied further creative license in a concept render of the front of our retail shop that illustrates launch brands as well as the renamed realty business that will operate within a “Showcase” retail store unlike anything else in town.

THE LAUNCH SHOWCASE THEME

NZ Māoritanga themed artwork to be directed by my longtime friend, Shona Hammond Boys, a 2013 New Zealander of the year finalist, founder of the NZ Childrens ArtHouse network and celebrated artist. Fluent in Te Reo, Shona has carried out extensive NZ tribally themed mural projects in her eastern BOP home rohe inculcating a unique NZ tribal theme. Projects that has won her acclaim from many of her associates around the world and in the US where they will connect with her on this unique project.



Me (centre) with daughter Cheryl & Shona, celebrating completion of a 45 metre mural wall at our Office of Treaty Settlements project HQ in Opatiki NZ, 2019

MY US COMMITMENT

USD356k in seed capital since relocating to NZ in 2016, to source NZ tea tree oil. USD475k for the showcase retail store to be assigned into an SPV / rented out for a peppercorn to support the launch. USD6M (NZD10M) in expansion capital from the realization of surplus properties in my family portfolio.

Exciting for me is the fact that **(1)** Maureen, the business development VP of our US crowdfunding intermediary is a former IBM operations VP who has worked internationally and now lives just two hours away from me in Ft Meyers, FL. That **(2)** Heather, a natural health product sales consultant with the Valenica, CA distribution hub owned by the US company we are purchasing, also lives in FL. Interface this with our all women PR/Media support firm in CA near our Intermediary’s home office, we will have a “tribe” of women working together on a project will translate into both fun ‘n funds!



PRIVATE PLACEMENT MEMORANDUM

EXECUTIVE SUMMARY & PROFILE

TRIBAL HEALTH CORP “TRC”

(Targeting the USD261B TAM in the Infection control and antiseptic sector of the healthcare market))

Registered in Colorado, USA

Number 20191645051

AU Registered Office.	4610 South Ulster St, Ste 150, Denver CO 80237.
NZ Agribiz Operations HQ.	113 Tauranga Bay Rd, RD 1 Kaeo 0478, Aotearoa/NZ.
US Administration office.	2929 E Commercial Blvd, Suite 409, Ft Lauderdale, FL 33308.
NZ Project Management office.	“Tea Tree Manor”, 26 Kemp Rd, Kerikeri 0230, Aotearoa/NZ.
Email address.	capital@tribalmanuka.us.
Mail address – NZ Project management office.	PO Box 80, Kerikeri 0245, Aotearoa/NZ.
Tel: NZ Management office.	+64-9-945 6927.
Tel: US Administration support office.	+1-954 203 6233.
Type of securities offered.	Common Voting Shares (“CVS”).
Price per security.	USD1.00
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.	6,500,000
Minimum Investment Parcel (MIP).	50,000 CVS @ USD1.00
Proceeds @ Minimum subscription.	USD250,000
Proceeds @ Maximum subscription.	USD6,500,000
Investor hold post Maximum Subscription.	37% (thirty seven percent).

This PPM is only available in those jurisdictions where such document may be viewed by legally Qualifying Parties who are permitted to do so under appropriate securities legislation applicable in a Qualifying Parties domicile. Title III of the Jobs Act 2012 (USA) would apply to such PPM in the US. Pursuant to Title II of the Jobs Act 2012, SEC Regulation D, Rule 504 public advertising of such an offer is permitted to Rule 501 qualifying investors in the USA. In NZ, only to exempt persons under Schedule One of the FMCA 2013 and Australia, only those qualifying as Sophisticated Investors under S708 of the Corporations Act 2001.

FORM AND CONTENT OF THIS PPM DISCLOSURE DOCUMENT

This PPM follows the “Product Disclosure” requirements of the North American Securities Administrators Association (NASAA) under its **FORM U7** disclosure document template. A template adopted by State Securities Regulators for the purpose of state based Small Corporate Offerings Registration (SCOR) programs used in SCOR State groupings across the US for Reg D, SEC Rule 504 offerings.

The date of this Private Placement Memorandum is May 31st 2024.



EXECUTIVE SUMMARY (Cont.) About the Corporation

Describe the business of the Corporation.

The Corporation, (“TRC”) was originally incorporated to create and build long term supply relationships to secure access to native, plant based resource lands to support the production and harvesting of a regenerative agriculture. In NZ our focus is to develop a tea tree oil ‘n honey agribiz ecosphere in NZ for export. From early colonial days, NZ mānuka and kānuka tea tree was treated as a weed and destroyed by farmers. But not now. Growing predominantly on Māori tribal lands, these trees are prized for the therapeutic benefits derived from the flower (i.e. **honey**) and more importantly, the leaf (i.e. **oil**) which on average retails for circa USD2,500 per kg in the US. Ten times more valuable than the honey and a multiplicity of times more efficacious as a therapeutic remedy.

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

Since incorporation, TRC has undertaken the following activity.

- (1) **Acquired** 6.6M (100%) interest in NZ incorporated Tribal Natural Healthcare Ltd “TNH”.
- (2) **Acquired** a 8M (100%) interest in Essentially Tea Tree Ltd, “ETT”, the NZ tea tree agribiz production group holding company at a net cost of NZD4.09M. ETT is the NZ holding company of seven subsidiary companies incorporated to provide the ecosystem in NZ required to produce and supply for export under five year supply contracts, Malicious Pathogen Inhibiting “MPI”, therapeutic grade NZ mānuka and kānuka tea tree oil and honey for distribution as gender-specific “Tribal” / “POI” brands, targeting the forecast USD264B+ PA Infection control, antiseptic prevention remedies sector of the USD4T PA health market. The Corporation’s seven NZ subsidiaries/related affiliates which includes a 40% stake in Tribal Tea Tree Cooperative Ltd “TTC” are set out below under **Subsidiaries and Related Corporations**.
- (3) **Acquired** a 100% controlling interest in FL incorporated, Tribal Therapeutics Inc, a company set up to import and distribute natural therapeutic health products from NZ.
- (4) **Acquired** long term supply access to therapeutic grade NZ mānuka and kānuka tea tree oil from Kohumaru Taonga Ltd, sole tea tree resource management contractor to Kohumaru Station.
- (5) **Acquired** supply access to FDA compliant, raw NZ mānuka and kānuka tea tree honey for proprietary Plant Oil Infusion (POI) production to support US market launch and ongoing distribution.
- (6) **Approved** the issue of 3,500,000 new Common Voting Shares (**CVS**) priced at USD1.00 each by way of three parcels. Parcel 1 comprising 500,000 shares stapled to 500,000 free carry bonus shares.
- (7) **Approved** a USD5M, SEC Regulation Crowdfunding (REG-CF) campaign, signing a Listing Agreement with an SEC licensed, FINRA registered member intermediary based in CA.
- (8) **Launched** negotiations in January ’24 to purchase for AUD2M, a 11 year old, profitable NHP distribution company in the US.

Jurisdiction and date of formation:

Colorado, USA, August 12th 2019.

Fiscal and tax year end:

June 30th

Subsidiaries and Related Corporations

Through NZNC / ETT, the Corporation owns and controls the following NZ incorporated companies.

- | | |
|--|---|
| a) Tribal Harvesting Ltd | Foliage harvesting & farm gate collection subsidiary. |
| b) NZ Tea Tree Oil Agribiz Ltd | Oil extraction and exporting subsidiary. |
| c) POI Honey Ltd | Wholesale honey procurement / value adding development. |
| d) Plant Oil Infused (POI) Beverages Ltd | To operate as the plant oil infused production company. |

At the date of this PPM, Tribal Therapeutics Inc, a US related affiliate company has entered into a five year agreement with NZ Tea Tree Oil Agribiz Ltd, to distribute in the North American marketplace, 3.35M SKU’s (Stock Keeping Units) with an ex-NZ factory value of AUD101.75M.



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

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

The targeted proceeds of USD6,500,000 have been provisionally applied as follows:

TABLE 1

DISTRIBUTION	USD3,500,000	Corporation Allocation
US showcase setup / US crowdfunding campaign / packaging.	USD500,000	Tribal Health Corp Tribal Therapeutics Inc.
US distribution company purchase	USD2,000,000	
Working capital	USD1,000,000	
PRODUCTION	USD3,000,000	
NZ oil extraction (product)	USD700,000	Tribal Health Corp Tribal Natural Healthcare Ltd
NZ Oil extraction (factory)	USD2,000,000	
Working capital	USD300,000	

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 name of the outsource Service Providers to the Corporation appear under item 88 (b) of this Product Disclosure Statement, (PDS) / Private Placement Memorandum (PPM). By way of disclosure, the Corporation states that unless otherwise stated herein, no Service Providers nor any named Key Persons have or will assume any responsibility for the statements made in this PPM which is the responsibility of the directors who accept full responsibility for the content of this Memorandum.

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 (2) Wholesale Investors and (3) 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 506(d) (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.

The Common Voting Share (CVS) issue/placement terms follow



EXECUTIVE SUMMARY (Cont.) The Placement / Offer terms

The offering Corporation is Tribal Health Corp, “TRC”, CO Corporation number 20191645051, the “Corporation” which has approved the following terms and conditions attaching to this offer.

The Offer	Six Million, five hundred thousand Common Voting Shares “CVS”, in three interfaced parcels at USD1.00 per share raising USD6,500,000, delivering to Investors 37% ownership of the Corporation in the event of full subscription.
Funds Application	The forecast gross proceeds of USD6,500,000 are allocated as to (1) USD500,000 to set-up the Ft Lauderdale showcase, launch the US crowdfunding campaign (2) USD3,000,000 to acquire the Valencia, CA distribution operations / working capital (3) USD3,000,000 for NZ tea tree oil production/working capital.
Placement Application	Applications will be deemed paid upon the day and date the directors give an investor notice of acceptance of a fully funded Subscription Application.
Who May Invest	Only those as defined herein would constitute Qualifying Parties who meet the investment entry, eligibility and suitability requirements as required by applicable securities law in the jurisdiction of an investing Qualifying Party.
Plan of Distribution	Subject to receipt of the Minimum Subscription, funds received would be made available to the Corporation upon directors acceptance of receipt of funds pursuant to a Subscription Agreement.
Use of Proceeds	The proceeds from this offering are to be applied as per Table 1, P14.
Introductory Fees	The Corporation has provided for the payment of up to 7.5% by way of introductory fees to an approved introducer(s) on receipt by TRC of cleared funds pursuant to a signed, approved copy of Addendums 4 and 5 extracted from a formal PPM signed by the directors.
Risk Factors	While the Corporation is supported by the five year, export supply contracts held by its NZ subsidiary, NZ Tea Tree Oil Agribiz Ltd with US based Tribal Therapeutics Inc, the importing/distribution subsidiary of TRC, plus the going concern distribution company in CA, the Corporation must be considered as an early phase company. A summary of risk factors can be read under “Risk Factors”, pages 53-54 of this document.
Transfer Agent	Initially provided on an inhouse basis, the Corporation will appoint a specialist US based outsource provider to provide this service.
Quotation of Shares	The Corporation plans to seek a listing of its securities for trading on the NZ Stock Exchange at some future date. However, no warranties can be given at date hereof as to when such trading may or may not commence.
Minimum Subscription	The Minimum Subscription is 250,000 CVS priced at USD1.00 each.
Maximum Subscription	The Maximum Subscription is 6,500,000 CVS priced at USD1.00 each.
Over Subscription	Pursuant to the amended SEC Rule 504, the Corporation is authorized to accept oversubscriptions up to USD10M.
Additional Information	Only Qualifying Parties with questions regarding this restricted placement are invited to contact the Corporation at the postal and/or email addresses of the contact persons as set out on Page 4 herein.



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 12 hereof. The adoption of this disclosure format is compliant 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. Ability of management to achieve the forecast trading figures.
 - b. Potential lack of market liquidity for Securities prior to the planned ASX listing.
 - c. For a more in-depth discussion of risk factors, refer to **Addendum 1**, herein.

IMPORTANT NOTICE

THESE SECURITIES HAVE NOT BEEN REGISTERED IN THE UNITED STATES UNDER THE SECURITIES ACT OF 1933 (THE "ACT"). THEY ARE BEING OFFERED ON THE BASIS OF THE ISSUER'S BELIEF THAT THEY ARE EXEMPT FROM REGISTRATION IN (1) THE USA, PURSUANT TO 3(b) OF THE SECURITIES ACT 1933 AND RULE 504 OF REGULATION D PROMULGATED THEREUNDER. THESE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE UNITED STATES SECURITIES AND EXCHANGE COMMISSION ("SEC") NOR ANY STATE SECURITIES REGULATORY AGENCY NOR ANY OTHER REGULATORY AUTHORITY. NEITHER THE COMMISSION NOR ANY STATE OR GOVERNMENT AGENCY HAS PASSED UPON THE ACCURACY OR ADEQUACY OF THIS OFFERING MEMORANDUM. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

THIS OFFERING INVOLVES RISK AND SHOULD NOT BE PURCHASED BY PERSONS WHO CANNOT AFFORD TO RISK THE LOSS OF SOME OR ALL THEIR INVESTMENT. THE OFFERING PRICE WAS ARBITRARILY ESTABLISHED BY THE COMPANY. IT HAS NOT BEEN PROFESSIONALLY VERIFIED BY VALUATION EXPERTS FOR THE PURPOSE OF CORROBORATING THE DIRECT RELATIONSHIP TO THE ASSETS OF THE COMPANY USING ANY EXTERNALLY BASED TRADITIONAL VALUATION DETERMINATION CRITERIA. SEE "**RISK FACTORS**" Addendums 1 & 2 herein.

US EXEMPTION NOTICE STATEMENT

In the US, the CVS captioned herein are being offered pursuant to Rule 504 of Regulation D promulgated under the Securities Act of 1933 (the "Act") as amended under the Jobs Act 2012. Rule 504 was amended on November 2nd 2020, with an increase to USD10,000,000 authorized to be raised within a twelve month period. State "Blue-Sky" law exemption remains with advertising over the internet, on TV, and social media advertising is permitted so long as sales from such solicitation are made only to "*accredited investors*" although in the case of general solicitation, a Form D must be filed with the SEC 15 days of receipt of investor funds. Disclosure by way of a PPM is suggested but market demands and/or requirements predicate the use of a PPM. Intermediaries are not required nor are financial statements and no SEC review is required. For these and other reasons, an investor in the shares may not be able to liquidate their investment readily or at all and may have to bear the risk of investment for an indefinite period of time. Therefore, the purchase of the CVS is suitable only for Qualifying Parties who (a) do not anticipate the need to sell the CVS in the foreseeable future; and (b) have sufficient net worth to risk the entire investment.

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

FOR THE REASONS SET FORTH HEREIN, THESE SECURITIES INVOLVE A DEGREE OF RISK. ANY LEGALLY QUALIFYING PERSON CONSIDERING AN INVESTMENT IN THE SECURITIES OFFERED HEREIN SHOULD BE AWARE OF THESE AND OTHER FACTORS SET FORTH IN THIS PRIVATE PLACEMENT (OFFERING) MEMORANDUM / DISCLOSURE DOCUMENT.



PART 2 – BUSINESS AND PROPERTIES

GENERAL DESCRIPTION OF THE BUSINESS

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

The Corporation was incorporated as a Natural Capital investment holding company whose objective is to develop a native MPI plant-oil supply chain to support the production of complementary & alternative MPP therapeutic remedies containing MPI plant-oil either in pure form or as proprietary therapeutic products. Initially the MPI plant-oil is native mānuka & kānuka from NZ to be followed by plant oils from other countries.

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 will support the kaupapa (objective) of its NZ ecosystem which targets the creation of a growing number of rural sector jobs and income earning opportunities under its “Whānau-on-the-Whāma” program. A strategy developed to attract middleclass Māori landowner interest in both the ownership and operations as the Whānau-on-the-Whāma program gains traction. Job creation will be achieved through **(1)** expanding mānuka / kānuka PPI oil procurement in NZ **(2)** the planned launch of the “Plant Oil Infused” product range and **(3)** the importing of MPI plant-oil that supports the distribution of proprietary, branded Malicious Pathogen Inhibiting (MPI) therapeutic remedies / products into the USD261B+ PA Infection Control Complementary & Alternative Remedies sector of the USD4T PA health market.

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 has not traded in the 12 months preceding the date of this PPM.
- 8. State the dollar amount of a typical sale.**
 Typical sales are forecast to arise from the revenue generating activity undertaken by the Corporation’s Related Affiliates. At the date of this PPM, the NZ operational holding company, Essentially Tea Tree Ltd has developed an integrated value adding chain which sees revenue generation at two principal selling points. The first of these is the currently adopted Internal Transfer Price (ITP) of NZ\$600 per kg for the MPI oil produced for value adding and AUD27.68 wholesale transfer price per packaged MPI oil SKU for export to Tribal Therapeutics Inc, (a wholly owned affiliate of the Corporation) proposed to be retailed in the US at a RRP of USD49.90 per 20ml bottle of pure MPI plant-oil.
- 9. Are the Corporation’s sales seasonal or cyclical?**
 No- NZ mānuka / kānuka MPI plant-oil can be produced / sold all year round.
- 10. State the amount of foreign sales (non-US user), as a percentage of total sales for last fiscal year.**
 Not Applicable.
- 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.**
 Tribal Therapeutics Inc, a wholly owned Affiliate using an internal cross-border transfer pricing model to determine appropriate US selling prices.
- 12. State the dollar amount of firm orders.**
 N/A in terms of external, non-related 3rd party orders.



COMPETITION

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

The company operates as a socially responsible “Natural Capital” holding company in the agribiz sector focusing on **(1)** the supply of native “MPI” plant-oils used in **(2)** the production of niche MPI” therapeutic complementary & alternative remedies marketed under the “Tribal” and other approved brands. Initially MPI oils are from mānuka/kānuka native plants grown and harvested on tribal lands in NZ by both Approved Suppliers and an expectation in due course, by Grower-Producer suppliers.

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

Although mānuka and kānuka oil is reportedly enjoying growing global demand, NZ currently produces only an estimated, 10-15 tons of mānuka oil PA, 80% of which comes from three major suppliers, all of whom are largely dependent on access to Māori land, competition is not of any concern to the Corporation irrespective of the size of any company involved in the production of mānuka and kānuka oil. The Corporation’s niche positioning of the oils as malicious pathogen inhibiting / protective, gives the company a uniquely tribal centric POD with a first mover advantage in the gender-specific niche it has created, requiring protection via registered trademarks and brands, By way of comparison, while Australia currently produces approximately 870 tons of Tea-Tree Oil PA, it is the “tea-tree” (mānuka & kānuka) oil from Aotearoa/NZ that is enjoying growing demand because of its claimed superior therapeutic benefits which appear to be corroborated by the large market price difference between the two oils with mānuka / kānuka commanding a much higher retail price. Compare this total (current) national production volume to the huge, harvest ready foliage as being available, one can see why competition is not an issue for the Corporation in its market niche. One that it seeks to “own” as a supplier seeking to establish a first mover advantage in its own niche in the Complementary & Alternative Remedies sector of the USD4T+ PA health industry.

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

[X] Yes but not “competitively” per se as there is a growing global demand for natural remedies and the Corporation believes its branding and positioning will enable it to command a premium price for its MPI therapeutic remedies / products in the US.

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

[X] Yes but only to the extent required to consistently communicate its MPI product usage benefits and accessibility for health aware consumers seeking protection from the growing array of malicious virus cells that threaten communities and families.

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

[X] Yes through a branded MPI niche product distribution eco-system that emphasizes traditional, tribal provenance which supports niche product differentiation.

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.

Due to the growing global demand for antiviral, antimicrobial, health products to treat antimicrobial resistant pathogens, **(AMR)** a leading cause of **nosocomial infection**, i.e. hospital acquired infections **(HAI)**, NZ mānuka and kānuka tea tree MPI oil positions the Corporation’s sales and marketing distribution channel to focus on the pathogen inhibiting attributes of the “Tribal” MPI range of health and wellness products. NZ based MPI oil production is undertaken by both Approved Suppliers and inhouse operations, exporting completed SKU’s on a contracted Internal Transfer Price basis to the US where the importing affiliate company will distribute them through a growing number of retail distribution channels.



(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.).

As a general policy to mitigate labor-based litigation risk, where possible, no group company enters into direct employee/employer-based engagements. The Corporation may enter performance based, outsourced Value-Added Managed Services (VAMS) Provider agreements with approved VAMS Providers who have an independent taxpayer registration number. At the date of this PPM, the Corporation has an outsourced VAMS agreement in place with EzyXchange Ltd for the development of the Corporation and its group operating eco-system. An arrangement that bypasses the need to enter employee-based arrangements with individuals for service supply. A structure that helps to mitigate / avoid potential labor based lawsuits.

(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.)

As stated above, the Corporation does not expect to engage any person on a direct employee engagement relationship. Increased service supply demand is planned to be met by contracted outsource VAMS providers who will cater to the increasing demands through outsourced VAMS service provider engagement with the Corporation and/or its subsidiaries, with such Providers making their own arrangements as to how they will engage further labor.

17. Describe the Corporation's labor relations.

Not Applicable due to outsource VAMS Provider engagements as described in 16 above.

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

Not Applicable due to outsource VAMS Provider engagements as described in 16 above.

PROPERTIES

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

The Corporation does not own any fixed (real estate) property at date hereof. It does own an expanding commercialized intellectual property base including access to proprietary MPI native plant-oil, MPP health / wellness product formulations, brands and trademarks that it considers as having increasingly realizable cash generating capability that will enhance the enterprise value as its proprietary products come to market in a unique niche delivering an FMA (First Mover Advantage) value.

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

Through its Related Affiliates, the Corporation plans to develop/purchase suitable properties for use as harvesting, production, marketing, distribution and admin support hubs as required.

RESEARCH AND DEVELOPMENT

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

To December 31st 2023, capitalized, direct development costs totaled USD356,000. The Corporation will incur R&D expenditures either on its own account in respect of the proprietary MPI niche products developed and marketed/sold by the Corporation or through Related Affiliates. The Corporation has appointed EzyXchange Ltd as consultant to the business system development plan and its AUD1B Market Cap objective within a decade. Beneficially owned by Iverson interests, EzyXchange Ltd indirectly holds a 33% interest in the Corporation as at the date of this PPM.



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

Yes.

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

Including the requirements of its planned crowdfunding campaign, the Corporation forecasts that an estimated USD50,000 in product R&D costs will be required in the first year to build an early mover advantage niche in the USMCA market from (1) the gender-specific MPI plant-oil (2) bringing the Plant Oil Infused “POI” ingestible MPI therapeutic products to market. Products supported by tribal tradition, culture and historical attributes that provide powerful imagery to the sales and marketing product development investment strategy. This estimate however is subject to change as determined by the directors from time to time.

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

From the proceeds of (1) this PPM, (2) the US crowdfunding campaign and future cash flow from the sources referred to in this PPM.

GOVERNMENTAL REGULATION

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

[X] No – No material regulation of tea tree oil by any governmental agency although kānuka oil is classified “DG” (Dangerous Goods) for shipping purposes.

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

[X] Yes- Some products will be subject in due course to Government mandated therapeutic standards regulations as the MPI consumer product range expands.

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

[X] No – Other than “DG” for kānuka oil, no material regulation applies to the production and export of NZ native MPI tea tree oils such as mānuka and kānuka Only the honey processing/storage/export facilities are required to be registered for the export of any honey from NZ under the Corporation’s Plant Oil Infused (POI) launch.

(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 regulations are minimal and to a limited extent may support the credibility of the Corporation and its Related Affiliates as suppliers of mānuka and kānuka MPI plant-oil based products. At this time, they have no material impact on the day to day activity of the Corporation or its Affiliates and not expected to do so in the near to medium term.

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

[X] No – Refer to 22. (a) Above.

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

[X] These are only required for the planned POI honey program, not the MPI plant-oil operations.

(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.

There is no financially disruptive cost to the Corporation or any of its Related Entities expected as all registrations and licenses required, operate to protect consumers of health and wellness products. Loss of a permit (if any) would require the Corporation to expend the funds required to restore same. Failure to do so could result in damage to the brand names.

(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.

No licenses are required for the MPI oil. Issue of licenses for POI honey is a prescribed, non-complex procedure associated with NZ honey exports.



COMPANY HISTORY AND ORGANIZATION

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

The Corporation was incorporated in Colorado on August 12th 2019. Post incorporation, the Corporation issued 11,000,000 CVS upon its acceptance of an assignment of the entire intellectual property and companies incorporated to own and operate the MPI business operations from Sanctum Stay Realty Inc as the nominated entity of EzyXchange Ltd, the “Tribal” business system developer, promoter and capital program arranger. The business structure also acquired the right to use all trade names, brands, trading and non-trading assets without exception, including the brand names (1) “POI Honey” (2) “HoneyHuts” (3) “Tribal”, (4) “MPI” trademarks and interests in the downstream Special Purpose Vehicle (SPV) companies that may use / deploy these brands and trademarks. These SPV companies are incorporated in both the USA and NZ. They are more fully discussed elsewhere in this PPM. The marketing platform for the MPI Plant oil processing and product value adding have been planned/structured in preparation for interfacing with white-label formulations marketed through cloud based proprietary apps available in the market by way of back-end processing infrastructure required to support an active social media / digital marketing platform. In June 2019, a NZ Related Affiliate acquired sole harvesting and cutting rights to 450ha of mānuka / kānuka foliage from the Māori leaseholder of Kohumaru Station to support product supply. The business plan provides for acquisition through a Related Affiliate SPV of a going concern Australian tea tree plantation in northern NSW to support the proposed re-launch of the “Tea Tree Kleen” household cleaning/disinfectant product. No contract has been concluded at date hereof.

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

Arising from the above said consideration, the Corporation was incorporated with an Authorized Share Capital of 10,000,000 Common Voting Shares, (CVS). This was increased to 250,000,000 CVS by way of an amendment to the Articles. There have been no stock splits or other changes as at the date of this PPM.

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

The shareholders of the Corporation provisionally approved a 2:1 stock split as part of a post Series A recapitalization post the planned USD5M crowdfunding campaign.

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.

USA HOLDING COMPANY

TABLE 2

1.	Sanctum Stay Realty Inc “SSR” (Incorporated in Colorado) President – L Brink	The holding company of (1) Tribal Health Corp. (2) Good Service Realty Inc, a family owned, Florida State licensed realty firm and property investment company incorporated and operating in FL for over 40 years.
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GROUP OPERATING COMPANIES

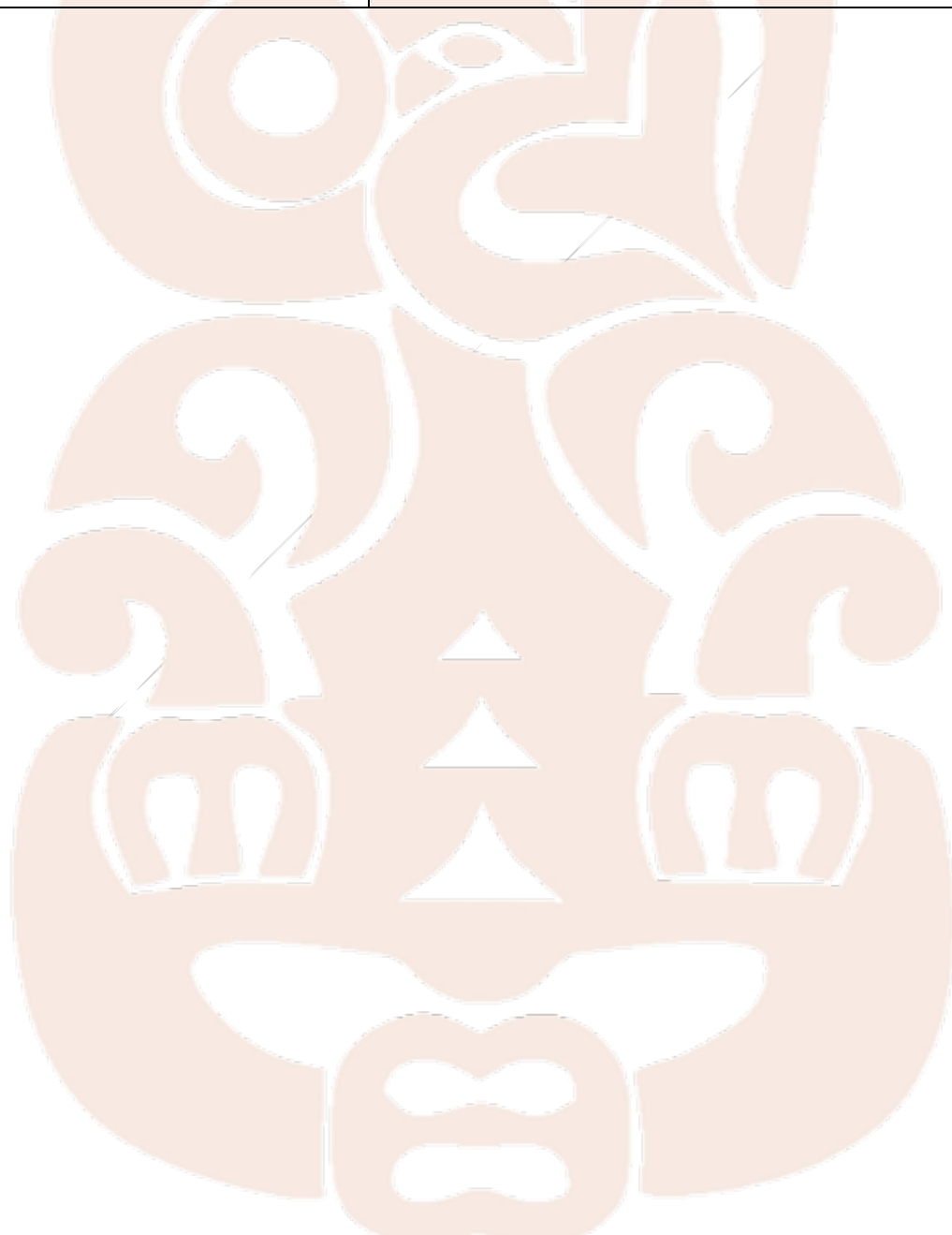
#	COMPANY NAME	ROLE & KAUPAPA (Objectives)
2.	Tribal Health Corp “TRC” (Incorporated in Colorado) President - L Brink	At the date of this PPM, a 91% owned subsidiary of Sanctum Stay Realty Inc, a Colorado registered company owned by the family interests of the directors of the Corporation. TRC is the US operational holding company & issuer of the securities discussed in this PPM.
3.	Tribal Therapeutics Inc, “TTI” (Incorporated in Florida) President – L Brink	Imports oil from its NZ subsidiary under a five year supply contract with NZ Tea Tree Oil Agribiz Ltd, for distribution in (1) pure form (2) value added form, supporting the POI product range development.
4	Naturally Australia Products Inc (Incorporated in DE) President – L Brink (on acquisition)	The US distribution company targeted for purchase from the proceeds of the Series A Round. Will be a wholly owned subsidiary on purchase.



NEW ZEALAND / AOTEAROA

The following companies are (1) subsidiaries of Tribal Health Corp (US) (2-9) the NZ trading companies. **TABLE 3**

1	Tribal Natural Health Ltd “TNH” (NZ incorporated) Director – N Iverson	A 100% voting control affiliate of Tribal Health Corp. NZ operations holding company/SPV incorporated to enable 3 rd party investor entry into the NZ operations.
4.	Tribal Harvesting Ltd , “THL” (NZ incorporated company) Director, N Iverson	Incorporated to operate a foliage harvesting dedicated team that builds up the local knowledge required to build and sustain, solid long-term foliage supply contracts with landowning, “Whānau-on-the-Whāma”.
5.	NZ Tea Tree Oil Agribiz Ltd, “TTO” (NZ incorporated) Ops manager – N Iverson	A wholly owned subsidiary of Tribal Therapeutics Inc, provides outsourced foliage harvesting and oil extraction for export and use in the MPI value adding process.
6.	POI Honey Ltd , “POI” (NZ incorporated company) Ops manager – N Iverson	The SPV through which honey will be sourced & further value-added proprietary products developed for export to the NZ, AU & Asian markets.
7.	Ruatorea Genetics Ltd, (NZ incorporated) Ops manager – N Iverson	The SPV through which the planned “Plant Oil Infused” health drinks and products (excluding honey) intellectual property rights will be held for commercialization.



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.

- | | |
|--|--|
| <p>(a) PARCEL-1
Priced at USD1 per share</p> | <p>USD500k is the quantum to be raised by way of placement of the first parcel of 500,000 shares priced at USD1 per share. This capital applied to meet US showcase setup costs / drawdown USD3M line to close the Series A Round.</p> |
| <p>(b) PARCEL-2
Priced at USD1 per Share</p> | <p>USD3M will (1) close the AUD2M purchase of a profitable, going concern Natural Health Products distribution company in Valencia, (2) launch MZ tea tree oil NHP revenue generation, (3) provide working capital.</p> |
| <p>(c) PARCEL-3
Priced at USD1 per Share</p> | <p>USD3M will close the purchase of the GMP standard, aquatic remedy manufacturing facility in Woodburn, NSW comprising 250 acres, two residences, a 600 SqM factory, fully equipped to manufacture the sea-lice remedy. A highly profitable product line.</p> |
| <p>(d) US CROWDFUNDING
Priced at USD2 per Share</p> | <p>USD5M is the target of this campaign. A campaign contract has been signed with an SEC registered REG-CF intermediary to conduct a USD5M campaign in the US. To be released in tranches of USD100k, the net proceeds are intended to be invested into expanding NZ tea tree agribiz operations in NZ with the balance deployed to expand US distribution.</p> |

- 29. (a) State the anticipated consequences to the Corporation if any step is not completed as scheduled.**
 There would be no material impact as the Corporation as the business of the Corporation would be creating traction that could be reasonably expected to open further opportunities.
- (b) Describe how the Corporation will deal with these consequences.**
 Continue with all projects the capital raising program as captioned above.

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.

(*) Small Corporate Offerings Registration “SCOR” – a process followed by State Securities Regulators in the USA for the registration of small offerings under Rule 504 of Regulation D of Section 3(b) of the Securities Act 1933.



PART 4 – USE OF PROCEEDS

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

TABLE 4

DETAILS/DESCRIPTION		SERIES A		SERIES A		SERIES B	TOTAL
(All figures are in AU Dollars)		Parcel 1		Parcel 2 & 3		Parcel 4	
Total Proceeds	100.0%	500,000	100%	3,000,000	100%	3,000,000	6,500,000
Less Placement Expenses	10.0%	50,000	4.6%	150,000	0%	30,000	230,000
Commissions/Finders fees (Item 70)	7.5%	37,500	2.5%	75,000	0%		112,500
Professional fees-legal-accounting	2.0%	10,000	2.0%	60,000	0%	25,000	95,000
Other	0.5%	2,500	0.1%	15,000	0%	5,000	22,500
Net Proceeds from Placement	90.0%	\$450,000		\$2,850,000		2,970,000	6,270,000
Applied as follows:							
US ops setup / staff relocation		250,000					250,000
Packaging design-delivery		25,000					25,000
US distribution assets				1,300,000			1,300,000
Launch shipment				350,000			350,000
NZ oil extraction Facility				700,000			700,000
GMP aquatic remedy facility (Australia)						2,000,000	2,000,000
Working capital		175,000		500,000		970,000	1,645,000
Total Net Proceeds Application		\$540,000		\$2,850,000		2,970,000	6,270,000

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– Parcel-1 allocation of USD250k.

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

Release Parcel-2 / setup US showcase / launch US crowdfunding campaign.

(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.

As described in the “Total” column as above – assumes receipt of Maximum Subscription.

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

N/A

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

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

Refer 32 (d) below.

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

(X) No All funds will be applied solely for the purposes described in this PPM.

Use of proceeds – Other funds – amounts & sources – (continued)

32 (d)

OTHER FUNDING SOURCES

Excluding capital raising through the Corporation’s wholly owned NZ or US subsidiaries or through the targeted stock exchange listing / IPO pathway, total funding from other sources post-closing is currently estimated at **USD6M** as follows:

1. **US CROWDFUNDING CAMPAIGN USD5M**



The Corporation has entered into contract with a FINRA member, SEC registered REG-CF intermediary to conduct a USD5M equity crowdfunding campaign in the US. This campaign is scheduled to commence post-closing of the Series A Round as captioned herein. (Item #30, Table 4, P24) .

2. **EQUITY-LICENSING CAPITAL PARTNERING USD1M**



Upon return to the US, the US resident director plans to incorporate a wholly owned Related Affiliate under the name of “Tribal Retail Inc” (TRI) or such similar name as the CO Department of State approves for the purpose of assigning into TRI, the showcase store for USD450k, laying the groundwork for the proposed purchase of a stand-alone health store on a major arterial road in Ft Lauderdale with entry of a further USD2M in new capital as captioned above, taking the capitalization to USD2.45M. Bundled with such purchase will be a business plan that provides for the entry by way of a USD1M investment of a woman entrepreneur who has a strong interest in the Complementary and Alternative Remedies sector of the US health market. It is envisaged that TRI will be 51% plus women controlled in order to gain access to the advantageous capital and supplier programs in the US that are available to support growth of women and minority controlled / owned business enterprises. An “equity-licensing” structured alternative to a fee based franchise format is planned, following on from the work done on this model while the Corporation’s directors were resident in Malaysia/SE Asia between 1996 and 2004.



PART 5 – SELECTED FINANCIAL INFORMATION

GENERAL

33. Revenue Statement – Review Period ended December 31st 2023

The Corporation’s activities as at the Review Period end date included acquisition of the ownership of the NZ trading ecosystem holding company together with the equity positions acquired in the Related Affiliates and subsidiaries as described on Page 13.

34. The directors’ report that there is no taxable income at either Corporation or Related Affiliate level and accordingly no provisional tax liability is provided on a group basis as at the Review Date.

CAPITALIZATION

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

Applying SFAS 141 & 142, the “Pre-Money” column below consolidates the Corporation’s interest in NZ incorporated Tribal Natural Healthcare Ltd (“TNH”). The Post-Money non-consolidated column includes the acquisition of Naturally Australia Products Inc, the US distribution company as captioned in this PPM both wholly subsidiaries of the Corporation with the Pre-Money, Post-Money and the non-warranted, forecast end year market capitalization values reflected below.

TABLE 5

CAPITAL DEPLOYED – all figures quoted in USD’s	Pre-Money Non-consolidated	Post Series A Non-consolidated
DEBT	1,707,885	117,885
Trade Purchase debt (Note 1)	1,340,000	0
Secured debt	0	0
Other Debt/Creditors/Accruals/Shareholder advances (Note 2)	367,885	117,885
STOCKHOLDERS EQUITY	11,057,157	14,557,157
Common Stock Outstanding (Note 3)	3,000,000	6,500,000
CVS Issue Capital Call a/c (Note 4)	3,000,000	3,000,000
Capital Reserves (Note 5)	5,057,157	5,057,157
Retained Earnings (EBITDA)	0	0
TOTAL CAPITAL DEPLOYED	12,765,042	14,675,042
<i>Deployment thereof as follows:</i>		
CAPITAL DEPLOYMENT	12,765,042	14,675,042
Amortizable / Fixed Assets (Note 6)	2,023,157	2,023,157
Operating Subsidiaries/Related Affiliates (Note 7)	7,730,000	7,730,000
Receivables, / Inventory	3,000,000	3,000,000
Bank (Note 8)	847	1,910,847
Investments/other	11,038	11,038
TOTAL CAPITAL DEPLOYMENT	12,765,042	14,675,042

Note 1. Reflects purchase cost of DE incorporated, Naturally Australia Products Inc from its Australian vendor.

Note 2. Seed loan capital ex Sanctum Stay Realty Inc, arising from acquisition of NZ affiliates/subsidiaries.

Note 3. Initial capitalization (USD3M) plus further shareholder investment of USD3.5M from Series A.

Note 4. Series B – Call on shares subscribed by Sanctum Stay Realty Inc.

Note 5. Capital surplus arising from EBITDA based valuation of interest in subsidiaries.

Note 6. Value of corporations interest in amortizable assets such as goodwill, capitalized development costs etc.

Note 7. Pre consolidated value of group interest in going concern subsidiary companies in NZ and the US.

Note 8. Series A balance on hand post-closing of Valencia distribution facility owning company purchase.

The following points must be taken into account when considering the abovesaid figures:

- (a) That the abovesaid figures have not been audited.
- (b) That investments in amortizable assets will be written off over a period of time to be determined by directors.
- (c) That investment risks apply to these “forward looking numbers” and are not warranted to any party whatsoever.

TABLE 5A

MARKET CAP		Year 1	Year 2	Year 3	Year 4	Year 5
Non-GAAP Earnings multiple	10	42,585,521	103,380,299	163,226,257	226,542,457	300,056,524
MV per share in USD		\$2.23	\$2.14	\$3.39	\$1.95	\$2.58



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 6

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

CVS – RESERVED FOR ISSUE 23,100,000

TABLE 7

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	6,500,000	Issue Price AUD1.00
Common Voting Shares (Series C SEC Reg CF) Note 2	2,500,000	(Crowdfunded) Issue price USD2.00

Note 1 Approved for issue under this Series A Round.

Note 2 Reserved for issue via an SEC REG-CF campaign which would commence share price discovery and early securities trading.

CVS – CURRENT ISSUED 11,000,000

TABLE 8

Class of share	Number of shares issued	Stated value per share when issued
Common Voting Shares (Profit / voting sharing)	11,000,000	USD0.4321c (forty three point 21 cps)

CVS –PREVIOUSLY AUTHORISED FOR ISSUE (Refer Note 2 above)

TABLE 9

Description / type	Number approved	Stated value per CVS subscribed
Common Voting Shares (CVS)	5,000,000	USD1 per share

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 USD0.43c (forty three cents).*

(b) *The NTBV per issued Common Voting Share after the Maximum Subscription will be: USD2.04 (Two dollars and four) cents per CVS.*

This figure recognizes the forecast increase in the value of the Corporation’s interest in the operating subsidiaries (Related Affiliates) post-closing of this Series A Round but before closure of the follow-on crowdfunding capital entry which is expected to have a significant impact on earnings / valuation. Assuming a non-GAAP EBITDA market cap of USD40.716M end year one post-money with 20M CVS outstanding this delivers a non-warranted twelve month, post money value of USD2.04 per CVS.

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

USD1.00 per each CVS (Common Voting Share).

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

Refer Table 10.



TABLE 10

Name of Party	Number held	Held by / through	Class	% Pre-Offer	% Post Offer
ORIGINAL ISSUE SHAREHOLDER BASE					
Sanctum Stay Realty Inc “SSR”	10,000,000	Directly	CVS	93%	50.0%
Incrementum Limited	1,000,000	Directly	CVS	7%	5.0%
SERIES A & B ROUND INVESTOR BASE					
Common Voting Shares Series A	3,500,000	Investors	CVS	0%	17.5%
Common Voting Shares Parcel 2	3,000,000	SSR	CVS	0%	15.0%
Reserved – Series C 2,500,000	2,500,000	Investors	CVS	0%	12.5%
Reserved – Series C 10,000,000					
OUTSTANDING SHARE POST SERIES A	20,000,000			100%	100.00%

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?

Including intellectual property and harvesting access rights in NZ, the directors have stated the pre-money value of the Corporation’s business interests at USD4.753M representing the business combination value arising from the seed capital invested between 2016 and 2022 on developing and bringing the ecosystem to a revenue ready stage. The generally accepted valuation range of early stage companies that fall between “Technology Developed / Operations Ready” stage of US\$1M-US\$5M through to the “Early Customer Traction” stage is USD5M to USD15M. In 1970, goodwill/intellectual property represented circa 17% of a Fortune 500 corporations value. Today it is reported as being 84%.

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

Based on the successful deployment of (1) the Maximum Subscription of USD6.5M before the proposed REG-CF campaign as captioned in this PPM, the Corporation would have an estimated enterprise value of USD41.85M (Table 5) based on the post-money, Non-GAAP EBITDA capitalized values of the operating businesses in NZ-and the US, (distribution) into which the capital is deployed with a forecast turnover of USD11.538M. This representing a turnover multiple of 3.6 times group annual turnover. 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 success (See item 1, Risk Factors).*
- (2) *The exercise prices of outstanding options (see Item 101).*
- (3) *The prices / values that the Corporation’s Officers, Directors, and principal stockholders paid for their shares / placed on the value of their holdings. (see Items 104 and 105).*
- (4) *The potential value of the Intellectual Capital and the commercialized Intellectual Property that the directors’ and founders’ have brought to the Corporation and its likely future value.*



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 – assuming no major economic impacts that have national or global ramifications and which impacts are outside of the control of the Corporation and 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 – Currently, the Corporation has no external, non-related 3rd party debt.
43. *Are a significant amount of the Corporation’s trade payables more than 90 days old?*
 [X] No – the Corporation has no external, non-related party Trade Payables due at date hereof.
44. *Is the Corporation subject to any unsatisfied judgments, liens, or settlement obligations?*
 [X] No
45. *Describe how the Corporation will resolve the problems identified in Items 41 – 44.*
 Not Applicable
46. (a) *Do the Corporation’s financial statements show losses from operations?*
 [X] No
- (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
47. (a) *Describe any trends in the Corporation’s historical operating results.*
 Not Applicable as the Corporation is at its launch phase, supported by a skilled and knowledgeable team of outsourced VAMS Providers who have the skills required in key operational areas of the Corporation’s core MPI plant-oil and MPP therapeutic products business development.
- (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.*
 All changes relate to the expected growth from a clear vision of the Corporation’s **Objective**, and the way the management and outsourced VAMS Providers marshal the **Resources** and **Execute** on the continuing expansion and strategy deployed in building a unique tribal landowner, Grower-Producer supported, cross-border MPI production and distribution enterprise. A business model that is expected to pull in an ever increasing number of landowners as the NZ operating subsidiaries expand foliage/biomass harvesting and US product distribution gains momentum, increasing the value of the Annual Farm Gate Price payment program that drives increasing levels of cash flow into the pockets of whānau living on MPI plant-oil rich whenua in Aotearoa/ NZ.
- (c) *Describe the probable impact on the Corporation.*
 If achieved, this forecast growth would very likely position the Corporation to become one of the faster growing NZ-US cross-border therapeutic grade, NZ tea tree agribiz enterprises.
- (d) *Describe how the Corporation will deal with this impact.*
 Carefully manage and distribute the expected growing returns to all stakeholders.



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. This attributes to the fact that the Corporation has access to (1) Support MPI suppliers with the Minimum Subscription and (2) with the Maximum Subscription, the business system will have access to its own internal plant-oil supply through the Business Combinations with Māori Landowners, opening up access to credit lines as referenced in Item 32. However, we warn investors that as an early stage enterprise, events outside our control may occur that could disrupt the current planning and impact on the forecast trading, this possibly requiring the Corporation to seek additional funding. This said and assuming that the growing demand for native (natural) MPI plant-oils and the ongoing profitability of the tea tree agribiz operations, the directors do not currently see any situation as at the date of this PPM that would change their view that the capital raised from receiving the Maximum Subscription will be sufficient to satisfy the Corporation's product and crowdfunding launch cash requirement post-closing of the Maximum Subscription.

- (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.

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

In providing the indicative EPS forecasts, a reader is advised that (1) the forecast EBITDA earnings therein are non-warranted, non-GAAP, (2) are subject to the investment risks as described in this PPM.



PART 7 – DESCRIPTION OF SECURITIES OFFERED

GENERAL

49. The securities being offered are:

- a. ☒ 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. | <input type="checkbox"/> | <input checked="" type="checkbox"/> | Cumulative voting rights. |
| b. | <input type="checkbox"/> | <input checked="" type="checkbox"/> | Other special voting rights. |
| c. | <input type="checkbox"/> | <input checked="" type="checkbox"/> | Preemptive rights to purchase any new issue of shares. |
| d. | <input type="checkbox"/> | <input checked="" type="checkbox"/> | Preference as to interest. |
| e. | <input type="checkbox"/> | <input checked="" type="checkbox"/> | Preference upon liquidation. |
| f. | <input type="checkbox"/> | <input checked="" type="checkbox"/> | Anti-dilution rights. |
| g. | <input type="checkbox"/> | <input checked="" type="checkbox"/> | Other special rights or preferences. |

Explain any yes answer.

Explanation appears against each “yes” answer.

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

☒ No

52. Are the securities convertible?

☒ No

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

N/A.

(b) Date when conversion becomes effective:

N/A

(c) Date when conversion expires:

N/A

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

None other than as set out in this PPM or otherwise imposed at law.

PREFERRED STOCK

If the securities being offered are Preference or Preferred stock:

54. Are unpaid dividends cumulative?

☐ N/A

55. (a) Are the securities callable?

No

(b) Are the securities redeemable?

No

If yes, describe, including redemption prices.

N/A.

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

N/A.

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

N/A.

(e) *Is there a Sinking Fund?*

N/A.

DEBT SECURITIES – Questions #56 to #64 inclusive: -

Not Applicable – the Corporation does not carry any external debt at the date of this PPM. Questions #56 to #64 on the standard NASAA Form U7 Product Disclosure Statement adopted for the disclosures herein are **not applicable** and have been left out of this Private Placement Memorandum for this reason.

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 – No fixed charges.

(b) *If no earnings, show “Fixed Charges” only (N/A – 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.

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

“my strength is not as an individual, but as a collective”



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 or manage the placement of the securities:*

Manager Name: N Iverson.
 Title: President – EzyXchange Ltd – capital programs sponsor.
 Address: 26 Kemp Rd, Kerikeri 0230 New Zealand / Aotearoa.
 Email address: nic@tribalmanuka.us

Manager Name: L Brink.
 Title: President, Tribal Health Corp.
 Address: 2929 E Commercial Blvd, Ste 409, Ft Lauderdale, FL 33308, USA.
 Email address: triballinda@tribalmanuka.us

Manager Name: J Cilliers.
 Title: Pro-Tem Chairman, Tribal Health Corp.
 Address: 4610 SE Ulster St, Ste 150, Denver CO 80237, USA.
 Email address: john@tribalmanuka.us

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

\$0.00 (Nil)

OTHER SALESPERSONS AND FINDERS

68. *Provide the following information for each salesperson who is not an Officer, Director, or employee of the Corporation:*

N/A

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

Name: Robert Kelsey – Realtor
 Corporation: Sanctum Stay Realty Inc
 Address: 1085 SE 17th St, Ft Lauderdale FL. 33316 USA.

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 and will be directed by officers of the Corporation supported by approved Finders. Since there is no firm commitment with respect to placements, the Corporation cannot state how many CVS will be placed. The Corporation may also make selling agreements with salespersons, broker and/or dealers, who will receive sales commissions. The Corporation will pay up to a maximum of 7.5% commission to all approved salespersons. These commissions will reduce the proceeds available to the Corporation as has been disclosed herein. No broker has been retained or is under any obligation to purchase any of the shares and no estimate is made on the number of brokers, if any, who may participate in this Placement. Under no circumstance will the Corporation pay both a commission and a finder's fee on the same transaction. The securities will be sold only to persons who meet the suitability standards set forth herein, at the price stated herein. The Corporation is offering a maximum of 6,500,000 **Common Voting Shares** as set forth under this PPM and has reserved the right to issue up to 10,000,000 by way of over-subscription. Pursuant to the disclosures herein, EzyXchange Ltd will be reimbursed for outlays and business system development costs.

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

Other than directors' fiduciary obligations, all relationships between the Corporation and these persons are through the outsourced VAMS-EPM arrangements as disclosed in this PPM.



PURCHASER LIMITATIONS

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

[X] Yes—only to those who may legally subscribe under applicable securities laws at date hereof.

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

[X] Yes—the offering constitutes a restricted security, subject to such law / regulations.

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

The Placement is available to those who qualify under Title II of the Jobs Act 2012 (USA) and SEC Rule 504 of Regulation D. Certain other potential investors may be legally permitted to invest in this offering in accordance with prevailing securities laws in their jurisdiction. In NZ, the offering is available only to those investors who qualify under Schedule One of the Financial Markets Conduct Act 2013 and in Australia, Sophisticate Investors under S708 of the Corporations Act 2001.

IMPOUND OF OFFERING PROCEEDS

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

[X] Yes.

(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?

USD250k (two hundred and 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

Twelve months after the date of this Private Placement Memorandum, (PPM).

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.

As determined by the directors of the Corporation.

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

Yes. Up to USD10M as permitted under Rule 504 of Regulation D.

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 – capital only returned in full.

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.

- | | | |
|-----|---|---|
| (a) | Name:
Title:
Address:
Annual Salary/Retainer | John Cilliers.
NZ Resident Director, Chairman.
1199A Whangaparoa Rd, Gulf Harbour, New Zealand.
\$1. Receives income through outsourced VAMS agreement.
Refer Note below. |
| (b) | Name:
Title:
Address:
Annual Salary/Retainer | Linda Brink.
President – Tribal Health Corp (USA).
2929 E Commercial Blvd, Ste 409, Ft Lauderdale, FL33308 USA.
\$1. Receives income through outsourced VAMS agreement.
Refer Note below. |
| (c) | Name:
Title:
Address:
Annual Salary/Retainer | Nicholas Iverson.
Vice President, NZ Resident Director.
26 Kemp Rd, Kerikeri 0230, New Zealand / Aotearoa.
\$1. Receives income through outsourced VAMS agreement.
Refer Note below. |
| (d) | Name:
Title:
Office Street Address:
Annual Salary/Retainer | Eric Lloyd.
NZ Resident Director – Māori Landowner Liaison/harvesting.
460 Kohumaru Rd, RD1 Mangonui 0494, New Zealand.
\$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 provide services under a VAMS contract with Related Affiliates, such contracts setting out the terms of engagement and remuneration/compensation.

DIRECTORS OF THE COMPANY

- 78. (a) Number of Directors:**
 Currently 4
 Further directors will be appointed in accordance with the bylaws of the Corporation.
- (b) Are Directors elected annually?**
☒ Yes – By way of shareholder vote at the AGM.
- (c) Are Directors elected under a voting trust or other arrangement?**
☒ No.
- (d) Provide the following information for each Director not described in Item 77:**
 Not Applicable.

CONSULTANTS

- 80. (a) Are all key persons’ employees of the Corporation?**
☒ No.
- (b) If no state the details of each contract or engagement.**
 The Corporation procures the supply of services to the Corporation on an outsourced Value Added Managed Services (VAMS) Provider agreement with a Tax Office registered entity and which VAMS agreement names the Key Person responsible within such entity for the management of the services contracted to the Corp or its Related Affiliates as appropriate.



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 relies on the terms and conditions of each outsourced VAMS Provider agreement to both reward the service provider and protect the Corporation in the event of the termination of a VAMS Provider agreement. VAMS Provider entity (EzyXchange Ltd) has been retained to develop and coordinate the capital formation/raising program and process on an ongoing basis.

- (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 progressive delivery of the growth focused objectives of the Corporation has been structured in a way that the death or disability of any one Officer, Director or Key Person is not expected to materially impact on the ongoing day to day development and operations of the Corporation in the event of the Corporation receiving the Maximum Subscription. The Corporation may take out Key Man Insurance on such Key Persons and service providers as the directors may decide from time to time in order to financially bridge the Corporation and its development should these services not be available due to death or incapacitation.

- (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 – but the Corporation may purchase same upon the Maximum Subscription being received and released to the Corporation.

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

[X] No but refer to Key Man insurance contingency in 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	
Chairman and Executive President	\$1	\$0
Chief Executive Officer	\$1	\$0
Chief Financial Officer / Vice President	\$1	\$0
TOTAL	\$3	\$0
83. (a) Officers as a group	\$0	\$0
(b) Directors as a group	\$3	\$0
(c) Key Persons as a group	\$0	\$0

- 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).**

Not Applicable.

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

[X] Yes, in accordance with director approved outsource VAMS Provider agreements.

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

[X] No – Refer to Item 80 (a) and (b)

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

[X] No – All service supply agreements are structured on an outsourced VAMS basis.

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.

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

We list below the directors and the approved Key Persons named under the outsourced Value-Added Managed Service (VAMS) Providers to the Corporation at the date of this Placement Memorandum. Other than the founding directors, a director of the Corporation is elected for a period of one year and thereafter until their successor is duly elected by the stockholders at an annual general meeting of the Corporation.

Director/Service Provider	Appointment Date	Position & Service Function
J Cilliers	October 31 st 2023	NZ resident director / chairman Pro-Tem.
L Brink	Upon incorporation	US resident operations director.
N Iverson	Upon Incorporation	Director and business system development director.
E Lloyd	September 29 th 2023	US resident operations director.
Outsourced VAMS Providers	Commencement Date	Service Function/Role
EzyXchange Ltd	August 2015	Business system development / oil exporting. <i>N Iverson – NZ.</i>
Tribal Therapeutics Inc	August 2022	Oil importing / value adding products director. <i>L Brink – US.</i>
Kohumaru Taonga Ltd	June 2019	Biomass production / harvesting. <i>E Lloyd - NZ</i>
Bee Wize Aotearoa Ltd	April 2023	POI Honey production – NZ system Kaiārahi. <i>M Moses – NZ</i>
Essentially Bay of Islands Ltd	September 2020	Biomass Oil Extraction. <i>L Shepherd - NZ</i>
Incrementum Ltd	November 2023	Management Services <i>J Cilliers – NZ</i>

“Tama tū tama ora; tama noho tama mate”
“He who stands lives; he who sits, perishes”

BUSINESS COMBINATION MANAGEMENT

The following are the directors and “Business Combination Partners” who provide services to the Corporation and/or its Related Affiliates. Other than the directors listed below, no party named below was involved in the preparation of this PPM and accordingly are not responsible for the content of this PPM. This responsibility lies solely with the directors of the Corporation named below.

NZ RESIDENT DIRECTOR-CHAIRMAN PRO-TEM – SX LISTING PATHWAY



John Cilliers, the Corporations NZ resident chairman Pro-Tem has been actively involved in SX listings and compliance, business acquisitions, commercialization and the implementation of systems to support organizational growth. Currently a director of two NZX listed companies, he was previously Chief Financial Officer of a NZ regional energy company. Holding a Bachelor of Commerce degree from South Africa and now a member of Chartered Accountants Australia and New Zealand. Working with the incoming investors, John’s role is to lead the company to its targeted SX listing through a series of capital raising rounds, starting with this

Series A Round. This to be followed by a USD5M Series C, REG-CF crowdfunding campaign in the US which is planned to provide the lead-in to an SX IPO and listing.

US RESIDENT DIRECTOR – US PRODUCT DISTRIBUTION/RETAIL OPERATIONS



President of Tribal Health Corp, **Linda Brink** has a background in the natural health & beauty sector dating back to her days in South Africa when she owned and operated a number of salons in Johannesburg before migrating to NZ, followed by nearly a decade in the Australian tea tree oil industry, interfacing product development and sales via web-based marketing through cloud-based CRM software used to create and support customer base development. Linda is returning to the US where she will assume management of the family’s long established realty firm and its property portfolio which includes the pilot “Showcase” shop in Ft Lauderdale. Linda will be working closely with the FL based business development manager

of the US crowdfunding Intermediary that is to conduct the REG-CF campaign and its focus on building “Brand Ambassadors” to support the early development of digital and traditional distribution channel partnering required to move products into the marketplace.

NZ RESIDENT DIRECTOR – NZ EXPORT OPS



A former BIG4 accounting/audit firm manager and casino resort financial manager in South Africa for 15 years, **Nicholas Iverson** returned to NZ, listing a Bahamian hotel and leisure company on the NZ Stock Exchange in 1986. Exiting the lodging industry in 1991, Nic commenced a nine year investment/operational background in the Australian tea tree oil industry, expanding operations to Malaysia where he co-developed an equity-licensing based business expansion format that gave rise to the IP board on the Labuan Financial Exchange, “LFX”. Relocating to the US in 2007 as a forensic financial number cruncher to a number of VC firms in Silicon Valley, this experience led to his incorporation in 2015 of EzyXchange Ltd, “EZYX”, an equity crowdfunding intermediary company registered with the Colorado Division of Securities where as president, Nic developed the “Tribal” agribiz ecosystem through a NZ-US cross- border ownership structure for USMCA distribution of NZ mānuka and kānuka tea tree oil and honey products. Based in NZ, Nic is the Corporation’s NZ resident director.

NZ RESIDENT DIRECTOR – NZ PRODUCTION OPS



Eric Lloyd owns and operates Kohumaru Taonga Ltd, “KTL” the NZ company contracted to provide mānuka and kānuka plant oil extraction services to NZ Tea Tree Oil Agribiz Ltd, a subsidiary of the NZ ops holding company, NZ Natural Capital Partners Ltd. KTL manages the extraction unit which was newly built and delivered to the extraction factory in Cable Bay to extract mānuka and kānuka plant oil from Kohumaru biomass. In his role as operations director, Eric is responsible for agribiz operations in the far-north, directing planting, harvesting and oil extraction operations under an outsourced contract. One that provides for new job creation through harvesting crew development/expansion, extraction plant operational management, regenerative tea tree development on Kohumaru Station and other Māori land-blocks in Tai Tokerau province that contract to the Corporation’s NZ operating affiliates to supply foliage for oil extraction.

NZ BUSINESS COMBINATION SUPPORT – “Far North tea tree agribiz sector / tikanga = organic.



Essentially Bay of Islands Ltd is the SPV company set up by **Luke Shepherd**, an expat upon his return to NZ in 2020 and is the company through which he imported a state of the art tea tree plant oil extraction unit from South Africa. A descendant of the missionary who purchased his family’s farm in 1836 from the tribal Rangatira, the unit has been installed on the family farm, enabling Luke to harvest the mānuka and kānuka growing on the family farmlands as well as providing extraction facilities for (1) other farmers in the area (2) additional capacity to support the extraction facility set up at the Kohumaru Station support hub in Cable Bay.



Bee-Wize Aotearoa Ltd is a NZ incorporated company owned and operated by **Murray Moses**, a graduate from Te Wananga ‘O Raukawa with a Bachelor in Māori Lore/Law & Philosophy. Committed to improving the standard of living for Whānau, Hapū & Iwi with a focus on the natural environment to ensure it thrives intergenerationally in accordance with kaitiakitanga and application of tikanga protocol, Murray is a successful Māori businessman operating in the manuka honey industry who operates the beekeeping operations on Kohumaru. While acknowledging that the cooperative structure is quite common in New Zealand, mirroring traditional Māori structures, it is about re-introducing traditional structures which have been successful for centuries is his kaupapa. Kohumaru

access and harvesting arrangements have been structured to operate as a “harvesting access” trading model through Kohumaru Taonga Ltd as part of a strategy to develop a template that enables non-Māori capital partners to enjoy mutually beneficial agribiz arrangements with Māori landowners for taonga access, tikanga compliant, regenerative harvesting and extraction in accordance with kaitiakitanga principles.

FAR NORTH MANAGEMENT SUPPORT HUB



The far-north NZ tea tree agribiz operations are planned to commence upon closing of Parcel-3 of this Series A Round. Close to Kohumaru Station, the facility will house the extraction plant set up to support the tea tree oil operations. Providing warehousing and storage facilities for the agribiz operations as they expand, it will also serve as an infrastructure support hub, supporting a growing number of Māori landowning tea tree bushland Grower-Producers throughout the far-north.

IN MEMORIAM

Both directors and service providers acknowledge the vision and input of “Big Jim” Wikotu, founder chairman of the Co-Op. His knowledge of tikanga, Maoritanga and tribal historical whakapapa was without equal. The role he played during the Co-Op’s development period and his “Whanau-on-the-Whenua” kaupapa laid the groundwork that provided the foundation of this PPM.

MAORI LANDOWNER LIAISON – Founding chairman



The Co-Op project commenced in Florida in May 2015, launching when Nic & Linda relocated from the USA to NZ in Jan 2016 to work with the late “**Big Jim**” Wikotu. Born in 1940, Jim was a Te Upokorehe Kaumatua, Rangatira, founder chairman of the Co-Op, Māori landowner liaison director and the Co-Op project Kaitiaki. The relationship with far north hapū and Eric Lloyd came through Jim’s friendship with Nga Puhi kaumatua, many of them dating back 50 years to Jim’s co-founding of the largest motorcycle club in the country in the late ‘60’s. Jim was one of the “old school” who fought for recognition of the 1835 Māori declaration of

Independence and was deeply involved in the Treaty Settlements process for his hapū. With a whakapapa to Kahungunu and Ngāpuhi, Jim was a descendent of Toroa, captain of the Mataatua waka. Amongst Jim’s tīpuna was the legendary Sir Apirana Ngata, founder of the Waiapu Farmers Corporation in 1912, the first Co-Op set up to support Māori landowner/farmers on the East Cape, (Ngati Porou) rohe. His lifelong wish was to see his beloved Rongopopoia Marae in the Waiotaha Valley rebuilt. A project that the taonga program will posthumously seek to support, for this inspirational Rangatira.



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:

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?*

☒ 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?*

☒ 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?*

☒ No.

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

☒ 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?*

☒ 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?*

☒ 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?*

☒ 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?*

☒ 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?*

☒ 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?*

☒ No.

- (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?*

☒ 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?*

☒ 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?*

☒ No.

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

Not Applicable.

Disclaimer: *The Corporation is relying on the written confirmation received from each director and Key Person named herein, that they have not been the subject of any matter as set out in the questionnaire set out above.*

SCOR NOTES

After reviewing the background of the Corporation’s Officers, Directors and key persons, potential investors should consider whether these persons have adequate background and experience to develop and operate this Corporation and to make it successful.

In this regard, the experience and ability of management are often considered the most significant factors in the success of a business.



PART 10 – OUTSTANDING SECURITIES

GENERAL

96. Describe all outstanding securities.

11,000,000 Common Voting Shares (CVS) – Voting and profit sharing.

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

All director mandated restrictions and/or terms of issue/allotment of the above securities have been disclosed in this PPM but for the sake of clarity, these share groupings are summarized as follows:

Founder shareholder interests. 11,000,000 *Full voting and profit sharing at date hereof.*

TOTAL OUTSTANDING (as per 96 above) 11,000,000

6.5M Common Voting Shares are on offer under this PPM. Sale restrictions applicable to secondary sales are as provided under SEC Rule 144.

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

Nil – no such provisioning has been planned, structured or implemented.

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?

☒ No.

(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?

☒ Yes.

The CVS offered under this PPM are full voting, profit sharing upon issue. Further securities as captioned in this PPM are planned to be issued in the future as required to meet and deliver further growth for the benefit of the stakeholders.

OPTIONS AND WARRANTS

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

Nil.

(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.

Not Applicable to the Corporation

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.

Not Applicable.

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

☒ No – Not as at the day and date of this PPM.



SALES OF SECURITIES

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

[X] No. However the NZ Related Affiliates acquired by the Corporation in a post-incorporation assignment issued shares to interests associated with the directors of the Corporation who supplied the seed capital and developed the NZ ecosystem. In the interests of full disclosure, in (b) below a summary of that share transaction is disclosed.

(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.

TABLE 11

Date of Transaction	June 22 nd 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	USD0.27cps
Description of Consideration	Purchase of the entire 8M outstanding shares in NZ incorporated, Essentially Tea Tree Ltd, “ETT”. Originally the holding company of operating subsidiary companies registered in NZ to deliver the required oil production and supply ecosystem, the Corporation incorporated NZ Natural Capital Partners Ltd which acquired the ETT stake from the Corporation making NZNC, a “Natural Capital” investment holding company and wholly owned subsidiary of the Corporation.

Subject to funding, the Corporation will actively work towards delivering an early stage exit for all its shareholders. Initially this is intended to be provided on a members only P2P basis through an appropriate trading platform. No warranties however can be given at this time that such exit platforms will be available to members / shareholders. Accordingly, an investor cannot be assured that such exit facilities will be available at a time best suited to them and their personal investment planning requirements.



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 12

Name & address		CVS held	Pre Offer interest	Post Offer Series A	Post Offer Max Sub USD6.5M
Sanctum Stay Realty Inc “SSR” (CO)		10,000,000	90.9%	68.9%	74.0% (Note 1)
Incrementum Limited (NZ)		1,000,000	9.1%	6.9%	5.7%

Note 1 – Assumes that SSR will close purchase of the 3M Series B shares.

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

- a)** *Before offering: 11,000,000 Common Voting Shares*
100% of total outstanding).
- b)** *After offering: Assuming minimum level CVS placed.*
75.8% of total outstanding.
- c)** *After offering: Assuming maximum securities sold/converted.*
79.7% of total outstanding.



PART 12 – MANAGEMENT RELATIONSHIPS AND TRANSACTIONS

FAMILY RELATIONSHIPS

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

☒ Yes.

MANAGEMENT TRANSACTIONS

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

☒ No.

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

☒ No.

(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?*

☒ No.

(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.*

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

☒ No.

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

☒ No.

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

Not Applicable.

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

☒ No.

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

☒ Yes – but only in the normal course of business as disclosed in this Placement Memorandum as outsourced Value-Added Managed Service Providers, (VAMS).



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

[X] Yes – for the supply of outsourced VAMS Provider services as disclosed in this PPM.
Refer to item 81 and 82 herein.

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

The business is restricted to the supply of services required by the Corporation and its operating group which are provided by the directors to the Corporation through appropriate taxation office registered entities for the development and commercialization of the business. Outsourced Value-Added Managed Services (VAMS) Provider entities are required to support the development and growth of the business. The terms and conditions of these written agreements seek to prevent conflicts of interest arising and contain legal provisions to facilitate the resolution should such a potential conflict situation arise.

- 112. Explain any “yes” answers to Items.**

110 (a), Not Applicable

111 (a), Not Applicable

111 (b). Applicable – refer explanatory note under 111 (c) above

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

Not Applicable.

- 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 such debt or financial obligations at date of this PPM.

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

Not Applicable.



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.*

- a)** Not Applicable as no such actions against the Corporation.
- b)** No such matters outstanding, present or pending at date of this PPM.

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.*

{X} Not Applicable for reason described in 114 a. and b. above.

PART 14 – TAX ASPECTS

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

The Corporation does not offer or give taxation advice. Prospective NZ, US or Australian investors are requested to discuss the potential tax implications on any proposed investment in the offering with their personal taxation advisor.

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 help illustrate to potential investors certain aspects of the Corporation's business and supporting ecosystem, a number of Exhibits which have been annexed hereto in order to give a potential investor a greater insight into the business of the Corporation and its operational activity. The degree of ongoing implementation and its possible success in supporting the Corporation's growth are issues that are sometimes outside of the control of the Corporation and/or its directors due to the risk factors that are disclosed in this PPM.

PART 16 – ADDITIONAL INFORMATION

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

- Quarterly financial statements.
- Notice of any proposed future share / securities offerings.

(b) *Describe the schedule for providing this information.*

- Quarterly Financial Statements – within 45 days of the previous quarter close.

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

Refer item 35, Non-audited Statement of Financial Position of the Corporation.

- Not required under SEC Rule 504 of Regulation D of the Securities Act 1933.
- An internal Management Statement of Financial Position as at the Review Date is available to qualifying parties under a non-disclosure and confidentiality agreement.



PART 17 – IMPORTANT STATEMENTS

17.1 Confidentiality

This Private Placement Memorandum “PPM” is confidential, proprietary and provided for use solely in connection with the consideration of the proposed Placement by the Corporation. Its use for any other purpose is not authorised. It may not be reproduced or redistributed in whole or in part, nor may its contents be disclosed to any person. Each recipient of this PPM agrees that all information contained herein is of a confidential nature, that they will treat it in a confidential manner, and will not, directly or indirectly, disclose or permit their agents or affiliates to disclose any such information without the prior written consent of the Corporation. Only the management of the Corporation is authorised to give any information with respect to the Corporation and the Placement. Any information given by other parties other than the information contained in this PPM must not be relied upon for deciding to participate in the proposed Placement. The Corporation intends to issue CVS as funds are received, i.e., once Minimum Subscription received, until Maximum Subscription sum is raised or this offering otherwise closes.

17.2 Investors to make independent investment decision

This PPM is not and should not be construed as a recommendation to any person to apply for the CVS in this Placement. This PPM does not purport to contain all the information an interested party may require making an informed decision as to whether to invest or otherwise. This PPM contains a summary of the information concerning the proposed Placement by the Corporation. Further, any verbal or other non-written communication that is contrary to or inconsistent with information provided in written form should not be relied upon. Therefore, this PPM may not contain all information and disclosures that would have been required to be included with a disclosure document for the proposed Placement had such a document been required to be registered with the SEC in the USA, ASIC in Australia, the FMA in NZ or any other jurisdiction. Any person contemplating investing should make their own independent investigation of the terms of the placement, the projections, values, assumptions and estimates after taking all appropriate advice from qualified professional persons and base any investment decision on their investigations and advice received.

17.3 Forward looking financial information

All forward looking financial information in this PPM is for illustrative purposes only using sources as described and is based on a combination of best estimate and hypothetical assumptions. Actual results may be materially affected by changes in economic and other circumstances. Any reliance placed upon the accuracy of projections and other information provided, and the appropriateness of assumptions and qualifications used, is a matter for any prospective Investor’s own commercial judgement. No representation or warranty is made that any projected values, assumptions or estimates contained in this PPM should or will be achieved. As indicated, some figures are expressed in both NZ and US dollars for ease of reference where appropriate in relation to a particular statement.

17.4 Private Placement Memorandum Date

This PPM should be read and construed with any amendment or supplement distributed by the Corporation from time to time and with any other documents incorporated by reference to this PPM. The information contained in this PPM and any documents referred to have been prepared up to or as at its stipulated date, the “effective date.” The delivery of this PPM does not imply, nor should it be relied upon as a representation or warranty, that there has been no change since the effective date in the affairs or financial condition of the Corporation or any other information contained therein.

17.5 Authorized Information

To the best of the director’s knowledge, this PPM does not knowingly contain any untrue statement of a material fact, nor does it knowingly omit to state a material fact, which would make the statements herein misleading or deceptive in light of the circumstances under which they were made. No person has been authorised by the Corporation to give any information nor to make any representation not contained in, or not consistent with, the PPM, or any other document entered into in relation to this PPM or any information supplied or approved by the Corporation in connection with this Placement and not notified by the Corporation to have been withdrawn, or to be incorrect or out of date. If such information or representation is given or made, it should not be relied upon as having been authorised by the Corporation.

17.6 Responsibility for Information

The Corporation and its directors accept responsibility for the contents of this PPM. However, no representation or warranty is made as to the accuracy or completeness of the information contained in this PPM, except to the extent that liability under any applicable law cannot be excluded. Each recipient of this PPM must keep confidential all information disclosed in relation to this Placement which may not be reproduced in whole, or in part, for any purpose whatsoever.

17.7 Consents and Disclaimers of Responsibility

No professional firms or parties take any responsibility for any part of the PPM and have not caused or authorised the issue of this Placement Memorandum.

17.8 Interests of Experts and Advisers

Other than as set out below or elsewhere disclosed in this PPM, no expert or any firm in which any expert is a partner has, or has had in the 2 years before the date of this PPM, any interest in the promotion of, or in any property proposed to be acquired by the Corporation and no amounts, whether in cash or notes or otherwise, have been paid or agreed to be paid to any expert (or to any firm in which he or she is or was a partner) for services rendered by the expert or the firm in connection with the promotion of the Corporation or in connection with this PPM.

17.9 Interests of Directors

Other than as set out below and/or disclosed elsewhere in this PPM, no director or proposed director of the Corporation and no firm in which a director or proposed director of the Corporation is or was at the relevant time, a partner has, or has had in 2 years before the date of this PPM, any interest in the promotion of, or in any property proposed to be acquired by the Corporation. No amounts, whether in cash or shares or otherwise, have been paid or agreed to be paid to any director or proposed director of the Corporation, (or to any firm in which he or she is or was a partner) either to induce him/her to become, or to qualify him/her as a director, or otherwise for services rendered by him/her or by the firm in connection with the promotion or formation of the Corporation. The following interests of the directors of the Corporation in contracts and/or arrangements made between the Corporation and the following directors are disclosed in addition to the disclosures made elsewhere in this PPM.

- a) That the interests of Brink and Iverson were recipients of the securities referenced in Table 11.
- b) Iverson, Brink and Cilliers will enjoy financial benefit from outsource VAMS Provider fees and charges paid by the Corporation for such services in the normal course of business.

17.10 Related Party Transactions

The Corporation discloses its intention to use the funds raised under this PPM to make payment to Related Affiliates that may be associated with the shareholders and directors and hence with the company where those Related Affiliates provide services to the Corporation. The Corporation may provide funding to a Related Affiliate or Corporation. Moneys raised pursuant to this Placement may be on-lent to subsidiaries and / or Related Entities, Affiliates or Corporations of the Corporation for the purposes set out in this PPM. The Directors of the Corporation have, to the best of their knowledge and belief, duly disclosed their beneficial interests in the capital of the Corporation in this PPM.



PART 18–FINANCIAL STATEMENT AND REPORT

STATEMENT OF THE DIRECTORS

We have caused to be prepared an interim Statement of Financial Position of Tribal Health Corp as at September 30th 2023, the “Review Date”. Currently, Schedule One excluded offerings in NZ, S708 Sophisticated Investor Offerings in AU and Rule 504 offerings under SEC Regulation D in the US do not require audited financial statements to be presented. For purposes of record this PPM follows the North America Securities Administrators Association (NASAA) Form U7 disclosures required for registration under the Small Corporate Placement Registration (SCOR) process as applied in the State of Colorado (SCOR-WEST) the US domicile of the Corporation and its subsidiaries and/or Related Affiliates as referred to herein. Financial Statements are the responsibility of the Corporation’s directors who make the following statement pertaining to the non-audited Statements of Financial Position that are presented in this PPM and the **Form U7 disclosures which pertain only to pages 12 to 64 of this document.**

In our opinion and unless otherwise stated and/or qualified, the financial statements prepared by the Corporation fairly present the financial position of the Corporation as at both the Review Date and the forecast Post-Money Date in general conformity with Business Combination principles as espoused under **SFAS 141 / 142** in the treatment of the value of the Corporation’s plant-oil stock, harvesting rights, biomass access, Grower-Producer supply programs, therapeutic product distribution system and techniques as applicable, supported by the underlying intellectual property rights that have traditionally been classified as an intangible asset. In light of the Skandia intellectual property valuation model, changing international accounting treatment of intellectual property and the lack of recognized and/or generally accepted protocols applying to mānuka & kānuka tea tree bushland in NZ, the Corporation portends to help pioneer the way in setting valuation benchmarks for such assets which are demonstrably tangible in terms of both cash flow generation and values applied to such assets. Benchmarks and values corroborated by NZ government investment decisions in respect of Provincial growth Fund allocations which have yet to be fully tested in an open market. In the case of certain Affiliates of the Corporation, a quantifiable capital quantum has been assessed through a forecast non-GAAP PE multiple based process deployed by the Corporation, benchmarked where possible to public domain data. The ongoing accuracy of the non-GAAP EBITDA valuations adopted by the Corporation for asset / going concern capitalization / realizable value in the normal course of business will require ongoing validation which will emerge as the mānuka / kānuka therapeutic oil industry gains traction in NZ, the US and elsewhere.

The Financial Statements of the Corporation and its Related Affiliates have been prepared on the basis that the entire proceeds of this offering will be applied to **(1)** revenue generation launch, **(2)** business expansion in both the US and NZ.

In accordance with the exemptions available under SEC Rule 504 no financial statements nor audited statements are required.

Expression of Interest (EOI) review copy only

Nicholas Iverson
NZ Resident Director

Dated this 8th day of May 2024.



PART 19 – SIGNATURES:

The Directors state that they have made all reasonable inquiries and on that basis have reasonable grounds to believe that any statements made by the Directors as set out on pages 12 through to 64 of this PPM together with the Introduction (P3-11) and Exhibits (P65-70) are not misleading or deceptive and to the best of the knowledge of the directors at the day and date hereof are **(1)** fair, **(2)** accurate, having been extracted from **(3)** day to day preparation of the NZ based Related Affiliates to commence harvesting / extraction and shipment, **(4)** in-depth industry knowledge gained from years in the Australian tea tree oil industry, **(5)** circa seven years of research, ecosystem development and market study in NZ (2016-23) from what is believed to be acceptable public domain data, including the treatment of proprietary business intellectual property in accordance with acceptable accounting treatment and practice in the monetization and capitalization of commercialized intellectual property.

The Directors of the Corporation consented to the issue of this Private Placement Memorandum (Product Disclosure Statement) by way of directors’ resolution dated 07/05/22.

Issued and signed by the undersigned in accordance with the said resolution of the Corporation.

Unsigned, Expression of Interest (EOI) review copy only

Nicholas Iverson
NZ Resident Director

Dated this 8th day of May 2024.

SCOR STATEMENT APPEARS BELOW:

The Corporation’s Chief Executive Officer or Chief Financial Officer must sign this Disclosure Document. When signed, the body of directors have represented that they have diligently attempted to confirm the accuracy and completeness of the information in the Document and that all content as at the date of such signature is, to the best of their knowledge and belief, true, fair and accurate.

When thus signed, the signatory represents that the financial statements in the Document have been prepared in accordance with generally accepted accounting principles which have been consistently applied, except where otherwise explained in the notes to the financial statements, Part 18 qualifications (if any) and the reason therefore. That same person also represents that the financial statements fairly state the Corporation’s financial position and results of operations, or receipts and disbursements, (if any) as at the dates and/or periods indicated and represents that year-end (Review Date) figures include all adjustments and assumptions necessary for a fair presentation.

Directors Note:

Note – The Corporation draws a reader’s attention to the “GAAP qualification/explanatory notes” and “SFAS” guidelines set out herein and the issues discussed regarding the treatment and valuation of the Corporation’s intellectual property assets and MPI plant-oil harvesting rights / Business Combination based biomass access / value and/or financial / monetary values attributable thereto and all other aspects pertaining to the proprietary ecosystem developed to support the Business System.

PART 20 – LIST OF ADDENDUMS

The Addendums listed below form part of this Private Placement Memorandum “PPM”
(Product Disclosure Statement).

Addendum	Subject Matter	Pages
Addendum 1	Risk Factors <i>(Page 14 refers)</i>	53-54
Addendum 2	ASIC (AU) / FMCA (NZ) Warning <i>(Statutory warning mandated by Australian Securities & Investment Commission and the NZ Financial Markets Authority)</i>	55
Addendum 3	Glossary of Terms	56-57
Addendum 4	Receipt of PPM <i>(To be signed by a subscribing applicant at time of application)</i>	58
Addendum 5	Subscription Agreement	59



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 is incorporated in Colorado, USA. Being newly incorporated the Corporation is subject to some of the risks inherent in the development of an early stage company. There can be no assurance that the previous growth or trading history and experience of any entities acquired by the Corporation, either pre or post incorporation will continue or that the operations will be profitable in the future.

Limited Capital/Need for Additional Capital: The Corporation has limited access to operating capital and is dependent upon receipt of the proceeds of this offering to expand its operations and further its planned business objectives. Upon completion of this Placement, even if the entire offering amount is raised, the amount of further capital available to the Corporation may be limited and may not be sufficient to enable the Corporation to fully build out and/or expand its proposed business plans. In such a case, additional financing may be required to further develop the Corporation's business plans. Even if the maximum offering herein is consummated, should the Corporation's actual results of operations fall short of its projections or its costs and capital expenditures exceed the amounts projected, the Corporation could be required to seek additional financing. There can be no assurance that the Corporation will be able to raise additional capital if needed or, if such additional financing is available, whether such financing can be secured on terms satisfactory to the Corporation.

Debt Financing Risks: Neither the Corporation's incorporation authority nor its Constitution limit the amount of indebtedness that the Corporation may incur. Subject to limitations in its debt instruments, the Corporation may need to incur additional debt in the future to finance subsidiary or Related Corporations under any capital program to be deployed by the Corporation. The Corporation's continuing indebtedness could potentially impair its ability to obtain additional financing in the future thus possibly limiting the Corporation's ability to take advantage of business opportunities that may arise.

Limited Financial Statement Verification: The Corporation has prepared non-audited financial statements, a copy of which may be supplied by the directors as they shall solely deem appropriate as to party, place and time.

Arbitrary Determination of Placement Price: The price at which the CVS being offered were determined by the Corporation alone and do not necessarily bear fully verifiable or an audited relationship to potential earnings, asset value, book value or any other traditionally recognized criteria of value. No governmental, federal or state agency has made any finding or determination as to the merits, fairness or suitability for investment of the CVS nor has any independent third party, such as an investment banking firm or other expert in the valuation of businesses or securities, made an evaluation of the economic potential of the Corporation. No Counsel retained by the Corporation has been retained to review or verify the merits of an investment from a financial point of view, nor has legal counsel undertaken to conduct such review. Consequently, an investment in the CVS should only be made by prospective investors who, either directly or through their own professional advisors, have the financial and business knowledge and experience to evaluate the merits and risks thereof. Potential investors are advised to seek and obtain independent analysis of the Corporation, its business model, operational platform and prospects before making an investment in the CVS on offer through this PPM.

Best Efforts Placement. This offering is being made on a “best efforts” basis. No commitment exists to purchase all or any part of the CVS being offered herein. There is no guarantee that the Corporation will be able to place any of the CVS or that the Corporation will be able to place any more than the Minimum Subscription sought.

Absence of Public Market: There is no present public market for any of the securities of the Corporation. In addition, no such public market should be relied upon to develop upon conclusion of this Placement. Purchasers of these securities must be prepared to bear the economic risks of investment for an indefinite period of time since the securities cannot be sold other than through a members-only P2P private exchange, but only if the CVS of the Corporation are in fact approved for listing on such private exchange for which there is no assurance at the date of this PPM .

No Assurance of Public Placement. Although the Corporation intends to eventually seek a public offering of its stock, there may be delays in implementing the proposed offering for any number of possible reasons including the condition of the US and/or global stock market conditions and the Corporation's prospects at the time of such offering. The Corporation has no commitment from any underwriter to offer its shares in an initial public offering. Even if the Corporation can make an initial public offering, there can be no assurance that such an offering would be successful or permit the registration of any of these securities offered hereby. The possible delays in a proposed offering, (if any), may possibly require the Corporation to seek alternate financing and there can be no assurance that this financing will be



available, in which case ongoing operations of the Corporation may face a degree of risk. There can be no assurance that the Corporation will ever have a public offering of its stock.

Financial Burden on Investors: A portion of the financial risk of the Corporation’s proposed activities will be borne by the investors who purchase the CVS, while management and the certain service providers stand to realize benefits from stock ownership. See “*USE OF PROCEEDS*” in Part 4.

Control by Present Stockholders. Upon completion of this placement and assuming the maximum number of the CVS are placed, the current stockholders of the Corporation will remain as the owners of a substantial percentage of the outstanding Common Voting Stock, enabling them to elect all the members of the Corporation’s Board of Directors and effectively continue to control the Corporation’s direction and operations. The investors purchasing the CVS will have no direct control over the Corporation. See “*LIMITED LIABILITY OF MANAGEMENT*” and “*DESCRIPTION OF SECURITIES*” Under Part 7.

Discretion in Application of Proceeds: In order to accommodate changing circumstances, the Corporation’s management may reallocate the proceeds of this Placement as referred to in the section of this Memorandum captioned “*USE OF PROCEEDS*” (Part 4) In addition, if the Maximum Subscription under this Placement is raised, a portion will be applied to working capital of the Corporation. Accordingly, the Corporation’s management will have broad discretion in the application of the proceeds of the Maximum Placement. See “*USE OF PROCEEDS*” under Part 4.

Projections: This Memorandum contains information in the nature of projections and/or predictions of future events which may or may not occur. Although management of the Corporation reasonably believes that such projections are based on reasonable assumptions at the date of this PPM, there can be no assurance that they will in fact prove to be correct and therefore must not be relied upon to indicate, or as guarantees of any actual results that may be realized. The level of future cash inflows to the Corporation and its profitability, if any, are very difficult to predict due to uncertainty as to possible changes in economic, market and other circumstances and no representation or warranty is made or to be inferred from any sales or other financial forecasts contained herein. Prospective investors are recommended to consult with their own advisors with respect to any revenue or other financial projections contained herein and to seek such further information from the Corporation as the Corporation is prepared to release considering commercial and business secrets.

Effects of Compliance with Government Regulation: The Corporation, its subsidiaries and Related Corporations and Affiliates are subject to various Governmental, federal, state and local laws, rules and regulations affecting their business and ongoing operations. Difficulties in obtaining or any failure to obtain the necessary licenses or approvals (if required) could cause delays or prevent the development or operation of any given business activity. Any problems which the Corporation, subsidiaries or Related Corporations may encounter in renewing such licenses in one jurisdiction may adversely affect its licensing status on a federal, state or municipal level in other relevant jurisdictions. Some of the operations of the Corporation and its group of companies, may also be subject to regulations normally incidental to business operations (e.g. *occupational safety and health acts, workman’s compensation statutes, unemployment insurance legislation and income tax and social security related regulations*). Although the Corporation and its subsidiary and Related Corporations will make every effort to comply with applicable regulations, it can provide no outright assurance of its ability to do so, nor can it predict the effect of these regulations on its current or future activities, proposed or otherwise.

Authorization of Preferred Stock: The Corporation’s shareholders may authorize the issuance of preferred stock with such designations, rights and preferences as may be determined from time to time by the Corporation’s Board of Directors. Accordingly, the Board of Directors is empowered to issue preferred stock with dividend, liquidation, conversion voting and other rights that could adversely affect the voting power or other rights of the holders of the CVS. Issuance of the outstanding preferred stock could be utilized, under certain circumstances, as a method of discouraging, delaying or preventing a change in control of the Corporation. In addition to the shares provided under this offering, the Corporation may issue further common and / or preferred stock for the purpose of business acquisitions and providing further capital support to Related Affiliates or other approved businesses so acquired and/or invested into for business expansion.

Absence of Independent Representation for Investors: At the date of this Placement, no independent legal, accounting or business advisors have been appointed to represent prospective investors in connection with this Placement. Prospective investors should consult their personal attorneys, accountants or other professional advisors as they deem appropriate.

Lack of Dividends: No assurance can be given that the operations of the Corporation will include the payment of dividends. The Corporation does not currently intend to pay dividends on its Common Voting Shares but does intend to retain future earnings for use in the Corporation’s expansion of its asset base.



ADDENDUM 2 – INVESTMENT WARNINGS AUSTRALIA & NEW ZEALAND FMA (NZ) & ASIC (AU) WARNING–Unlisted Capital Markets

No Established Market for Unquoted Restricted Securities

AUSTRALIA (Corporations Act 2001)

Private, non-registered capital raising in Australia is required to comply with S708 (1) (4) (8) and (11) of the Corporations Act 2001. If any Qualifying Party considering this PPM is an Australian resident, we include this warning that requires the Corporation to include the ASIC warning that appears below.

At the date of this PPM the Corporation is not listed on any recognized Stock Exchange, so consequently there is no established market for unquoted shares in the Corporation. Subject to the Corporation's constitution, investors may transfer their shares by private treaty via the Corporation's share register. Investing in new business carries risk and is speculative. Information listed herein is not intended to be the only information on which you make your investment decisions for the purpose of subscribing for or buying securities. You should make further inquiries to make sure you get all the information you need to decide whether to invest. This may include getting further information such as accounts, business plans, information about ownership of intellectual property, or expert opinions including valuations, auditor's reports and checking information which has already been provided to you before you decide to invest in an opportunity by subscribing to or investing in securities. You are advised to take appropriate professional advice. There is no established market for the restricted unquoted securities in this company and a five-day cooling off period applies to any application forms or contractual agreements in Australia. The information provided has been prepared by, or on behalf of, the business seeking capital. ASIC has not reviewed or vetted this information to ascertain whether it is reliable, accurate or complete. Having no formal market, ordinary shares in this Corporation can only be sold or transferred by private treaty via the Corporation's share register and as permitted as a Restricted Security only. The provider of this information implies no guarantees or warranties. Any person contemplating subscribing for the shares, the subject of a S708 offering must:

- a. make their own independent investigation of the terms of an offer after taking appropriate advice from qualified professional persons; and
- b. base any investment decision on independent investigation and advice.

Any Australian resident recipient of a formal Placement Document agrees that all of the information therein (*except only that information which is available in the public domain except as a result of a breach of these conditions of confidentiality*) is of a confidential nature, that he or she will treat it in a confidential manner, and will not, directly or indirectly, disclose or permit his or her agents or affiliates to disclose any such information without the prior written consent of the Corporation. Where an Offer is being made available to a limited number of Qualifying Parties, no recipient may solicit, directly or indirectly (whether through an agent or otherwise), the participation of another party without the prior written approval of the Corporation. Each recipient must keep confidential all information disclosed in relation to a Placement which may not be reproduced in whole, or in part, for any purpose not expressly required to comply with the law and acknowledges that the offering party has the right to enter, terminate, and conclude negotiations with any party in relation to an offer.

NEW ZEALAND (Financial Market Conduct Act 2013)

Under the Financial Markets Conduct Act 2013, companies making an offer of shares must give information about themselves and the securities to investors. They must also provide share-holders with ongoing financial information about the shares and the company. In most cases, this information must meet legal requirements under that Act for financial reporting and the auditing of financial statements. This is to help investors make in-formed decisions. These rules do not apply to this PPM as the Placement is available only to Accredited Investors (Wholesale Investors) and those who qualify through the Schedule One exclusions available under the Financial Markets Conduct Act 2013. As a result, you may not be given all the information usually required. This placement is only available to NZ residents who qualify within the exclusions applicable to offers made to “Wholesale Investors” who qualify to invest within the parameters as set out in Schedule 1 clauses 3(2)(a)-(c) and 3(3)(a)-(b)(ii) of the FMCA 2013.

NOTICE RE USA & COLORADO RESIDENTS

As a CO domiciled, US corporation, the directors advise that this offer is directed only to investors who qualify under SEC Rule 501 in the USA as Accredited Investors and are deemed to be Qualifying Parties in terms of the Jobs Act 2012 for the purpose of investing in this offer. Certain parties in some offshore jurisdictions such as New Zealand may qualify as investors and may be permitted to invest in this offering under their domestic jurisdictional requirements. Such parties must get their own professional advice in this regard as the Corporation cannot and does not give any such professional advice at any time to any party.



ADDENDUM 3 – 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 Cooperative.

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 form as per Addendum 5 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 Health Corp, a CO for-profit corporation, “TRC”
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 commercial arrangements made with Māori landowners, agribiz operators that add to the going concern value of the Corporation’s Business System
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 a company.
CVS (Common Voting Shares)	Shall mean the Common Voting Shares issued by the Corporation
CVS (Convertible Capital Notes)	Shall mean the Convertible Capital Notes to be issued by the Corporation pursuant to this PPM
Closing Date	Shall mean the day upon which a Placement is closed by the Directors of the Corporation
Corporation/Corporation	Shall mean Tribal Health Corp, a CO, USA registered for-profit corporation.
Conversion Date	Shall mean the day and date upon which any option issued pursuant to any stock or securities option program 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.
Co-Op	Shall mean Tribal Tea Tree Cooperative Limited, a NZ company incorporated under the Companies Act 1993 and registered under the NZ Cooperative Companies Act, 1996..
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 Participatory Management)
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) 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 terms and conditions approved by the Co-Op.
Gross Revenues	Shall mean the gross revenues earned by either the Corporation through the direct sale of its products or by any Licensed Entity in respect of operating the Business System and the sales of products arising therefrom.
Honey-Hut	Shall mean an operational beehive kit ready for installation on a GPS member’s whenua.
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.
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..
IMS	Shall mean the Investor Member Shareholder (members) of the Corporation.

Glossary of terms continues next page.



Glossary of Terms (Continued)

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.
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.
Monetized Capital Value (“MCV”)	Shall mean the going concern balance sheet value adopted from the Cap Rate applied for the purpose of establishing the core capitalization of the Corporation or Related Affiliate.
MPI	Shall mean “Malicious Pathogen Inhibitor” – this attributing to the research validated therapeutic efficacy of mānuka / kānuka plant oil.
MPP	Shall mean “Malicious Pathogen Protection” – a product containing MPI plant oil.
Private Placement Memorandum	Shall mean this investment offer and disclosure document.
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 by the directors.
Participant	Shall mean any party or company in good standing that participates in the Business System
“PPI” Personal Pathogen Inhibitor	Shall mean a native plant-oil that research has demonstrated Personal Pathogen Protecting attributes.
“PPM”	Shall mean this document, a Private Placement Memorandum.
“PPP” Personal Pathogen Protection	Shall mean products containing native MPI plant-oils that help inhibit malicious pathogen contagion.
“POI” Plant Oil Infused	Shall mean a proprietary health & wellness product where MPI plant oil is infused into honey as an ingestible additive that creates a therapeutic health and wellness “health food” 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 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.
SML	Shall mean a State Master Licensors (Corporation) Licensed Entity.
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. Convertible Capital Note “CVS”) issued by the Corporation
Station-1	Shall mean the farm owning company purchased with the proceeds of a capital raising round
Terms of Issue	Shall mean the terms of issue of any security placed under this PPM or approved PDS..
TRC	Shall mean Tribal Health Corp, a CO incorporated for-profit Domestic-C Corp
TTTC	Shall mean Tribal Tea Tree Cooperative Limited, the “Co-Op”.
TSA	Shall mean Taonga Supply Agreement –mānuka/kānuka biomass supply agreement with a GPS
Capital Program Sponsor	Shall mean EzyXchange Ltd, a CO Division of Securities Registered Crowdfunding Intermediary.
VAMS and VAMS Provider	Shall mean the Value-Added Managed Services provided to the Corporation by an approved outsourced, nationally registered and/or duly incorporated Service Provider entity.



ADDENDUM 4 RECEIPT OF MEMORANDUM & APPLICATION DETAILS

Tribal Health 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 Placement as set forth in this PPM, has not been registered with any governmental authority in the USA, NZ or AU. The offer is made pursuant to and in reliance on an exemption from registration in the US pursuant to SEC Rule 504 of Regulation D of Section 3(b) of the Securities Act 1933, in NZ, the exclusions available to legally qualifying Wholesale Investors pursuant to Section 1 of the FMCA 2013 and in Australia, pursuant to the relevant sections of S708 of the Corporations Act 2001.

To: Tribal Health Corp
 From: Applicant / offeree

As a condition to the delivery of this Placement Memorandum, I represent that I have financial responsibility measured by annual income and net worth which is suitable to a proposed investment in a private offer. I recognize both the speculative nature of this investment and the risk of loss from such investment. I am capable of evaluating the merits and risks of making this investment, understand and have evaluated the hazards and merits of such investment. I further represent that I have received this Memorandum and will use this Memorandum only for purposes of evaluating an investment into the Corporation and will not distribute this document; will not copy same and will return this Memorandum to the Corporation in the event that I do not either invest or intend to so invest.

Memorandum Delivered to Applicant on _____

ENTER APPLICANT DETAILS

Name: _____

Business Address: _____

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

Email address (mandatory) _____

Business Telephone Number: _____ **Offeree Signature:** _____

SUBSCRIPTION APPLICATION DETAILS:

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

Enter Subscription Amount here in AUD _____

Enter bank payment reference number _____
 (From bank remittance receipt)

Enter your signature here: _____

TRANSMISSION OF THIS SUBSCRIPTION APPLICATION:

Upon transfer of the funds to the Corporation’s banking account at Bank of America as detailed below and item 75, P34 of this offer, Addendums 4 & 5, are to be completed, signed, emailed to Tribal Health Corp at capital@tribalmanuka.us. You will receive an acknowledgment of receipt of the funds and the duly signed and completed copies of Addendums 4 and 5 together with notification of acceptance of your application upon approval by the directors..

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



ADDENDUM 5 COMMON VOTING SHARES SUBSCRIPTION AGREEMENT

To the Subscriber:

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

1. The CVS being offered and sold are voting, profit sharing as provided for under “The Placement Terms” on Page 15 of this Private Placement Memorandum.
2. By your execution of this CVS Subscription Agreement, you acknowledge that you understand that these securities are being placed in reliance on the exemptions available pursuant to (1) Rule 504, Regulation D of the Securities Act 1933, (2) in NZ, pursuant to Schedule One of the Financial Markets Conduct Act 2013 and that you are legally permitted and qualify to subscribe for the CVS applied for per Addendum 4.
3. By your execution of this CVS Subscription Agreement you acknowledged that **(1)** you have received and examined a copy of the Private Placement Memorandum of the Corporation to which this agreement is annexed as Addendum 5, **(2)** have communicated with a director of the Corporation to ask various questions concerning the Corporation if you desired to do so, and **(3)** have received answers to your satisfaction.
4. You further acknowledge that you are able to bear the economic risk of the investment and maintain your investment in the securities for an indefinite period of time and could bear a total loss of the investment in respect of which no security is held, without changing the standard of living which existed at the time of such investment.

IF THE FOREGOING REPRESENTATIONS ARE TRUE AND CORRECT IN ALL RESPECTS, PLEASE PROVIDE YOUR NAME AND ADDRESS AND SIGN THIS FORM OF CONFIRMATION AT THE PLACES INDICATED BELOW AND RETURN THE SAME TO THE COMPANY TOGETHER WITH ADDENDUM 4 HEREIN, DULY COMPLETED.

I CONFIRM THAT I HAVE READ THE FOREGOING; HAVE RECEIVED THE OFFERING MEMORANDUM PRODUCT DISCLOSURE STATEMENT; AGREE TO THE TERMS THEREOF; THAT I UNDERSTAND THE STATEMENTS CONTAINED THEREIN AS AN EXCLUDED OFFERING; THAT I LEGALLY QUALIFY TO INVEST IN THIS EXCLUDED, RESTRICTED OFFERING.

SUBSCRIBING APPLICANTS NAME AND ADDRESS

SUBSCRIBERS SIGNATURE _____ (Telephone Number) _____

NAME _____

ADDRESS _____

EMAIL ADDRESS _____

For office use only

SUBSCRIPTION ACCEPTED

Tribal Health Corp

By: _____
CEO / Authorized Officer / Party

(E&OE - Errors and Omissions Excluded)



ADDENDUM 6 FORWARD LOOKING STATEMENTS

DISCLAIMER – FORWARD LOOKING STATEMENTS

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 Corporation; (ii) completion of, and the use of proceeds from, the sale of the shares being offered hereunder; (iii) the expected development of the Corporation’s business, projects, and joint ventures; (iv) execution of the Corporation’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 Corporation’s projects; (vi) completion of the Corporation’s projects that are currently underway, in development or otherwise under consideration; (vi) renewal of the Corporation’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 contained in this presentation are based upon what management of the Corporation 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 Corporation 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.

This includes the statements that follow on P.61, 62 & 63.

Forward-Looking Statements (Contd)

NZ PRODUCT TRADING DIVISIONS

VOLUME FORECASTS

The two planned launch products are NZ tea tree mānuka / kānuka oil (*leaf*) giving rise to two (2) gender-specific retail launch SKU's, i.e., “Mānuka Oil for Her” and “Kānuka Oil for Him,”

OIL



“For-Him”



“For-Her”

Comprises NZ mānuka & kānuka tea tree oil sold as gender specific, niche therapeutic SKU's into the USMCA free trade zone, an economy more than 100 times bigger than NZ's. Significant sales volumes are expected in the event of large US retail chains taking up the products, (B2B), supported by channel distribution partners such as cloud hosted, B2C sales apps.

This table is “Forward Looking”

TABLE A

Year	Assumed Trading Period / quantity	Kgs	SKU's	AUD Export Value
1	Trading year #1 (Initial Period – 20ml SKU's @ AUD27.68 per unit)	2,000	100,000	\$2,768,000
2	Trading year #2 (Renewal Period – 20ml SKU's @ AUD28.51 per unit)	5,000	250,000	\$7,127,500
3	Trading year #3 (Renewal Period – 20ml SKU's @ AUD29.37 per unit)	10,000	500,000	\$14,685,000
4	Trading year #4 (Renewal Period – 20ml SKU's @ AUD30.25 per unit)	20,000	1,000,000	\$30,250,000
5	Trading year #5 (Renewal Period – 20ml SKU's @ AUD31.16 per unit)	30,000	1,500,000	\$46,740,000
TOTAL FORECAST EXPORT SALES (not warranted)		67,000	3,350,000	\$101,570,500

HONEY



“For-Him”

- * For many years, NZ mānuka honey was on a global sales roll. But no longer.
- * Reportedly, honey stock piles in NZ now exceed a full years exports.
- * Much of this sales downturn attributable to foreign Court rulings.
- * Foreign Court rulings that removed NZ mānuka honey's “uniqueness”, depressing the premium prices NZ exporters got for mānuka honey. Further UMF/MGO research has also significantly downgraded the claimed therapeutic efficacy of these markers.
- * Based on (1) price, (2) superior therapeutic efficacy, 'POI' therapeutic product is expected to enjoy sales growth traction through brand / product awareness created by the US crowdfunding campaign.

This table is “Forward Looking”

TABLE B

Year	Assumed Trading Periods / quantity	SKU's	US Dollars	NZ Dollars
1	Jan 1 st 2023 through to December 31 st 2023 (Initial Period – 32,000 kgs @ USD13 per kg)	32,000	\$416,000	\$640,000
2	January 1 st 2024 through to December 31 st 2024 (Renewal Period – 64,000 kgs @ USD13.39 per kg)	64,000	\$856,960	\$1,472,000
3	January 1 st 2025 through to December 31 st 2025 (Renewal Period – 128,000 kgs @ USD13.79 per kg)	128,000	\$1,765,120	\$2,715,000
4	January 1 st 2026 through to December 31 st 2026 (Renewal Period – 256,000 kgs @ USD14.21 per kg)	256,000	\$3,637,760	\$5,505,000
5	January 1 st 2027 through to December 31 st 2027 (Renewal Period – 512,000 kgs @ USD14.63 per kg)	512,000	\$7,490,560	\$11,525,000
TOTAL FORECAST EXPORT SALES (not warranted)		576,000	\$14,166,400	\$21,857,000

SUPPLY NOTE

The large stockpiles of mānuka wild bush honey annually available for export suggest that these figures are doable. They have been included in the sales trading forecasts contained in this PPM.



Forward-Looking Statements (Contd)

PART ONE - NZ Production

TABLE C below reflects only the forecast sales for the two core NZ mānuka and kānuka tea tree oil products to be exported as gender-specific, value added SKU's to the US. The “**Year 2**” column below is planned to be in respect of the first two years assuming, (1) a successful closing of this USD10.6m Series A Round, (2) an AUD2.5M investment in NZ to commence plant oil extraction with revenues provided to commence in year 2.

TABLE C

NZ TEA TREE OIL AGRIBIZ LTD - WHOLESALE TRADING OPERATIONS						
	Year 2	Year 3	Year 4	Year 5	Year 6	Year 10
SKU's per kg	50	50	50	50	50	50
SKU's - export units (Refer Table A)	100,000	250,000	500,000	1,000,000	1,500,000	3,000,000
NZ Wholesale price per SKU	27.68	0.00	0.00	0.00	0.00	0.00
Assumed annual price increase	3%	3%	3%	3%	3%	3%
Inflation adjusted RRP per SKU	27.68	28.51	29.37	30.25	31.16	36.12
Total Sales Value	2,768,426	7,128,697	14,685,116	30,251,339	46,738,319	108,365,044
COS (Note 1)	1,538,015	3,960,387	8,158,398	16,806,300	25,965,733	60,202,802
EBITDA - Wholesale ops	1,230,412	3,168,310	6,526,718	13,445,040	20,772,586	48,162,242
EBITDA - Extraction ops	0	981,733	2,004,465	3,756,514	5,242,489	9,190,367
NZ OPS EBITDA	1,230,412	4,150,043	8,531,184	17,201,554	26,015,075	57,352,609
Converted to US Dollars	799,768	2,697,528	5,545,269	11,181,010	16,909,799	37,279,196
SKU transfer value converted to USD	17.99	18.53	19.09	19.66	20.25	23.48

Note 1 The COS is based on an internal transfer price of AUD600 per kg of oil produced on Kohumaru Station plus associated value adding, completed SKU assembly cost on an FOB basis. A cost efficient production cycle where the whenua management / harvesting whānau have had a hands on working experience on the Station for over 50 years. Dating back to when it was converted into a pastoral station under the old Lands & Survey, through to its eventual closing and its tea tree regrowth years to its present day, harvest ready taonga. Oil extraction will take place in a fully equipped factory less than a 15 minute drive from Kohumaru. Owned by the same whānau, the factory has served as the infrastructure hub for the associated mānuka honey operations operated by the whānau for nearly two decades, enjoying ongoing support from local Māori agribiz operators across a wide commercial spectrum. A well-managed, cost effective operation from seed to value adding operations in readiness for export to the US where the founding directors have an excellent launch base.

US EXPORT FOCUS

On P.8 of this PPM, reference is made to the family owned retail property that is to serve as the pilot showcase for the products and the plans for its conversion are noted on P.11. Owned by the family of Linda Brink, a TRC founding shareholder and US resident director, the retail shop is located in the heart of the tourism belt. Currently the Brink family's 50 year old licensed realty firm office, its USD475k value provides the launch capitalization of the first brick 'n mortar retail store operating subsidiary to be setup as the pilot of the planned “*Tribal Health Castle*” branded equity-franchise model.

Non-digital brick 'n mortar distribution will start with a Maoritanga themed, pātaka style instore POS product display stand in a Ft Lauderdale store, part of a 700+ nationwide retail store chain. Similar POS displays will be progressively presented as first-ever, **gender specific**, “**His**”-“**Her**” complementary natural

therapeutic remedies to US retailers. These may include east coast based Publix, (**1,250 stores**), Wholefoods (**500**), CVS Pharmacy (**9,600**), Walgreens (**8,800**), Kroger (**2,700**), The Vitamin Shoppe (**700**), Costco (**730**), Safeway (**900**), Albertsons (**2,900**), Walmart (**4,600**), GNC (**2,800**), Target (**1,980**).

Digital online sales apps offer excellent sales support channels. Sites such as Shopify, YouTube, Facebook, Instagram Shop, Squarespace, WIX, Amazon Prime, BigCommerce, WooCommerce, Volusion, Magento, OpenCart PinnacleCart, Weebly etc offer huge digital distribution potential.

Success in getting onto the shelves of these huge chains, securing repeat orders together with cloud hosted sales apps would secure strong US sales growth, delivering assured recurring income and wealth accretion to rural NZ Grower-Producers.



Forward-Looking Statements (Contd)

PART TWO - US DISTRIBUTION

TABLE D below reflects only the forecast sales for the two core NZ mānuka and kānuka tea tree oil products imported as gender-specific, value added SKUs'. The “**Year 1**” column below is planned to be in respect of the first eighteen (18) months, assuming a successful closing of **(1)** this USD1M Series A **(2)** USD5M crowdfunding campaign. This recognizing the fact that from receipt of incoming capital, there will be a lead-in time from capital closing to (a) NZ production, (b) export shipment, (c) building product distribution channels.

This is a forward looking statement – not warranted to any party – risks apply

NZ TEA TREE OIL TABLE D

Tribal Health Group		FORECAST US IMPORTING & DISTRIBUTION OPERATIONS					
US DISTRIBUTION OPS		Year 1	Year 2	Year 3	Year 4	Year 6	Year 10
SKU's imported ex NZ	kgs	100,000	250,000	500,000	1,000,000	1,500,000	3,000,000
USD Sales value per SKU	USD	49.90	51.40	52.94	54.53	56.16	65.11
USD Sales Value all SKU's	0	4,990,000	12,849,250	26,469,455	54,527,077	84,244,334	195,324,546
Transfer price per SKU in USD	US\$'s	\$17.99	\$18.53	\$19.09	\$19.66	\$20.25	\$23.48
FOB Cost of SKU's	US\$'s	1,799,477	4,633,653	9,545,326	19,663,371	30,379,908	70,437,279
Shipping/ freight costs (US\$'s)	5%	89,974	231,683	477,266	983,169	1,518,995	9,766,227
Landed cost into store	US\$'s	1,889,451	4,865,336	10,022,592	20,646,539	31,898,903	80,203,506
Distribution Costs (US\$'s)	45%	809,765	2,085,144	4,295,397	8,848,517	13,670,958	31,696,775
Internal party costs	20%	359,895	926,731	1,909,065	3,932,674	6,075,982	14,087,456
External party costs	25%	449,869	1,158,413	2,386,331	4,915,843	7,594,977	17,609,320
Non-GAAP EBITDA	US\$'s	2,290,785	5,898,770	12,151,467	25,032,021	38,674,473	83,424,264

This is a forward looking statement – not warranted to any party – risks apply

POI HONEY DIVISION TABLE E

POI HONEY TRADING - US OPS		Year 1	Year 2	Year 3	Year 4	Year 5	Year 10
Total SKU's shipped ex NZ		32,000	64,000	128,000	256,000	512,000	2,700,000
FOB transfer price per SKU	US\$'s	\$13.00	\$13.39	\$13.79	\$14.21	\$14.63	\$16.96
FOB shipment cost		\$416,000	\$856,960	\$1,765,338	\$3,636,595	\$7,491,387	\$45,797,539
Landed Cost into store		732,800	1,509,568	3,109,710	6,406,006	13,196,366	80,674,126
Distribution Costs (US\$'s)	40%	1,267,200	2,610,432	5,377,490	11,077,629	22,819,916	139,506,349
Total COS	0	2,000,000	4,120,000	8,487,200	17,483,632	36,016,282	220,180,475
Gross POI honey retail sales	0	3,168,000	6,526,080	13,443,725	27,694,073	57,049,791	348,765,872
Non-GAAP EBITDA		1,168,000	2,406,080	4,956,525	10,210,441	21,033,509	128,585,397

PART THREE – FORECAST SHAREHOLDER RETURN – TRIBAL HEALTH CORP

These are forward looking statements – not warranted to any party – risks apply

TABLE F

Non-GAAP earnings (USD)		Year 1	Year 2	Year 3	Year 4	Year 5	Year 10
NZ Wholesale (export) Ops	100%	0	0	0	0	0	0
POI Honey Division (NZ)	100%	1,168,000	1,804,560	3,097,828	4,467,068	6,572,971	22,859,626
NZ Extraction Division	0%	0	0	0	0	0	0
US Distribution Ops (Tribal)	100%	2,290,785	5,898,770	9,113,600	12,516,011	16,114,364	34,760,110
AU Manufacturing Ops (NAP)	100%	0	0	0	0	0	0
US Distribution Ops (NAP-US)	100%	612,823	846,272	1,126,701	1,511,668	1,999,926	8,701,317
Non-GAAP EBITDA		4,071,608	8,549,602	13,338,129	18,494,746	24,687,261	66,321,053
<i>Stated in NZD</i>		<i>6,786,013</i>	<i>14,249,337</i>	<i>22,230,215</i>	<i>30,824,577</i>	<i>41,145,435</i>	<i>110,535,088</i>

FORECAST MARKET CAPITALIZATION

These are forward looking statements – not warranted to any party – risks apply

TABLE G

MARKET CAP (EBITDA BASED)		Year 1	Year 2	Year 3	Year 4	Year 5	Year 10
Non-GAAP Earnings multiple	10	40,716,077	85,496,020	133,381,288	184,947,462	246,872,612	663,210,530
MV per share in USD		\$2.04	\$4.27	\$6.67	\$9.25	\$2.51	6.75
MV per share in NZD		\$3.39	\$7.12	\$11.12	\$15.41	\$4.19	11.26
<i>Market Cap in NZD</i>		<i>67,860,128</i>	<i>142,493,366</i>	<i>222,302,146</i>	<i>308,245,770</i>	<i>411,454,353</i>	<i>1,105,350,884</i>



CORPORATE DIRECTORY

NAME OF COMPANY	Tribal Health Corp (incorporated in Colorado USA, # 20191645051)		
OFFICES	US CORPORATE 4610 S Ulster St, Suite 150 Denver Colorado 80237 USA	NZ ADMIN 26 Kemp Rd Kerikeri Northland 0230 Aotearoa/NZ	US ADMIN 2929 East Commercial Blvd Ste 409 Fort Lauderdale Florida 33308 USA
DIRECTORS	J Cilliers (Chairman Pro-Tem) 1199A Whangaparoa Rd Gulf Harbour 0930 New Zealand (Aotearoa)	N Iverson (AU production director) 5 Connell Street Alstonville NSW 2477 Australia	
	L Brink (US resident director/President) 1085 SE 17 th Street Ft Lauderdale FL 33316 USA	E Lloyd (Māori Liaison) 106 Kohumaru Rd Mangonui 0494 New Zealand (Aotearoa)	
OPERATIONS MANAGEMENT (NZ)	Kohumaru Taonga Ltd (Extraction operations) 233 Tipatipa Rd Kaeo, Northland 0479, Aotearoa/NZ		
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 11,000,000 (Eleven million) APPROVED FOR ISSUE – SERIES A & B 6,500,000 (Six Million, five hundred thousand) APPROVED FOR ISSUE – SERIES C 2,500,000 (Two million, five hundred thousand)		
CROWDFUNDING INTERMEDIARY	Fundivations LLC – T/A Title3Funds (SEC registered FINRA member crowdfunding intermediary) 301 Forest Ave Laguna Beach, CA 92651 USA		
US REGISTERED AGENT	Blumberg CPA & Co 4610 South Ulster St Suite 150, Denver, Colorado 80237, USA		
ATTORNEYS (NZ)	Hamilton Locke Level 35, Vero Centre 38 Shortland Street, Auckland 1010		
SECURITY ATTORNEYS (US)	Details available at directors discretion upon request under NDA		
CPA’S – TAX/ACCOUNTING	US – CO based CPA firm – details upon request under due diligence NDA. US – FL based CPA firm – details upon request under due diligence NDA.		
BANKERS:	Bank of America NA Port Everglades Business Centre 941 SE 17 th St Fort Lauderdale, FL 33316, USA		

End Form U7

Tribal Health Corp (US)

<https://tribalmanuka.com>

<https://tribalhealth.us>

<https://tribalteatree.com>

<https://2-bottles-in-every-home>

...ALTHOUGH OUR NZ PRODUCT STORY
BEGAN 1,000 YEARS AGO...

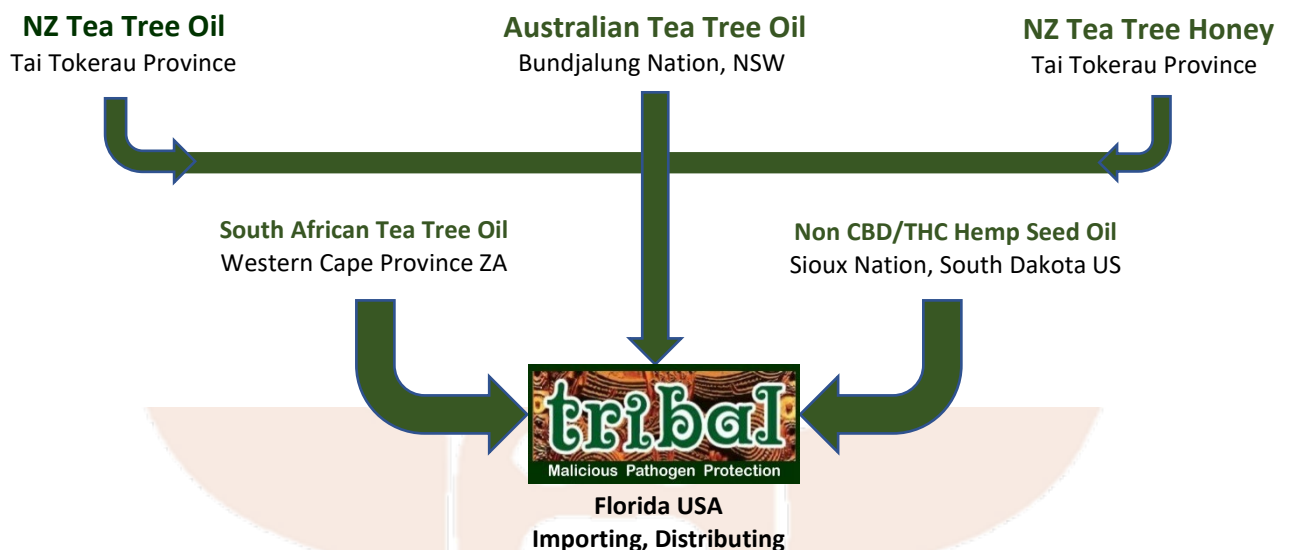
“We don’t make therapeutic claims”



**...Historical native tribal use over the millennia
validates them...**

...our tribal therapeutic resource supply locations...

Working in partnership with tribal owners, these natural resources will come from their customary lands



MEET THE SECTOR DISRUPTORS

Mānuka pollen honey therapeutic claims - V - Mānuka leaf oil therapeutic claims.

The reality is *"It's not a contest"* It never has been.... It never will be!

Disrupting the US 'therapeutic honey' market with NZ-TTO*

"Why use overpriced, low therapeutic efficacy MGO/UMF) honey when you can use high efficacy TTO?"

(* "TTO" NZ Mānuka / Kānuka Tea-Tree Oil)

For many years now, US consumers have been sold the story that the chemotype, Methylglyoxal, "**MGO**" found in mānuka honey is the naturally occurring compound claimed to be responsible for Manuka honey's antibacterial properties, giving rise to what is referred to as the "Unique Manuka Factor" (UMF). Presented as a therapeutic honey health story, the higher the "UMF" content, the higher the retail price.

Marketing spin used to drive product pricing for an **overhyped UMF health claim**. "**POI**" is our acronym for "Tribal" branded, NZ sourced honey products have been "**infused**" with the plant oil extracted from the leaf of the NZ native mānuka & kānuka tea tree species that have a 1,000 plus year history of gender specificity in their use as natural therapeutic remedies and as some do claim, 1,000 X **more efficacious**.



The therapeutic reality!

"As a therapeutic, Mānuka oil is 1,000 x more efficacious than mānuka honey"
(Manuka Biosciences Ltd, website statement).

The **MGO** comes from the NZ tea tree pollen extracted by honey bees from the NZ mānuka tea tree flower.

Our **POI** comes from NZ mānuka & kānuka tea tree oil infused into a tea tree pollen rich honey that meets FDA regulation.

Mānuka tea tree oil "**For Her**" and Kānuka tea tree oil "**For Him**"



Images – concept product cartons



OUR FMA POI – OUR PRICING POD

A gender specific health honey. Therapeutically, a multiplicity of times more efficacious than MGO/UMF content honey at circa half the price.

FIRST MOVER ADVANTAGE GENDER SPECIFIC THERAPEUTIC PRODUCTS

‘TRIBAL’ BRANDED PRODUCT SKU’s

NZ TEA-TREE OIL FORMULATED

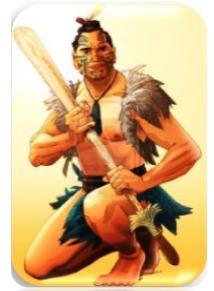
“Delivering natural health & wellness for today’s warriors as practiced by the Ancients according to tikanga, (custom)”.

FMA gender specific therapeutics -a global first from NZ

(As practiced by ancient Māori tribes according to tikanga* for over 1,000 years)



Mānuka for Her



Kānuka for Him



**NZ TEA-TREE OIL”
“Mānuka for Her”**



**NZ TEA-TREE OIL
“Kānuka for Him”**



**POI OMEGA HEMP TONIC
NZ TEA-TREE OIL
“Mānuka for Her”**



**POI OMEGA HEMP TONIC
NZ TEA-TREE OIL
“Kānuka for Him”**

“Customary usage therapeutics, supported by value adding, modern day research”

COMPLETING THE TEA TREE CIRCLE

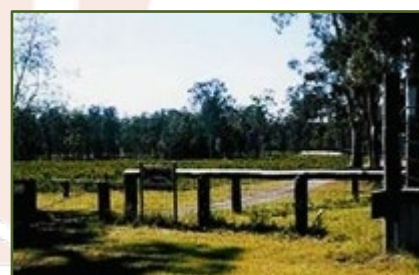
“Oil of Melaluka” – Australian tea tree oil for healthy homes

All three tea trees are members of the Myrtaceae plant species, originating circa 60M years ago.

Kunzea Robusta	NZ Kānuka tea tree	“Kānuka For Him”	(Note 1)
Leptospermum Scoparium	NZ Mānuka tea tree	“Mānuka For Her”	(Note 1)
Melaleuca Alternifolia	AU tea tree	“Melaluka For Home”	(Note 2)

Note 1 Modern day research at recognized medical institutions noted that the Māori tribes of Aotearoa/New Zealand customarily used the kānuka tree as Rongoā (medicine) for the male warriors of the tribe. Mānuka for the tribe’s Wāhine (women). A gender-specific practise that presumably would have been applied by the various tribal groupings dating back to the founding of the country by the legendary Polynesian explorer Kupe in circa 935 CE, giving rise to the tag “1,000 years of treatment in a bottle”.

Note 2 Research in Australia by institutions such as Southern Cross University have stated that the Bundjalung aboriginal nation of northern NSW have inhabited the area for over 30,000 years with research providing evidence that this tribal group used the Australian tea tree as a source of healing and wellness over the millennia. Reportedly, carbon dating of burn pits on the farm now known as “Jendale” in the Bungawalbyn Valley indicated habitation of the area dating back circa 30,000 years. Today, Jendale is predominantly wild bush tea tree with a large number of “mother trees”. Some dated as being circa 1,400 years old. The sister property to Jendale is “Robyndale”, also an organic tea tree oil plantation comprising 405 ha (1,000 acres) with 175 ha now home to intensive tea tree farming operations. An opportunity has now arisen to purchase these two farms.

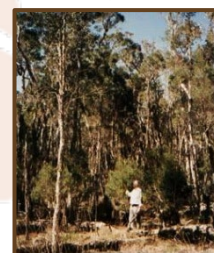


Entrance to Jendale farm photographed by Iverson when visiting the farm in 1992.

HOME PATHOGEN PROTECTION

Australian tea tree oil of *Melaleuca Alternifolia* (*Melaluka*) has long been recognized as a powerful general purpose disinfectant. In 1995, the directors of the Corporation launched a household cleaner/disinfectant called “Tea-Tree Kleen” containing “Oil of Melaluka” featuring use of marketing imagery selected from a children’s art competition run to create “memorable” material for a 1996 natural health products trade show in London.

Former owner of Jendale in a “mother tree” grove - 1992



A “Tea Tree Kleen” POS display stand @ Tea Tree Manor - 1996

PROPOSED PRODUCT “RELAUNCH”

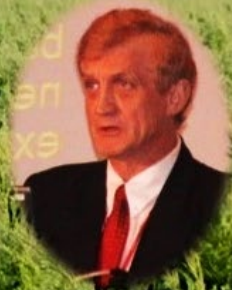
Post-Covid America has created a new awareness in the need to increase the use of disinfectants to help inhibit malicious pathogens that could put both their household and family members at risk of disease. The directors believe that the most appropriate time to launch such health product “for the home” under the “Tribal” brand will be post-closing the US crowdfunding campaign using “Jendale” sourced organic oils. The plantation from where they first purchased AU tea tree oil for the “Tea Tree Manor” brand in 1991.



Linda

AUSTRALIAN TEA TREE — 1991 - 1999

NZ TEA TREE — 2016 - 2023



Nic

Collectively, over 25 Years in the Tea-Tree Oil Industry and its therapeutic products delivery.

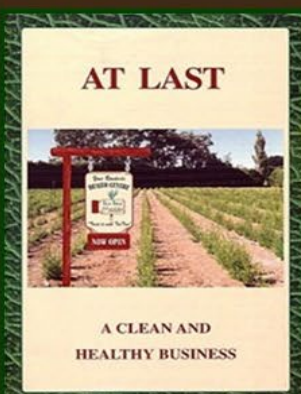


Entrance to a tea tree oil farm in NZ that we leased (and named) in 1996 to increase tea-tree oil supply for the consumer products developed and sold in NZ. An image of these products appears at the bottom of this page



2021 - extraction plant, commissioned/ready

Following entry of our family capital, the much-needed ground prep works were completed, enabling new seedlings to be planted on this Bungawalbyn Valley plantation in northern NSW. *Note how "mother-trees" in the background) were left to grow.*



The same seedlings just one year later. What a difference a year makes!



Children's art-promo 1996

An internal pic of the extraction plant in 1992.



The boiler house & oil extraction plant was like something out of the industrial revolution. But it worked and is still being used to this day! We invite a reader to compare this plant to the 2021 image above.

The TGA registered factory was located in a town close to the plantation. As a boutique factory, it was a low-cost operation. One that is replicable in NZ for regional markets supply. The model that could be applied in NZ to serve the Asian marketplace in a provenance secure manufacturing facility.



It was at a London tradeshow that Linda met the late Dame Anita Roddick, 'Body-Shop' founder and chatted about tea tree oil supply.



A POS display stand packed with "Tea-Tree-Kleen" household disinfectant spray, a proprietary product..

A product we developed was "Tea-Tree-Kleen", a general-purpose disinfectant surface spray formulated with Australian Tea-Tree Oil. A children's art competition (shown) launched it. We plan to bring out a disinfectant surface spray that contains Melaluka, Mānuka and Kānuka pathogen inhibiting oils in the formulation. The Covid-19 pandemic delivered the appropriate environment into which such a product can be launched. The name of the product has been finalized with product formulation provided by our contract manufacturer in the US.