

# PRIVATE PLACEMENT MEMORANDUM

Tribal Natural Healthcare Limited  
2024



A wholly owned NZ operating subsidiary of Tribal Health Corp

## NORTHLAND NEW ZEALAND

OUR NZ māNUKA & kĀNUKA TEA TREE OIL PROVENANCE

*Having been presubscribed, this PPM is for information purposes only*

The NZD10M Series A and B Rounds herein presubscribed, are scheduled to be invested directly into Tribal Natural Healthcare Limited in NZ, post-closing of the NZD450k Pre-Series A Round which consolidates the NZ management structure required to support entry of NZD10M in growth capital.

## CONTENT

SUBJECT	PAGE
Executive Summary	4
Introduction	5-7
<b>PART 1 RECITALS</b>	<b>8-17</b>
Recital 1 A NZ-AU-US cross-border ecosystem	7
Recital 2 Capital Expansion Rounds	8
Recital 3 Series A Round Synopsis	9
Recital 4 Founder Participation	10
Recital 5 USD5M US Crowdfunding Campaign	11
Recital 6 AU Stock Exchange Listing	12
Recital 7 Kohumaru Harvesting Rights	13
Recital 8 Governmental Guidelines Compliance	14
Recital 9 Australian Operations	15
Recital 10 Long Term Trend Investing	16
<b>PART 2 NZ BUSINESS OPERATING PROFILE</b>	<b>18-58</b>
<b>SECTION 1 – PRODUCTION</b>	<b>18-27</b>
Introduction	18-19
NZ Tea Tree Availability	20
Access to Tribal Lands	21
Far-North Production Base	22
Access to Kohumaru	23-24
Tea Tree Foliage (Biomass) Harvesting	25
Tea Tree Oil Extraction	26
A Ngati Kahu Business Base	27
<b>SECTION 2 – PRODUCT DEVELOPMENT</b>	<b>28-35</b>
Introduction	29
Brand Kaupapa (Objective)	30
Market Disruption	31
First Mover Advantage	32
Product Range Extension	33
Plant Oil Infused health products	34
Total Addressable Market	35

<b>SECTION 3 – THE NZ NUMBERS</b>		<b>36-42</b>
Forward Looking Statements		36
NZ Product Trading Division		37-40
US Product Trading / Forecast Group EBITDA		41
NZ Management Team		42
<b>PART 3 AU BUSINESS OPERATING PROFILE</b>		<b>43-51</b>
Introduction		44
TGA facility	Alstonville NSW	45
Dreamtime Station	Bungawalbyn Valley, NSW	46
Plantation-Two-Zero	Woodburn, NSW	47
Intellectual Property		48
The Trading Numbers		49
AU Management Team		50
<b>PART 4 US BUSINESS OPERATING MODEL</b>		<b>51-61</b>
Introduction		52
Introduction to Linda Brink	US Resident Director	53-55
Linda’s FL Showcase		56
Women Empowerment		57
US Distribution	Valancia CA Logistics Hub	58
The US Trading Numbers		59
Asian Expansion		60
US Management Team		61
<b>PART 5 – CAPITAL EXPANSION</b>		<b>62-67</b>
Introduction		63
Series A & B	AUD10M Private Placement	64
Series C	USD5M US Crowdfunding	65
Series D	AUD20M AU Stock Exchange Listing	66
Building the Board	ASX Listing Pathway	67
<b>PART 6 – RESEARCH</b>		<b>68-71</b>
Research Need		60
NZ Tea Tree - A History of Therapeutic Use		70
Regulatory Oversight		71-72

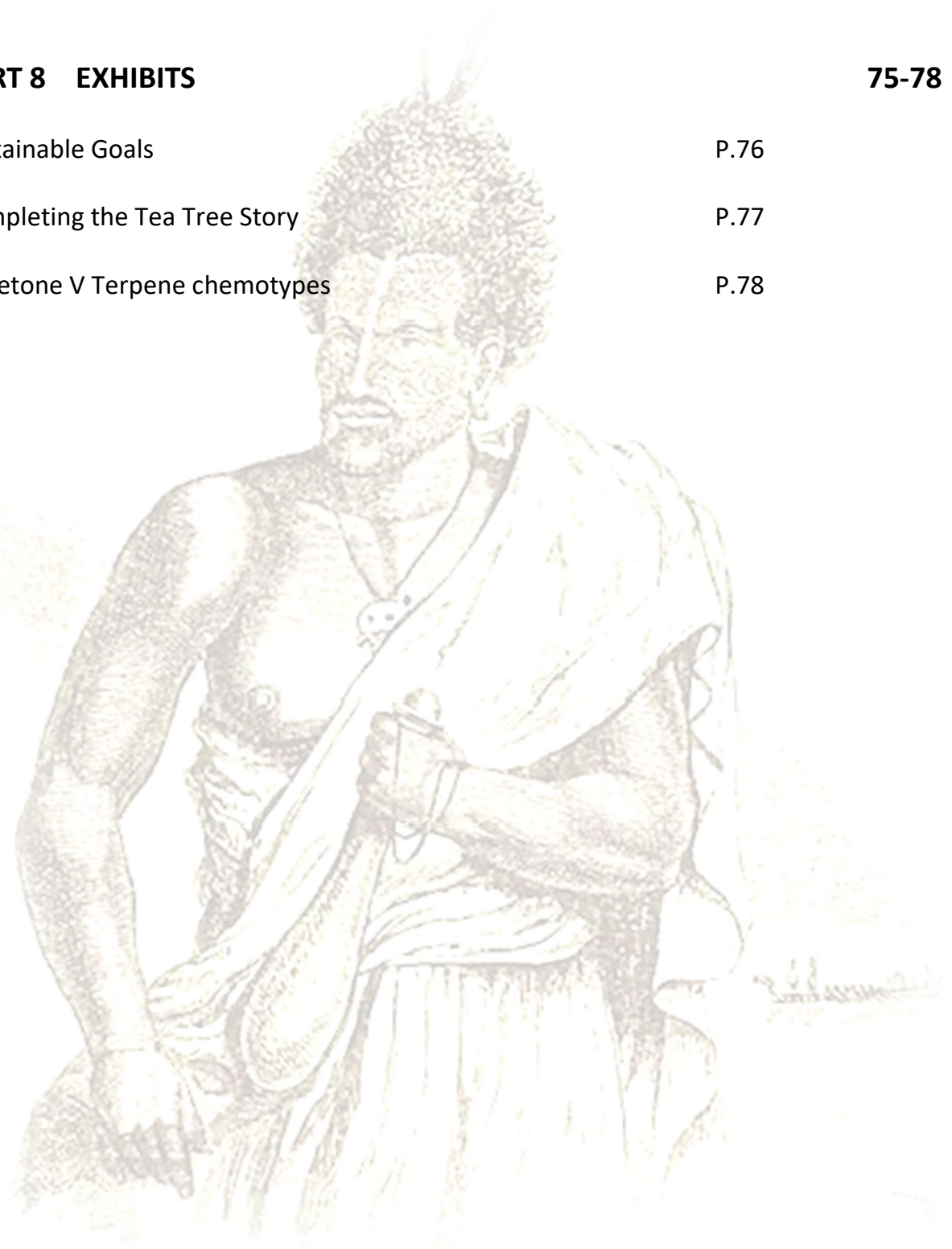
**PART 7 MANAGEMENT PROFILES**  
(Pre & Post Money Business Combination Team)

**73-74**

**PART 8 EXHIBITS**

**75-78**

Sustainable Goals	P.76
Completing the Tea Tree Story	P.77
Triketone V Terpene chemotypes	P.78



Te-Pahi (Circa 1760-1810)

Legendary Ngāpuhi Trader



**PRIVATE PLACEMENT MEMORANDUM**  
**Tribal Natural Healthcare Limited (“TNH”)**  
*(Targeting the USD261B PA infection control sector of the healthcare market)*

**Registered in New Zealand**

**The Series A & B securities described herein have been presubscribed by Tribal Health Corp.**

AU Registered Office. NZ Agribiz Operations support. US Administration office. NZ Project Management office.	5 Connell Street, Alstonville, NSW 2477, Australia 26 Kemp Rd, Kerikeri 0230, Aotearoa/NZ. 2929 E Commercial Blvd, Suite 409, Ft Lauderdale, FL 33308. “Tea Tree Manor”, 26 Kemp Rd, Kerikeri 0230, Aotearoa/NZ.
Email address. Mail address – NZ Project management office. Tel: NZ Project Management office.	capital@tribalmanuka.us. PO Box 80, Kerikeri 0245, Aotearoa/NZ. +64-9-945 6927.
Type of securities offered.	Common Voting Shares (“CVS”).
Price per security.	NZD1.00
Exercise price per option.	Nil.
Sales / Introdurers commission provided.	n/a
Maximum number of securities offered.	10,000,000
Securities Allocation	
Series A - Presubscribed	5,000,000
Series B - Presubscribed	5,000,000
Proceeds @ Minimum subscription.	NZD5,000,000
Proceeds @ Maximum subscription.	NZD10,000,000
Investor hold post Maximum Subscription.	72% (seventy two per cent).

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.

The date of this Private Placement Memorandum is May 31<sup>st</sup> 2024



# INTRODUCTION

## NZ-AU PRODUCTION, US DISTRIBUTION

### NZD 10.45M ROUNDS

TNH is raising the sum of **NZD10,450,000** in regenerative agribiz operations that focus on the production of therapeutic grade Natural Health Products (NHP) for human, animal and aquatic species infection control. A global industry with a Total Addressable Market ("TAM") of USD261B PA enjoying a 19% Compound Annual Growth Rate ("CAGR").

In addition to launching NZ mānuka/kānuka tea tree agribiz operations in Northland, New Zealand (Aotearoa), TNH plans to enter into a **Management Buy In ("MBI")** purchase of targeted, complementary trading divisions of a well-established and profitable NHP manufacturer based in northern NSW, the "**MBI Target**". Any such purchase to be effected through a wholly owned subsidiary to be called "Tribal Therapeutics Australia Pty Ltd "TPA") an SPV holding company that upon completion will own the selected MBI Target companies and assets.

The raising of the NZD10,450,000 is a three step process as follows:

### EXTERNAL

**Pre-Series A** Raise NZD450,000 by way of a Pre-Series A Round to provide the working capital required to meet the costs of drawing down NZD10,000,000 in two Rounds, from Tribal Health Corp. (*Recital 3*).

### INTERNAL

**Series A** Drawdown from Tribal Health Corp, the presubscribed NZD5,000,000 Series A Round. (*Recital 4*).

**Series B** Drawdown from Tribal Health Corp, the presubscribed NZD5,000,000 Series B Round. (*Recital 4*).



**KEY**

- TWIN COAST DISCOVERY ROUTE
- ADDITIONAL TOURING ROUTE
- MINOR ROAD



# PART ONE

# RECITALS

*“Whakapūmau te mauri”*  
*(Restoring life’s essence)”*



**“We don’t make therapeutic claims”**

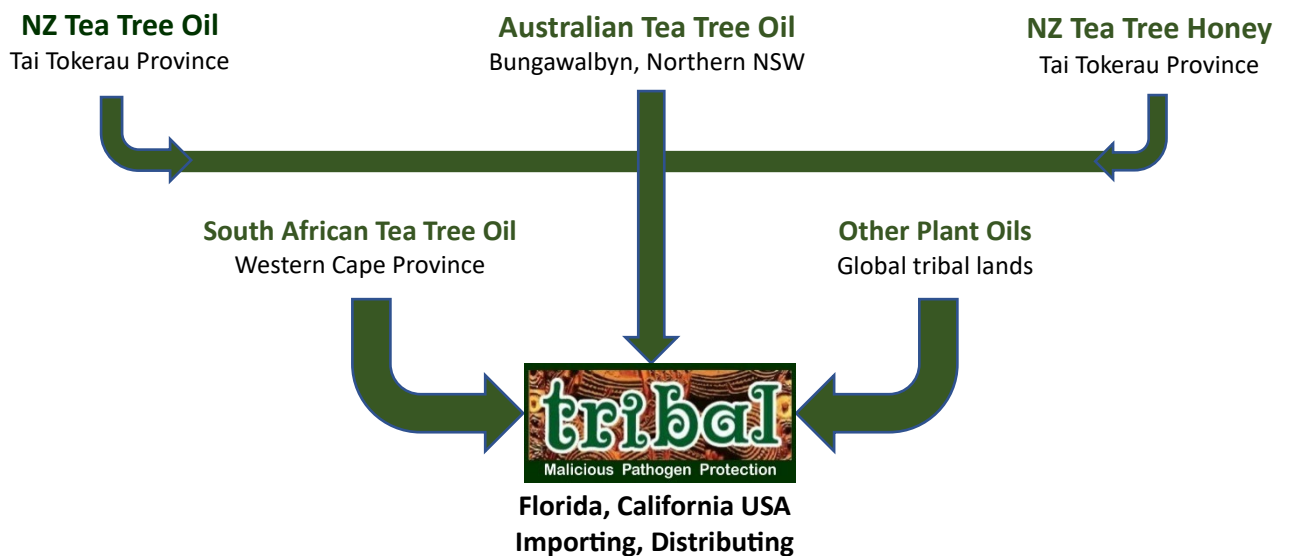


**...Historical native tribal use over the millennia validates them...**

*(Further validated by modern research)*

**...tribal product supply locations...**

*Working in partnership with tribal owners, these natural resources are extracted from tribal lands*



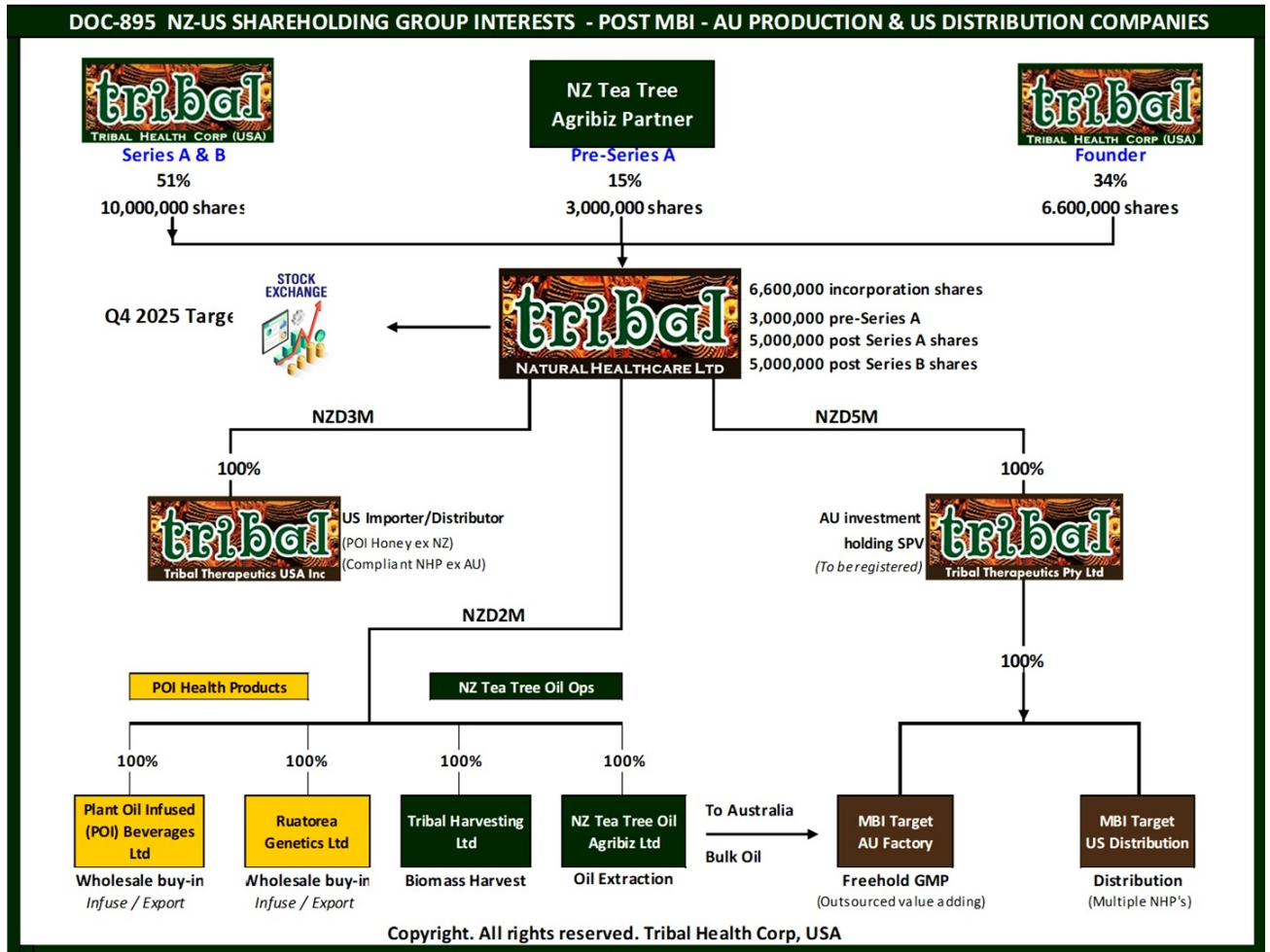




# RECITAL 1

## A NZ-AU-US cross-border ecosystem

With closing of the NZD10M Series A & B Rounds, illustrated below is the cross-border trading ecosystem.





## RECITAL 2

### CAPITAL EXPANSION ROUNDS

(Refer Part 5)

Tribal Health Corp has adopted the Silicon Valley capital “rounds” model for capital expansion as per below.

#### PHASE 1 – YEARS 1-2

**“Targeted”**

ROUND TYPE	QUANTUM	PURPOSE
<b>Seed Capital</b> <i>(Founder Funded).</i> Common Voting Shares.	USD367,000	2016-23 Develop the “Tribal” NZ-US cross border Natural Health Products trading ecosystem.
<b>Pre-Series A (External)</b>	NZD450,000	Fund costs of drawing down Series A & B.
<b>Series A &amp; B (Internal)</b> 10,000,000 Common Voting shares priced at NZD1 each.  Tribal Health Corp. <i>Series A 5,000,000</i> <i>Series B 5,000,000</i>  <i>Presubscribed</i>	NZD10,000,000	NZD5,000,000 Funds (1) launch of NZ tea tree agribiz ops in Northland (2) purchase Australian based Natural Health Product manufacturing facility.  NZD5,000,000 Funds purchase of 2 <sup>nd</sup> TGA / GMP licensed facility in NSW, (2) Funds US product distribution expansion (3) launches NZX pathway to listing.
<b>Series C (Contract signed)</b> <i>“US Crowdfunding campaign”.</i> Common Voting Shares. (Priced at USD2 each).	USD5,000,000	Business Expansion. Acquire Aquatic remedy manufacturing facility in NSW. Lead into the targeted AU Stock Exchange (ASX) IPO and listing. <b>“Recital 5”</b>

#### PHASE 2 (NZX LISTING)

**“End Game”**

<b>Series D</b> <b>“SX Listing”</b> Common Voting Shares. <i>(2:1 share split).</i> Priced at NZD2 each.	NZD20,000,000	Targeted offer of 10,000,000 shares priced at NZD2 each to fund acquisitive expansion.
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## **RECITAL 3**

### **EXTERNAL NZD450,000 PRE-SERIES A PLACEMENT**

*(Due Diligence completion, Board Building, Series A drawdown costs)*

#### **SYNOPSIS**

**EXTERNAL:** From Qualifying Investors as per **Table 1**, Page 5, **NZD450,000** is to provide the working capital required to fund the costs of **(a)** drawing down the NZD10,000,000 Series A and B Rounds capital, **(b)** prepare “Tribal” product launch packaging for 36,000 export SKU’s, **(c)** open the Florida showcase, **(d)** launch a USD5M crowdfunding campaign.

#### **SUMMARY**

An issue of 3,000,000 new shares in TNH priced at NZD0.15c per share, allocated as follows:

##### **WHOLESALE INVESTOR – ND300k**

- ✓ A single investor entity/party.
- ✓ Supports Natural Health Products (NHP).
- ✓ Supports far-north NZ tea tree agribiz.
- ✓ Acquires 3,000,000 shares (31.25%) of TNH.
- ✓ Delivers directorship / annual retainer.
- ✓ Year 1 NZD30,000, / 3 days per month

Funds deployed to **(1)** drawdown NZD10M Series A & B Rounds, **(2)** open US “Tribal” retail product showcase, **(3)** launch USD5M crowdfunding campaign,

## **RECITAL 4**

### **(Series A & B Round – NZD10,000,000 – Capital Allocation)**

Tribal Health Corp “TRC”, the holding company of Tribal Natural Healthcare Limited (“TNH”) has presubscribed for 10,000,000 Common Voting Shares (CVS) in TNH by way of Series A and B Rounds as follows:

**WHEREAS** the current issued share capital of TNH is 6,600,000 Common Voting Shares (“CVS”), with 5,000,000 held by TRC and 1,600,000 by Incrementum Ltd, a NZ company owned by the NZ resident chairman of TRC, John Cilliers.

**WHEREAS:** The shareholders of TNH have approved the issue of 3,000,000 new CVS priced at NZD0.15c per share as a **NZD450k** Pre-Series A Round (Recital 3).

**WHEREAS:** TRC has agreed to subscribe for **10,000,000 CVS priced at NZD1** per share as follows:

**Allocated 5,000,000 CVS, (Series A).** Presubscribed by Tribal Health Corp (“TRC”). Funds coming from the realization of US properties held by TRC’s founding shareholder, Sanctum Stay Realty Inc (“SSR”) as per “Property Funding” below.

**Allocated 5,000,000 CVS, (Series B).** Presubscribed by Tribal Health Corp (“TRC”). Funds coming from funding available against US properties held by TRC’s founding shareholder, Sanctum Stay Realty Inc (“SSR”) as per “Property Funding” below.

### **PROPERTY FUNDING PLATFORM – USD6.5M (NZD10.8M)**

*Montage of 4 of the 14 properties in family portfolio.*

**a) Realizations: USD3.5M / NZD5M.8M**

Two unencumbered vacant lots with an estimated sale value of USD3.5M will be sold to fund the AUD5M, “Parcel-2” of the AUD10.6M Series A Round.



**b) Credit Line: USD3M / NZD5M**

A USD3M standby line of credit to be set-up against seven unencumbered properties with an estimated MV of USD6.61M/NZD11M. Sufficient to fund the Series B Round.



The expected timeline to complete the USD3.5M Series A funding is within 4-6 weeks of the US resident director/president, (*Linda Brink*) returning to Ft Lauderdale. Upon receipt of the Series A funding, Linda relocates to Valencia CA, to assume control of the US distribution facility.



## RECITAL 5

### US CROWDFUNDING CAMPAIGN (Series C Round – USD5,000,000)

Tribal Health Corp has entered into a “Listing Agreement” with a Laguna Beach CA based, SEC licensed intermediary, FINRA registered member to conduct a USD5M equity crowdfunding campaign pursuant to SEC Regulation Crowdfunding, “REG-CF”. The campaign comprises two steps as follows:

#### STEP-1 “TEST-THE-WATERS”

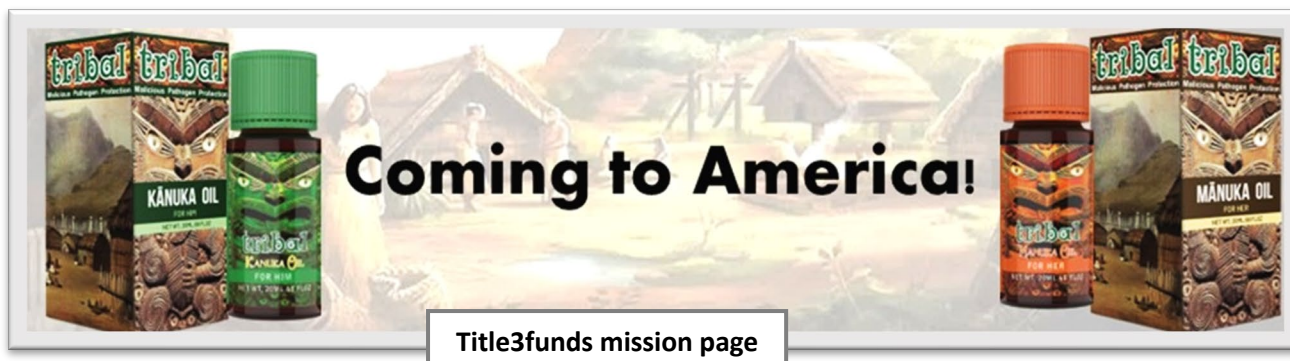
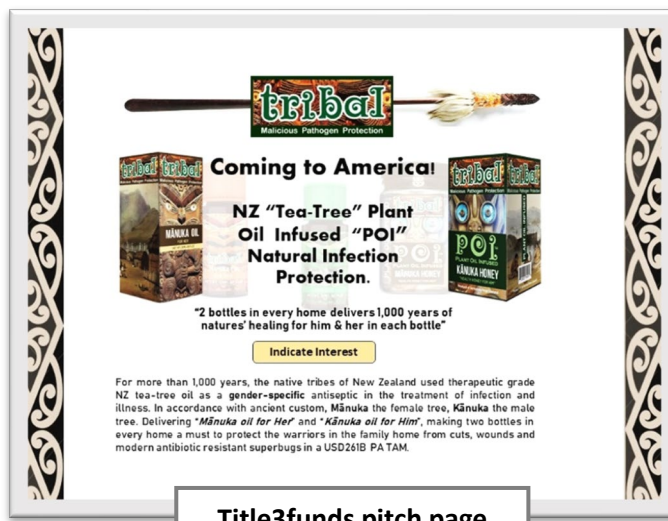
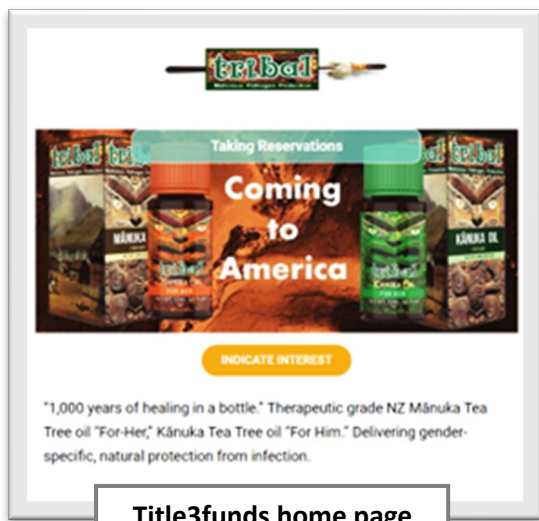
A SEC licensed Intermediary is permitted to conduct via their website, a “test-the-waters” campaign for their clients.

- ✓ Typically onboarded to inform the public that a formal crowdfunding campaign is being prepared to “go live”.

#### STEP-2 “GO LIVE”

A campaign can go live once the mandatory, SEC Form-C has been filed with the SEC by the review attorneys.

- ✓ The “Tribal” campaign is targeted to go live within 4-6 weeks of the US resident director’s return to Fort Lauderdale.



## RECITAL 6

### A STOCK EXCHANGE LISTING BUILDING THE BOARD

**Appointment as an independent director on the TNH board is offered to the Wholesale Investor who picks up a 21% Pre-Series A stake for NZD300k. (Refer Recital 3).**



Typically, it is an SX requirement that any company seeking to list on the Exchange has to have both executive and non-executive directors appointed to the Board.

#### **EARLY-STAGE BOARD APPOINTMENTS**

Typically, a board of directors would have a number of executive directors, involved in the operations of a company on a “hands-on” basis, sitting alongside oversight focused non-executive directors. i.e., professionals who bring varying skills to the board, helping drive expansion, profitability delivery, investor accountability.

#### **PLANNED ROLES / APPOINTMENTS**

#	Position/Role	Appointee	Functions
1	Chairperson <i>Non-Executive – NZ based</i>	John Cilliers	Board direction / company oversight, group Regulatory compliance, NZX listing oversight / ongoing compliance.
2	<b>Independent Director</b> <i>Non-Executive – NZ based</i>	Pre-Series A <i>2024 appointment</i>	All financial controls / external reporting / audit compliance.
3	Executive Director <i>Executive – US Resident Director</i>	Linda Brink	US product sales, marketing, product distribution, PR media management, equity-licensing.
4	Executive Director <i>Executive – AU Resident Director</i>	Nicholas Iverson	Value Adding, product development, export, AU financial management and operations support.
5	Audit Committee Chair <i>Non-Executive – NZ Resident</i>	O/S <i>2024 Appointment</i>	Internal control, financial oversight, SX compliance and monitoring.
6	NZ Agribiz Operations <i>Executive – NZ Resident</i>	Luke Shepherd <i>To be finalized</i>	Pre-harvest, farm gate delivery, post-harvest extraction operations, AU export – landowner access agreements - NZ.
7	Director – Therapeutics <i>Non-Executive – AU Based</i>	O/S <i>2024 appointment</i>	Therapeutic product development, AU-US NHP regulatory compliance.
8	Director – Compliance <i>Executive – NZ Based</i>	O/S <i>2024 appointment</i>	NZ securities law compliance, GMP process compliance, financial reporting oversight.



## RECITAL 7

### NZ LAUNCH – KOHUMARU HARVESTING ACCESS

At 944 hectares, Kohumaru Station, (*a former Landcorp pastoral station*), appears to be the largest single owner, “harvest ready” NZ regrowth mānuka and kānuka tea tree resource in the country. Based on 2020 Provincial Growth Fund valuations of Māori owned mānuka plantation lands of AUD23,450 per hectare, the circa 800 ha of harvest ready plantation land on Kohumaru would value at AUD18.76M. The 2019 “Harvesting Rights” contracted to the Corps NZ subsidiary, were valued at AUD3.2M. Approval of the requested extension would value these rights between AUD5-8M.

**WHEREAS** the original Kohumaru Station was surveyed as an 11,062 acre block “*purchased by the Crown*” in 1859 as the “Kohumaru Purchase” under the “Extinguishment of Native Title” policies, widely implemented by the colonial government in the years following Tiriti ‘O Waitangi”, (1840-1865).

**WHEREAS** current ownership of the 944 ha (2,344 acre) Kohumaru Station is vested under the 1949 Property Law Act in the name of the English Crown, currently his Majesty, the King of England.

**WHEREAS** Kohumaru Station title and the rights attaching to such title are currently managed for the English Crown by the Commissioner of Crown Lands, acting through the Crown Property management division of Land Information New Zealand, “LINZ”.

**WHEREAS** the Station has now been land-banked by LINZ to allow the various Māori tribal claims re ownership to be resolved through the Waitangi Treaty Settlements process.

**WHEREAS** pending such resolution, LINZ approved leasing Kohumaru Station to third parties in consideration of payment of rentals for regeneratively based agribiz purposes.

**WHEREAS** on December 12<sup>th</sup> 2017, Her Majesty the Queen, acting by and through the Commissioner of Crown Lands did, pursuant to Section 67 of the Crown Land Act 1949 lease Kohumaru Station to Eric Robin Lloyd (Ngati Kahu) as Lessee / Tenant.

**WHEREAS** on June 1<sup>st</sup>, 2019, Eric Robin Lloyd did enter into a Taonga Supply Agreement (TSA) with “Tribal” who was granted “*exclusive cutting and harvesting rights to 450ha of harvestable mānuka and kānuka foliage*” to December 1<sup>st</sup> 2027 with renewal rights.

**WHEREAS** the negative impact of Covid-19 on elderly Māori limited entry to Māori controlled lands / areas for over two years, the need to secure a LINZ supported agreement to setup a permanent harvesting hub on Kohumaru requiring a longer Crown lease with Lloyd saw Tribal approach LINZ to secure a 20 year right to possession of the land comprising the Station Managers compound on which harvesting equipment will be based to drive the harvesting operations required to meet the forecast export quantities.



## RECITAL 8

### NZ GOVERNMENTAL GUIDELINES COMPLIANCE

The NZ tea tree agribiz project on Kohumaru Station aligns with the broader socio-economic policies and guidelines of the following Governmental bodies:

#### REGIONAL GOVERNMENT

*Objective of the Tai Tokerau Northland Economic Action Plan:*

- ❖ **Education**      Improving pathways to employment.
- ❖ **Forestry**        Unlock the potential of Māori forestry innovations and aspirations.
- ❖ **Honey**            Build capacity / capability in the region’s honey & horticulture industry.
- ❖ **Manuka**          Build Māori commercial interest through taonga economic benefit.
- ❖ **Land & water**    Sustainably use land and water resources to increase productivity from current enterprises and shift resources to higher value uses, supporting the development of Māori land as a priority for growth.

#### CENTRAL GOVERNMENT

*Objectives of the Ministry of Regional Development:*

- ❖ **Create**            jobs.
- ❖ **Provide**          on the job training.
- ❖ **Create**            Māori development on low / unproductive Māori land.
- ❖ **Create**            community resilience through infrastructure improvement and wealth.
- ❖ **Increase**        plantings of native plants / trees.
- ❖ **Deploy**          water conservation techniques and management.
- ❖ **Support**          the development of affordable housing on whānau owned and operated agri-biz units where resident labour is an important factor in rural agriculturally based operations.

#### FORECAST TIRINGA PAYMENTS (This is a “Forward Looking Statement which is not warranted)

Year		Kgs produced	Tiringa per Kg	NZ Dollars
1	Kohumaru Station	2,000	\$25	\$50,000
2	Kohumaru Station	5,000	\$26	\$130,000
3	Kohumaru Station	10,000	\$27	\$270,000
4	Kohumaru Station and others	20,000	\$28	\$560,000
5	Kohumaru Station and others	30,000	\$29	\$870,000
<b>TOTAL FORECAST TIRINGA</b>		<b>67,000</b>	Indicative only	<b>\$1,880,000</b>





## **RECITAL 9**

### **AUSTRALIAN “HUB” OPERATIONS**

Recital 3 in this paper refers to Series A (AUD5M) having been allocated for the purchase of a well-established, 35 year old tea tree oil based natural health products manufacturer in NSW, Australia as well as its 11 year old distribution / sales / marketing and product shipping subsidiary based in CA, USA. The purchase will provide a strong product logistics fulfilment centre for the NZ tea tree oil that will be shipped in bulk form to the TGA facility in Alstonville as described in this paper.

#### **AUSTRALIAN MANUFACTURING HUB**

The “Tribal” founding directors and shareholders were active participants in the above captioned Australian tea tree oil sector (1991-99) gaining valuable experience during the early years of the “Therapeutic Goods Act 1989”. Legislation now followed with the “Therapeutic Products Act 2023” in New Zealand which will have a profound impact on the NHP sector.

- ❖ The founders experience was directly gained through the Bungawalbyn Valley plantations and their TGA approved manufacturing facility in northern NSW.
- ❖ This AU tea tree industry knowledge, supported by the founders US operating base provides an excellent interface to the US west coast based fulfilment hub operated by the Australian based company.
- ❖ Access to a TGA / GMP certified manufacturing facility in Australia will enable the enlarged group to export the NZ oils in bulk to the AU facility, this resulting in both significant capex reduction and Natural Health Products regulatory compliance in NZ.

#### **DELIVERING NZ FINANCIAL PERFORMANCE ENHANCEMENT**

The planned Australian acquisition will have a major impact on the financial performance content in this partnering paper which focuses on the building of an intergenerational NZ tea tree agribiz based in the far-north region of New Zealand.

An area where current tea tree agribiz sector production is miniscule. Currently operated on a capital constrained basis by two small family owned / controlled operations with limited resource access and industry experience.

With the financial and intellectual capital available to support the “Tribal” project through its planned Australian acquisition, supported by (1) its far-north based “Business Combination” ecosystem, (2) equipment available to commence extraction operations, (3) access to a huge biomass resource, the Australian support base/facility will see the rapid emergence of a major export focused supplier in the NZ tea tree agribiz sector.

## RECITAL 10

### LONG TERM TREND INVESTING

This AUD10M Pre-Series A Round by Tribal Health Corp is an investment in two major trends.

#### GLOBAL TRENDS

(1) **Natural Capital Investing.**

*“The natural resources and environmental features in a given area, regarded as having economic value or providing a service to humankind”. Natural capital is also a term applied to the stock of renewable and non-renewable resources, i.e. plants, animals, air, water, soils and minerals that combine to yield a flow of benefits to humanity.*

(2) **Natural Health Product Usage.**

*“The growing global consumer concern about the potential side-effects and increasingly questionable therapeutic efficacy of synthetic / chemical-based health products is seeing an exponential growth in a consumer led migration to natural plant based products derived directly from nature which deliver positive perceptions, considering botanicals as premium ingredients that effectively deliver safer and more holistic wellness”.*

#### LOCAL TRENDS

(3) **Treaty Settlement**

*The Ngāpuhi (Tai Tokerau province) Treaty of Waitangi settlement between the “Crown” and the tribal groupings that comprise the Ngāpuhi settlement, will most likely be the largest settlement when completed. This attributing to a number of facts including interalia, (1) that the original “Tiriti ‘O Waitangi” was signed on the grounds of a property owned by the Ngāpuhi tribe in the historic Bay of Islands, the birthplace of colonization that led to what one could call euphemistically call “modern day New Zealand / Aotearoa, (2) that by population, the Ngāpuhi tribes are the largest tribal grouping in the country.*

*It's probably safe to assume that the settlement will exceed NZD300M, bringing with it, a financial resource that will have a huge socio-economic impact on the entire rohe as investments start to kick in, creating a new economic dawn for the Northland (Tai Tokerau) province, our biomass supply source and HQ.*

# PART TWO

## BUSINESS OPERATING PROFILE NEW ZEALAND / AOTEAROA.

**“Delivering socio-economic benefit to economically marginalized, rural communities and landowning Māori agribiz participants in the far-north of Tai-Tokerau Province, home to the Ngāpuhi”.**

### THE TRIBAL INVESTMENT KAUPAPA

#### For Investors

“To build a profitable, integrated, value added *Seed-to-Ship* production supply chain in NZ & AU, seamlessly interfaced to support *Ship-to-Shelf* distribution in the US”.

#### For Grower-Producers

“To deliver recurring annual income and wealth creation through long term supply contracts linking access to capital as espoused by the NZ Reserve Bank, supporting regenerative agribiz ownership by rural ‘*whānau-on-the-whāma*’ in accordance with tikanga”.

**“EHARA TAKU TOA I TE TOA TAKITAHU, HE TOA TAKITINI”**

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

# PART 2

# SECTION 1



## NZ TEA TREE OIL PRODUCTION

Linda and Luke atop "The Beast" one of two tea tree oil extraction units in the far-north of NZ ready to commence full commercial scale oil production.

# TEA TREE RESOURCE AVAILABILITY

## THE WILD BUSHLAND RESOURCE

Government funded research tells us that there is circa 720,000 ha of mānuka/kānuka bushland in the North Island of Aotearoa/NZ, representing approximately 6% of the total land mass. It is estimated that the Far North region comprises 15% of this total, delivering circa 108,000 ha of mānuka/kānuka bushland. Nationally, it is estimated that the 2023 total production of oil from this resource was only 12-15 tons produced by eight grower-producers compared to the more than 800 tons of Australian tea-tree oil produced by circa 130 growers in Australia. Of course, not all of the resource is harvest accessible but does provide an indication of the resource's commercial value and how its commercialization will change the economic fortunes of rural Māori landowners.

## RESOURCE COMMERCIAL POTENTIAL – NORTH ISLAND

720,000 ha of manuka/kanuka bushland.

- @ 6 tons of foliage per ha.
- = 4,320,000 tons of foliage.
- @ 3 kgs of oil per ton of foliage.
- = 12,960,000 kgs of oil (12,960 tons).
- @ NZ\$300 AFGP (Annual Farm Gate Payment 2019 base) per kg.
- = NZ\$3,880,000,000 (**\$3.88B**) @ AFGP / **\$7.76B** @ transfer price & circa **\$38.8B** @ US retail.



"Mānuka for Her"

## RESOURCE COMMERCIAL POTENTIAL – NORTH ISLAND – FAR NORTH

108,000 ha of manuka/kanuka bushland (15% of North Island total).

- @ 6 tons of foliage (on average) per ha.
- = 648,000 tons of foliage.
- @ 3 kgs of oil per ton (on average) of foliage.
- = 1,944,000 kgs of oil (1,944 tons).
- @ NZ\$300 AFGP (Annual Farm Gate Payment 2019 base) per kg.
- = NZ\$583,200,000 (**\$0.583B**) @ AFGP / **\$1.17B** @ transfer price & circa **\$5.85B** @ US retail.



"Kānuka for Him"

This volume of raw foliage in the Far-North tells us that there is plentiful resource available to support the development and growth of a large mānuka / kānuka oil agribiz capable of meeting growing US demand for many years. The wild-bush resource, to be supplemented by increased commercial tea-tree plantation operations.

**Land use reports in the public domain advise that circa 85% of this resource is found on customary Māori owned tribal land where access must accord with tikanga protocols.**

## RESOURCE THERAPEUTIC TRAITS

## PRINCIPAL CHEMOTYPES

**Monoterpenes:** Tests by Plant & Food Research (A Government Research Institute) found that the mānuka oil in the Far-North is rich in this active which research publications state is effective as an anti-inflammatory and antioxidant with research indicating it may be helpful in the treatment of **atherosclerosis**.

**Sesquiterpenes:** These have been found to be helpful in the treatment of **dermatophytosis**, (infection of hair, skin & nails) and the same Government research Institute found that the oils extracted from mānuka in the Far-North also being rich in this compound.

**Beta-Triketone:** The third major identified active in (east coast) mānuka is **Triketone** (aka *leptospermone*) with research by Plant & Food reporting this active as being very low in oils produced in the Far-North. Some claim that it is an active microbial, effective in limited bacteria applications. However, in 1977, Stauffer Chemical Co research found leptospermone to be a natural herbicide producing toxins that protect its host tree from invasion by other plant species and has been widely synthesized to produce chemical based agricultural pest and weed sprays. This little known fact supports the Tribal "alternative" oil marketing strategy to be deployed as the major POD between terpene rich oils from the Far-North and those produced in an isolated East Cape coastal area where stressed plants produce high levels of triketone to counter wind-borne seeds from establishing a presence in the area.



# ACCESS TO TRIBAL LANDS

“Fundamental to long-term supply surety from native owned lands”

## “WHANAU-ON-THE-WHENUA” THE 5 SUPPLY PILLARS

### (“Families on the Land”)

*“To deliver sustainable income and wealth generation for rural ‘whānau-on-the-whenua’ by helping to rebuild economically marginalized rural communities through a Grower-Producer owned and operated, mānuka/kānuka focussed agribiz “Business Combination” delivered through adherence to the following five pillars which were developed with and agreed to by a group of Opotiki based, east coast Māori kaumatua over a period of 4 years (2016-2019).”*

#### PILLAR 1

##### Taonga Supply Agreement (“TSA”)

A 20-year mānuka/kānuka foliage supply contract between **(1)** Grower-Producer whānau who own & farm the trees on their whenua and **(2)** the Co-Op through its nominated harvest contracting and extraction SPV entity.

#### PILLAR 2

##### Annual Farm Gate Price (“AFGP”)

The Co-Op member approved Annual Farm Gate Price per kg of oil produced from the foliage collected at the Grower-Producers farm gate. This payment is made under a TSA, delivering a **sustainable & recurring income** stream to the Grower-Producer whānau.

#### PILLAR 3

##### Product Profit Sharing

All Grower-Producer (transacting shareholder) whānau members of the Co-Op share in the profit distribution from the proprietary, value adding consumer products that form part of the value integration chain. This sharing **delivers extra income** to the Grower-Producer whānau through a dividend payment process.

#### PILLAR 4

##### Taonga Extraction Tiringa (*Royalty*)

Central to every Māori community across the country, is the Marae, many of which are in dire need of funds to repair, refurbish/upgrade in order to continue to provide the spiritual eco-sphere that a Marae delivers to its local community. The Co-Op system provides for the payment of an extraction Tiringa (*royalty*), calculated on the extraction factory’s bulk oil transfer prices to be paid into a trustee managed Marae Support Fund, (“MSF”).

#### PILLAR 5

##### Transacting Member Shares

Common Voting (Transacting Member) Shares are issued to a Grower-Producer whānau in accordance with the terms & conditions of the TSA. Current modelling is for the Co-Op to allocate 1,332 shares per contracted mānuka / kānuka carrying hectare under a 20-year TSA. 100M shares are reserved for assignment to Grower-Producers that upon completion, forecasts 50,000ha of mature mānuka and kānuka bushland under contract, potentially delivering a forecast **\$1B in wealth creation** to members.

# OUR FAR-NORTH PRODUCTION BASE

The “Quad K” NZ tea tree golden triangle. Kerikeri-Kaikōhe-Kaitaia-Kohumaru. Home to tribal driven, intergenerationally regenerative agribiz.



## NZ TEA TREE AGRIBIZ OPERATORS IN THE GOLDEN TRIANGLE.

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

Over the past few years, four operators 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 Aotearoa. One of them, a AUD1.5M taxpayer funded startup launched in 2019 which appears to have set itself up as a very small, value added skin care products business drawing on hand harvested mānuka tea tree biomass sourced close to the regional town of Kaikōhe.

**The longest established** is one based in the Kaitaia area. Supported by a Māori owned and operated honey business, a recently installed extraction facility is up and running. With foliage initially sourced from wild bush and 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 typically 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.

**South east of Kerikeri**, a facility has been set up in the Paihia area using supercritical fluid extraction technology. The operator has expressed an interest to partner in plant oil infused kiwifruit health juice for the US market.

**In the Whangaroa** harbour area one of our “Business Combination” partners recently imported/commissioned a state-of-the-art extraction facility to extract oil as part of our far-north development process.

**The largest**, best integrated operation is our primary supply partner, **Kohumaru Station’s** operator who interalia hold a valuable Crown lease over the Station’s massive taonga supply source and has granted harvesting rights to “Tribal” interests. An interface that has created a future multimillion-dollar business combination platform that supports the supply relationship as the parties collectively work together with local kaiārahi and kaitiaki, in developing the *Whakapūmau te mauri* program being implemented to support the emergence of a tikanga compliant supply ecosystem with a Maoritanga provenance delivering recurring, intergenerational income and wealth generation for all tangata whenua ecosystem participants.

# ACCESS TO KOHUMARU

Photograph of the southern entrance to Kohumaru Station via Tipatipa Rd

Excluding the honey income, this is what circa AUD100M+ of mānuka & kānuka oil on a 944ha regrowth plantation looks like from a satellite. Benchmarking off PGF investments, this 944ha of native land values at AUD22.136M.



**Located on Kohumaru Station, a resource operated by Māori tribal interests.**

With circa 85% of the total NZ mānuka and kānuka tea tree resource growing on Māori land, offering jars of honey or hive location fees just doesn't cut it with the Māori landowners any longer. After years of economic marginalization, and capital access alienation, landowners want to control access to their whenua where they can apply regenerative whenua management, extraction & post-harvest activity through commercial structures that accord with "Tikanga", i.e. traditional Māori values.

One may secure a product acceptance into a massive US chain such as CVS Pharmacy, Walgreens, Publix, Whole Foods etc. but without an assured, verified and audited product supply chain and UTZ certification, such large distribution opportunities will not be readily available.

In a changing NZ socio-political economic environment, the key to supply is not an atavistic "forestry lease" that modern day Māori don't trust. Access lies in establishing a new commercial structure that interfaces tribal lore with commercial law. A process that over the past eight years, our Kaiārahi has emphasized with the Tribal ecosystem developers, must be inculcated into the supply mosaic.

**A process called "*Whakapūmau te mauri*", the "*uplifting of life's essence*".**





# KOHUMARU

"The Trusted Provenance of NZ Tea Tree Agribiz"

## KOHUMARU TAONGA SUPPLY

Quite clearly, recent post-election events in the evolving socio-political landscape in Aotearoa / NZ and the elusive Treaty Settlement with the Ngāpuhi tribal collective indicates that a new working partnership model between traditional/customary owners of native resources such as the NZ tea tree, mānuka (*Leptospermum Scoparium*) and kānuka, (*Kunzea Robusta / Ericoides*) and those seeking to extract the resource for commercial gain must be developed. Having worked since 2018 with members of the whānau that acquired a "Crown Lease" over Kohumaru Station, the working model that appears to be acceptable is one which we refer to as "*harvesting rights*" made available under a long term Taonga Supply Agreement, ("TSA").

## HARVESTING RIGHTS

Performance based, rather than giving rights to occupy or take possession of the whenua such as leases, harvesting rights merely give a third party a right to access the whenua for the sole purpose of extracting foliage (biomass) on a regenerative basis in compliance with the protocols set out under a "TSA" which could be with the landowner directly or with an approved leaseholder of Approved Lands as described in a "TSA".

## INCOME DISTRIBUTION

In order to deliver supply chain transparency as is now increasingly demanded by US companies when taking on foreign sourced products, the remuneration at each level of the supply chain must be clearly set out. A process that creates equitability in disbursement of income earned from the resource. i.e., from "Seed to Shelf"

## TIRINGA ("Royalty")

The TSA will provide for the payment to the marae whose Tūrangawaewae traces directly to the whenua from which a native resource is extracted. In the case of Kohumaru, that marae is Kenana, The wharenuī is called Te Ranginui, and is associated to the hapū of Matarahurahu, of Ngāti Kahu. Under the provisional arrangements made with Eric Lloyd, owner/director of Kohumaru Taonga Ltd, the company with whom the "Tribal" ecosystem has agreed to contract with to undertake all harvesting / regenerative contracting rights, subject only to any regulatory consents that may be required.

## QUANTUM

Under the provisional arrangement with the Lloyd whānau, a Tiringa payment of AUD100 per kg is provided. Assuming the first year production target of 2,000 kgs is achieved, the Tiringa would total AUD200,000 for distribution to the marae / landowners et al as finally approved by LINZ, the "interim managers" of the Crown Land known as Kohumaru Station.

## FOLLOW THE TREND

This means "*being on the right side when the historic Treaty Settlement between the Crown and Ngāpuhi finally settles*". A settlement that will see Kohumaru ownership (*and most far-north forestry blocks currently leased out by LINZ to foreign companies*) pass into Ngāpuhi ownership. Add to this the cash payout, that could be AUD300M+ a new economic dawn will rise in the far-north for all Ngāpuhi whānau. Tribal must ensure that it has secured its supply position in the new "*rock star economy*" that will emerge in the far north of Aotearoa / New Zealand.

## BIOMASS HARVESTING “From tree to Farm Gate”

After securing the all-important access rights from the landowners, one of the least understood aspects of “tea tree oil” production is the most important i.e., the harvesting and delivery to the farm gate for collection and delivery to the extraction factory of high quality, extraction ready foliage, ready to be dropped into the cooking tanks for oil extraction.

### AUD400,000 IS THE HARVEST PLANT BUDGET

Illustrated in the images to the right is the equipment required to harvest the foliage and deliver it to the farm gate for collection.

In the first image is the excavator with a biomass collection box mounted on the arm to which the cutting head is attached. Care must be taken when cutting the leaf foliage off the tree. In essence it’s a pruning operation that seeks to encourage rapid regrowth for both flowers to deliver regenerative honey and follow-on leaf (foliage) harvests for many successive years in harmony with kaitiakitanga.

The 2<sup>nd</sup> and 3<sup>rd</sup> images illustrate the dropping of the leaf foliage from the cutting head box into a tractor drawn trailer for loading onto a truck for transport to the extraction factory.

The images to the right were taken from a “Country Calendar” episode which presented the mānuka oil and honey operations of Tairawhiti Pharma based in Te Araroa in the East Cape region. The 4<sup>th</sup> image was taken at the factory where the foliage is hand-forked into a mulcher where the mulched leaves are dropped via chute into a distillation pot ready for the steam driven extraction of the oil.

### OPERATIONS



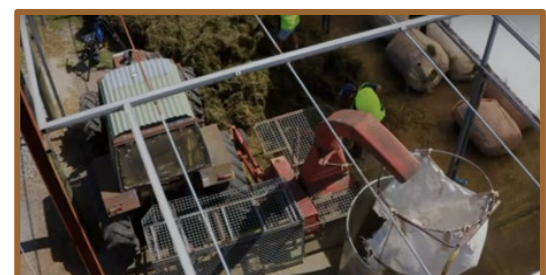
Excavator with cutting heads AUD250,000



Medium tractor & Trailer AUD80,000



Eight ton truck with Hiab lift AUD50,000



Mulching machine AUD20,000

Unlike the east coast where mulching is done at the extraction factory, all Kohumaru foliage mulching will be done on site, this reducing the amount of non-oil bearing “twigs/branches” being trucked out. This resulting in the *cooking pot ready* biomass (foliage) only being trucked to the extraction facility for cooking.

## BIOMASS OIL EXTRACTION “From Farm Gate to TT Oil”

The biomass (harvested foliage) is collected from the farm gate and brought to the extraction facility where it is placed into “cooking (distillation) tanks” where steam passes through the leaves, opening the oil sacs under the leaf, the oil mixing with the steam, then passing through into a cooling chamber (condenser) where the steam turns back to water, leaving the oil floating on top of the water from where it is filtered out as pure NZ tea tree oil for transfer to the “value adding” process.



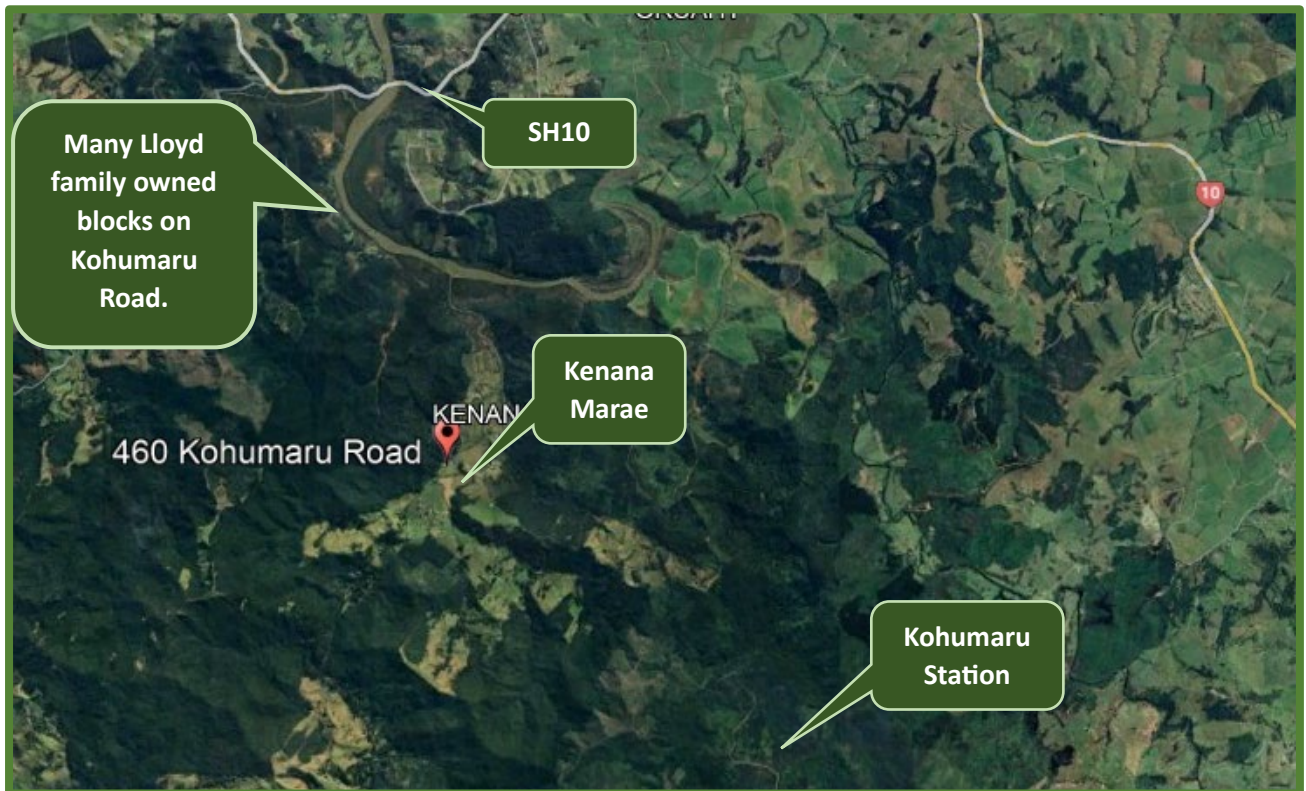
Linda and Luke viewing “The Beast” @ Waitangi Farm

Two oil extraction units are ready to start production. Valued at AUD200k, they will be purchased from our Business Combination partners. Pictured above Linda and Luke are chatting about this newly imported, dual tank extraction unit which we call “The Beast”.

Currently installed and operational at Waitangi Farm north of Kerikeri the unit will be relocated to a site close to Kohumaru Station on which a facility is planned to be built to GMP certifiable standard to house the extraction equipment. “The Beast” supported by a second unit owned by the Kohumaru leaseholder will meet our entire export shipment forecasts for the first three years of operation.

## A PERFECT NGATI KAHU AGRIBIZ BASE 460 KOHUMARU ROAD – BLOCK # B2D2

With the “follow-the-trend” thinking to build the entire “seed-to-oil” growing, harvesting and production ecosystem at much lower cost in the Ngati Kahu tribal heartland of Mangonui, home to Kohumaru Station, Eric Lloyd, a director plans to have the NZ tea tree agribiz operations relocated to his 244ha block once negotiations to end the current forestry lease of his land have concluded. Including other Lloyd whānau owned blocks on Kohumaru Rd, a further circa 500ha of land could become available to support the 944ha in Kohumaru Station. Once part of the 11,062 acre Kohumaru Block with Kenana Marae being the Station’s neighbor. A truly “trend friendly” NZ operations location.



### NZ ECOSYSTEM ESTABLISHMENT AUD2,000,000

Harvesting Equipment.	NZ\$ 400,000	Tribal Harvesting Ltd allocation.
Extraction factory/lab/offices.	NZ\$ 700,000	NZ Tea Tree Oil Agribiz Ltd.
Vehicles.	NZ\$ 100,000	Tribal Harvesting Ltd allocation.
Launch Oil Shipment	NZ\$ 240,000	Tribal Therapeutics Australia Pty Ltd.
Launch “POI” shipment	NZ\$ 320,000	Tribal Therapeutics Inc (US).
Working Capital.	<u>NZ\$ 240,000</u>	NZ Tea Tree Oil Agribiz Ltd.

**TOTAL** **NZ\$2,000,000**



## PART 2 SECTION 2

<https://tribalmanuka.com>

<https://tribalhealth.us>

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



Mānuka oil for "her"

'NZ tea-tree oil remedies for Nosocomial Infection'

# Startups Battling Hospital-Acquired Infections

## PRODUCT DEVELOPMENT

## Natural Health Products

## "NHP"

One of the important issues facing the health sector is the new genre of malicious pathogens that are giving rise to *Antibiotic Resistant Infections 'ARI'* associated with healthcare, i.e., *Nosocomial, a Healthcare Acquired Infection, "HAI"*. Early research by a renowned medical university in Asia indicates that NZ tea-tree oils (*mānuka & kānuka*) demonstrated efficacy in inhibiting these malicious, modern day pathogens.

### SERIES A – NOSOCOMIAL RESEARCH PARTNERING

Launching a US-NZ cross-border, mānuka/kānuka tea-tree agribiz production Corp.



Kānuka oil for "Him"

L Brink (US) N Iverson (NZ)  
Tribal Health Corp (USA)

# OUR PRODUCT BRAND KAUPAPA

## *Our therapeutic product branding objective*

*In the same way that Australian owned “Thursday Plantation” became the most widely recognized global brand in the Australian tea tree oil sector, the Company’s kaupapa is to make “Tribal” branded NZ mānuka & kānuka tea tree oil & oil infused honey recognized as trusted, malicious pathogen inhibiting niche products in the complementary and alternative remedies sector of the health market. By 2027, forecast to represent a total addressable market niche of USD296B PA in the USD4T PA health market.*



Mokena Kahere, legendary native trader and his schooner, “Mereana” circa 1852. A trader who quickly adapted to colonial trading practice, shipping to NZ’s far north and Australia.

“Kānuka oil for Him”

“Mānuka oil for Her”

*(Ancient Māori customary use according to Aotearoa hapū lore).*

**Brand marketing** through the use of evocative “Tribal” imagery delivering top of mind recognition as an efficacious, gender specific natural therapeutic native plant oil, produced by a cooperative agribiz ecosystem with demonstrably beneficial socio-economic impacts.

**Product sales** leveraged off low cost-to-market customary use therapeutic applications into a broad based, mass consumer market. Not the high cost “*holy grail/hail Mary*” chemotype centric research claims approach of others who target one off therapeutic product applications rely on the success of stand-alone, high risk, high cost-to-market, regulated products.

# MEET THE SECTOR DISRUPTORS

Mānuka pollen honey based therapeutic claims – V – Mānuka leaf oil based therapeutic claims.

The reality is .... *“It’s not a contest”* .... Never has been!

## Disrupting the ‘therapeutic honey’ market with NZ-TTO

*“Why use overpriced, low therapeutic efficacy MGO/UMF) honey when you can use high efficacy TTO?”*  
(“TTO” Tea-Tree Oil)

For many years now, consumers have been sold the story that the unique chemotype, Methylglyoxal, “MGO” is the naturally occurring compound claimed to be responsible for Manuka honey’s antibacterial properties that give 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.

“POI” is our acronym used to inform consumers that “Tribal” branded ingestible products will have been “infused” with the plant oil extracted from the leaf of two NZ tea tree species that have a 1,000 plus year history of gender specificity in their use as health and wellness remedies. i.e. *“Mānuka for Her”* and *“Kānuka for Him”*.

### Here is the reality!

*“As a therapeutic, Mānuka oil is 1,000 x more efficacious than mānuka honey”*

(Manuka Biosciences Ltd, website statement and Mark Kerr statement to TVNZ reporters on “Country Calendar” Episode 11, 2020).

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

Our **POI** comes from the NZ **tea tree oil** infused into a tea tree pollen based honey that meets FDA regulation.

**Mānuka** tea tree oil *“For Her”* and **Kānuka** tea tree oil *“For Him”*.



### OUR FMA POI – OUR PRICING POD

A gender specific health honey, therapeutically many, many times more efficacious than MGO at much less than half the price delivering an excellent POD (Point of Difference).



# FIRST MOVER ADVANTAGE NICHE THERAPEUTIC PRODUCTS

## ‘TRIBAL’ BRANDED PRODUCT SKU’S

### NZ TEA-TREE OIL BASED PRODUCTS

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

**FMA gender specific therapeutics -probably a global first**

(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 lore

Ingestible Therapeutic Grade “ITG”





PRODUCT CONCEPT ART ONLY

PERSONAL MPI\* PROTECTION



NZ Mānuka tea tree For Her  
NZ Kānuka tea tree For Him

16 Planned SKU's

(Concept images only)

PET MPI PROTECTION

3 Planned SKU's

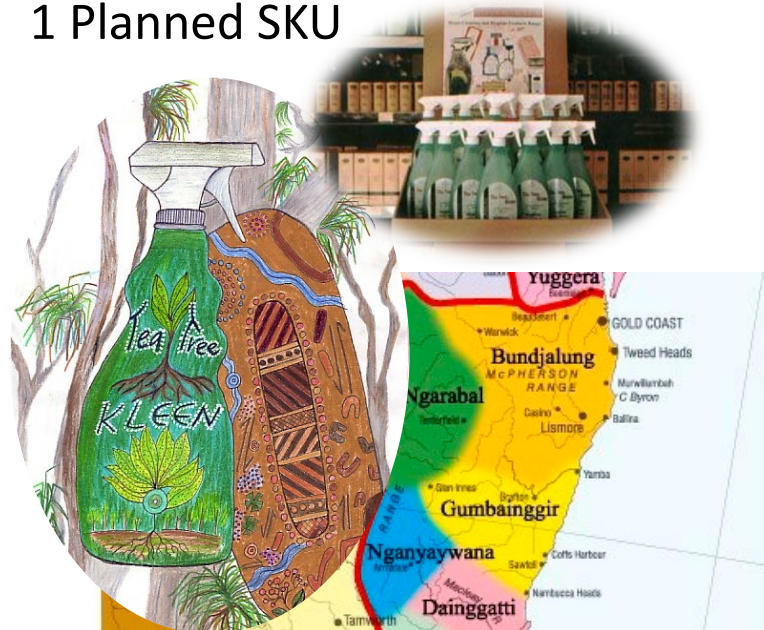


\* MPI - Malicious Pathogen Inhibiting

DISINFECTANT PROTECTION

Australian tea tree oil for your home's hygiene

1 Planned SKU



30,000 years of Bunjalung tribal health & wellness use

# “POI” PLANT OIL INFUSED IS THIS THE NEW “NHP” CATEGORY?

**‘Mānuka Koffee for Her’ & ‘Kānuka Koffee for Him’**  
Gender specific “health drinks” ready to disrupt the “energy drinks” market.

Coffee, made from roasted coffee beans, is one of the world’s most popular beverages, second only to tea as the world’s most popular beverage. First discovered in modern day Yemen in the 10<sup>th</sup> century AD, its discovery approximates to the landing of the legendary Polynesian explorer, Kupe who discovered Aotearoa (New Zealand) circa 950 AD, i.e. the 10<sup>th</sup> century. All we need to do is “marry” the two together as one and take them to market as “two, 1,000 year old products made for each other”.

## ENTER STARBUCKS

*MILAN, Feb 22 2023 (Reuters) – Starbucks (SBUX.O) has launched a new drink that mixes coffee with olive oil, offering it initially in Italy as an alternative to the more standard espresso or cappuccino. The so-called “Oleato” beverages are made with arabica coffee “infused” with a spoonful of cold pressed, extra virgin olive oil.” Starbucks, the world’s largest coffee chain said in a statement. The coffee giant unveiled the new “Oleato” beverage line in their Italian stores Wednesday, with the drink to debut at select U.S. locations this spring. There you have it, **Plant Oil Infused** “POI” as we define it in the “Tribal” lexicon going “mainstream”.*

## PLANT OIL INFUSED (“POI”) KOFFEE FOR “HER” and for “HIM”

### HEALTH v ENERGY

Eventually, “**health**” will beat “**energy**” as a **top-of-mind** reason to drink a natural POI beverage anytime. Especially in America where new products can “takeoff” if the supporting korero resonates.

### PROVENANCE

With Kānuka being endemic to Aotearoa/NZ and with Mānuka as its “sister tree”, a strong korero is available to develop an absolutely unique global marketing story for a “health tonic” that is unique to Aotearoa/NZ and exportable to the world under the “pure” provenance that attaches to NZ products on the global stage. Like coffee, get the marketing story for US consumers right, potentially a huge market.



### FMA (First Mover Advantage)

Every investor looks for it when assessing an investment. This is the opportunity that gender specific “*Tribal POI Coffee For Her*” and “*Tribal POI Coffee For Him*” delivers to the Tribal product korero. Especially in America where **natural health** is now top of mind for millions of consumers. FMA is achievable simply by developing a “*Kānuka Oil Supplement for Him*” and a “*Mānuka Oil Supplement For Her*” sachet that can simply be added to coffee, (or tea) in **(1)** an OTC (over-the-counter) setting such as a café, or **(2)** off the retail shelf for home use.

# 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 <b>efficacious in nosocomial infection prevention</b> . 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 <b>solid surface applications to inhibit harmful bacteria</b> .
Skin Antiseptic	USD6B PA	9%	Demand for skin antiseptic products is increasing due to <b>rapid spread of HAI</b> (Hospital acquired Infection, i.e. nosocomial), driving up CAGR growth expectations .
Complementary & Alternative Medicine	USD117B PA	25%	Application is <b>limited to apitherapy and naturopathic</b> 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. <b>Consumers are shifting focus toward self-directed care driven by the growing personal health and well-being trend</b> .
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 <b>multiplicity of times more efficacious than pollen based honey, will sell for less than half the price of high content MGO mānuka honey</b> .



(DOC-901)

## PART 2 SECTION 3

REGISTRATION STATEMENTS  
DECEMBER 31<sup>ST</sup> 2023

### THE NZ NUMBERS

The numbers within this section pertain solely to the NZ operations post launch of NZ tea tree oil extraction / export.

The numbers pertaining to the Australian acquisition are included in summary format in Part 3, the Australian Business Operating Profile



**NZ "Tea-Tree" Plant Oil Infused "POI" Natural Infection Protection.**

"2 bottles in every home delivers 1,000 years of nature's healing for him & her in each bottle"

*"Proposed US crowdfunding campaign support product"*

*"Creating jobs, delivering income to Whanau-on-the-Whāma through a Grower-Producer supplied NZ tea-tree oil agribiz cooperative in Aotearoa/NZ"*



## 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 Company; (ii) completion of, and the use of proceeds from, the sale of the shares being offered hereunder; (iii) the expected development of the Company’s business, projects, and joint ventures; (iv) execution of the Company’s vision and growth strategy, including with respect to future M&A activity and global growth; (v) sources and availability of third-party financing for the Company’s projects; (vi) completion of the Company’s projects that are currently underway, in development or otherwise under consideration; (vi) renewal of the Company’s current customer, supplier and other material agreements; and (vii) future liquidity, working capital, and capital requirements. Forward-looking statements are provided to allow potential investors the opportunity to understand management’s beliefs and opinions in respect of the future so that they may use such beliefs and opinions as one factor in evaluating an investment.

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

Although forward-looking statements contained in this presentation are based upon what management of the Company believes are reasonable assumptions, there can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements.

The Company undertakes no obligation to update forward-looking statements if circumstances or management’s estimates or opinions should change except as required by applicable securities laws.

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

This includes the statements that follow on in this Part Two, Section 3 paper.



## NZ PRODUCT TRADING DIVISIONS

### FORECAST TRADING & INCOME STATEMENTS

The Company has prepared detailed Forward Looking Statements in respect of forecast trading figures for NZ SKU production (Table 1), US SKU distribution, (Table 2). These detailed figures are available in a Private Placement Memorandum prepared for legally qualifying investors using a standard disclosure format prescribed by the North American Securities Administrators Association, (NASAA) and referred to as “Form U7” a copy of which is available to qualifying Investors upon request. Set out below are the material figures extracted from Form U7, DOC-788 in our DD library. As all figures in the Tables below are forecasts only, and not warranted to any party or person. The “Year 1” forecast trading figures are in respect of an eighteen month period to build an export-led pipeline launch, allowing for the harvesting, manufacturing and shipment cycle timelines to place products into a US warehouse to commence distribution / sales generation.

### VOLUME FORECASTS

The two products are (1) the gender-specific “Mānuka Oil for Her” and “Kānuka Oil for Him,” SKU’s, followed by (2) Plant oil Infused (“POI”) honey SKU’s planned for launch.

### OIL

Comprises NZ mānuka & kānuka tea tree oil sold as gender specific, niche therapeutic SKU’s into the US, an economy more than 100 times bigger than NZ’s. Sales volumes are expected to grow as penetration into large US retail chains gains B2B traction, supported by channel distribution partners such as 3<sup>rd</sup> party hosted, B2C sales apps.



“For-Him”



“For-Her”

This table is “Forward Looking” and is not warranted (Value adding – export ex Australia)

TABLE 1

Year	Assumed Trading Period / quantity	Kgs	SKU’s	AUD Export Value
1	Trading year #1 (18 month trading period) (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
<b>TOTAL FORECAST EXPORT SALES (not warranted)</b>		<b>67,000</b>	<b>3,350,000</b>	<b>\$101,570,500</b>

### EXPORT NUMBERS – FIRST 18 MONTHS

(i.e., Trading year #1)

TABLE 2

Shipment 1 (Month 4)	SKU’s	KG VOL	SKU FOB SP	TOTAL	TOTAL	TOTAL
Oil	20,000	400	AUD27.68	553,600		
POI	0	0	0	0		
<b>Shipment 2 (Month 9)</b>						
Oil	30,000	600	AUD27.68		830,400	
POI	16,000	0	0		320,000	
<b>Shipment 3 (Month 14)</b>						
Oil	50,000	1,000	AUD27.68			1,384,000
POI (FCL)	16,000		AUD20.00			320,000
<b>AU\$ EXPORT FOB SALES</b>	<b>132,000</b>	<b>2,000</b>		<b>AU\$553,600</b>	<b>AU\$1,150,400</b>	<b>AU\$1,704,000</b>
US\$ IMPORT FOB COST				US\$332,160	US\$690,240	US\$1,022,400
<b>US RETAIL SALES VALUE</b>				<b>US\$998,000</b>	<b>US\$3,081,000</b>	<b>US\$4,075,000</b>



NZ Product trading divisions (Contd)

**HONEY**

- \* 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.
- \* Reportedly, mānuka honey sales volumes and prices have dropped.
- \* Much of the mānuka sales downturn was / is 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)** infinitely superior therapeutic efficacy, ‘POI’ therapeutic product is expected to enjoy sales growth traction through brand / product awareness that is likely to be created by the US crowdfunding campaign.



“For-Him”

This table is “Forward Looking” and is not warranted

**TABLE 3**

Year	Assumed Trading Periods / quantity	SKU’s	US Dollars	AU Dollars
1	Trading year #1 (Initial Period – 32,000 kgs @ USD13 per kg)	32,000	\$416,000	\$640,000
2	Trading year #2 (Renewal Period – 64,000 kgs @ USD13.39 per kg)	64,000	\$856,960	\$1,318,000
3	Trading year #3 (Renewal Period – 128,000 kgs @ USD13.79 per kg)	128,000	\$1,765,120	\$2,715,000
4	Trading year #4 (Renewal Period – 256,000 kgs @ USD14.21 per kg)	256,000	\$3,637,760	\$5,595,000
5	Trading year #5 (Renewal Period – 512,000 kgs @ USD14.63 per kg)	512,000	\$7,490,560	\$11,525,000
<b>TOTAL FORECAST EXPORT SALES (not warranted)</b>		<b>576,000</b>	<b>\$14,166,400</b>	<b>\$21,793,000</b>



“For-Her”

**SUPPLY NOTE**

The large stockpiles of FDA compliant “wild bush” NZ honey typically available for export suggest that these figures are doable with the very low MIC oil content percentage adding minimal infusion cost.

**EXPORT – IMPORT STRUCTURE**

Three wholly owned NZ subsidiaries of the Corp produce and export the NHP’s. **(1)** the oil harvesting and producing company is **Tribal Harvesting Ltd (“THL”)**. **(2)** the NHP value adding, SKU packaging and exporting company is **NZ Tea Tree Oil Agribiz Ltd, (“NZTTO”)**. **(3)** the honey based products by **POI, Honey Ltd (“POI”)**. The US importer is **Tribal Therapeutics Inc, (“TTI”)**. All companies are wholly owned group subsidiaries of the Corp. Both directly (US based) and indirectly (NZ based) through **NZ Natural Capital Partners Ltd, (“TNH”)** the NZ operating ecosystem holding company.

In the tables that follow, we illustrate the forecast trading performance of:

**NZ PRODUCTION “Seed-to-Ship”**

- (1)** THL the oil production company which buys the biomass at the farm gate.
- (2)** NZTTO the bulk oil producer / ships oil to the Australian TGA facility.
- (3)** POI the plant oil infused honey purchaser / exporter.

**US DISTRIBUTION “Ship-to-Shelf”.**

- (4)** TTI the USA importer / distributor through the (1) Valencia hub, (2) FL showcase.

NZ Product trading divisions (Contd)

**TRIBAL HARVESTING LTD “THL”**

This is the most critical part of the supply chain as the biomass is coming from the customary lands of tribal Māori whose ongoing community support, endorsed by approval through the marae process, is key to long term supply surety. In the table below, the internal transfer price of the oil per kg in year 1 is set at AUD600 with 50% (AUD300) being allocated to covering the costs of harvesting, delivering biomass (foliage) to the farm gate and distribution to landowners.

*This is a forward looking statement – investments risks apply. Not warranted*

**TABLE 4**

<b>NZ TEA TREE OIL PRODUCTION OPERATIONS</b>						
<b>Item</b>	<b>Year 1</b>	<b>Year 2</b>	<b>Year 3</b>	<b>Year 4</b>	<b>Year 5</b>	<b>Year 10</b>
<b>Hectares harvested</b>	<b>111</b>	<b>278</b>	<b>417</b>	<b>556</b>	<b>694</b>	<b>1,389</b>
Total kgs/ltrs	2,000	5,000	7,500	10,000	12,500	25,000
Transfer value per kg	600	618	637	652	669	757
<b>Transfer Sales</b>	<b>1,200,000</b>	<b>3,090,000</b>	<b>4,774,050</b>	<b>6,524,535</b>	<b>8,359,560</b>	<b>18,916,151</b>
Mulch-Other sales	0	0	0	0	0	0
<b>TOTAL SALES</b>	<b>1,200,000</b>	<b>3,090,000</b>	<b>4,774,050</b>	<b>6,524,535</b>	<b>8,359,560</b>	<b>18,916,151</b>
<b>Deduct</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>50</b>
<b>DIRECT COSTS</b>	<b>755,333</b>	<b>1,766,114</b>	<b>2,724,145</b>	<b>3,717,999</b>	<b>4,757,436</b>	<b>10,699,500</b>
Harvest wages (x FGP)	426,667	448,050	692,237	946,058	1,212,136	2,742,842
Payroll burden	85,333	89,610	138,447	189,212	242,427	548,568
Energy (diesel-water)	30,000	31,504	48,673	66,520	85,228	192,856
Vehicle / Equip costs	40,000	100,000	150,000	200,000	250,000	500,000
Farm Gate Payment Reserve	173,333	1,096,950	1,694,788	2,316,210	2,967,644	6,715,234
<b>INDIRECT COSTS</b>	<b>130,000</b>	<b>288,400</b>	<b>376,619</b>	<b>468,281</b>	<b>564,294</b>	<b>1,115,428</b>
Extraction Management (EBOI)	100,000	103,000	106,090	109,273	112,551	130,477
Management Fee (other)	0	154,500	238,703	326,227	417,978	945,808
Other payroll burden costs	30,000	30,900	31,827	32,782	33,765	39,143
<b>TOTAL PRODUCTION COSTS</b>	<b>885,333</b>	<b>2,054,513</b>	<b>3,100,765</b>	<b>4,186,280</b>	<b>5,321,730</b>	<b>11,814,928</b>
	74%	66%	65%	64%	64%	62%
<b>EXTRACTION OPS PROFIT</b>	<b>314,667</b>	<b>1,035,487</b>	<b>1,673,285</b>	<b>2,338,255</b>	<b>3,037,831</b>	<b>7,101,223</b>
<b>0.6</b>	26%	34%	35%	36%	36%	38%
<b>DEDUCT</b>	<b>0%</b>	<b>0%</b>	<b>0%</b>	<b>0%</b>	<b>0%</b>	<b>0%</b>
Tiringa (Hapu Extraction Royalty)	200,000	515,000	795,675	1,092,727	1,406,886	3,261,933
Net extraction EBITDA - NZD	114,667	520,487	877,610	1,245,528	1,630,945	3,839,290
<b>Converted to US Dollars</b>	<b>68,800</b>	<b>312,292</b>	<b>526,566</b>	<b>747,317</b>	<b>978,567</b>	<b>2,303,574</b>

**Note 1** The business system is modelled on paying out to the parties that deliver the biomass / foliage to the farm gate for collection and delivery to the factory for oil extraction, 50% of the internal transfer sales price of the bulk oil to the value-adding division. From this 50% the wages of the harvesting and collection staff are paid with the balance paid to the lawful owners of the land. The year one “farm gate price” is set at NZD300 per kg.

**Note 2** A provision is made for a payment of NZD20 per kg to the equipment supplying company for all equipment used in the entire process from planting through to oil extraction. This capital cost will be carried through Tribal Harvesting Ltd, the NZ operational company. This methodology delivers a system that will see cash being available for maintenance, upgrades and for new equipment to meet expansion needs.

**Note 3** This net payment to Landowner after payment of harvesting costs.

**Note 4** This payment represents one of the “5 Pillars” developed to secure the right to access Māori owned / controlled bushlands for assured, long term resource extraction rights. NZD25 per kg is the sum provisioned in the abovesaid forecast..





## NZ TEA TREE OIL AGRIBIZ LTD “NZTTO” (A first to market health product)

This company purchases the bulk oil from THL for exporting the two oils from Kohumaru as therapeutic grade, gender specific infection control remedies. In Australia, the oil will be mixed with other ingredients, creating proprietary Natural Health Product (NHP) formulations that will add substantial value to the NHP’s.

*This is a forward looking statement – investments risks apply. Not warranted*

**TABLE 5**

NZ Tea Tree Oil Agribiz Ltd – Australian NHP production division – SKU export forecast in AUD’s						
(Year 1 is an 18 month period)	Year 1	Year 2	Year 3	Year 4	Year 5	Year 10
<b>SKU’s produced/exported</b>	<b>100,000</b>	<b>250,000</b>	<b>500,000</b>	<b>1,000,000</b>	<b>1,500,000</b>	<b>3,000,000</b>
<b>FOB value per SKU</b>	27.68	28.51	29.37	30.25	31.16	36.12
<b>Total Sales Value</b>	<b>2,768,426</b>	<b>7,128,697</b>	<b>14,685,116</b>	<b>30,251,339</b>	<b>46,738,319</b>	<b>108,365,044</b>
<b>COS</b>	1,538,015	3,960,387	8,158,398	16,806,300	25,965,733	60,202,802
<b>EBITDA</b>	1,230,412	3,168,310	6,526,718	13,445,040	20,772,586	48,162,242
<b>Converted to US Dollars</b>	<b>799,768</b>	<b>2,697,528</b>	<b>5,545,269</b>	<b>11,181,010</b>	<b>16,909,799</b>	<b>37,279,196</b>

Note: Production is based on assumption oil is purchased from extraction factory at contracted price as per Table 4.

## POI HONEY LTD “POI” (“Market disruptive)

The business plan provides for the purchase of “wild bush” honey sourced in the far-north of NZ which is then subjected to a research laboratory controlled MIC (Minimum Inhibitory Concentration) infusion of both NZ mānuka and kānuka tea tree oil and a proprietary natural emulsifier, creating a gender specific natural health supplement. One “for her”, one “for him” for export to the US market. Through our “Business Combination” honey supply partner in the far-north, we have been provided an indicative quote per kg for delivery of 16,000 kgs (one 20’ FCL) “POI” honey packed into 16,000 x 1kg Stock Keeping Units (SKU) ex-factory as shown in the Table below which reflects a forecast EBITDA on US sales which is quite encouraging.

*This is a forward looking statement – investments risks apply. Not warranted*

**TABLE 6**

POI HONEY TRADING – US OPS		Year 1	Year 2	Year 3	Year 4	Year 5	Year 10
Total kgs Purchased		32,000	64,000	128,000	256,000	512,000	2,700,000
<b>FOB transfer price per kg</b>	<b>US\$’s</b>	<b>\$13.00</b>	<b>\$13.39</b>	<b>\$13.79</b>	<b>\$14.21</b>	<b>\$14.63</b>	<b>\$16.96</b>
FOB shipment cost		\$416,000	\$856,960	\$1,765,338	\$3,636,595	\$7,491,387	\$45,797,539
US RRP per SKU		\$99.00	\$101.97	\$105.03	\$108.18	\$111.43	\$129.17
SKU’s produced/sold		32,000	64,000	128,000	256,000	512,000	2,700,000
Gross POI honey retail sales		3,168,000	6,526,080	13,443,725	27,694,073	57,049,791	348,765,872
Annual inflation % increase	3%	3%	3%	3%	3%	3%	3%
Shipping/packing costs	10%	316,800	652,608	1,344,372	2,769,407	5,704,979	34,876,587
Landed cost into store		732,800	1,509,568	3,109,710	6,406,003	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
Internal party costs	10%	316,800	652,608	1,344,372	2,769,407	5,704,979	34,876,587
External party costs	30%	950,400	1,957,824	4,033,117	8,308,222	17,114,937	104,629,762
Total COS		2,000,000	4,120,000	8,487,200	17,483,632	36,016,282	220,180,475
<b>Non-GAAP EBITDA</b>	<b>0</b>	<b>1,168,000</b>	<b>2,406,080</b>	<b>4,956,525</b>	<b>10,210,441</b>	<b>21,033,509</b>	<b>128,585,397</b>

### MARKET DISRUPTION

It is a research documented fact that the efficacy of the oil extracted from the leaf of the NZ mānuka and kānuka tea tree is a multiplicity of times therapeutically more efficacious than the “UMF” factor i.e., a chemical found in mānuka honey known as Methylglyoxal (MGO). This fact however is not known to the typical purchaser of high UMF content mānuka honey who pays a huge premium for the health benefits purported to be found in NZ made mānuka honey. For circa ¼ of the retail price of one kilo of high UMF count honey in the US, POI promises to disrupt the mānuka honey health benefit spin.



## TRIBAL THERAPEUTICS INC “TTI” (US importing/distribution)

A wholly owned subsidiary of Tribal Health Corp, TTI is the US importer and distributor of the SKU packaged NHP’s from AU. In the short form trading statement / Table below, a US RRP (Recommended Retail Price) of USD49.90 has been applied to the imported NHP, SKUs.

*This is a forward looking statement – investments risks apply. Not warranted*

**TABLE 7**

Tribal Therapeutics Inc – US SKU – importation – distribution forecast in USD’s						
(Year 1 is an 18 month period)	Year 1	Year 2	Year 3	Year 4	Year 5	Year 10
SKU’s imported ex AU	100,000	250,000	500,000	1,000,000	1,500,000	3,000,000
USD Sales Value all SKU'	4,990,000	12,849,250	26,469,455	54,527,077	84,244,334	195,324,546
Landed cost into store	1,889,451	4,865,336	10,022,592	20,646,539	31,898,903	80,203,506
US Distribution Costs	809,765	2,085,144	4,295,397	8,848,517	13,670,958	31,696,775
COS	2,699,215	6,950,480	14,317,988	29,495,056	45,569,861	111,900,281
EBITDA	2,290,785	5,898,770	12,151,467	25,032,021	38,674,473	83,424,264

## GROUP CONSOLIDATED EBITDA

In the Table below, the EBITDA earnings from each of the six post-purchase trading divisions are illustrated. NZ oil extraction ops are excluded as the directors have provided for all extraction profits derived from native resource in the area to be distributed back into the local community.

*This is a forward looking statement – investments risks apply. Not warranted*

**TABLE 8**

Non-GAAP earnings (USD)		Year 1	Year 2	Year 3	Year 4	Year 5	Year 10
Wholesale Ops (exclude)	100%	0	0	0	0	0	0
POI Honey Division	100%	1,168,000	1,804,560	3,097,828	4,467,068	6,572,971	22,859,626
NZ Extraction Division (exclude)	0%	0	0	0	0	0	0
US Distribution Operations	100%	2,290,785	5,898,770	9,113,600	12,516,011	16,114,364	34,760,110
<b>Non-GAAP EBITDA</b>		<b>3,458,785</b>	<b>7,703,330</b>	<b>12,211,428</b>	<b>16,983,079</b>	<b>22,687,335</b>	<b>57,619,736</b>
<i>Converted to NZD's</i>	<i>0.6</i>	<i>5,764,641</i>	<i>12,838,884</i>	<i>20,352,380</i>	<i>28,305,131</i>	<i>37,812,225</i>	<i>96,032,894</i>

## Note re the NZ trading figures

1. With the decision to export bulk oil to the GMP facility in AU for value adding, packing and export, the NZ tea tree oil based “Wholesale export Ops” will be processed through the AU subsidiary.
2. One year has been allowed for setting up of the harvesting / extraction facilities and getting the 1<sup>st</sup> of the three shipments scheduled for year one onto the shelves of the US distribution hub in Valencia CA.
3. This action will drop the “Wholesale Ops” trading figures into the Australian divisional operations with transfer pricing taking into account, tax minimization pricing strategies between the NZ, AU and US as DTA signatories. Forecast to commence in the 1<sup>st</sup> year with two FCL’s shipped, the POI honey will be shipped straight to the US hub from NZ.

## NZ “BUSINESS COMBINATION” OPS THE MANAGEMENT TEAM

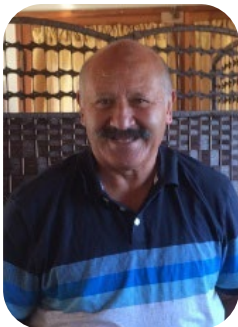
Possessing a range of complementary knowledge capital skills, the following form the NZ operational management team responsible for combining all aspects of supply from “Seed-2-Ship”.



**John Cilliers**

NZ Resident Director / Chairman / ASX Listing Pathway Director  
**John Cilliers**, is the Corporations NZ resident director & group chairman

[john@tribalmanuka.us](mailto:john@tribalmanuka.us)



**Eric Lloyd**

NZ Resident Director  
Māori land access/harvesting  
[Station1@tribalmanuka.us](mailto:Station1@tribalmanuka.us)



**Luke Shepherd**

NZ Resident Director  
extraction / export ops  
[tribaloil@tribalmanuka.us](mailto:tribaloil@tribalmanuka.us)



**Murray Moses**

POI Honey division supply director  
[poi@tribalmanuka.us](mailto:poi@tribalmanuka.us)



**“BUNDJALUNG TRIBAL LANDS”**



**PART THREE**

**BUSINESS OPERATING PROFILE  
AUSTRALIA.**

*Part Three (continued)*

## MBI TARGET INTRODUCTION

Now negotiating to purchase selected divisions of the “**MBI Target**” from its founders, the founding directors of Tribal Health Corp, “TRC” were active participants in the Australian tea tree oil sector, (1991-99), both as investors and operationally / working with the present day vendors of the MBI Target during that time. A proposed purchase that targets delivery to TRC of:

- (1) **AU OPS.** Ownership of two TGA licensed, GMP certified manufacturing facilities based in northern NSW, with a history of value adding / packing / exporting Natural Health Products (NHP) manufactured to GMP standards.
- (2) **US OPS.** A profitable US fulfilment hub in CA with a 11 year trading history and multiple channel distribution partners across North, Central and now penetrating into South America with patent protected Natural Infection Control “NIC” products for human, animal and aquacultural use.

### **THERAPEUTIC GOODS ACT GROUP (Plus GMP compliance).**

The target companies hereinto are referred to as the “MBI Target” The operational detail that follows herein refers to the MBI Target as the former supplier of pure Australian tea tree oil and a range of consumer facing natural health and wellness products to the founders of Tribal Health Corp, the promoter of ANC. Founders who marketed the products under the “**Tea Tree Manor**” brand as well as the proprietary brands developed by the owners of the MBI Target company that is profiled hereafter.

### **NON-DISCLOSURE AGREEMENT “NDA”**

The directors of TRC have made and entered into an NDA with the MBI Target owners. Accordingly, restricted information cannot be disclosed other than under cover of an NDA between TRC and a qualifying third party.



## THE TGA FACILITY



Curbside view of the Alstonville facility

Located in the town of Alstonville, NSW, Australia, this facility was built by the current owners of the MBI Target in 1991 in order to comply with the mandated requirements of the recently enacted Australian **“Therapeutic Goods Act 1989”**. Prior to this, the owners operated in Goonellabah, giving them a 40+ year history in the manufacture / distribution of plant based, natural health and wellness products.

### **THEN: TEA TREE MANOR PRODUCT SUPPORT**

The pure oil plus proprietary consumer products developed and sold by MBI Target, underpinned launch of the **“Tea Tree Manor”** brand of tea tree oil health and wellness products between 1991-96 at which time the NZ plantation and distribution interests were sold with the TRC founders relocation to SE Asia / Malaysia. The AU supply side interest was terminated in 1999 with the sale to a Malaysian based health products importer/distributor.

### **NOW: TRIBAL HEALTH CORP SUPPLY CHAIN IN NZ**

With the July 2023 enactment of the **“Therapeutic Goods Act 2023”**, all manufacturers, distributors of NHP’s (Natural Health Products) in NZ have been put on notice that a new regulatory regime is soon to control the manufacture and distribution of NHP’s. If the Australian TGA law is any form of barometer, then the NHP sector in NZ is facing a new layer of compliance costs that many will struggle to profitably comply with.

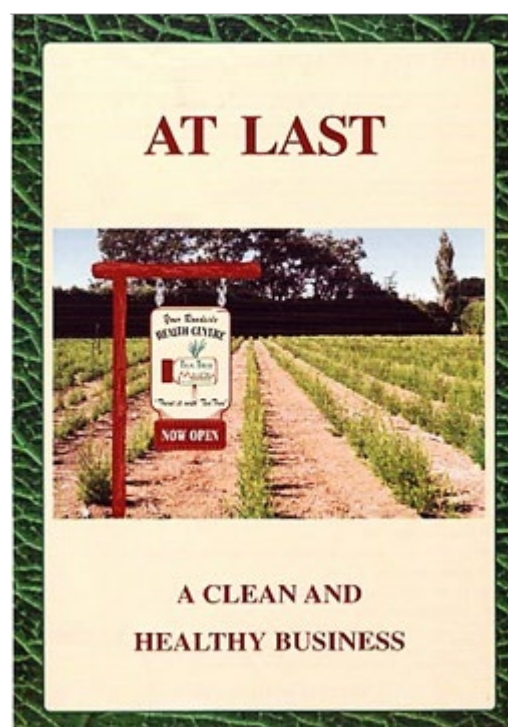


Image of the Alstonville facility filling line in 1993.

### **COST CONTROL**

With access to the MBI Target owned, TGA licensed, GMP registered facility in AU the NZ compliance costs will not apply as only the bulk oil will be shipped to the Alstonville facility for value adding, putting the entire process under the Australian TGA regime. A move that will dramatically reduce the NZ capex requirement. The business plan provides for the purchase of the freehold land and buildings as a **“Step-2”** contract.



## “JENDALE STATION”



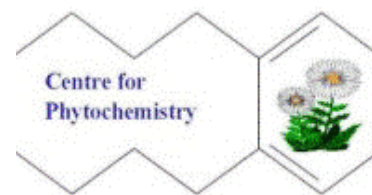
Photo of the entrance to “Jenbrook” in 1993.

Known as “Jenbrook” when previously owned by the current owners of NAP prior to its sale to ASX listed EVE Health Group, this 1,147 acres of organically certified Australian tea tree vegetation was recently sold for AUD880k. In the event of TRC seeking to expand its product range into the products captioned in the following paragraph, product will be purchased from this unique microcosm of 36,000 years of native tribal living and its association with natural healing.

### ENTER MODERN DAY

#### RESEARCH

Lismore based Southern Cross University’s centre for Plant Conservation, Genetics & Phytochemistry has developed a growing reputation for this research internationally. Over the past 30 years, the phytochemistry division has conducted significant research on “Dreamtime Station”. This research included the carbon dating of the 36,000 year old “burn pits” on the Station, their association with the “healing ponds” and more recently, research into the therapeutic efficacy of the “wild-bush” strain of melaleuca alternifolia grown on the Station versus the efficacy of the plantation grown strain.



#### RECENT MAJOR RESEARCH FINDINGS

- ❖ **Challenge tests** conducted by SCU Plant Science Division, using melaleuca grown on the Station, provided evidence that a specially formulated ‘Tea Tree Oil’ treatment, **successfully treated ‘Cancer Melanoma.’**
- ❖ **Field trials** conducted by Prof. David Rudd, appointed by SCU, using a Tea Tree Extract formula, produced evidence this formula successfully treated & improved Bee-Hive Health, in particular preventing “**American Foul Brood**” (infection) disease of the hive colony.

#### TEA TREE PRODUCTION CAPABILITY

Back in ’93, while doing production forecasts for “Jenbrook” the potential numbers were great. These are now copy-pasted below from that 1993 research with NAP owner at that time stating that in his view as owner at the time, the forecasts were both reasonable and achievable, i.e.

*Existing Plantation & Planting of Seedling Stock - Infant Trees through maturation to Adult Trees*

Year	1	2	3	4	5	6	7	8	9	10	11	12
Tons of Oil	1	2	2.5	3	3.5	4.5	5.5	7	7.5	8	9	10

#### PRODUCTION CRITERIA

Depending on the initial planting of seedlings in the first year, further planting carried out throughout this time frame would influence predicted yields, the then :”Jenbrook Farm” had the capacity to meet these forecasts. To launch production once more from the “old Jenbrook” **working with the Bundjalung people** to deliver the results in the table above, portends an exciting NHP niche sector.

## “PLANTATION TWO-ZERO”

Named after the rural delivery road number and located in the Woodburn area of NSW, this is a 250 acre plantation owned by the MBI Target owners where they have set up their “blending” operations to support production of the proprietary formulated aquatic remedy used for infection control in commercial salmon farming. A niche market that NAP has moved into with exports to South America showing excellent growth in the multi-billion dollar, salmon farming industry in Chile, the 2<sup>nd</sup> largest producing country in the world.



**Above**

Internal pics of the camphor processing facility installed at Plantation Two Zero

**Left:**

Papua New Guinea harvesting team at work.

**Below:**

The highlands of Papua New Guinea from where pyrethrum is sourced for their sea-lice remedy.



### AQUATIC FARMING INFECTION CONTROL

Discovered in Persia circa 400BC, pyrethrum is the natural compound found in *Chrysanthemum cinerariifolium*, a type of daisy, commonly used as a natural insecticide. A product now synthesized and produced in large scale commercial quantities. Using a proprietary formulation, the owners of the MBI Target produce a 100% natural “sea-lice” infection control remedy at Plantation Two-Zero that unlike the synthetically produced counterpart does not negatively impact on the surrounding ocean/sea-life environment. This product enabling entry into the lucrative salmon farming industry with exports to Chile, the world’s 2<sup>nd</sup> largest salmon farming country enjoying solid growth. Exports of this proprietary ocean-farming remedy to other countries are expected to follow as the production capacity expands.



### PURCHASE OF TWO-ZERO



The arrangements made with the owners of the MBI Target provide for the purchase of Plantation Two-Zero under “Step-2” of the two step MBI structured business purchase program. Comprising two titles, one of 50 acres on which the 600 SqM production facility is located. The other being a 200 acre farm with modern manager’s residence, collectively offered by the vendors’ as an AUD2.5M

package of all freehold land, buildings, aquatic remedy production plant, equipment and related assets providing expansion capability of (1) the aquatic remedy, (2) supporting agribiz ops growing plant products used in the manufacture of NHP’s.



## THE INTELLECTUAL PROPERTY

### A KNOWLEDGE ARMOURY

In the 40+ years that the founder / principal shareholder of MBI Target has been in the Natural Health Products (Infection Control) sector of the health and wellness industry, he has amassed a trove of intellectual property assets in the form of patents, copyright, proprietary formulations and unsurpassed industry knowledge that underpin a significant portion of the annual revenues. This making the passing on of this knowledge, key to the ongoing trading base and profitability of the MBI Target.



On sale to Australia Natural Health Ltd (ANC) interests, all of these assets pass to ANC whose directors have, subject however to greater due diligence assessed the value in the AUD7.5M+ valuation range.

Benchmarked off (1) the PricewaterhouseCoopers accepted commercial validity of the AUD4M valuation accorded the Intellectual Property in the NZ based RUA Bioscience IPO/Listing in 2019, (2) the three recent successful research / product launch results discussed on pages 46 and 47 herein, this AUD7.5M valuation is readily substantiated.

### IP HOLDING COMPANY

An Australian incorporated company owned by the MBI Target is the vehicle in which the collective AU-US Intellectual Property assets are carried.

Post-closing these assets will be reflected in a subsidiary of ANC at their fair market value

### NDA RESTRICTION

The current NDA between TRC and the owners of the MBI Target precludes any specific IP disclosures at this time.

## THE AUSTRALIAN MANUFACTURING / TRADING NUMBERS

The numbers below are the forecasts in summary format of the trading operations of (1) Australian production (2) US distribution of the NHP's produced by the manufacturing operation in Australia. Previously leased out to a third party, the Australian company retook possession of the TGA facility in June of 2023. The change in gross manufacturing margins attributes to the profitable "aquatic farming" sea lice remedy which is coming on stream with a low raw material input cost.

AUSTRALIA TRADING	Factory Leased Out		%age	Original Figures		%age	Revised
	30-06-22	30-06-23		31-12-23	30-06-24		30-06-24
<b>REVENUE</b>			100%	<i>Note 5</i> <b>1,213,912</b>	<i>Note 6</i> <b>1,517,390</b>	100%	<i>Note 7</i> <b>2,349,035</b>
Sales				951,876	1,189,845		1,944,616
Sales - outsource				262,036	327,545		404,419
<b>VARIABLE COSTS</b>			45%	<b>552,095</b>	<b>564,169</b>	50%	<b>1,172,498</b>
Direct				398,698	392,649		855,100
Packaging				18,552	23,190		31,206
Other costs				134,845	148,330		286,192
<b>Gross Margin</b>			55%	<b>661,817</b>	<b>953,221</b>		<b>1,176,537</b>
<b>OTHER COSTS</b>			36%	<b>440,626</b>	<b>495,779</b>	26%	<b>601,947</b>
Payroll				185,722	204,294		295,324
Professional fees				42,205	46,426		61,131
Data processing				1,502	1,652		2,309
Rent				34,954	38,449		58,071
Insurance				21,710	23,881		21,710
Trade shows/marketing				7,927	8,720		0
Travel				32,845	36,130		69,383
Fuel & Oil				11,125	12,238		21,896
Maintenance				22,083	24,291		34,530
Utilities				6,615	7,277		8,411
Other				73,938	92,423		29,182
<b>EBITDA</b>			18%	<b>221,191</b>	<b>457,442</b>	24%	<b>574,590</b>
<b>CAPITAL AND OTHER</b>				<b>77,244</b>	<b>0</b>		<b>281,741</b>
Depreciation				0	0		0
Management Fees				0	0		0
Plant & Equipment	Note 1			0	0		158,051
Leasing/equipment hire	Note 1			75,798	0		120,798
Interest				1,446	0		2,892
<b>OPERATING RESULT</b>				<b>143,947</b>	<b>457,442</b>		<b>292,849</b>
<b>OTHER ITEMS</b>				<b>1,756</b>	<b>2,195</b>		<b>4,954</b>
Forex gains				0	2,195		0
Sundry other				1,756	0		4,954
<b>PRE TAX INCOME</b>				<b>145,703</b>	<b>459,637</b>		<b>297,803</b>

Note 1 – Non recurring cost – new equipment purchased ends this extraordinary item.

## THE AU MANAGEMENT TEAM (Post closing “Step-1”)

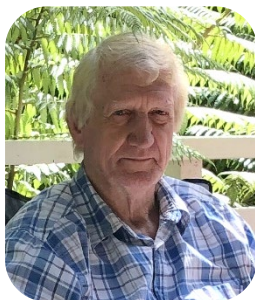
Possessing a range of complementary knowledge capital skills, the following form the Australian operational management team responsible for combining all aspects of Australian based product supply from “Seed-2-Ship”.



**John Cilliers**

NZ Resident Director / Chairman / ASX Listing Pathway Director / AU Oversight director.  
**John Cilliers**, is the Corporations NZ resident director & group chairman

[john@tribalmanuka.us](mailto:john@tribalmanuka.us)



**Nicholas Iverson**

AU Resident Director  
Production / operations

[nic@tribalmanuka.us](mailto:nic@tribalmanuka.us)



**Bryan Easson**

AU Resident Consultant  
Product Development  
(Vendor)\*

The MBI Target Purchase strategy comprises two purchase steps as follows:

- Step-1** From the Series A, the purchase of the two operating companies, **(1)** the Australian production company **(2)** the US distribution company for AUD4M.
- Step 2** From the Series B the purchase of **(3)** the TGA licensed, GMP certified health products manufacturing land and buildings in Alstonville, NSW, for AUD1.8M **(4)** the aquatic farming infection control remedy facility land and buildings, AUD2.5M.

\* Provides role under two stage, 12 month post-closing consulting agreement.



# Coming to America

TRIBAL HEALTH CORP

2024

<https://tribalhealth.us>

<https://tribalmanuka.com>

## 'TRIBAL' NZ TEA TREE US LAUNCH PART 4

### BUSINESS OPERATING PROFILE



USA

This waka is ready for launch



Linda Brink - US Resident Director

Tribal Therapeutics Inc (FL)

1/1/2024

PRODUCT DISCUSSION PAPER

DOC-669C Copyright, Tribal Health Corp 2023 ©



*Part Four (continued)*

## **The US Business Operations** (Post closing)

Currently, Tribal Health Corp “TRC” was the former holding company of **(1)** the NZ operations through NZ Natural Capital Partners Ltd “TNH”, (now a subsidiary of ANC) and **(2)** Tribal Therapeutics Inc, its wholly owned US product importing subsidiary.

Upon closure of the S&P for the purchase of “Step-1” of Australian MBI Target, and its wholly owned US subsidiary, TRC will deliver a three country, cross border trading group as reflected in the chart in Recital 1 herein (Page 8).

### **NON-DISCLOSURE AGREEMENT “NDA”**

The directors of TRC have made and entered into an NDA with the owners of the MBI Target.

Accordingly, certain information cannot be disclosed other than under cover of an NDA between TRC and a qualifying third party.

# INTRODUCING LINDA BRINK US RESIDENT DIRECTOR/PRESIDENT

## “From my salons to the bush”



In Opotiki 2019, my last year “Out East” working with the Kaumatua who mentored the “Tribal” development process



“Tea-Tree Manor”



Listening & learning from “Big Jim” (2017) chatting to Māori landowners in a remote farming area about mānuka foliage harvesting & the Co-Op. (That’s the “late Big Jim” in the black coat – we all miss you Jim!)

“My name is Linda Brink, a US citizen with 17 years of therapeutic tea-tree oil industry experience on my resume. From ’91 through to ’99 investing in and working on the development of Australian therapeutic tea tree oil consumer products. From ’16 through ’24 (today) in NZ procuring tea-tree oil supply as the lead natural therapeutic remedy to enter the USD261B+ PA, Infection Control niche of the US health market.

**My interest** in natural health & wellness products dates back to my days in South Africa in the “go-go” ‘80’s when I started and owned “The Beauty Bowl”, a beauty therapy business which had three salons operating in the north-east suburbs of Johannesburg when I sold the business and emigrated to NZ.

**My tea-tree interest** developed in NZ when our family launched the “Tea-Tree Manor” brand of Australian therapeutic tea-tree oil based health and household disinfectant/cleaning products, leased a boutique tea-tree farm in NZ and invested in a 1,200 acre organic tea-tree oil plantation owning company in northern NSW together with its associated, TGA licensed therapeutic product manufacturing facility and associated brands. I sold off the NZ ops in 1996 when I moved to Malaysia and the Australian interests were sold in 1999. In 2004 I returned to the US to work with my mother in the family realty business in our home-town of Ft Lauderdale.

**My continuing interest** picked up a notch in May of 2015. While on holiday in the Florida Keys, I noted an RSS feed report on the amazing success of an Indiegogo campaign by “Flow-Hive”, an Australian product that saw circa 20k of these “Hives” sell in 30 days, generating USD12M in sales. The success of this “honey-story” drove the decision to involve our family once more in the natural and alternative remedies sector. This time however with NZ native “tea-tree”. i.e., mānuka / kānuka. A decision supported by the fact that mānuka honey was gaining increased recognition in the US as having therapeutic benefits which supported its premium pricing. Knowing that NZ the mānuka tea-tree came from the same plant family as Australian tea-tree, (*Myrtaceae*) our family saw the opportunity to import mānuka oil into the US alongside the honey, supported by a crowdfunding campaign at some future date. We registered a crowdfunding company in CO, returning to NZ in January 2016 to start a Māori landowner Co-Op venture with a Māori Kaumatua (*elder*) & Rangatira (*Chief*) in Opotiki who a friend from my NZ sojourn back in the late ‘80’s/early ‘90’s had digitally introduced me to.

**And so commenced my “Tribal” journey.**

Introduction to Linda Brink (Contd)

## PRODUCT

Many years ago, I discussed my “Tea-Tree Manor” branded Australian “tea-tree oil” supply with the late Dame Anita Roddick, founder of “The Body Shop” but never ended up doing a deal as I sold “Tea Tree Manor” in ’96, moving on to SE Asia / Australia before returning to the US in 2005. Noting that in the US, mānuka oil was ten times more valuable than honey, I returned to NZ in 2016 to source mānuka & kānuka tea-tree oil for the US market. With that now in place, I need great NZ based partners to support my return to the US to launch “Tribal” brand alternative therapeutic tea-tree oil remedies.



That’s me on the left at a luncheon in London back in ’96 with the late Dame Anita Roddick, founder of “The Body Shop” chatting about supplying “Tea-Tree Manor” oil to her shops.

## VISION

Thanks to Covid & other foreseeable supply chain issues, my original plan to (1) bottle, label and pack the pure oil products in NZ for both the local and Asian export markets, (2) ship both bulk oil and value added NHP’s to the US for North American distribution has stayed in place.

## PRODUCT PROCESSING

Will initially focus on these two tea-tree oils found in Aotearoa/NZ. i.e. oil of **Kunzea Robusta**, (*kānuka* for “him”, endemic to NZ) and oil of **Leptospermum Scoparium**, (*mānuka* for “her”). This gender specificity accords to the tikanga (custom) of the tribes of Aotearoa (NZ) and according to people I have setup early business relationships within the US, provides a fantastic marketing opportunity that does not appear to be available with other natural therapeutic oil producing plant species in the US.

## PRODUCT (TRADITIONAL/CUSTOMARY) USE

“Tribal” products continue the more than 1,000 years of use of these two native tea-trees as “rongōā” (*medicine*) by the various tribal groups, the original inhabitants of Aotearoa who named these two tree members of the Myrtaceae plant species as “Mānuka” and Kānuka” these “tea-trees” were subjected to millions of years of continental drift created, plant species evolution, making them (a) very different and (b) far more commercially valuable today than the Australian tea-tree, (*melaleuca alternifolia*) also a sub-species of the Myrtaceae plant family.

## PRODUCT MARKET POSITIONING

Due to its customary and traditional usage as a “wellness/health remedy” the “Tribal” branded range is being developed as niche Natural Health Products in the USD261B plus PA, Infection Control sector of the USD4T PA health market.

## PRODUCT DEVELOPMENT

There will be two categories in the portfolio, i.e.

**PURE OIL:** 1,000 years of custom supports marketing the oils as gender specific.

**VALUE ADDING:** A wide range of value added products for marketing as “Hers” and “His” can be formulated on this ancient tribal “Mānuka for Her” and “Kānuka for Him” specificity. My research indicates that this concept has not been taken to the CAM sector of the health market, potentially creating an FMA product development opportunity built around two oils, exclusively of NZ provenance.

Introduction to Linda Brink (Contd)

### 37,000 US STORES – HERE I COME!

Our resident director / president of Tribal Health Corp tells us that in her home state of FL, the Publix supermarket chain has 876 stores, with nearly 1,400 stores throughout the US eastern States.

That’s about 4 times more stores than NZ’s two largest supermarket chains, New World and Countdown collectively operate across the whole of NZ. Publix alone could take our entire NZ production for the first three years. In the US there are 12 major food / health store chains with over 37,000 stores.

One large health store chain has offered me great promo space for “Tribal” in a prime Ft Lauderdale store on US1 where 140,000+ vehicles pass it every day. Just up the road from my family-owned shop. For starters, on a B2C basis.

My immediate focus is to get Tribal branded NHP’s into both Publix and the Vitamin Shoppe which is over 2,100 stores and then with D2C support through 3<sup>rd</sup> party owned and operated cloud hosted sales apps, continue B2B expansion into other chains.

Leveraged off a Series A Round of AUD10M in launch capital, the “Tribal” branded, Natural Health Products (“NHP’s”) from the far-north of Aotearoa/NZ will launch in the USA!



Linda in the Florida Keys 2015

### WHY MY WOMEN FOCUS?

**Because for much of our lives** we women are the ones that care for the health of ourselves and our family. We care for the “big kids” (*our husbands / partners*) and the “little kids”, (*our children*) from babyhood to their leaving home and starting their own family. We understand the difference between allopathic and naturopathic remedies that have been passed down over centuries. We understand Complementary / Alternative Remedies, referred to in Aotearoa/NZ as “Rongoā” (*medicine*), practiced by every tribe across the motu (*country*) since the Polynesian explorer Kupe, landed here over 1,100 years ago. Rongoa that included a unique native “tea-tree oil” i.e. oil of *Leptospermum Scoparium* (*Mānuka for “her”*) and oil of *Kunzea Ericoides* (*Kānuka for “him”*) as per ancient tikanga (*custom*).

**Covid-19** made everyone, evermore wary of the growing risk that malicious pathogens present to our health as even more “superbugs” develop an ever-growing resistance to our modern-day, allopathic antibiotics. A disturbing trend that makes the use of natural therapeutic remedies at home, an important health weapon that we can use today while protecting the source of traditional remedies for tomorrow’s generation.

Linda Brink – Director



Tribal Health Corp

A big reason why Tribal ops target majority women owned/ managed is to support the company’s application to join this organisation in the US.



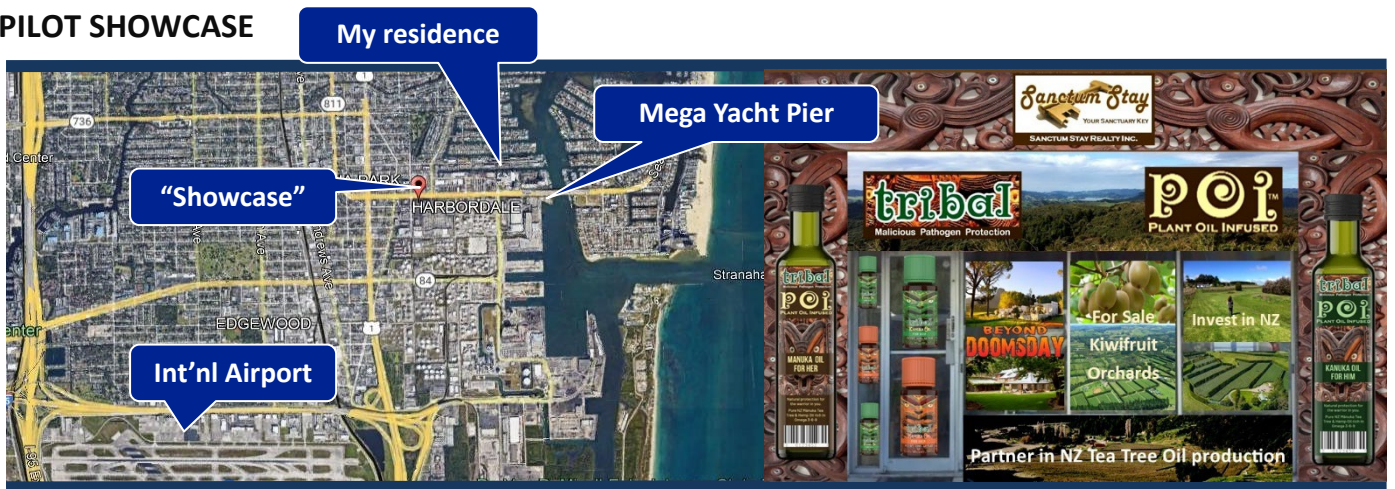




(Above) US1 –Ft Lauderdale, FL. 140,000+ vehicles per day

Yes, Linda has used a little ‘creative license’ on this incredibly busy highway image taken in her home town but she wanted to give a sense of how she plans to apply the “L&P” bottle concept from Paeroa (NZ) to the full scale natural health store that we plan to purchase *subsequent to the opening of our pilot showcase* in one of her 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 “tribal” from Aotearoa/NZ. One of the world’s most trusted provenances’ in terms of food purity & natural health products.

**PILOT SHOWCASE**



Linda is starting off small in her family owned retail shop located in the heart of the Ft Lauderdale tourist precinct. In the R/H image above, she has 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**

Unashamedly, NZ Māoritanga. Artwork to be directed by a 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 Māori tribal themed mural projects in her eastern BOP home rohe inculcating a unique NZ tribal theme. Projects that have won her acclaim from many of her associates around the world and in the US where they will connect with her once more on this unique project.



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

**LINDA’S AUD6M COMMITMENT – SUPPORTING A USD5M CAMPAIGN**

USD367k 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. USD3M (AUD5M) in early growth capital from the realization of surplus properties in the family portfolio. Exciting is the fact that Maureen, the business development VP of our US crowdfunding intermediary is a former IBM operations VP who has worked internationally, now lives just two hours away in Ft Meyers, 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 for all



## US MARKET DISTRIBUTION – WOMEN DRIVEN

WBENC Certification validates that a business is at least 51 percent owned, controlled, operated, and managed by a woman or women.

This means one or more women must have unrestricted control of the business, a demonstrated management of day-to-day operations, and a proportionate investment of capital or expertise. To become certified, business owners undergo a thorough vetting process, including review of business documentation and a site visit. Because of this thorough process, WBENC Certification is considered the gold standard for women-owned business certification and is accepted by more than 1,000 corporations, and most states, cities & other entities.



### Certification Eligibility Criteria

- Majority (at least 51%) ownership by one or more women.
- Demonstrated proof of female management and control of business.
- Unrestricted female control of the business in legal documents and day-to-day operations.
- A woman holding the highest defined title in the company's legal documents.
- Documented evidence of female contribution of capital and/or industry expertise.
- Status of U.S. Citizenship or Lawful Permanent Resident for woman owner(s) constituting majority ownership.

### Benefits of certification for women-owned businesses includes:

- Access to supplier diversity and procurement executives at hundreds of major U.S. corporations and federal, state, and local government entities that accept WBENC Certification.
- Formal and informal opportunities to pursue business with Corporate and Government Members, as well as with other WBENC-Certified WBEs.
- Access to networking events, procurement opportunities, mentoring, executive education, capacity development programs, and other business tools and resources.
- Eligibility for regional and national recognition and awards.
- Use of Women Owned Logo and Women's Business Enterprise Seal as a marketing tool to promote your business and expand your company's visibility.

Community of support from other female business owners and like-minded professionals all dedicated to the growth and success of women-owned businesses.



## US DISTRIBUTION SUPPORT

The Corp’s directors have re-established a working relationship with the directors of the Australian company with whom they enjoyed a supply partnership in the 1990’s for a range of “organic, wild bush” tea tree oil products that were formulated with tea tree oil sourced from “Jenbrook Farm”. A 464ha (1,147 acre) native tea tree plantation / native bushland station in the Bungawalbyn Valley in northern NSW, Australia. Oil based products that were “value added” to GMP standard in our partners TGA licensed facility in Alstonville, NSW while improving ecological farming methods to ensure sustainable product supply and the preservation of a “wildcrafting” ecosystem.



Our Alstonville partners, 1994  
“Doing business Aussie Style”

### INFECTION CONTROL PRODUCT FOCUS

US DISTRIBUTION HUB – VALENCIA, CA



Over the years, our former Australian tea tree Natural Health Products (NHP), supply partners have continued to develop plant based product formulations for a range of infection control products for human, animal and aquatic use. The growing sales success of these products saw our former NHP supply partners open a product 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.

### A RENEWED PARTNERING.

A UNIQUE PRODUCT POD

Tribal Health Corp has opened discussion with their former supply partners to “*partner once more*” in the distribution of NHPs. This time, our “Tribal” products to enter into a well-established distribution system that has built a large existing customer base for Australian tea tree oil based NHP’s that focus on infection control. The inclusion of our “Tribal” branded NZ tea tree oil based NHP’s with their infection control efficacy and globally unique “gender specificity” POD (Point of Difference), sets our NHP’s apart from any others in the marketplace, delivering a First Mover Advantage (FMA) in the USD261B PA Infection Control, and natural antiseptic infection prevention sector of the USD4T PA health market.

### SHOWCASE SALES OFFICE

Operating between the Ft Lauderdale showcase and the Valencia based distribution facility, Linda with direct marketing into both the B2B and B2C space with all product delivery done on a contracted, outsource basis from the Valencia facility. An NDA has been exchanged to setup purchase of both the Australian production and Valencia distribution facilities.

## THE US TRADING NUMBERS

The table below reflects the 2023 trading year ended 31/12/23 with the 2024 forecast. These numbers are expected to be exceeded as the company's success in having its aquatic remedy for salmon farming launch in Chile grow into other markets. With a second new product scheduled for launch in Q3 with the Corporation's **US resident director living in the US**, keeping close control over costs and launching the gender specific NZ tea tree oil range will further support delivery of these numbers. 2021-22 trading was hampered by the post Covid-19 recovery cycle.

US TRADING	%	Actual				%	Forecast
		2020	2021	2022	2023		2024
<b>REVENUE</b>	100%	<b>2,585,798</b>	<b>1,971,558</b>	<b>1,738,261</b>	<b>2,211,402</b>	100%	<b>6,555,515</b>
Sales		2,571,488	1,942,147	1,690,631	2,188,368		6,325,000
Service income		14,310	29,411	47,630	23,034		230,515
<b>VARIABLE COSTS</b>	72%	<b>1,810,873</b>	<b>1,350,452</b>	<b>1,275,121</b>	<b>1,675,926</b>	82%	<b>4,373,591</b>
Direct imports		1,810,873	1,350,452	1,275,121	1,675,926		4,111,250
Other costs							262,341
<b>Gross Margin</b>	28%	<b>774,925</b>	<b>621,106</b>	<b>463,140</b>	<b>535,476</b>	18%	<b>2,181,924</b>
<b>OTHER COSTS</b>	27%	<b>612,416</b>	<b>608,760</b>	<b>577,163</b>	<b>487,832</b>	9%	<b>586,995</b>
Payroll		277,157	354,598	334,746	283,123		354,080
Outsourcing		119,655	0	2,857	0		
Professional fees		34,206	59,089	54,636	43,846		69,450
Data processing		13,216	21,163	22,147	22,751		19,200
Rent / taxes		74,306	80,287	88,812	65,412		54,594
Insurance		20,454	28,690	17,792	12,769		18,396
Trade shows/marketing		5,115	11,779	16,546	8,117		11,800
Travel		9,428	3,451	4,319	10,177		15,100
Fuel & Oil		5,263	2,165	3,685	3,826		3,360
Maintenance		3,608	5,963	2,608	4,672		1,300
Utilities		4,572	5,492	5,877	5,531		7,450
Other		45,436	36,083	23,138	27,608		32,265
<b>EBITDA</b>	1%	<b>162,509</b>	<b>12,346</b>	<b>-114,023</b>	<b>47,644</b>	9%	<b>1,594,929</b>
<b>CAPITAL AND OTHER</b>		<b>22,556</b>	<b>62,270</b>	<b>2,215</b>	<b>106,155</b>		<b>0</b>
Depreciation		21,092	2,215	2,215	6,155		0
Management Fees-Internal		0	0	0	100,000		0
Leasing/equipment hire							
Bad debts		1,464	60,055	0	0		0
<b>OPERATING RESULT</b>		<b>139,953</b>	<b>-49,924</b>	<b>-116,238</b>	<b>-58,511</b>		<b>1,594.929</b>
<b>OTHER ITEMS</b>		<b>0</b>	<b>2,434</b>	<b>3,215</b>	<b>18,655</b>		<b>3,000</b>
Forex gains		0	2,434	3,215	18,651		3,000
Sundry other					4		
<b>PRE TAX ( -LOSS ) PROFIT</b>		<b>139,953</b>	<b>-47,490</b>	<b>-113,023</b>	<b>-39,856</b>		<b>1,597,929</b>

**Note 1** The 2023 loss was attributable to a USD100,000 management fee paid to the shareholders.

## AN APNIC\* RETAIL PILOT SHOWCASE TOO?

“Creating a tribal themed, pilot retail shop in Asia”  
(Assuming an Asian based Partner)



*“As a former student of Quarry Bay Primary School and KG-V in Hong Kong, my “Tribal MPI” launch vision to also get in front of consumers in Asia is simple.....”*

“to have a “Tribal” woman partner in Asia start retailing the “Tribal”

therapeutic oils, taking ideas from my personal opening of the “Showcase” in Florida. This way women can share notes on what our customers are saying about our oil based NHP’s and how best to expand the business in our local environments”. To learn what the folks and families on ‘Main St’ are saying about the products. This way, we get real marketplace data on which to expand with viral marketing driving cloud hosted support growth”.

Quarry Bay School in Hongkong as it was when I was a student there before going on to King George V High School from where I moved to South Africa.



KG-V high school logo

### CRAWL BEFORE WE WALK

*The rest will follow “naturally”*



Shop Image copyright... “thanks 7-Eleven, you showed how to grow really big globally by staying really small locally”

\* Asia Pacific Network Information Centre country grouping

Like me in Florida, our Asian partner will start small. Anita Roddick did not start “The Body Shop” with big money and a sophisticated, big-end of town business plan. No, she started in a dingy old shop in Brighton, England, where she had to paint the walls a dark green to cover the water stains. A colour that become synonymous with the business as it grew into a multinational giant. And it all started in a small shop. My “Tribal” launch vision is the same, “*get to know your customers so that they get to know & trust you*”.

### EXPANSION OPTIONS?

Yes, we all know the power of cloud hosted, third party sales apps. Both the NYSE and NASDAQ bear clear testimony to this fact. But natural health remedies require an interface between personal assurance and faceless mass marketing. Sure AI & AR hold further promise of digitally delivered solutions but hey, AI is nothing more than an algorithmically delivered solution based on presupposed, (non-real-life) assumptions. But as a mom and every mom I know, we want that “one-on-one” that delivers the assurances needed and this is where old fashioned, “brick ‘n mortar” kicks in.

### FEE FRANCHISING?

My years in Asia taught me that franchising is not an option I want to follow. On the ground experience there demonstrated to me that archetypically, Asians want to “own” their business. Not “rent” someone else’s IP. A fact I learnt from my coffee mornings / lunches etc with the girls in KL.

### EQUITY LICENSING?

Delivers Equity Participatory Management (EPM) to operators out there at the coalface. A model more in keeping with an ownership centric world. One which the Tribal business model has been structured to accommodate.

## THE US MANAGEMENT TEAM (Post closing the MBI Target purchase)

Possessing a range of complementary knowledge capital skills, the following form the US operational management team responsible for combining all aspects of US fulfilment based distribution from “Ship-2-Shelf”.



**John Cilliers**

NZ Resident Director / Chairman / ASX Listing Pathway Director / US Oversight director.  
**John Cilliers**, is the Corporations NZ resident director & group chairman

[john@tribalmanuka.us](mailto:john@tribalmanuka.us)

### “Meet our all women C Suite team”



**Linda Brink**

US Resident Director/President  
Sales/Marketing

[linda@tribalmanuka.us](mailto:linda@tribalmanuka.us)



**Robyn Ingersole**

AU-US Director  
Product Distribution  
(Vendor)\*



**Kylie Cox**

US Regulatory Compliance

\* Provides role under a two stage, 12 month, post-closing consulting agreement.



## PART FIVE

Grow  
**LOCAL**  
CAPITAL EXPANSION  
Think  
**GLOBAL**

---

*Agricultural Marketplace*



## CAPITAL EXPANSION (Introduction)

The Company's capital expansion strategy is modelled on a progressive value building structure as per the archetypal Silicon Valley, "*capital rounds model*" applying the capital to the production and distribution of New Zealand and Australian Natural Health Products (NHP) for human, animal and aquatic species application.

### PRE-SERIES A – NZD450k (Private Placement)

To be subscribed by a "**NZX Listing Pathway Partner(s)**" coming in on the "*ground floor*" of NZ Natural Capital Partners Ltd.

### SERIES A – NZD5M (Presubscribed)

- ❖ AU NHP Production Facility purchase. Series A.
- ❖ NZ Production launch. Series A.

### SERIES B – NZD5M (Presubscribed)

- ❖ AU NHP Production Facility purchase. Series B.
- ❖ US NHP Distribution expansion. Series B.

### SERIES C – USD5M

- ❖ US crowdfunding campaign to drive product/distribution expansion (NZ-AU-US)

### US CROWDFUNDING CAMPAIGN – USD5M

To be priced at USD2 per share, TRC has contracted with a CA based SEC licensed, FINRA registered REG CF (Regulation Crowdfunding) Intermediary portal to launch a USD5M, crowdfunding campaign in the US. Driving coast-to-coast brand awareness through retail investor "brand ambassadors."

The campaign will be the first in the US to raise capital on NZ sourced, native tribal themed, gender specific natural therapeutic remedies. Campaign preparation will commence on receipt of the Minimum Subscription of AUD300,000, under the AUD10.6M Series A round.





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.

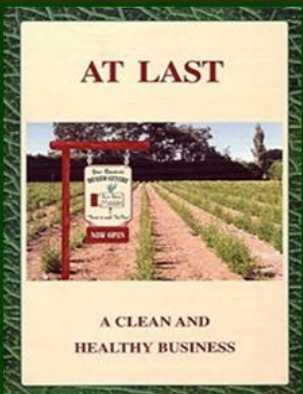


Entrance to a tea tree oil farm in NZ that we leased (and named) in 1996 to increase tea-tree oil supply for the consumer products developed and sold in NZ. An image of these products appears at the bottom of this page



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..

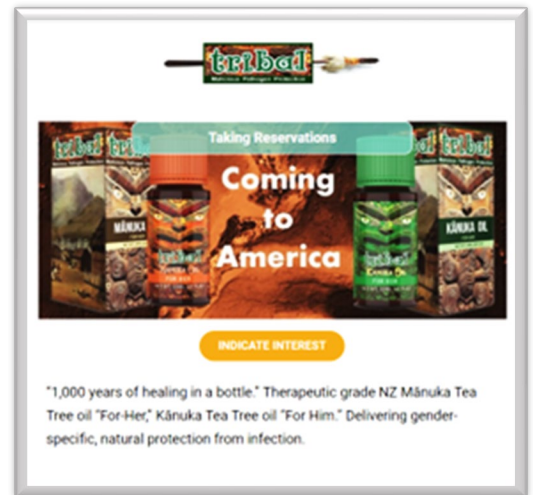
A product we developed was "Tea-Tree-Kleen", a general-purpose disinfectant surface spray formulated with Australian Tea-Tree Oil. A children's art competition (shown) launched it. We plan to bring out a disinfectant surface spray that contains Melaluka, Mānuka and Kānuka pathogen inhibiting oils in 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.

# CROWDFUNDING

## USD5M SERIES B SEC Regulation Crowdfunding (REG-CF) Campaign

The Corporation signed a Listing Agreement with CA based Title3 Funds to conduct a US equity-crowdfunding campaign with three primary objectives. These being:

- (1) To build "Tribal" product brand awareness in the US.
- (2) To raise capital to support NHP product distribution growth in the US.
- (3) To act as a lead-in to a targeted listing on the Australian Stock Exchange.



**TRIBAL HEALTH CORP**  
**USD5,000,000**

Planning for our US crowdfunding campaign  
**Minimum Subscription USD500**  
Or a personal home medicine pack is available  
"Tribal Ambassador Packs" @ US\$1,000

**TITLE3 FUNDS**

This is what a NZ "Tribal Ambassador Pack" delivers to an investor-product user.

- 1) 500 Common Voting Shares in Tribal Health Corp priced at US\$2 each. (Note 1)
- 2) 1 x 0.68 fl oz (20gm) bottle of Tribal "Mānuka Oil for Her".
- 3) 1 x 0.68 fl oz (20gm) bottle of Tribal "Kānuka Oil for Him".
- 4) 1 x personalized "POI" (Plant Oil Infused) limited launch edition coffee cup for "Her".
- 5) 1 x Personalized "POI" (Plant Oil Infused) limited launch edition coffee cup for "Him".
- 6) 1 x 1kg jar of Mānuka "POI Honey for Her" to add to her coffee as a daily health supplement.
- 7) 1 x 1kg jar of Kānuka "POI Honey for Him" to add to his coffee as a daily health supplement.

Including cost of shares, total package retail value US\$1,317.80  
Alternatively share subscription applications for a parcel of not less than 200 shares at an entry cost of USD500 are accepted

(Note 1) Non warranted, end year one forecast MV, US\$1.80, Year 2, US\$3.22.  
(Disclosed Investment risks apply).

"Tribal Home Health Hut"  
(Available as a collectors piece of NZ Tribal history)

Concept image courtesy of the Opotiki Childrens ArtHouse project team.  
Professionals licensed members of the Opotiki ArtHouse project team.

Health Store Hut "Pātaka" not included.  
(USD500 as a one-off Collector's Piece)

"Mānuka POI Coffee Cup for Her"  
"Kānuka POI Coffee Cup for Him"

POI Mānuka Honey "For-Her"  
POI Kānuka Honey "For Him"

**Proposed US REG-CF Crowdfunding Campaign Profile.**  
(This proposed campaign investment package is not an offer of securities to any party whatsoever)

"1,000 years of natural healing in a bottle"

The company has adopted a two-step approach to the campaign.

- ❖ **Step-1 A "Test-the-Waters"** (now live).
- ❖ **Step-2 Complete SEC Form C and go "live"**.

### THE OFFER

The Corporation is offering:

- ❖ 2.5M Common Voting Shares (CVS).
- ❖ The CVS are priced at USD2 each.
- ❖ The Minimum Investment proposed is USD500.
- ❖ A package of 1,000 shares including free product samples is priced at USD1,000.

## NZD20M SERIES D SX IPO / ASX / DUAL LISTING?

### THE FOURTH STEP

As the fourth step in the “Capital Rounds” model adopted for capital formation and expansion, the Company targets a stock exchange listing when the crowdfunded USD5M Series C Round closes.



### THE OBJECTIVE

To provide share trading exposure into a much larger trading platform.

### PATHWAY TO AN NZD98.4M MARKET CAP?

Development Stage	Shareholder Name	Number of Shares	%	Value per Share (In AUD)	Capital Raised (AUD)	Implied Market Value (AUD)
INCORPORATION ( NZNC Incorporation / founder shareholder entry)	Tribal Health Corp	5,000,000	75.8%			5,000,000
	Incrementum Limited (Chair)	1,600,000	24.2%			1,600,000
<b>Pre-Series A</b>	<b>Sub Total</b>	<b>6,600,000</b>	100.0%	1.00		6,600,000
<b>SERIES A</b>	Tribal Health Corp	5,000,000	34.3%			5,000,000
	Incrementum Ltd	1,600,000	10.9%			1,600,000
	NZX Listing Pathway Partners	3,000,000	20.5%	0.15		3,000,000
	Tribal Health Corp (Series A)	5,000,000	34.3%	1.00	5,000,000	5,000,000
<b>Post-Series A</b>	<b>Sub Total</b>	<b>14,600,000</b>	100.0%	1.00	5,000,000	<b>14,600,000</b>
<b>SERIES B</b>	Tribal Health Corp	10,000,000	51.0%		0	10,000,000
	Incrementum Ltd	1,600,000	8.2%			1,600,000
	NZX Listing Pathway Partners	3,000,000	15.3%		0	3,000,000
	Tribal Health Corp (Series B)	5,000,000	25.5%	1.00	5,000,000	5,000,000
<b>Post Series B</b>	<b>Sub Total</b>	<b>19,600,000</b>	100.0%	1.00	10,000,000	<b>19,600,000</b>
<b>Post 2:1 Share Split</b>	Tribal Health Corp	30,000,000	61.0%			60,000,000
	Incrementum Ltd	3,200,000	6.5%			6,400,000
	NZX Listing Pathway Partners	6,000,000	12.2%	AUD200,000 per AUD7,500 entry parcel		12,000,000
<b>ASX IPO/Listing</b>	IPO / ASX Listing Round (Series C)	10,000,000	20.2%	2.00	20,000,000	20,000,000
	<b>Share Split Total – IPO pricing at AUD2 per share</b>	<b>49,200,000</b>	<b>100.0%</b>	<b>2.00</b>	<b>30,000,000</b>	<b>98,400,000</b>

# LISTING ON A STOCK EXCHANGE

Capital expansion (continued)



## BUILDING THE BOARD

Typically, it is an NZX requirement that any company seeking to list on the Exchange has to have both executive and non-executive directors appointed to the Board.

## EARLY-STAGE BOARD APPOINTMENTS

Typically, a board of directors in a “for profit, early-stage company” would have an equal number of executive directors, involved in the operations of a company on a “hands-on” basis, sitting alongside oversight focused non-executive directors. i.e., professionals who bring varying skills to the board, helping drive capital expansion, profitability delivery, investor accountability.

## PLANNED ROLES / APPOINTMENTS

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

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

\* Subject to closing MBI Target S&P



## **PART SIX**



## **RESEARCH / PATENTS REGULATORY OVERSIGHT**



## Therapeutic Claims – Research Support

### Personal Gender Usage Specificity / Infection Control Efficacy

Two very interesting notes arose from early research into the therapeutic efficacy of NZ mānuka and kānuka tea tree oils by a renowned Taiwanese Medical University. i.e.,

- (1) That the mānuka tree was the **female tree**, medicinally used by the women of a tribe, kānuka the **male tree**, used by the men.
- (2) That kānuka oil appeared to show greater efficacy over mānuka oil in pathogen inhibition studies related to nosocomial infection, aka, Hospital Acquired Infections, “HAI”.



### First to Market / A USD425B TAM

These two findings open an opportunity to create “first-to-market” niche health products in the USD261B PA Infection Control, Disinfectant/Antiseptic remedies sector of health market. Gender specificity creating a “His” & “Her” product development opportunity deploying two natural resources that are unique to NZ with one of the resources

being endemic, creating a significant barrier to entry from any other country. This provenance unique resource, delivering an exploitable “**first-mover-advantage**” opportunity in the health sector with plant oil infusion technology supporting the creation and production of “His” & “Her” personal health supplements in the USD164B PA dietary supplements sector.

### Aquaculture / Salmon Farming A USD18B PA Industry

**Our US target company has gained entry to this market**

Sea lice (*singular sea louse*) are copepods (*small crustaceans*) of the family **Caligidae** within the *Siphonostomatoida* order. The genera *Lepeophtheirus* and *Caligus* parasitize marine fish, in particular those species recorded on farmed salmon. *Lepeophtheirus salmonis* and various *Caligus* species are adapted to salt water and are **major ectoparasites of farmed salmon**. *Caligus rogercressey* has become a major parasite on salmon farms in all countries. Including Chile, the world’s 2<sup>nd</sup> largest salmon farming country. While several antiparasitic drugs have been developed for control purposes, none of these are “natural” sea lice infection control remedies. Most are chemically synthesized which degrade the marine environment leading to these chemical remedies being banned/restricted in some areas.

This marine degradation is one of the main environmental concerns about sea lice chemical treatments and their toxicity to non-target species. Extensive reviews have found clear evidence of highly negative effects on non-

target marine life species. For most of the non-target organisms studied, the concentrations recommended by the manufacturers were found to kill half of the non-target marine species in the infection treatment area.

**NAP has developed a 100% natural sea-lice repellent** using a native plant based formulation that is non-toxic with no negative impact on non-target aquatic species. In 2024, it is forecast that sales of this product will see a **tripling in sales** to salmon farming enterprises in Chile.

Ongoing extensive research is required to fully understand the effects of these chemicals on non-target species and thus “*research will at all times play a fundamental role in the launch and ongoing sales of all products*”.

# NZ TEA TREE

## A HISTORY OF THERAPEUTIC USE

The therapeutic use of NZ tea tree dates back to the founding of Aotearoa at about the same time that “Coffee” was discovered in the Yemen. The health benefits of the infusion process supported by “1,000 years of customary tribal health use” can be used to create a “tonic” formulation such as Coca Cola’s *syrup formula*, KFC’s “*secret herbs & spices*” recipe etc. Always remaining a commercial secret here in NZ, the home of value added NZ mānuka & kānuka tea tree oil infused products.

“A therapeutic ingredient which is 1,000 times more effective than mānuka honey and 20-30 times more effective than AU tea tree oil against gram positive bacteria”.

<https://manukabioscience.co.nz/>

## US MANUKA DEFINITION

New Zealand’s mandated definition of what constitutes “mānuka” honey is of no legal consequence in the US market where honey importers & distributors label and distribute honey in accordance with the **regulations laid down by the FDA**. Some pay little attention to the marketing hype built into “**UMF**” and “**MGO**” markers used to make increasing therapeutic claims re the benefits of consuming mānuka honey as these two marker numbers move up the scale. In the US a “rating

system” called “**KFactor**” has emerged, testing for a number of markers, the most interesting of which is pollen count: **the higher the KFactor, the higher the guaranteed percentage of pollen from the Manuka tree**, thereby guaranteeing the identity of the honey at hand. This rating system is currently being utilized by the US company Wedderspoon. One of the largest distributors of mānuka honey in the US which draws its mānuka honey from the lower South Island region of NZ.

In addition to the Cawthron Institute in NZ, the directors have identified eighteen universities in the US as having alternative health research faculties on campus, many of which include natural therapeutic product research and development curricula that could support the ongoing development of value added, therapeutic remedies.

## NATURAL HEALTHCARE MARKET DISRUPTION

Plant Oil Infused (“POI”) therapeutics

Let’s start with a simple fact. Like Australian tea tree oil, the NZ mānuka and kānuka tea tree deliver plant based, natural remedies **traditionally used for medicinal purposes. Not beauty. Not skin care.** Captain Cook’s voyages of discovery demonstrated the therapeutic benefits derived from the leaf of these trees. A

colonial era usage that led to modern day research that validated oil extracted from the leaf of the NZ tea tree is a multiplicity of times more therapeutically efficacious than honey extracted by honeybees from the pollen in the trees flower.

The founding directors of the Company have noted that a niche market could be developed in the US by value adding NZ tea tree oil through an infusion & emulsification process delivering a therapeutic honey. One that would be much more efficacious than the highest “UMF/MGO” rated mānuka honey but selling for circa one quarter of the retail price of a UMF20 rated mānuka honey “competitor” on a US retail shelf. With a spate of recent foreign Court decisions, together with the findings of the NZ Intellectual Property Office ruling that as the word “manuka” had entered the common lexicon, the word was not unique to New Zealand. Decisions and rulings that have negatively impacted the price of NZ “mānuka” honey, depressing prices to levels that will enhance the profit opportunity available with a disruptive alternative product with greater therapeutic efficacy.

# REGULATORY OVERSIGHT

## “DOWN UNDER” - AUSTRALIA LED THE WAY WITH THE “TGA”

In Australia, the TGA (Therapeutic Goods Administration) oversaw the development of a national standard for Australian tea-tree oil within a regulatory framework under the Therapeutic Goods Act 1989. This Australian standard is accepted globally. Framed around a chemical known as “Terpinen-4-ol” the principal active chemotype and its associated compounds within the oil, it delivered scientifically validated therapeutic benefits. The Australian Act provided a uniform national system of control over therapeutic goods. NZ did not have a comparable Act, until the passing into law in July of 2023, the Therapeutic Products Act 2023. A law that is currently seeing the setting up of the “Regulations” that the new Regulator will use to enforce the law on all those in the NZ health industry. 2025 appears to be the year that this new law will be fully implemented.



## NEW ZEALAND HAS NOW FOLLOWED WITH ITS “TPA” THERAPEUTIC PRODUCTS ACT 2023.

Thirty-four years after Australia passed its landmark Therapeutic Goods Act (1989) NZ has followed in the footsteps of its big neighbor and on July 6<sup>th</sup> 2023, this new law received Royal Assent, introducing to the NZ health market, much more wide ranging legislation and new regulations that **specifically target the NHP sector of the health market**. As was the case in AU, the NZ legislation portends huge changes to the sector.

**PRESS RELEASE:**      **On May 13<sup>th</sup> 2024, the new Coalition government announced that it was going to repeal the 2023 Therapeutic Products Bill passed into law by the previous Government. And so the archetypal state of the NZ legislative process continues, to the frustration of many in many ways.**

Would this new legislation in NZ have caused the same level of disruption to the NHP sector as the new law did in Australia, giving rise to a “Pan Pharmaceuticals” type debacle in NZ? Possibly! Having worked with the Australian

TGA regime impact on Australian tea tree oil NHP’s during the ‘90’s, the directors of Tribal Health Corp note that the NZ legislation had granted “grandfathering” window, similar to that when the TGA came into effect in Australia.

## BULK EXPORT – NO IMPACT

In hindsight, with the “backwards and forwards” decisions only serving to muddy the NHP regulatory waters in NZ, the directors decision to export bulk resource to a TGA licensed, GMP certified facility in Australia was the right call. This because any therapeutic claims arising from value adding will only originate in Australia where all NHP’s will be produced, labelled and packaged in compliance with the Australian TGA regulatory framework, accepted by the FDA in the US, giving the company a distinct advantage over NZ NHP





manufacturers whose legislative framework, unlike AU, remains in limbo. With our own state-of-the-art extraction facility, registration as an oil producing facility under the TPA will be a much easier process. However as the Company is exporting to a TGA facility in Australia as a non-valued added product, the act will have minimal impact.

**RONGOA:** In the same way that the Australian Act provided for the recognition of ancient, customary remedies, the New Zealand Act similarly makes provision for the recognition of customary native health remedies. As the “Tribal” brand marketing refers to the customary therapeutic uses of the NZ tea tree oils as “Natural health Products” (NHP’s) this recognition is a welcome aspect of the TPA.

### **CAPEX SAVING**

With access to a TGA licensed, GMP certified NHP manufacturing facility, the introduction of the new legislation in NZ, (should it ever come to pass) will have no deleterious impact on the production and export of the two oils in bulk to Australia for value adding, packing shipping. Meeting TGA regulations from point of extraction in NZ to processing at the NSW based TGA facility to export from Australia in accordance with the Australia law which the NZ legislation was largely based on will obviate the need to fund the construction of a regulated facility in NZ.

## PART 2 – SECTION 7

### BUSINESS COMBINATION MANAGEMENT TEAM PROFILES

*The following are the directors and “Business Combination Partners” who provide services to the Company and/or its Related Affiliates as it commences its AU-NZ-US cross-border agribiz activity.*

#### NZ RESIDENT DIRECTOR-CHAIRMAN – ASX LISTING PATHWAY



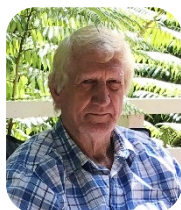
**John Cilliers**, the Corporations NZ resident chairman has been actively involved in ASX listings and compliance, business acquisitions, commercialization and the implementation of systems to support organizational growth. Currently a director of two ASX listed companies, he was previously Chief Financial 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. As chairman, Working with the incoming “Parcel-1” ASX Listing pathway group, John’s role is to lead the company to its targeted listing on the ASX through a series of capital raising rounds, starting with this Series A Round. This to be followed by a USD5M Series B, REG-CF crowdfunding campaign in the US which is planned to provide the lead-in to an ASX 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 which will support the Valencia distribution facility in CA. 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.

#### AU RESIDENT DIRECTOR – 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 to undertake the MBO of the family’s Florida based realty firm before moving to CA 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 AU-NZ-US cross- border ownership structure for USMCA distribution of NHP’s imported from the groups facility in Australia.

#### 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 will manage the extraction unit to be built for the extraction of 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 Company’s NZ operating affiliates to supply foliage for oil extraction.

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

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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.



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.

### IN MEMORIAM

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*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 Company 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.



# PART 3 – EXHIBITS

The “Tribal” ecosphere is one with a kaupapa (*objective*) of building an intergenerationally sustainable supply chain of known, tribal therapeutic remedies as branded therapeutic products through an expanding distribution network. One that delivers recurring income and wealth generation back to the original landowners through sales of these natural remedies into the USD261B+ PA Infection Control / Antiseptic protection/prevention market.

## CONTENT



The following exhibits provide general information about the native NZ tea-tree oil therapeutic products agribiz that the Corporation was set up to build and deliver. While they do not form part of the mandated investment due diligence disclosures prescribed by NASAA Form U7, (our disclosure template), they are provided in order to give a further insight into the developmental ethos of the Company and its business model.

Sustainable Goals	P.76
Completing the Tea Tree Story	P.77
Triketone V Terpene chemotypes	P.78

## THE INSTITUTION OF RAHUI IN NZ


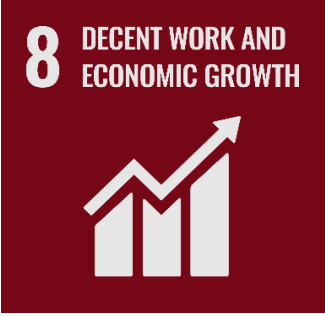


The ancient Māori institution of Rahui was designed to protect against exploitation, depletion, degradation of a resource, and the pollution of the environment to the point where the pro-life process latent within the biological and ecosystems of Papatūānuku (“*mother earth*” may collapse).



# SUSTAINABLE DEVELOPMENT GOALS

## EXHIBIT 1

**THE UN HAS SET OUT 17 SUSTAINABLE DEVELOPMENT GOALS**  
 The Company’s ecosystem contributes to four of them. These are:

UN GOAL	NZ PRODUCTION	US DISTRIBUTION
 <p><b>3 GOOD HEALTH AND WELL-BEING</b></p>	<p>Sole source of these endemic plants.</p>	<p>Importation and distribution of therapeutic grade NZ mānuka and kānuka tea tree oil across the USMCA region.</p> <p>Effective in the prevention of malicious, infection causing pathogens in both the home and healthcare facilities.</p>
 <p><b>8 DECENT WORK AND ECONOMIC GROWTH</b></p>	<p>Long term supply contracts with native tribal landowners delivers sustainable, recurring income on their own lands enabling the development of family owned agribiz ventures.</p>	<p>US product distribution success drives the delivery and growth of these basic needs.</p>
 <p><b>11 SUSTAINABLE CITIES AND COMMUNITIES</b></p>	<p>Sourced on Māori land in remote economically marginalized rural communities, NZ tea tree agribiz income will have an economic multiplier impact on the wider community as the number of contracted grower-producer families expands in number.</p>	<p>US capital inputs help create the agribiz support infrastructure. A mantra now adopted by the NZ Reserve Bank which is imploring the private sector to contribute capital to the “Māori economy” by creating greater access to capital for rural agribiz landowners.</p>
 <p><b>15 LIFE ON LAND</b></p>	<p>As a native NZ plant species, tea tree requires no fertilizer or any form of synthesized nutrient or sprays to grow and produce therapeutic grade honey and oil resources. All land management applies centuries old Māori tikanga (customary lore) principles, ensuring product sanctity through environmental care.</p>	<p>Increasing US product distribution helps to create and build awareness of “tikanga” being the ancient tribal equivalent to “organic” arising through the application of <b>regenerative land management, agricultural practices.</b></p>

# 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 / Ericoides	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 “Dreamtime Station” in the Bungawalbyn Valley indicated habitation of the area dating back circa 30,000 years. Today, the Station is predominantly wild bush tea tree with a large number of “mother trees”. Some dated as being circa 1,400 years old. Our business plan provides for the purchase of Dreamtime Station.



Entrance to Dreamtime Station photographed when visiting 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 Company 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 Dreamtime Station in a “mother tree” grove - 1992



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

### PROPOSED PRODUCT “RELAUNCH”

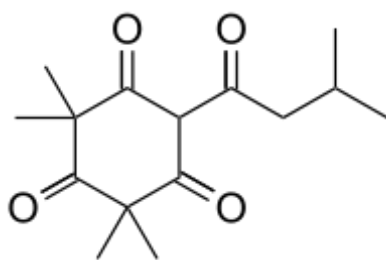
Post-Covid America has created a new awareness in the need to increase the use of disinfectants to help inhibit malicious pathogens that could put both their household and family members at risk of disease. The directors believe that the most appropriate time to launch such health product “for the home”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

### “UP NORTH TERPENE ” V “OUT EAST TRIKETONE”

“Would a typical health conscious consumer, want to use an oil that has a high toxic chemical compound in its chemical composition?”

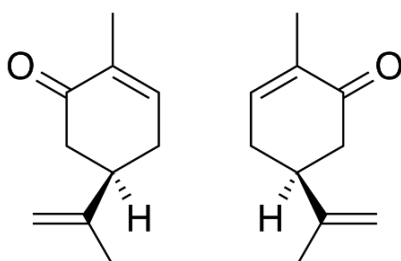
i.e. a herbicidal active synthesized for agricultural sprays. For many consumers, not likely!

#### HIGH TERPENE CHEMOTYPE V HIGH LEPTOSPERMONE



**Leptospermone** is a chemical compound (a  **$\beta$ -triketone**) that was first identified in the US in 1977 when a Stouffer chemical company research chemist noted that the compound “leptospermone” produced by some members of the myrtle family (*Myrtaceae*), such as *Callistemon citrinus* (*Lemon Bottlebrush*), a shrub native to Australia, and *Leptospermum Scoparium* (*Mānuka, the NZ tree from which it gets its name*) produced a natural “herbicide” that killed off invading plant species. Leptospermone was subsequently optimized into

thousands of compounds. Research noted that several were found to be extremely effective **but were too toxic**, environmentally persistent or not selective enough. There are now several members of the **triketone class of HPPD inhibitor herbicides** on the market produced from a synthesized form of Leptospermone. The same chemical compound that some mānuka oil producers and retailers in NZ use to support their claim that the higher the triketone content, the more efficacious the oil as a malicious pathogen inhibitor for human application. Ongoing research suggests that this appears to be an inappropriately interpretive, non-registrable therapeutic claim. One that a regulatory authority is unlikely to approve for therapeutic product claim registration in the US.



Conversely, **Terpenes** have been found to be highly effective with excellent antifungal, antimicrobial and anti-inflammatory actives that are therapeutically beneficial for human application. Both as topical and ingestible remedies. A fact proven by the native peoples of Aotearoa and the early European arrivals in NZ such as Captain Cook as discussed above. Interestingly, the Australian standard for their tea-tree oil requires a high terpene-based content in the oil (*terpinen-4-ol*) with a low cineole (*toxic*) content. Based on the Australian

standard, one could conclude that mānuka & kānuka oil from Northland would be safe for personal use because of the very low levels of triketone, a known toxin. The collective terpene isoprene constituents in manuka & kanuka oil represent the trusted gold standard of care while triketone counts indicate the level of a toxic active in the oil. Having been an investor & working participant in the Australian tea tree oil sector for nearly 10 years, involved in **(1)** growing and harvesting the oil in the Bungawalbyn Valley, **(2)** developing consumer products and **(3)** worked with the TGA process in Australia, the directors learnt one thing, **(4) the research must never end.**

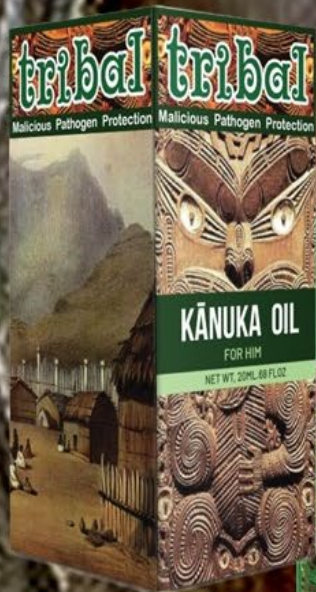


#### A FAST GROWING SECTOR

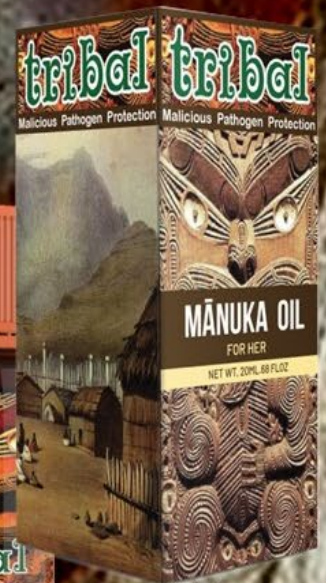
In the US today, nosocomial infection, i.e. Hospital-Acquired Infection (HAI) represents a USD38B PA niche in the health market as malicious pathogens are rapidly resisting synthetic antibiotic based remedies. With early research indicating that kānuka oil appears to be an efficacious inhibitor of HAI, this represents a further niche sector for the Company.

**THE TAONGA (TREASURE) OF OUR NATIVE NZ  
MāNUKA AND KāNUKA TEA TREE HAS HEALED  
OUR WOUNDED WARRIORS, HEALED 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"**



**NZ Mānuka tea tree  
"For Her"**

**Gender specificity as  
practised by our Ancestors**

**TRIBAL HEALTH CORP  
PRIVATE PLACEMENT MEMORANDUM**

**NZD 10,000,000**

**AN INVESTMENT IN REGENERATIVE NATURAL CAPITAL.**