

<https://tribalteatree.com>



Helping regional NZ companies raise "Growth" capital in the USA

Growth Capital Launch Partner

Expression of Interest for placement of up to 1,300,000 secondary shares by way of a Pre-Series A placement. This document is an Expression of Interest for a secondary share sale to qualifying investors in a Far-North NZ tea tree agribiz project supported by Nash Kelly Global. It is not an offer or placement of new securities

DOC-1888NK



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FOREWORD

KAUPAPA

A total capital requirement comprising **(1)** this placement of up to 1.3M Pre-Series A secondary share sales, **(2)** a NZD6.6M (Series A Round) and **(3)**, a NZD10M (Series B Round), will enable Tribal Natural Healthcare Ltd to **(4)** launch an NZD20M (Series C IPO Round) to list on the NZ Stock Exchange. The first NZ tea tree agribiz company to achieve this kaupapa as suppliers of Natural Healthcare Products, (NHP) in the natural infection control niche of the healthcare market. A USD268B PA Total Addressable Market, (TAM) in our primary export market, the USA.

LOCAL CAPITAL

Unlike many regions of New Zealand that have investor groups up and going, driving the emergence and growth of companies in their region, at this time there are no angel funds in Northland to support the regions early stage companies. However, Northland's growing agribiz sector

driven wealth / investor base is now mature enough to rectify this anomaly. Starting small with the NZD120k Pre-Series A Round described herein that starts our pathway to the targeted NZX listing through delivery of the 7 milestones.

FOREIGN CAPITAL

Primarily now entering the country through the revised "Residency-By-Investment" golden visa program, as at August 6th, 2025, a total of 49 NZ based "managed funds" have been approved for foreign investor visa issue purposes. Unfortunately for companies operating in agribiz economy centric regions like Northland, only 4 of these funds operate in the agribiz sector.

But not one of these 49 "Invest New Zealand" approved funds operate in the agriculturally driven, plant based natural healthcare sector.

Most surprising in a country where 79% of our export earnings come from the agricultural sector. The backbone of New Zealand's economy that has given the country its globally trusted provenance. An issue that our "Growth" capital fellow shareholder. Nash Kelly Global, ("NKG") is looking to address through setting up an active US "Growth" capital office as an "[Invest in NZ Showcase](#)" that NKG will soft-launch from the proceeds of this Pre-Series A, Launch Partner Round.



THE PITCH

Tribal Natural Healthcare Ltd is in the process of filing with the NZ Govt an application to approve our **NZD 6.6M (USD 4M) Series A Round** for listing on the **Live Deals Board**. Such approval making it an “approved” investment for foreign investors seeking **Residency-by-Investment (Golden Visa)** in NZ (threshold = NZD 5M, our raise = **NZD 6.6M**).

Pre-Series A placement -open to qualifying parties:

- Total: **NZD325k (USD195k)**
- 13 parcels of 100,000 shares priced at **NZD0.25 (USD0.15)** per share
- Parcel cost: **NZD25k (USD 15k)**
- Planned 4 : 1 pre IPO share split – increases single parcel hold to **400,000** shares.
- Three year price target **NZD2.12** per share.
- Values NZD25k (USD16k) entry cost at **NZD848k (USD508k)** if three year price target met.

NZ LAUNCH PARTNER GROUP – PRICED AT NZD0.25C PER SHARE.

This is a non-warranted, forward looking statement. Investment risks will apply.

TABLE 1

Partner #	Shares	Per Share	Quantum	Post Split	Target Price	M Value
1	100,000	NZD0.25	NZD25,000	400,000	NZD2.12	NZD848,000
2	100,000	NZD0.25	NZD25,000	400,000	NZD2.12	NZD848,000
3	100,000	NZD0.25	NZD25,000	400,000	NZD2.12	NZD848,000
4	100,000	NZD0.25	NZD25,000	400,000	NZD2.12	NZD848,000
5	100,000	NZD0.25	NZD25,000	400,000	NZD2.12	NZD848,000
6	100,000	NZD0.25	NZD25,000	400,000	NZD2.12	NZD848,000
7	100,000	NZD0.25	NZD25,000	400,000	NZD2.12	NZD848,000
8	100,000	NZD0.25	NZD25,000	400,000	NZD2.12	NZD848,000
9	100,000	NZD0.25	NZD25,000	400,000	NZD2.12	NZD848,000
10	100,000	NZD0.25	NZD25,000	400,000	NZD2.12	NZD848,000
11	100,000	NZD0.25	NZD25,000	400,000	NZD2.12	NZD848,000
12	100,000	NZD0.25	NZD25,000	400,000	NZD2.12	NZD848,000
13	100,000	NZD0.25	NZD25,000	400,000	NZD2.12	NZD848,000
TOTALS	1,300,000		NZD325,000	5,200,000		NZD11,024,000

NOTES

The shares acquired above are secondary shares assigned by Tribal Health Corp, (TRC) to the incoming Launch Partner / Showcase investor(s).

No share dilution occurs with this assignment. TRC lends the entire proceeds to the Company on an interest free basis with repayment from the closing of the NZD10M Series B Round.

Launch Partner-1 may take a position on the board of the Company as an independent director until the 1st AGM of the Company at which time, they may put their name forward for re-election.

The chairperson role is on the table with an investment of not less than 4 parcels.



SHAREHOLDER SUMMARY – POST SERIES A & B ROUNDS

PROPOSED PRE-CAPITAL RAISING TNH SHAREHOLDING

The planned shareholding of TNH and its directorate will be representative of the Business Combination partners whose collective input creates the ecosystem that will deliver a natural healthcare company, operating in NZ, AU and the US. The forecast post Series A and B Rounds shareholding of TNH is as follows:

FOUNDERS/MANAGEMENT	SHARES	%	FUNCTION
Tribal Health Corp (“TRC”)	1,000,000	15%	AU Production / US Distribution.
Essentially Bay of Islands Ltd	1,000,000	15%	NZ Oil Extraction Partner.
Kohumaru Taonga Ltd (as nominee)	1,000,000	15%	NZ Oil Biomass Supply Partners.
Nash Kelly Global Ltd	500,000	8%	Endless Summer Series Partner.
NZ Childrens Arthouse Partner	500,000	8%	Community Outreach Division.
Incrementum Ltd	300,000	4%	NZX Advisory.
TRC – VAMS Provider allocation	1,000,000	15%	Group Management Providers.
TRC – Launch Partner allocation	1,300,000	20%	Pre Series A Placement.
PRE-SERIES A & B TOTAL	6,600,000	100%	

The proposed shareholding of TNH, post Series A and B Rounds is as follows:

NZD6.6M SERIES A ROUND		NZ OPERATIONS	
Pre Series A & B as above	6,600,000	28%	Founder Shareholder Group.
PLUS			
Series A Production Partner	6,600,000	28%	L&B / Arthouse/extraction launch.
POST SERIES A GROUP TOTAL	13,200,000	56%	

PLUS

NZD10M SERIES B ROUND		AU-US OPERATIONS	
Series B Endless Summer Program	10,000,000	44%	AU-Production US Distribution.
POST SERIES A & B TOTAL	23,200,000	100%	

PRE-IPO SHARE SPLIT X 4:1	92,800,000	82%	
Plus			
IPO	20,000,000	18%	Public shareholding.
TOTAL SHARES ON ISSUE	112,800,000	100%	
X forecast trading price (end year 2)	\$2.12		
= Forecast Market Cap	\$239,136,000		



DEPLOYMENT OF FUNDS

The Company is to invest the funds by way of an investment into [NZ Showcase USA](#) Inc, a US Corp that is to showcase marketing of the Company’s Series A & B Rounds in the US by retaining the services of [Nash Kelly Global Ltd](#) as key sponsors of the “NZ Endless Summer, Sanctuary Investment Seminar” series to be held quarterly in CA. Full subscription would see the Company holding 300,000 shares (48%) in the US marketing company.

MARKETING FEE INCOME

In addition to holding shares in the Company, Investors will also share in the passthrough profit earned from the marketing fees paid by (1) the Company and (2) other NZ companies seeking “Growth” category capital that NKG introduces through their US seminar series.



CONTACT US

FMCA Qualifying parties seeking further information on this Pre Series A Round, are invited to contact our team as per below.

NEW ZEALAND

Luke Shepherd – Director, Essentially BOI Ltd – CEO Elect - **NZ Tea Tree Oil extraction ops.**

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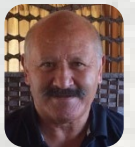
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TERMS AND CONDITIONS OF THE SECONDARY PLACEMENT DISCUSSED HEREIN

All shares assigned to qualifying Angel investors will be assigned to and accepted by an Angel purchaser thereof on the same terms and conditions as apply to primary issue shares to be placed under the NZD6.6M Series A Round. Full details of which are set out in **DOC-1883**, the Private Placement Memorandum issued by Tribal Natural Healthcare Ltd. A copy of which will be made available to qualifying parties only for due diligence process.

DISCLAIMER

This is not a public offer of secondary shares.

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Private Sale of Existing Shares – [Tribal Natural Healthcare Ltd]

This brochure refers to the proposed offer for sale a parcel of **existing shares** in Tribal Natural Healthcare Ltd, a privately held company incorporated in New Zealand. These are **secondary shares** currently held by US incorporated, Tribal Health Corp, the founding shareholder who plans to reinvest the proceeds into meeting capital raising costs. This is **not an offer of new shares** by the company.

The shares may be of interest to qualified investors who are familiar with early-stage or growth-stage investments and who can conduct their own due diligence.

This communication is being made solely to **wholesale investors** or **eligible persons** as defined under the Financial Markets Conduct Act 2013. It is not a public offer.

If any qualifying party has an interest in discussing the opportunity further or receiving more details please contact Nic Iverson or Luke Shepherd at the addresses as shown on Page 5 herein.

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