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NZ Launch Partner Placement

MILESTONE #2. Placement of up to 1,300,000 ordinary shares by way of private treaty This document is an Expression of Interest for a secondary share sale available only to qualifying investors in a Far-North NZ tea tree agribiz project. It is not a offer or placement of new securities.



Luke



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FOREWORD

KAUPAPA

A total capital requirement comprising **(1)** 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.

Stunning 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. Hopefully Wellington will wake up to this glaring omission and look to address the serious paucity of capital in regional NZ which requires the Company to now develop a Northland based, investor network to meet its angel funding requirement.



OUR 7 “PATHWAY TO LISTING” MILESTONES (Full detail in Due Diligence DOC-1880)

- MILESTONE 1** **Sign S&P for factory/arthouse/galley land & buildings.**
- MILESTONE 2** **Close NZ launch partner private placements by private treaty.**
- MILESTONE 3** **Secure NZD5M standby Convertible Zero Coupon Bond.**
- MILESTONE 4** **Close the NZD6.6 NZD6.6M Series A Round.**
- MILESTONE 5** **Close the NZD10M Series B Round in US.**
- MILESTONE 6** **IPO, NZX listing.**
- MILESTONE 7** **Shares trade at forecast NZD2.12 per share at end of year 2.**

MILESTONE 2 – NZ LAUNCH PARTNER GROUP – ASSUMING NZD0.10C 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	NZD0.10	NZD10,000	400,000	NZD2.12	NZD848,000
2	100,000	NZD0.10	NZD10,000	400,000	NZD2.12	NZD848,000
3	100,000	NZD0.10	NZD10,000	400,000	NZD2.12	NZD848,000
4	100,000	NZD0.10	NZD10,000	400,000	NZD2.12	NZD848,000
5	100,000	NZD0.10	NZD10,000	400,000	NZD2.12	NZD848,000
6	100,000	NZD0.10	NZD10,000	400,000	NZD2.12	NZD848,000
7	100,000	NZD0.10	NZD10,000	400,000	NZD2.12	NZD848,000
8	100,000	NZD0.10	NZD10,000	400,000	NZD2.12	NZD848,000
9	100,000	NZD0.10	NZD10,000	400,000	NZD2.12	NZD848,000
10	100,000	NZD0.10	NZD10,000	400,000	NZD2.12	NZD848,000
11	100,000	NZD0.10	NZD10,000	400,000	NZD2.12	NZD848,000
12	100,000	NZD0.10	NZD10,000	400,000	NZD2.12	NZD848,000
13	100,000	NZD0.10	NZD10,000	400,000	NZD2.12	NZD848,000
TOTALS	1,300,000		NZD130,000	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 investors. 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.

The Launch investors may appoint one of their number to 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.



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		



FOLLOW-ON “MILESTONE 3” EXPLAINED (MEZZANINE ROUND – NZD5M)

The Milestone 2 Angel Investors are taking on the type of risk typically associated with early stage companies which rely on Angel investors to take them to the next level. For this reason, the Company sets out how this risk is planned to be mitigated with the delivery of Milestone 3. i.e., putting in place a NZD5M standby mezzanine funding facility to the NZD6.6M Series A Round.

MILESTONE 3

Requires the Company to raise **NZD5M** as a bridge against its 6.6M Series A Round, this putting the Company “into business” with the capital deployed as follows:

Use of Proceeds

1. Acquisition of freehold factory site – NZD2,900,000
2. Purchase/Installation of tea tree oil extraction equipment – NZD350,000.
3. Purchase of harvesting plant & equipment – NZD400,000.
4. Opening of ArtHouse operations for community outreach – NZD100,000.
5. Shipment of 400kgs of oil to Australia for value adding – NZD300,000.
6. Working capital for fees, initial operations, logistics etc – NZD950,000.

This is a Forward Looking Statement. Investment risks apply. Not warranted to any party whatsoever.

Asset description/class	Value on drawdown	Forecast Revenue PA	Forecast EBITDA PA	Payments	Value post drawdown
Land & buildings	2,900,000	420,000	220,000		3,000,000
Extraction ops	350,000	1,200,000	400,000		4,000,000
Harvesting equip	400,000				400,000
ArtHouse/ gallery / lodging	100,000	100,000			250,000
US launch shipment (1 of 4 in yr 1)	300,000				553,000
Working Capital	950,000			250,000	700,000
TOTAL	5,000,000	1,720,000	620,000	250,000	8,903,000



CONTACT US

FMCA Qualifying parties seeking further information on this Pre Series A, Angel investor Round, are invited to contact our NZ team with initial inquiries directed to our incoming CEO elect, Luke Shepherd or our product export director, Nic Iverson.

NEW ZEALAND

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

Legal Service Providers.
NZX Listing Service Providers.
NZ Accounting / Taxation Advisors.

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.

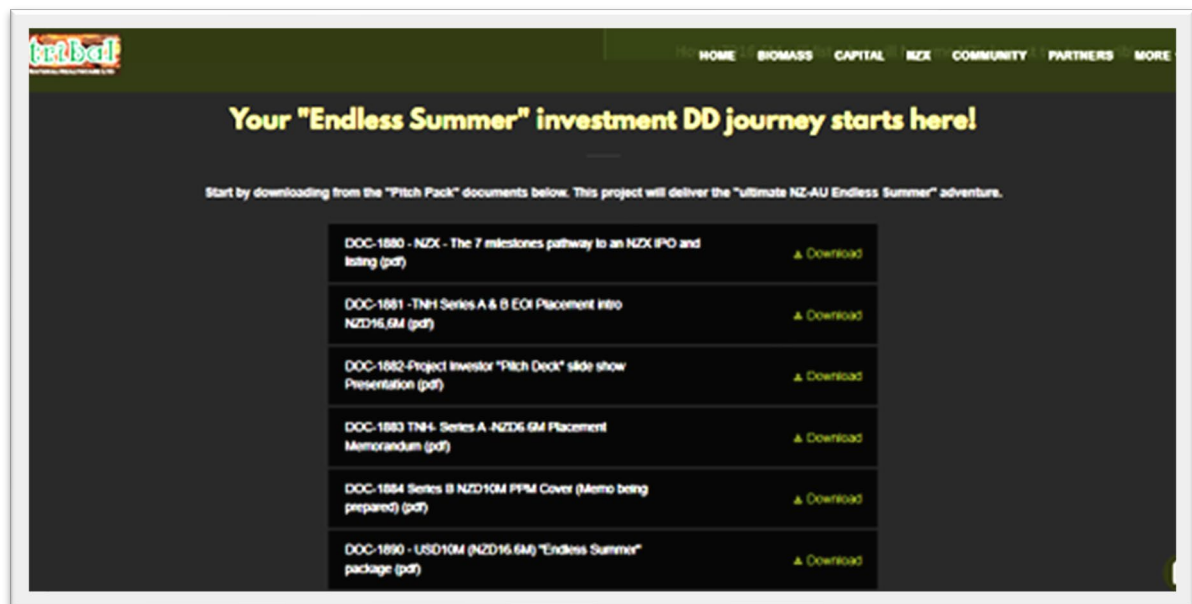
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DUE DILIGENCE

A “Pitch Pack” has been prepared to support the Due Diligence process
Documents uploaded to the “Pitch Pack” can be downloaded through the
“Pitch Pack” panel that can viewed through the following webpage:

<https://tribalteatree.com/nzx>



NEW ZEALAND

DOC-1880
DOC-1881
DOC-1882
DOC-1883
DOC-1888

Proforma Financial Statements are available only on request under NDA.

USA

DOC-1884
DOC-1890