



Pathway to the NZX

With NZD16.6M in Series A & B Capital Rounds, we could list on the NZ Stock Exchange, what would emerge as NZ's largest tea tree agribiz.



From the NZ project office of Luke Shepherd, Nic Iverson (NZ) Linda Brink (USA), ecosystem founding directors.
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NZD16.6M SERIES A & B SYNOPSIS

Kaupapa

To list a Far-North “*whānau on the whenua*” supply driven NZ tea tree agribiz on the NZX.

Narrative

(1) Why NZ tea tree?

- NZ mānuka and kānuka antimicrobial properties position them within the **USD \$268B global infection control market**.
- Rising consumer demand for **authentic, natural, traceable remedies**.
- Tourism + production integration **creates unmatched brand storytelling and consumer engagement**.
- Existing Related Affiliate infrastructure in AU and US enables **immediate global scale**.

(2) Executive Summary

- Our Series A (NZD 6.6M) will interalia fund the purchase of a well-established natural Health Products importer/distributor in CA – mitigating the risk associated with early stage agribiz sector startups in NZ due to distance from major markets.
- Bulk oil to be shipped to our contracted affiliates **NSW TGA/GMP facility** for value adding / Regulatory clearance for shipment to the **CA distribution hub** for North American sales.

(3) Market Context

- **TAM:** USD \$268B infection control market.
- **Consumer trend:** Preference for natural, heritage-backed antimicrobials with scientific validation.
- Integrated tourism builds **in-market advocacy** and **organic (tikanga) content marketing** for global reach.

Background Image

Te Pahi – legendary colonial era far-north trader



MILESTONES – NZX PATHWAY TO LISTING (Investment risks apply).

MILESTONE 1 **Complete** NZD325k, pre-Series A Round share placements.

MILESTONE 2 **Release** NZD6.6M Series A Round Private Placement Memo.
Secure chairperson appointment.

MILESTONE 3 **Secure NZD5M line via a standby convertible Zero Coupon Bond.**

Note 1

“Standby Only Mezz”

- **One** year issuance, NZD6M Face/Maturity Value.
Not required if Series A closes within reasonable time frame.

MILESTONE 4 **Close** NZD6.6M Series A Round (NZ Investors / AIP investor).

- **Issue 6.6M shares priced at NZD1 each (35%). (Note 1)**
- **Close** the purchase of US distribution company.
- **Relocate** / setup oil extraction facility on site.
- **Fund** full tea tree oil biomass harvesting operations.
- **Ship** first 400 kgs of oil to the Australian facility for value adding.
- **Open** the Childrens ArtHouse.

MILESTONE 5 **Close** NZD10M Series B Round in US. **“Endless Summer project”.**

Note 2

- **Close** purchase of AU business operations.
- **Close** purchase of 2 AU manufacturing facilities + 250 acre farm.
- **Close** purchase of NZ land & buildings for new tourist facility.

MILESTONE 6 **NZX listing process**

- **Undertake** 4:1 share split.
- **IPO** via issue of 20M shares priced at NZD1 each.
- **Acquire** existing/targeted Natural Health Products business.
- **Build** the “Tea Tree Café & Gallery” complex.
- **Share price discovery** and exit / trading platform complete.

MILESTONE 7 **Shares trade at forecast NZD2.12 per share at end of year 2.**

- Market Cap NZD239M.
- Kaupapa delivered.

Note 1

Either local or AIP investor to close purchase – Propose secured Zero Coupon Bond against NZD6.6M Series A closing.

Note 2

Provisionally pre-subscribed by Tribal Health Corp under the “Endless Summer” Residency-By-Investment program.



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.
NZ Showcase USA Inc	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		



POST SERIES A & B ROUNDS – FORECAST STATEMENTS

PRODUCT TRADING

TABLE 1 below reflects **(1)** the forecast sales for the two core NZ mānuka and kānuka tea tree oil products imported as gender-specific, value added SKUs, **(2)** the “POI” honey product and **(3)** an assumptive acquisition target trading figures, modeled on “Tribal” forecast figures, acquired under the IPO. The “**Year 1**” column below is planned to be in respect of the first eighteen (18) months, allowing for a six month lead-in time from Series A closing, production launch, value adding through to the US retail shelf.

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

TABLE 1

Tribal Health Group		FORECAST NZ EXPORTING - US IMPORTING & DISTRIBUTION OPERATIONS					
US DISTRIBUTION OPS		Year 1 (18 Months)	Year 2	Year 3	Year 4	Year 5	Year 10
SKU's imported ex NZ-AU	2000kgs*	100,000	250,000	375,000	500,000	625,000	1,250,000
USD Sales value per SKU	USD	49.90	51.40	52.94	54.53	56.16	65.11
USD Sales value all SKU's		4,990,000	12,849,250	19,852,091	27,263,539	35,101,806	81,385,227
Transfer price per SKU in USD	US\$'s	\$17.99	\$18.53	\$19.09	\$19.66	\$20.25	\$23.48
FOB Cost of SKU's	US\$'s	1,799,477	4,633,653	7,158,994	9,831,685	12,658,295	29,348,866
Shipping/ freight costs (US\$'s)	5%	89,974	231,683	357,950	491,584	632,915	4,069,261
Landed cost into store	US\$'s	1,889,451	4,865,336	7,516,944	10,323,270	13,291,210	33,418,127
Distribution Costs (US\$'s)	45%	809,765	2,085,144	3,221,547	4,424,258	5,696,233	13,206,990
Internal party costs	20%	359,895	926,731	1,431,799	1,966,337	2,531,659	5,869,773
External party costs	25%	449,869	1,158,413	1,789,749	2,457,921	3,164,574	7,337,217
US operating surplus in US\$'s	US\$'s	2,290,785	5,898,770	9,113,600	12,516,011	16,114,364	34,760,110
Non-GAAP earnings (USD)							
IPO Acquisition (model only)	100%	0	5,898,770	9,113,600	12,516,011	16,114,364	34,760,110
POI Honey Division	100%	1,168,000	1,804,560	3,097,828	4,467,068	6,572,971	22,859,626
AU-US “NAP Division	100%	0	727,996	909,995	1,137,494	1,421,868	1,777,335
US “Tribal” Division	100%	2,290,785	5,898,770	9,113,600	12,516,011	16,114,364	34,760,110
Non-GAAP EBITDA	USD	3,458,785	14,330,097	22,235,023	30,636,584	40,223,567	94,157,181
Non-GAAP EBITDA	NZD	5,764,641	23,883,495	37,058,372	51,060,973	67,039,278	156,928,636

* Oil sales target by volume – to achieve gross sales value of USD2.50 per ml via (a) pure sales (b) value added sales.

FORECAST SHAREHOLDER RETURN – TRIBAL NATURAL HEALTHCARE LTD

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

TABLE 2

EBITDA MARKET-CAP WORKSHEET						
EPS / MARKET CAP	Year 1	Year 2	Year 3	Year 4	Year 5	Year 10
SKU's imported ex NZ-AU	100,000	250,000	375,000	500,000	625,000	1,250,000
EARNINGS PER SHARE		(4:1 split)				
Opening balances	6,600,000	92,800,000	112,800,000	112,800,000	112,800,000	112,800,000
Series A Round	6,600,000	0	0	0	0	0
Series B Round	10,000,000	0	0	0	0	0
Series C NZX Listing Round (IPO)	0	20,000,000	0	0	0	0
Series D US IPO Round	0	0	0	0	0	0
Common Voting Stock on issue	23,200,000	112,800,000	112,800,000	112,800,000	112,800,000	112,800,000
Non-GAAP EPS	\$0.1491	\$0.1270	\$0.1971	\$0.2716	\$0.3566	\$0.8574
Original entry cost per share (USD)	\$0.60	\$0.75	\$0.75	\$0.75	\$0.75	\$0.75
ROI (non-GAAP)	24.85%	16.94%	26.28%	36.21%	47.55%	114.33%
MARKET CAP						
Non-GAAP EPS x 10 Market Cap	34,587,846	143,300,968	222,350,235	306,365,837	402,235,669	967,190,430
MV per share in US\$'s	\$1.49	\$1.27	\$1.97	\$2.72	\$3.57	\$8.57
MV per share in NZ\$'s	\$2.48	\$2.12	\$3.29	\$4.53	\$5.94	\$14.29
Market Cap in NZD	57,646,409	238,834,947	370,583,725	510,609,728	670,392,781	1,611,984,051

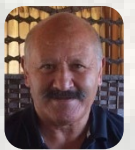
ECOSYSTEM SUPPORT

NEW ZEALAND

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AVAILABLE UPON REQUEST

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

ECOSYSTEM SUPPORT

UNITED STATES

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NZ “RESIDENCY-BY-INVESTMENT” US SEMINAR SERIES

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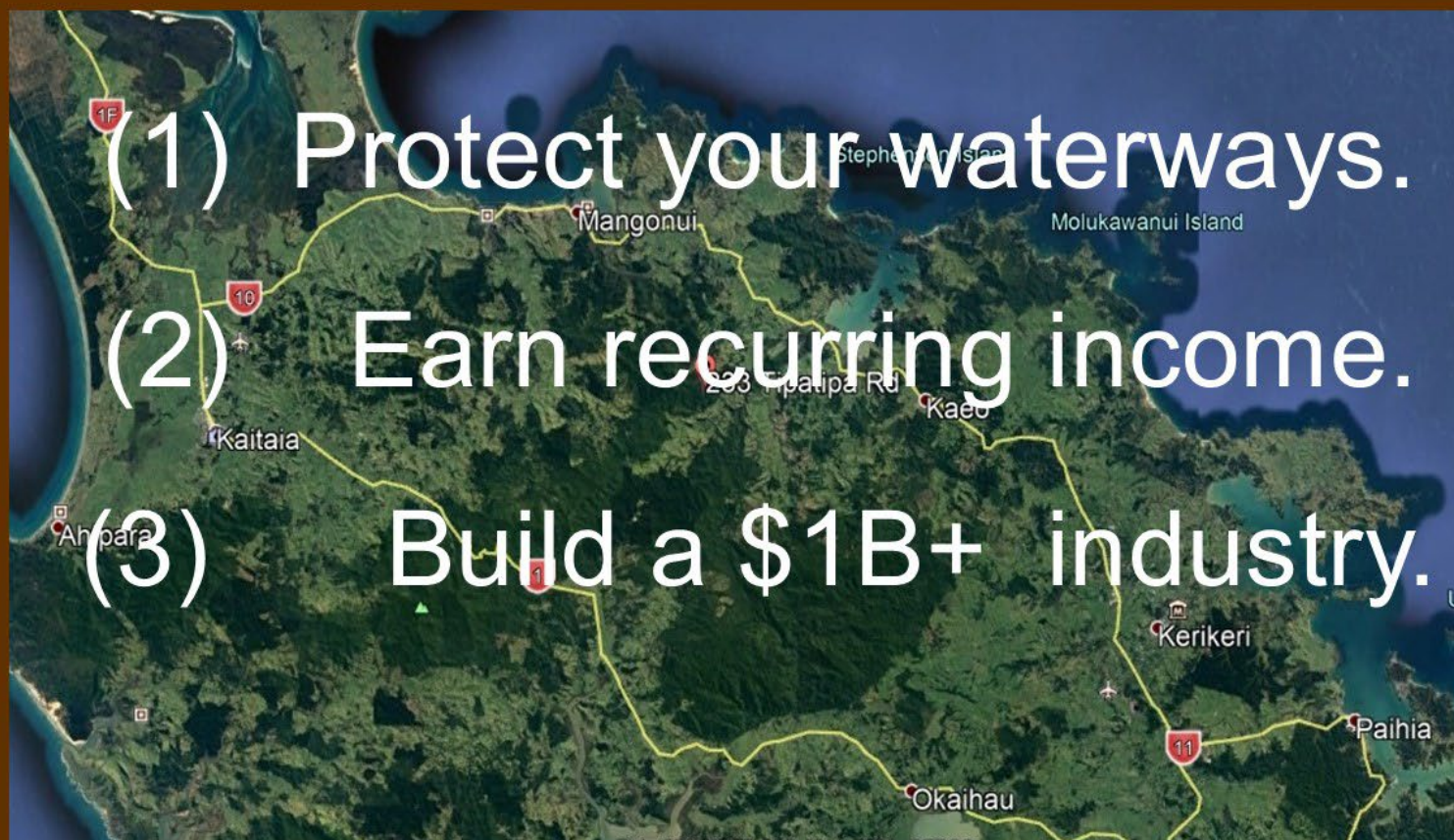
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An Endless Summer

NZ Agribiz Sanctuary

Our late Kaiārahi said that there are three great reasons why a landowner, should plant, grow and harvest Mānuka and Kānuka on their whenua according to Tikanga for oil production for export.



Protect your waterways

Tea Tree joins the battle to protect waterways

Recent Plant & Food research indicates planting tea tree could reduce the impacts of farming on waterways, as well as giving farmers an additional income stream.

In addition to the fertiliser applied to support pasture growth, animal urine adds nitrogen to soil at rates in excess of the ability of pasture to use it. Plant & Food Research scientists have contributed to a programme which found that, after heavy application of urea, the soil around mānuka and kānuka trees contained dramatically less nitrate than around radiata pines which were used for comparison.

The research found less nitrous oxide gas escaped from the mānuka and kānuka soil than from the pine pots. It also found that just 2kg of nitrates a hectare drained from the mānuka and kānuka pots, compared with 53kg a hectare from the pine tree pots.

The results have boosted the growing national interest in bringing native species back into farming to support biodiversity, and protect surface waters, replacing exotics that are destroying our environmental eco-system.

Earn recurring income

Tea Tree oil delivers farm gate income

Environmental chemistry professor Brett Robinson says better use of mānuka and kānuka could offer an all-round win.

“Using native mānuka and kānuka as part of a farm system supports biodiversity, nutrient cycling efficiency, animal welfare and farm income and will help contribute to sustainable agriculture.”

Plant & Food Research’s Dr Craig Anderson says the difference doesn’t come from mānuka and kānuka taking up more nitrogen but from the effect of the trees on the microbes in the soil because mānuka and kānuka seem to have an inhibiting effect on the microbes in the soil that mediate the nitrogen cycle.

\$5,400+ GROSS INCOME PER HA

This is the potential gross income per ha based on an Annual Farm Gate Price (AFGP) of NZ\$300 per litre of oil extracted from foliage **delivered by the landowner to the farm gate** for oil extraction. Sustainable farming methodology will ensure recurring income from both mānuka & kānuka every year.