



“Mānuka Oil for Her”

“Kānuka oil for Him”



“NZD16.6M – Series A & B”

The Deal Sheet.

Investor Highlights.

Shareholder Summary / NZX MV.

Business Opportunity Pitch Summary.

NZX Listing Benchmarking Synopsis/Notes.

The Ecosystem Support Team – Location / Role.



– Executive Summary –

Applying the PE model to mitigate investment risk into early stage ventures by purchasing an existing business that supports investment into complementary early stage ventures via immediate access to an established distribution network.



10 Fairway Drive, Kerikeri, 0230, PO Box 80 Kerikeri, 0245 New Zealand (Aotearoa)
NZ office: +64-9-945 6927 Luke Mobile +64-21 024 28754 Nic Mobile +64-21-178 7637, Linda Mobile +1-954-203 6233
<https://tribalteatree.com> nic@tribalmanuka.us (Nic) essentiallymanuka@gmail.com (Luke) linda@tribalmanuka.us (Linda)

The Deal Sheet – Series A & B

Launching an early stage NZ “**Business Combination Holding Company**”
through plug ‘n play into an established AU-US production and
distribution ecosystem to support a fast-track NZX listing.

Issuer:

Tribal Natural Healthcare Limited (*New Zealand Registered Holding Company*).

Capital Requirement:

Total Raise: NZD16.6M (USD10M)

- **Series A:** NZD6.6M/USD4M – NZ operations & US distribution network acquisition.
- **Series B:** NZD10M/USD6M – AU manufacturing + NZ Production location.

Series A & B Investor Equity:

- **Pre-IPO:** 72% voting control. (Series A, 28% / Series B, 44%)
- **Post-IPO:** 58% voting control. (Series A, 23% / Series B, 35%)

Exit / Liquidity: Target IPO / NZX listing within 12 months of closing Series B.

The Platform:

- **NZ Production** – premium therapeutic grade, gender specific NZ tea tree oils from wild harvest, regenerative, tikanga compliant practices.
- **AU Manufacturing** – Two GMP/TGA compliant production facilities supporting IP ownership, supply chain security and a 250 acre farm for future cropping.
- **US Distribution** – direct access to the world’s largest natural health consumer market via an established distribution Corp based in Valencia, CA.

Use of Funds:

Series A (NZD6.6M/USD4M) Full NZ Production / US Distribution ready.

- | | |
|---|-------|
| • US Distribution Corp purchase – NZD2.5M. | Linda |
| • Extraction equipment – NZD0.25M – Ancillary equipment – NZD0.10M. | Luke |
| • Harvesting equipment – NZD0.40M. | Eric |
| • Oil shipment to AU – NZD0.553M. | Luke |
| • Working capital & operations – NZD2.797M. | Board |

Series B (NZD10M/USD6M) Value adding & NZ production expansion – IPO ready.

- | | |
|---|-----------|
| • AU (NSW based) NHP manufacturer acquisition – AUD2.0M. | Nic |
| • AU (NSW based) two factories & 250-acre farm – AUD4.5M. | Bryan/Nic |
| • NZ production site – AUD2.95M. | Luke |
| • NZX listing -working capital – NZD0.550M. | Board |



Investment Highlights:

This project has an incredibly compelling foundation. **A convergence of market opportunity, cultural narrative, ecological advantage, and therapeutic potential that few, if any global natural health products can match in the infection control market.**

- **Control:** Majority ownership, maintaining post-IPO board influence.
- **Unique Differentiation:** Gender-specific, natural infection control remedies, i.e., (*Mānuka* for women – the “*wahine*”, *Kānuka* for men – the “*warrior*”).
- **Blue Ocean Market:** USD268B infection control niche with little direct competition.
- **Valuable Resource:** Northland wild harvest oil reserves valued at ~USD5.8B.
- **Integration:** From wild harvest → GMP/TGA production → US retail shelves.
- **Premium Positioning:** NZ therapeutic oils valued well above Australian alternatives.
- **High Upside:** >850% growth target post-IPO.

Lifestyle & Residency:

- Quantum qualifies for an application under the **NZ Active Investor Plus Visa** program.
- **Endless Summer Living:**
 - NZ (Dec–Mar): Agribiz + peak tourism season.
 - AU (Nov–Feb): Manufacturing + coastal lifestyle.
 - USA (Jun–Aug): Distribution + market engagement.
- **Family Benefits:** Multi-generational residency & travel privileges.

The Māori Economy:

This project ticks every Govt mandated box for the advancement of rural “*whānau-on-the-whenua*” who have customary control of the biomass taonga from which the oil is extracted. This project delivering to them:

- **Job security** through long term biomass growing / harvesting supply agreements.
- **Recurring income** generation through extraction profit sharing.
- **Cultural support** through tiringa (royalty) payments.

We are looking to appoint a high profile community leader with far north tribal whakapapa / Tūrangawaewae as “Tikanga Co-Chair”. A visionary who will play a key role in building long term, kaitiakitanga compliant access to taonga bearing whenua in accordance with the “5 Pillars” of supply partnering.

Project Launch Step:

Ideally, we are seeking a NZ based **strategic partner** for the Series A who has a passion for Natural Capital that focusses on the delivery of sustainable, natural healthcare products that support the Māori economy. If an investor is US based, the investment will deliver the enjoyment of a unique lifestyle with residency options. Qualifying for offer via the “Live Deals” board to foreign investors as a company that ticks every Regional and Central Govt box as an acceptable investment. One delivering intergenerational “Endless Summers”.

Confidential investor briefings are available through our DD library upon request:



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, non-warranted post Series A and B Rounds shareholding of TNH follows:

FOUNDERS/MANAGEMENT	SHARES	%	FUNCTION
Tribal Health Corp (USA)	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.
Incrementum Ltd	300,000	4%	NZX Advisory.
TRC – VAMS Provider allocation	1,500,000	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 (total as above)	6,600,000	28%	Founder Shareholder Group.
PLUS			
Series A Production / Distribution	6,600,000	28%	NZ Extraction / US Distribution.
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 NZ expansion.
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		



BUSINESS OPPORTUNITY PITCH

This project has an incredibly compelling foundation. **A convergence of market opportunity, cultural narrative, ecological advantage, and therapeutic potential that few, if any, global natural health products can match.**

In fact, no other country produces therapeutic oils from botanically distinct trees with a gendered ethnobotanical legacy. We are not selling just oils:

We’re selling ancestral intelligence, wellness by nature, and a uniquely, non-replicable Aotearoa-based tradition.

Below we frame the opportunity in a structured way that clarifies the scale of the opportunity, the unique value proposition, and the steps toward first-mover advantage.

Strategic Opportunity Summary

1. Massive Untapped Resource Base in Northland.

- **108,000 hectares** of wild tea tree (kanuka + manuka) biomass in **Northland** alone.
- **No chemical sprays** within miles: ultra-clean, low-contamination profile—**ideal for health and wellness markets.**
- **USD \$2,500/kg** average market price for NZ tea tree oil (kanuka/mānuka blend or as separate chemotypes).
- **Potential market value** in Northland alone: **USD \$5.8 billion** of extractable therapeutic oil (assuming sustainable yield rates).

This is not just a health story—it’s a **sovereign-level green goldmine** with commercial, cultural, and ecological alignment.

2. Authenticity + Provenance = Brand Premium

The Company has access to:

- **Traceable origin** from a massive regrowth location and the entire surrounding area/region.
- **No-spray, wildcrafted biomass**—a major competitive edge over Australian melaleuca/tea tree oils that are typically cultivated in more intensive, herbicide use environments.
- A **unique terroir** from Far North NZ, allowing you to tell a **regional purity story** that resonates with global clean-beauty, clean-wellness, and traceability demands.

3. Cultural Differentiation = Blue Ocean Positioning.

This may be the most **innovative brand differentiator**:

- **Mānuka = rongoā** (traditional women’s medicine)—used by ancient iwi for **general healing**, respiratory issues, and infections.
- **Kānuka = warrior’s remedy**—used for **strength, stamina, wound care, post-combat infection**, etc.



This gives **gender-differentiated natural remedies** that no other country or tea tree oil producer can credibly claim:

Product Line	Cultural Use	Modern Use Case
Mānuka Oil	Healing, nurturing	Female health, immune support, infection control.
Kānuka Oil	Warrior medicine	Male wellness, muscle relief, infection control.

4. First-Mover Advantage with Market White Space.

- **Australia** produces some Leptospermum oils (mānuka) but not kānuka.
- **Other global competitors** (India, China, South Africa) produce tea tree oil from **Melaleuca alternifolia**—with no cultural, ecological, or gender-linked narrative.
- **We control both the story and the supply**—a position few can challenge, especially with:
 - Access to wild-grown biomass.
 - Clean, chemical-free provenance.
 - Ability to develop **region-specific chemotypes**.

Turning the Vision into a Global Wellness Brand.

1. Brand Architecture.

Position as a **bifurcated wellness system**:

- **“Twin Healthcare Guardians”**: Mānuka for the nurturer; Kānuka for the warrior.
- Leverage **cultural IP in partnership with iwi / hapū** to maintain authenticity and legal defensibility.

2. Product Development.

- **Topical applications**: serums, balms, sprays.
- **Aromatherapy**: essential oil blends, diffusers.
- **Nutraceutical angle**: explore micro-dosing or liposomal delivery once ingestibility pathway is clear.
- **Clinical trials**: to support claims (especially around male-focused antifungal/anti-inflammatory / nosocomial infection treatment efficacy of kānuka).

3. Certifications & Traceability.

- Develop **Māori-endorsed provenance certification**. (*proposed Tikanga Advisory Council*).
- Use **blockchain-backed QR traceability** to verify provenance down to GPS coordinates.

4. Market Entry Strategy.

- Launch via **prestige natural health and beauty channels** in Europe, Japan, and the US.
- Position kānuka as a **new category entrant**—not just a tea tree oil variant, but a **next-generation male-focused botanical therapy**.



NZX LISTING BENCHMARKING

“NZ Tea Tree V Cannabis”

With the recent demise of NZX listed Cannasouth and Greenfern, RUA is the only surviving, NZX listed medical cannabis company. Two other private companies in the NZ manuka space, into which tens of millions were also invested was lost.

SURVIVING BENCHMARK “RUA”

Potentially now appearing to be turning the survival corner, “RUA” listed on the NZX post-closing **(1)** a NZD2M Crowdfunding Round followed by **(2)** a further ~NZD7M, from wholesale investors off the back of the crowdfunding campaign. One supported by an IM that forecast circa NZD22M+ in revenues within two years. RUA listed in late 2020 via a NZD20M IPO prospectus that revealed **(3)** miniscule trailing revenues, **(4)** no revenue forecasts. An exclusion portending, challenging revenue creating years ahead that subsequent trading reporting periods proved to be the case.

TRIBAL NATURAL HEALTHCARE				
ROUND	\$ entry	\$ Cumulative	\$ Annual Rev	Notes
Seed (2015-20)	612,000	612,000	0	
Pre- Series A – A (WIP	130,000	742,000	0	Working capital
Series A (NZ-US)	6,600,000	7,342,000	(1) 14,100,000	18 month reporting period to allow lead-in
Series B (NZ-AU)	10,000,000	17,342,000	(1) 20,000,000	
Series C (IPO)	20,000,000			

(1) = Forecast supported by underlying, existing business combination trading.

RUA BIOSCIENCE LTD				
ROUND	\$ entry	\$ Cumulative	\$ Annual Rev	Notes
Unknown	0	0	0	
Crowdfunding	2,000,000	2,000,000	0	Working capital
Wholesale Investors	7,000,000	9,000,000	(2) 22,728,000	As per IM Doc
IPO	20,000,000	29,000,000	0	As per Prospectus
Rights Issue (Nov '24)	1,200,000	30,200,000	(3) 86,000	As per annual a/c's
Debt/Equity (Aug '25)	1,200,000	31,400,000	(3) 1,511,000	As per NZX release

(2) = forecast with no existing business combination trading support. **(3)** = Actual

RISK MITIGATION / COST SAVINGS (Using the Private Equity “PE” Model)

“Buy an existing company with a proven track record / back an early stage into it”.

The purchase of the two Australian TGA / GMP compliant, Natural Health Product (NHP) manufacturers and their associated product distribution company/facility in California through the Series A and B Rounds delivers from day one **(1)** immediate revenues/cash flow **(2)** an existing infrastructure to immediately move product with **(3)** significant cost reduction through using existing staff / facilities.

BUSINESS COMBINATION HOLDING COMPANY V TRADITIONAL START-UP COMPANY

Through wholly owned subsidiaries, the Company operates as an aggregator of the “**Business Combination**” skills and expertise required to build the company into a successful investment holding enterprise in the NZ tea tree agribiz sector. A Company with no “C-Suite / HQ” facility operating costs. A cost lean / operationally and managerially efficient business model.



ECOSYSTEM SUPPORT (“NZ Tea Tree Agribiz”)

NEW ZEALAND OPERATIONS

Luke Shepherd – Director-CEO elect, **NZ Tea Tree Oil extraction ops / Production**
113 Tauranga Bay Road, RD1 Kaeo, Northland, 0478
essentiallymanuka@gmail.com Mobile +64-21-024 28754



Eric Lloyd – Director, **Biomass supply / Māori landowner liaison / Production**
106 Kohumaru Road, RD 1 Mangonui 0494
hiktown@outlook.co.nz Mobile +64-21-132 7185



Shona Hammond Boys – Founder – NZ Childrens Arthouses, Community Outreach
217 Kupe Street, Orakei, Auckland
artaroha@outlook.com – Mobile +64-27-699 8843



NEW ZEALAND – GOVERNANCE

Johannes Cilliers - NZX Advisory Consultant
1199A Whangaparoa Road, Gulf Harbour, Whangaparoa 0930
john@tribalmanuka.us - Mobile +64-27-242 8485



UNITED STATES OPERATIONS (Post Series A)

DIRECTOR

Linda Brink – Tribal Health Corp, **US Resident Director - Distribution**
25030 Avenue Tibbitts Suite K, Valencia CA 91355, USA
2929 E Commercial Blvd, Suite 409, Ft Lauderdale FL 33308, USA
linda@sanctumstay.us, Mob: +1-954-203 6233



AUSTRALIA OPERATIONS (Post Series B acquisition)

Nic Iverson – Resident Director, **Production - Export**
20 Boyters Lane, Swan Bay, NSW 2471, Australia
nic@sanctumstay.us NZ Office: +64-9-945 6927, NZ Mobile: +64-21-178 7637





ECOSYSTEM SUPPORT (“Invest NZ Outreach”)

UNITED STATES - ECOSYSTEM SUPPORT CONTACTS

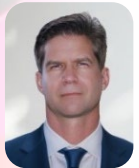
Bob Kelsey –NZ Showcase USA Inc, **US Client Liaison Manager**
1085 SE 17th St, Ft Lauderdale FL 33308
asp@sanctumstay.us, Mob: +1-954-464 9200



Charles “Cappy” Pillon – Endless Summer investment series, **Seminar manager**
1085 SE 17th St, Ft Lauderdale, FL 33316
capital@sanctumstay.us Mob +1-954 687 9999



Bruce Brown Films LLC (Alex Mecl) – **Endless Summer campaign licensor**
3858 W Carson St, Ste 220, Torrance CA 90503
info@brucebrownfilms.com Office +1-310-543 4360



Amy Preston, Preston Barnes CPA – **FATCA, DTA Compliance NZ-US**
2929 E Bpg Commercial Blvd, Suite 409m Ft Lauderdale FL 33308
amy@bpgcpa.com Office +1-954-776-5567

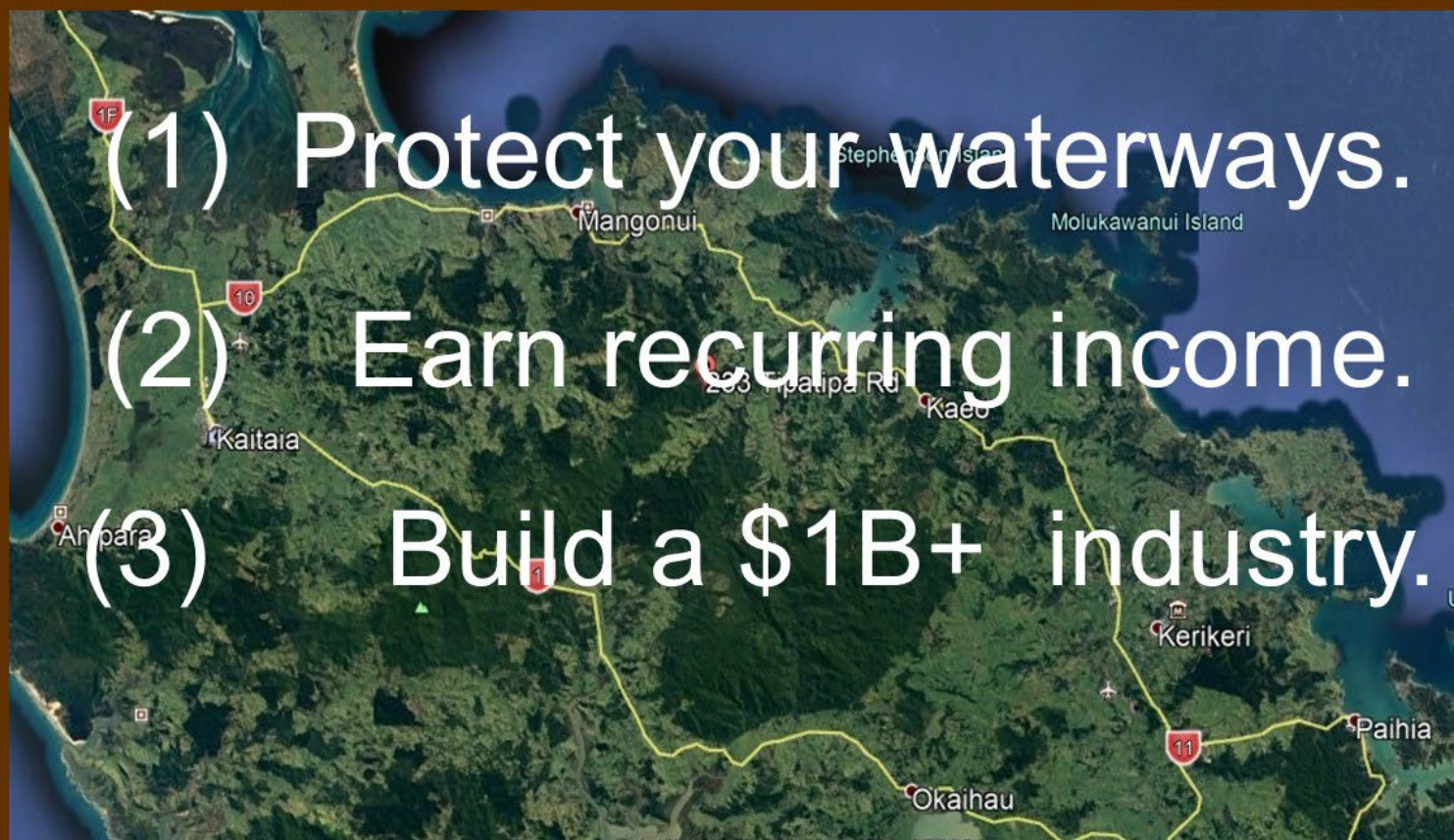


Leslie Doyle **Social Media Influencer**
sanctuary@sanctumstay.us 1085 SE 17th Street, Ft Lauderdale, FL 33317



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.