NZ Launch Partner Placement

MILESTONE #1. 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.

8/7/25

DOC-1888

From the NZ project office of Luke Shepherd, Nic Iverson (NZ) Linda Brink (USA), ecosystem founding directors.
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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 **Complete** launch shareholder / partner team share placements.

MILESTONE 2 **Release** NZD6.6M Series A Private Placement Memo.

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 1 – NZ LAUNCH PARTNER GROUP – @ NZD0.10C PER SHARE.

This is a non-warranted, forward looking statement. Investment risks will apply. **TABLE 1**

Parcels	Shares	Per Share	Quantum	Post Split	Target Price	M Value
Entire	1,300,000	NZD0.10	NZD130,000	5,200,000	NZD2.12	NZD11,024,000
Single	100,000	NZD0.10	NZD10,000	400,000	NZD2.12	NZD848,000

NOTES

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

The Launch investor(s) 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.

The chairperson role could be taken up with this placement.

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**		

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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Eric Lloyd – Director, Kohumaru Taonga Ltd – **Biomass supply / Māori landowner liaison.**
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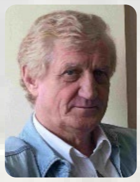

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UNITED STATES

DIRECTOR
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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 puchaser 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.

An Endless Summer

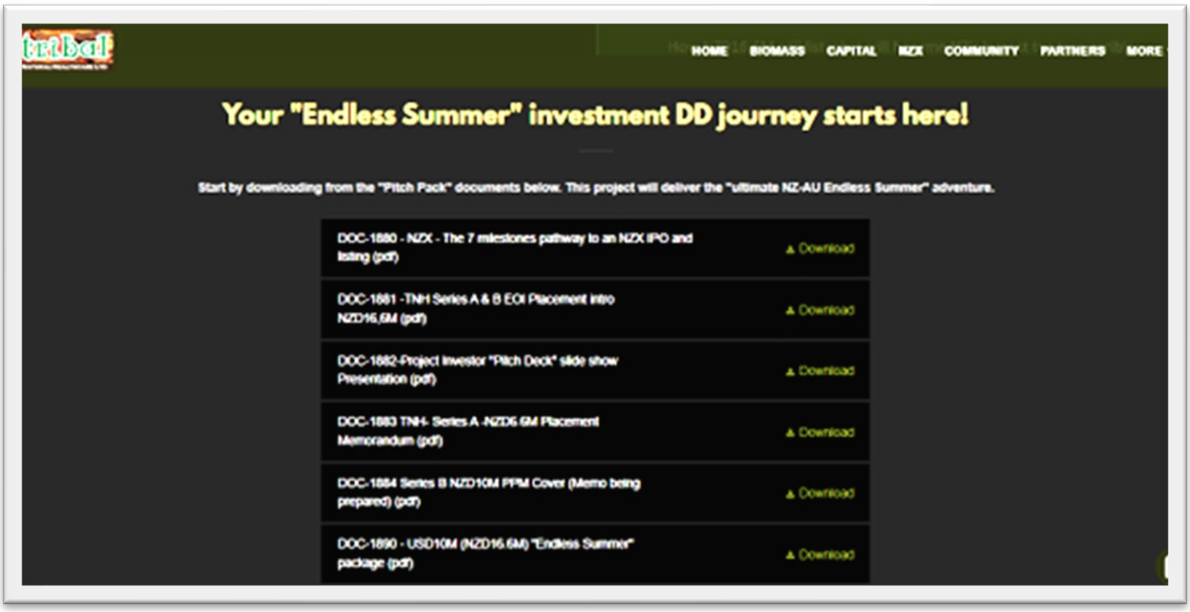
NZ Agribiz Sanctuary

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

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DOC-1882
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DOC-1888
Proforma Financial Statements are available only on request under NDA.

USA

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DOC-1890

