

EXPRESSION OF INTEREST



USD5M NZ “AGRIBIZ SANCTUARY PLUS” (ASP) NZ INVESTOR VISA LIFESTYLE INVESTMENT



SYNOPSIS

This paper presents the sale of BOI Orchard One Ltd as an “Agribiz Sanctuary Plus” investment to a US agribiz lifestyle seeking investor in a kiwifruit orchard in the Kerikeri region of NZ on which a GMP facility for the extraction of NZ tea tree oil for export to the US is planned for construction.

**N Iverson – NZ Resident Director –
Sanctum Stay Realty Inc**

BOI-Orchard One Ltd





WHAT ARE YOU WAITING FOR?

This “Agribiz Sanctuary Plus” (“ASP”) investment is located in the Bay of Islands region of New Zealand’s “Far-North” which has made it onto National Geographic's list of the best travel destinations in the world to visit as a great place in the “**Best of the World 2025**” list.

HOME > ARTICLES > NEW ZEALAND

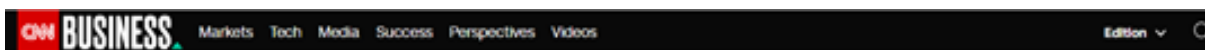
New Zealand region named by National Geographic as top destination for 2025

By MINDFOOD | October 28, 2024



It also happens to be one of the safest places in the world to live.

This investment has been structured as an “active” investment to support compliance with the conditions of the NZ “Active Investor Plus” (AIP) visa program that enables foreign investors to secure investor visa status residency in NZ.



How New Zealand became an apocalypse escape destination for Americans



By Julia Hollingsworth, CNN Business
Updated 0028 GMT (0828 HKT) July 17, 2020



ABOUT THIS NZ AGRIBIZ INVESTMENT PLUS PACKAGE USD5,000,000 / NZD8,300,000

In exchange for the USD5M investment, a US resident, HNW investor will:

- (1) **Own** a 4.968ha gold kiwifruit orchard agribiz at 1659 SH10, Kerikeri, New Zealand
- (2) **Own** 1M shares in Tribal Health Corp, “TRC” pre US REG-CF campaign / NZX listing.
- (3) **Own** a GMP compliant, NZ tea tree oil manufacturing facility on a 1.25ha site.

Arising from these ownership interests, the HNW investor will:

- (4) Launch a major NZ tea tree agribiz industry in New Zealand that ticks all the boxes.
- (5) Be in a position to apply for “Active Investor Plus” (NZ) investor visa residency.
- (6) Support the upcoming USD5M REG-CF crowdfunding campaign by TRC in the US.
- (7) Acquire directorships in the following operating ecosystem companies:
 - a. BOI Orchard One Ltd (ASP owner/operating company in NZ).
 - b. NZ Tea Tree Oil Agribiz Ltd (NZ tea tree oil production company).
 - c. Tribal Natural Healthcare Ltd (NZ production ecosystem holding company).
 - d. Tribal Health Corp, the US importer of the tea tree based Natural Healthcare products.



“Orchard-1” 1659 State Highway 10, RD3 Kerikeri 0493, Bay of Islands, New Zealand



About this package (continued)

DEPLOYMENT OF ASP CAPITAL (Building the Far-Norths agribiz economy)

TABLE 1

ITEM	USD	NZD
Agribiz Investment Entry Cost (Capital Note)	5,000,000	8,300,000
Disbursements		
(1) NZ Orchard settlement	-2,520,000	-4,200,000
(2) Investment – Tribal Health Corp (US)	-500,000	-800,000
(3) Investment – Tribal Natural Healthcare Ltd (NZ)	-1,680,000	-2,800,000
(4) NZ orchard ops - working capital	-300,000	-500,000
Balance	0	0

(1) THE ORCHARD CLOSING – NZD4.2M – CIRCA USD2.52M

A magnificent rural NZ setting, covering an area of 6.218ha of “sensitive land”, of which 2.97 ha is planted in profitable NZ “gold” kiwifruit, the land exceeds the 5ha limit laid down in the OIA, (Overseas Investment Act). This meaning that any foreign party is required to seek consent of the Overseas Investment Office (“OIO”) should they wish to own an interest of more than 25% in a “sensitive land” agribiz, either directly in a personal capacity or through a legal entity such as a company etc. As an “Agribiz Sanctuary Plus” (ASP) project that targets Active Investor Plus (AIP) visa approval, this land issue is “bridged” via a two year, secured, Convertible Capital Note issue by the HNW investor to BOI Orchard One Ltd to close the purchase and build the GMP factory.

SUBDIVISION / GMP FACILITY SITE / VALUATION

Post closing, a 1.25ha area at the northern end of the orchard which forms the boundary to a very busy “T” junction off State Highway 10 will be subdivided off, creating a new title on which the NZ tea tree oil extraction facility will be built. This will reduce the orchard land area down to 4.98ha, below the 5 ha limit under the OIA.

Subdivision valuation for “passthrough sale contract” to NZTO subsidiary

- a) The recent OIO consent to the sale of a dairy farm of 137ha near Kerikeri airport to Elworthy family interests based in London for NZD37M, valued that farmland at NZD268k per ha. Elworthy purchased the farm through Craigmores Sustainable Ltd for conversion to kiwifruit.
- b) Being much closer to the commercial area of Kerikeri, the subdivided orchard land is considerably more valuable than the aforementioned dairy farm which is much further out of town. For this reason, we have adopted a value of NZD300k per ha due to its superior location for commercial development, being less than two miles from the fast growing industrial area of Waipapa, part of the greater Kerikeri area. The adopted value of NZD300k per ha sales rate, this resulting in the forecast, provisional sale to NZ Tea Tree Oil Agribiz Ltd for NZD375k for the 1.25ha subdivided block where the tea tree agribiz facility is planned to be built to GMP standard to extract/export NZ mānuka / kānuka oil to the US .

About this package (continued)

THE SUBDIVIDED BLOCK - GMP FACILITY SITE



To be built on the 1.25ha subdivided block, the facility is planned as a circa 500 SqM factory to be built to Good Manufacturing Practice (GMP certification standard) with attached office and retail space. Biomass to be trucked in from Grower-Producer suppliers for steam distillation based, pure oil extraction onsite. The pure oil will be shipped to Auckland where value adding and packaging will be undertaken, producing Natural Health Products (NHP) as regulatorily approved

retail shelf-ready Stock Keeping Units (SKU) for direct export from the Port of Auckland to the Tribal Health Corp (TRC) warehouse in Florida for distribution management through the “Invest in NZ” showcase store to be opened at 1085 SE 17th St, Ft Lauderdale, FL

(2) TRIBAL HEALTH CORP “TRC” SHARES (US)

1,000,000 fully paid, Common Voting Shares priced at USD0.50c per share will be taken up in US incorporated, Tribal Health Corp, “TRC” the Tribal ecosystem holding company at an entry cost of USD500,000. A US DOM-C Corp, the shares will be held by the incoming ASP investor. A US resident investor party / entity with the capacity / availability to mentor TRC **(1)** on the lead into / during its upcoming USD5M REG-CF campaign **(2)** its planned, gender-specific, therapeutic grade NZ tea tree oil production and product distribution ecosystem in the US, **(3)** its targeted listing / IPO on the NZ Stock Exchange post-closing of the US crowdfunding round.

(3) TRIBAL NATURAL HEALTHCARE LTD “TNH” (NZ)

5,600,000 fully paid Common Voting Shares priced at NZD0.50c per share will be taken up in NZ incorporated, Tribal Natural Healthcare Ltd, the holding company of the NZ tea tree agribiz ecosystem. Post issue, there will be 12.2M CVS outstanding in TNH with the incoming ASP investor holding a 46% stake post-closing.

(4) WORKING CAPITAL – BOI ORCHARD ONE LTD

NZD500,000 has been provisioned for deployment as working capital in BOI Orchard One Ltd, the company into which ASP investor has taken up a two year, secured Convertible Capital Note pending the outcome of NZ investor visa process.

First mortgage security over all land and building assets plus floating debenture over the NZ operating companies will be held by the US investor until their application for NZ investor visa residency has been approved. A two year period is provided to complete this process.



SEAMLESS INVESTMENT ENTRY PROCESS Agribiz Sanctuary Plus (“ASP”) investment

BRIDGING A SLOW PROCESS



We all know that globally, Government Departments move at a snails pace. If a reader of this Profile Paper ever got to watch “Zootopia” where sloths ran the city’s Motor Vehicle Licensing department, you will appreciate this analogy and its relevance in most countries immigration departments and the residency visa application process. Here in NZ, the process is more challenging if the incoming foreign investment includes procuring an interest in any agribiz asset that exceeds 5ha in size. We have a structured a simple entry solution.

SECURED, ZERO COUPON BOND

To enable an early investment close, the USD5M entry investment will be made through a two year, USD6M, two year, 1st mortgage, 1st ranking debenture secured convertible Zero Coupon Bond supported by a negative pledge. This giving a foreign investor and their NZ immigration experts, plenty of time to work through the investor visa process knowing that the investment is fully secured pending approval.

Yield to Maturity
Zero-Coupon Bond

$$YTM_n = \left(\frac{FV}{P} \right)^{1/n} - 1$$

Pax Academy

TWO YEARS TO “CLOSE RESIDENCY”

Being convertible, the secured Bond converts to outright ownership of 100% of the voting shares in the NZ agribiz investment owning target company. The Bond agreement provides for this forced conversion at its USD5M issue price on the day and date that the NZ investor residency visa is approved in the name of the investor, delivering this valuable right to live and work in NZ. In the event that the

foreign investor holds a US passport, the current visitor visa available on a US passport permits up to six months stay PA while the investor residency visa application works its way through the system. This giving investor, plenty of time to get to know the full workings of the “ASP” package, To plan their long term residency needs and get to learn about NZ and “how it works”.

IF NZ INVESTOR VISA NOT APPROVED

In the event the investor residency visa is not approved, the Bond will run through to its maturity date, delivering on maturity, USD6M on the original USD5M entry cost. This delivering an ROI of USD1M over two years. Equivalent to a 10% return PA on the original investment.



THE AGRIBIZ PROJECT COMPANY OPERATIONAL OBJECTIVES

The entity into which the agribiz is packaged for ownership by incoming investor as a profitable, going concern kiwifruit orchard is named “*BOI-Orchard One Ltd*” such SPV enabling a seamless “plug ‘n play” investment into a US residents investment portfolio without Overseas Investment Office consent. The purchase and passthrough has the following purchase objectives.

(1) SECURITY OF TENURE

To own a high visibility site for product promotional purposes, on which a planned, therapeutic grade, gender specific, NZ mānuka and kānuka tea tree oil extraction facility can be built to certifiable, Good Manufacturing Practice (GMP) standard. A standard that will enable the facility to meet regulatory requirements in the production of Natural Health Products (NHP’s), that will be subject to increased regulatory oversight arising from value adding for export as retail shelf-ready Stock Keeping Units, (SKU’s).

(2) NEW REGULATORY COMPLIANCE

While the requirements of the recently withdrawn “**Therapeutic Products Act 2023**” will no longer be an issue for the production of NHP’s, a product category specifically targeted by the withdrawn law. It will be a requirement that when a replacement law is fully implemented, all NHP manufacturing facilities in NZ will require to be registered with the Regulator and subject to the inspection and audit process under the revised law.

(3) SUPPLY CHAIN TRANSPARENCY

In the US, both the FDA and an increasing number of US Corporations are laying down new standards and procedures that apply to product supply chains. For example, the recently formed “Just 100” index in the US is an example of this accountability, both expected and increasingly demanded by US consumers re foreign sourced goods where US corporations demand transparent supply chains to ensure fairness in trade and equitability in resource sharing of native resources.

(4) GROWER-PRODUCER HUB

As a “natural capital” investment holding company focused on helping support the growth of a regenerative, NZ mānuka & kānuka tea tree agribiz in the far-north of NZ to build a profitably viable export led sector, a permanent extraction/processing facility is a key foundational pillar. A facility to be built on land owned by the company that will operate as the contractual “interface” between the native landowners of the lands from which the biomass is to be extracted. A facility that enables the “Tribal” operations to be seen by these landowners as long term commitment to supporting their tea tree agribiz ops. This giving rise to a perception in reality that the facility is there “to provide long term support to Grower-Producer landowners”. A key pillar in developing equitable, long term supply relationships that US corporations will expect to see in their assessment of Tribal as a reputable, long term supplier of a native resource.

(5) SUBDIVISION

Requiring circa 1.25ha of land for the development of the GMP facility captioned in (1) above, the orchard is to be subdivided, opening the door to sale of the going concern orchard as a TSO investment to a US resident HNWI.

AGRIBIZ SANCTUARY INVESTMENT PROGRAM ETHOS

The number of Americans looking to invest in “sanctuary” properties abroad is growing as an ever increasing number of wealthy individuals / families in the US look for a foreign “sanctuary” should a doomsday or some other event occur that threatens/changes their way of life in the US.



NZ TOPS THE DESTINATION CHOICE

Through their multimillion dollar purchases of NZ farming land for use as sanctuary properties, high profile US billionaires such as Peter Thiel, Julian Robertson, Larry Page, Reid Hoffman, John Griffin etc. pushed the profile of NZ as a safe destination for Americans seeking a foreign sanctuary. A whole new class of people preparing (*prepping*) aka “Preppers” has emerged creating a new “bunker/bolt-hole/sanctuary” mentality in the US. Stories abound about secret bunkers being built for rich Americans in Queenstown. Peter Thiel tried such a lurk on his Lake Wanaka area farm but the local council was not interested in this type of development in their region.

BUNKERS, NO! A RURAL ABRIBIZ, YES!

In discussion had with people such as Jonathon Rowles, founder of the ‘survivalrealtly’ website in the US, the international divisional manager of one NYC’s largest realty firms, as well as with our own staff in Ft Lauderdale, there is clearly growing interest and demand from successful US resident High Net Worth Investors (HNWI) and families for safe rural properties with an agribiz focus delivering a back to nature lifestyle. Ideally abroad in safe southern hemisphere countries with NZ being at the top of the preferred destination list for very obvious reasons. i.e., being far away from the world’s growing number of geopolitical issues / problems / community safety threats, no country on earth can deliver perception of individual / family safety better than NZ with its beautiful rural landscape and vibrant rural economy.

SANCTUARY PACKAGING MUST MEET HNWI INVESTOR EXPECTATIONS

HNW investors don’t want to buy a rural agribiz asset and then have to make all of the typical post-sale arrangements for goods and services as a stranger in a foreign country with no knowledge of the local community and the “way things are done” where their sanctuary asset is located. They expect a seamless transaction. One where with their signature on the closing statement, full ownership of the NZ asset / going concern business owning legal entity (a company), with ongoing management and commercial arrangements already in place, pass-through into their investment holding ecosystem in the US. This could be into an “S” Corp. a DOM-C Corp, an LLC, a private trust etc. which they control from their office desk in Manhattan, on Wall St, Madison Ave, wherever.

OUR TARGET HNWI INVESTOR

Not so much the billionaire class, but the multimillionaire class that live in huge commercial centers such as NY city, New Jersey etc. Probably from a successful brokerage firm, technology spin-off, or the myriad of service companies that dominate the economy of such large cities. An investor wanting to build their dream sanctum (home) on a profitable, going concern orchard in NZ. Safe to “live the dream” in the South Pacific.

US MARKETING OFFICE / HNWI SUPPORT HUB

Linda Brink-Showcase director



Lost in tea tree bushlands!

US resident HNWI have high expectations of service at every juncture of both **(1)** the investment DD / decision making process **(2)** post investment support services through a “real person” staffed location in their time-zone where they can get a quick response to any issues that may arise with their “foreign” located agribiz asset. As a US citizen and associate broker (*prior to her return to NZ on the “Tribal” project*), in the family owned realty firm, that will be the program hub, Linda Brink is the programs US based resident director.

INDUSTRY KNOWLEDGE

Out of the gate, a US resident TSO interested HNWI wants to work through a person who understands the NZ kiwifruit industry at grass roots level. As the promoter of the TSO program, Sanctum Stay Realty Ltd (“SSR”) is based in a realty office owned by its directors/shareholders in the heart of the Ft Lauderdale tourism precinct. Headed up by Linda Brink, this US TSO prospect party service starts with the first pre-investment inquiry, interfacing all the way through to post investment settlement and TSO ownership.

Since returning to NZ on the “Tribal” project in 2016, Linda, together with her daughter Cheryl has accumulated eight years of kiwifruit industry experience, comprising **(1)** four years of picking, packhouse sorting/grading, orchard spring pruning/fruit thinning experience with OPAC in Opotiki, **(2)** four years with Seeka at their Kerikeri packhouse sorting, grading & lab analysis with the last six months in the field gaining more orchard maintenance experience.



Linda & Cheryl. Opotiki orchard days

US SUPPORT HUB -GETTING NOTICED – TELLING A STORY



Located at 1085 SE 17th Street in the heart of the Ft Lauderdale tourism precinct is the family owned realty office with its 50+ year trading history as a FL State licensed firm. Upon return, Linda will convert the premises into a “Showcase” for the two products that are illustrated in this concept rendering of the tribally themed, rebranded realty shop. The message sent out from this concept image will get attention. Lots of attention.

THIS “ASP” PROJECT TICKS ALL THE BOXES

One of the pillars of the Agribiz Sanctuary Plus (“ASP”) program is how the ASP investment by a foreign investor, demonstrates economic benefit to NZ. This “Orchard-1” project ticks all the boxes at both Central and Local government levels.

THIS PROJECT TICKS EVERY GOVERNMENT BOX

CENTRAL	REGIONAL
<p><i>Objectives of the Ministry of Regional Development:</i></p> <ul style="list-style-type: none"> Create jobs. Deliver on the job training. Create development on unproductive Māori land. Create community resilience through infrastructure improvement and wealth. Increase plantings of native plants / trees. Deploy water conservation techniques / management. Support the development of affordable housing on whānau owned and operated agricultural blocks where local, in situ resident labour is an important factor in rural, agriculturally based operations. 	<p><i>Objectives of the Northland Economic Action Plan:</i></p> <ul style="list-style-type: none"> Education Improving pathways to employment. Forestry Unlock the potential of Māori forestry innovations and aspirations. Honey Build capacity / capability in the region’s honey & horticulture industry*. Manuka Build Māori commercial interest through taonga economic benefit**. Land & water Sustainable use of land & water resources to increase productivity from current enterprises. Shift resources to higher value uses, supporting development of Māori land as a priority for growth.
<p>* Don't forget the “oil” ** Don't forget “kanuka”</p>	

Making a huge contribution to the economy of NZ’s “Far-North”

WELCOME TO THE “TRIPLE K” GOLDEN TRIANGLE (KERIKERI, KAIKOHE, KAITAIA “WHERE NZ TEA TREE IS THE NEW GOLD CROP”)

Research indicates that there is circa 108,000 ha of NZ tea tree biomass growing in Northland. Using a two year, regenerative tikanga compliant harvesting cycle, this suggests that 1,944,000 kgs of oil with a US retail value of USD2.92B could be extracted for export annually.



CONTACT US

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Linda Brink – US Resident Director



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YOUR SANCTUARY KEY
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THE TIMING OF THIS PROJECT IS “PERFECT”



WEALTH
Record numbers of wealthy Americans are making plans to leave the U.S. after the election

PUBLISHED FRI, NOV 1 2024-10:00 AM EDT | UPDATED FRI, NOV 1 2024-12:00 PM EDT

Robert Frank
@ROBTFRANK

KEY POINTS

- Attorneys and advisors to family offices and high-net-worth families said they're seeing strong demand from clients looking for second passports or long-term residencies abroad.
- The American rich have been increasingly interested in leaving the U.S. since Covid-19, and wealth advisors said this time many of their wealthy clients are taking action.



18,000 Americans look into moving to NZ the day after Trump won

Tom Hunt | The Post

November 9, 2024

“EHARA TAKU TOA I TE TOA TAKITAHU, HE TOA TAKITINI”
“my strength is not as an individual, but as a collective”

BRINGING US "SANCTUARY CAPITAL" TO NEW ZEALAND

AMERICAN INVESTORS HAVE BEEN BEHIND MANY AGRIBIZ SUCCESS STORIES IN NZ

NEW ZEALAND'S NEW YORK DOYEN

Was the late Julian Robertson, founder of Tiger Management whose early investments in NZ included his 1995 purchase of a working sheep farm in the Bay of Islands area of the country. An investment that appeared to motivate one of his "Tiger Cubs" to similarly invest in New Zealand's agribiz sector with the purchase of a working sheep and cattle farm south of Gisborne. John Griffin, founder of Blue Ridge Capital in NY, bought Nick's Head Station in 2002.

Since then press reports over the years show that John has accomplished much in terms of his long-term plan to re-establish native flora and fauna on the property. A winner of awards for both his commitment to environmental restoration & architecture in the design of his personal sanctuary, he has also invested significantly into the Station, purchasing adjoining farms, becoming a significant employer in the area as his agribiz interests expanded.

DEMONSTRATE A BENEFIT TO NEW ZEALAND'S ECONOMY

FOREIGN OWNERSHIP OF NZ LAND

All land over 5ha requires Government approval. Farms and orchards are classified as "sensitive land" and require approval of the Overseas Investment Office where the land area exceeds 5ha. Typically, foreign investors acquire NZ assets through one of two avenues to secure approval. Both requiring an investor to demonstrate how their proposed investment will benefit NZ.

IMMIGRATION INVESTMENT ROUTE

Comes with a residency requirement. As from 09/22 the Investor Residence Visa program requires an investment of NZD15M. Reduceable to only NZD5M provided it is put into a Govt approved private company needing early stage capital. However this comes with a lengthy residency commitment.

BUSINESS INVESTMENT ROUTE

No residency requirement. However the investment will be subjected to close scrutiny with emphasis on what contribution an investment will contribute to the nation's economy. Our Agribiz Sanctuary investments are structured to enable a foreign investor to have the "best of both worlds".

INTERGENERATIONAL BENEFIT

An NZ agribiz sanctuary investment ticks every box in the "benefits to economy" check list. It does this through its expansionary social impact delivery measured in terms of (1) sustainable recurring income for Grower-Producer tribal families, (2) wealth formation, (3) access to capital for rural agribiz growth, strongly espoused by the NZ Government.

gisborneherald.co.nz

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Jet belongs to Nick's Head owner

Published January 21, 2018 10:54PM

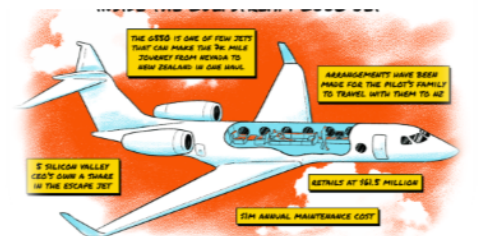
Like Share



US Financier John Griffins Bombardier Global 6000 at Gisborne Airport ,



Just a 10 hour flight in a private jet across the Pacific pond to your NZ sanctuary



Gas up! Get comfortable! Let's Go

1. Entry ease via US Dom C Corp.
2. Delivers Flexible Optionality.
3. Drives Capital Growth.
4. Creates US-NZ employment.
5. Builds two businesses (a) NZ export (b) US import.



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So let's close this deal ...

TRAVEL | AUGUST 6, 2021 1:33 PM

Oh Look, Another Billionaire Is Getting Residency in New Zealand in Case of Societal Collapse



LIVING
New Zealand would be best country to face the apocalypse: study

By Hannah Frisberg

July 30 2021 | 2:21pm | Updated

**BEYOND
DOOMSDAY**

**SAFE ON YOUR PRIVATE AGRIBIZ
INVESTMENT SANCTUARY IN NZ.**

**NZ SHOWCASE
USA INC.**

INC IN FLORIDA USA

**NZ "AGRIBIZ SANCTUARY PLUS" ("ASP")
INVESTOR VISA PACKAGES FROM USD5M**