

# **TRIBAL HEALTH CORP**

**NZD 10,600,000 SERIES A ROUND**

**NZX LISTING PATHWAY PROGRAMME**

**NZD600,000**

## **INFORMATION MEMORANDUM**

**NOVEMBER 2023**

**COVENANTOR**

**SANCTUM STAY REALTY INC (USA)**



# **A NZ NATURAL CAPITAL ASSETS INVESTMENT NZ STOCK EXCHANGE LISTING PATHWAY USD5M CROWDFUNDING LAUNCH**

## **TABLE OF CONTENTS**

<b>DESCRIPTION</b>	<b>PAGE</b>
Important Notice	2-4
Financial Products	2
Financial Service Providers Act	2
Regulatory Compliance	3-4
NZX Listing Pathway	5-6
About the Offer	7
About the Business	8-9
Our Management	10
Our Forward Looking Statements	11-14
NZ-US Trading Statements	11
Forecast Earnings Statement / ROI / Market Cap	12
Selected Financial Information	13-14
Application to Subscribe	15

## IMPORTANT INFORMATION

TBK Capital Ltd, other companies in the TBK Group of companies and/or any connected persons (together “TBK”) have not independently verified the material in this Information Memorandum document (hereafter referred to as the “Material”) and TBK makes no representation or warranty, express or implied, as to the accuracy or completeness of such. TBK accordingly assumes no responsibility for such information and does not accept any responsibility for the legality, validity, effectiveness, adequacy or enforceability of any documentation executed or which may be executed in relation to the opportunity described in the Material.

This Material is not intended to provide the basis of any credit or other evaluation and should not be considered as a recommendation by TBK that any recipient of this Material should participate in this investment opportunity. Each recipient should make its own independent assessment of the opportunity. After making such investigations as it may deem necessary, the recipient alone shall determine its interest in participating in the investment opportunity based upon those investigations.

No assurance, warranty, representation or guarantee is provided and should not be inferred or implied regarding the accuracy or completeness of the information or the future prospects or performance of the business. TBK intend this document to exclude TBK from any liability for any consequences resulting from the use of this document. It is incumbent upon the recipient to perform their own due diligence of all Material provided.

By acceptance of this Material the recipient acknowledges that (a) TBK is not in the business of providing legal, financial advisory, tax or accounting advice, (b) the recipient understands that there may be legal, tax or accounting risks associated with the potential transaction described in the Material, (c) the recipient should receive legal, tax and accounting advice from advisors with appropriate expertise to assess relevant risks, and (d) the recipient should apprise senior management in its organisation as to the legal, tax and accounting advice (and, of applicable, risks) associated with the potential transaction and the TBK disclaimers as to these matters. TBK is specifically not providing any advice regarding current and forecast market conditions and the risk profile of the investment. TBK expressly does not undertake to review the financial condition, status or affairs of the investment at any time during the life of the investment or to advise any actual or potential participant in the investment opportunity of any information coming to the attention of TBK, save as expressly provided for in the legal documentation for the investment.

## FINANCIAL PRODUCTS

No regulatory authority has approved or disapproved this offering or endorsed the merits of this offering or the accuracy or adequacy of this document. This Information Memorandum is not, and is not legally required to be, a product disclosure statement (PDS) or other offer document, under New Zealand law. It is not a regulated offer under the Financial Markets Conduct Act 2013 (Act).

Instead this offering is being provided only to persons where one or other of the disclosure exclusions in Schedule 1 to the Act apply. It has not been prepared to the same level of disclosure required for a PDS. In particular, no-one has independently verified or completed a due diligence exercise of the information contained in this document. The recipient acknowledges that within New Zealand any offer of shares is available only to persons who are wholesale investors or close business associates of the Issuer and they have read those definitions and qualify within one or other of them.

It is intended for distribution only to selected people to whom, under the relevant laws, it can be lawfully distributed. It cannot be distributed in any other jurisdiction, or to any other people. It is not an offer or solicitation in any jurisdiction in which such an offer or solicitation is not authorised, or in which the person making such an offer or solicitation is not qualified to do so, or to any person to whom it is unlawful to make such an offer or solicitation. Any representation to the contrary would be unlawful. No action has been taken by any person that would permit a public offering in any jurisdiction where action for that purpose would be required.

## Financial Services Providers Act

TBK Capital Ltd is a registered Financial Services Provider under the Financial Service Providers Act 2008 of New Zealand and participates in the dispute resolution scheme enacted under that statute.

## TBK REGULATORY COMPLIANCE

### Financial Markets Conduct

TBK does not make offers of financial products under circumstances where TBK would be required to issue a PDS. Complying with these provisions of the Act requires TBK to limit its offering of public disclosures to wholesale investors or close business associates of the Issuer, not to the general public. Included within the category of wholesale investors are:

- a) Persons carrying on an investment business;
- b) Persons who meet investment activity criteria;
- c) Large persons; and
- d) Eligible investors.

Discussing each of these in more detail:

<b>Investment Business</b>	A person carrying on an investment business is one whose principal business consists of investing in financial products, underwriting, or providing a financial advisor or broking service.
<b>Investment Activity</b>	<p>A person (A) meets the applicable investment activity criteria if at least 1 of the following paragraphs applies:</p> <ul style="list-style-type: none"><li>a) A owns, or at any time during the 2 year period before the relevant time has owned, a portfolio of specified financial products of a value of at least \$1m (in aggregate);</li><li>b) A has, during the 2 year period before the relevant time, carried out one or more transactions to acquire specified financial products where the amount payable under those transactions (in aggregate) is at least \$1m and the other parties to the transactions are not associated persons of A;</li></ul> <p>A is an individual who has, within the last 10 years before the relevant time, been employed or engaged in an investment business and has, for at least 2 years during that 10 year period, participated to a material extent in the investment decisions made by the investment business.</p>
<b>Large Person</b>	<p>A person is large if at least 1 of the following paragraphs applies:</p> <ul style="list-style-type: none"><li>a) as at the last day of each of the 2 most recently completed financial years of the person before the relevant time, the net assets of the person and the entities controlled by the person exceeded \$5 million.</li><li>b) in each of the 2 most recently completed financial years of the person before the relevant time, the total consolidated turnover of the person and the entities controlled by the person exceeded \$5 million.</li></ul>
<b>Eligible Person</b>	<p>A person (A) is an eligible investor, in relation to a relevant transaction or class of relevant transactions, if –</p> <ul style="list-style-type: none"><li>1) A certifies in writing, before the relevant time -<ul style="list-style-type: none"><li>a) as to the specified matters detailed below; and</li><li>b) that A understands the consequences of certifying himself, herself, or itself to be an eligible investor; and</li></ul></li><li>2) A states in the certificate the grounds for this certification; and</li><li>3) an authorised financial adviser, a chartered accountant, or a lawyer signs a written confirmation of the certification meeting the requirements below.</li></ul>

The matters which a person must certify in order to qualify as an eligible investor are that the person has previous experience in acquiring or disposing of financial products that allows the person to assess:

- a) The merits of the transaction or class of transactions (including assessing the value and the risks of the financial products involved); and
- b) The person's own information needs in relation to the transaction; and
- c) The adequacy of the information provided by any person involved in the transaction.

The requirements that an authorised financial adviser, chartered accountant or lawyer must meet in giving his or her certificate are that he or she:

- a) Is satisfied that the offeree has been sufficiently advised of the consequences of the certification that the offeree is making;
- b) Has no reason to believe that the certification is incorrect or that further information or investigation is required as to whether or not the certification is correct.

Required documentation in terms of these exemptions, where applicable, will need to be in place and current at the time an offer is subscribed. Subscriptions will only be made to persons who fall within one or other of these exemptions.

As a US incorporated company, Tribal Health Corp is authorized to make this offer as an offering pursuant to SEC [Rule 504](#) of Regulation D which exempts from registration the offer and sale of up to USD10 million of securities in a 12-month period.

For further information contact:

John Paine-CEO  
TBK Capital Limited  
Level 10, 120 Albert St  
Auckland

Mobile - 64 21 902 901  
Email - [john.paine@tbkcapital.co.nz](mailto:john.paine@tbkcapital.co.nz)

## NATURAL CAPITAL

*“The natural resources and environmental features in a given area, regarded as having economic value or providing a service to humankind”. Both renewable and non-renewable resources, i.e. plants, animals, air, water, soils and minerals that combine to yield a flow of benefits to humanity.*

## THE TRIBAL INVESTMENT KAUPAPA

### For Investors

“To build a profitable, integrated, value added *Seed-to-Ship* production supply chain in NZ, seamlessly interfaced with *Ship-to-Shelf* distribution in the US”.

### For NZ Grower-Producers

“To deliver recurring annual income and wealth creation through supporting regenerative agribiz ownership by rural ‘*whānau-on-the-whāma*’ in accordance with tikanga”.

### “EHARA TAKU TOA I TE TOA TAKITAHĪ, HE TOA TAKITINI”

*“My strength is not as an individual, but as a Collective”.*



## NZX LISTING PATHWAY

### “PARCEL-1”

**This NZD600,000 offer** is the “**Parcel-1**” allocation of a NZD10,600,000 Series A Round by US incorporated Tribal Health Corp (“TRC”), allocated into three NZX listing pathway parcels, i.e., **Parcel-1** NZD600,000, **Parcel-2** NZD5,000,000, **Parcel-3**, NZD5,000,000

<b>PARCEL-1, NZD600k NZX Partner</b>	NZX Listing allocation. A parcel of 1,200,000 shares in TRC priced at NZD0.50c per share. Funds deployed as to, <b>(1)</b> NZD300k to fund the NZX listing pathway costs / board assembly, <b>(2)</b> NZD300k to fund opening the US HQ & Far-North Showcase in Ft Lauderdale FL. plus launch the USD5M Series B, REG-CF equity crowdfunding round.
--	---

### PARCEL 1 OFFER

1,200,000 shares priced at NZD0.50c (fifty NZ cents) per share in TRC.

1,200,000 shares priced at NZD0.00 (zero cents) per share in TRC, stapled as a free carry bonus.

The Minimum Investment is 40,000 shares at a cost of NZD20,000 delivering 80,000 TRC shares. When fully subscribed, 2,400,000 shares in TRC will be owned by investors under this offer.

### THE NZX LISTING PATHWAY

There are four steps to the targeted NZX IPO / listing application. These steps are:

- Step 1**      **Close Parcel-1.** Priced at NZD0.50c per share this parcel of 2,400,000 shares in TRC is only open to qualifying investors. Delivering NZD600,000 in total of which **(1)** NZD300,000 is allocated to opening the Ft Lauderdale, FL HQ / Far North Showcase **(2)** NZD300,000 allocated to fund the costs of preparing TRC for its planned NZX IPO that will support its listing. These IPO/listing cost funds will be placed into a separate escrow account from which only the approved costs of the listing pathway and the US crowdfunding campaign will be disbursed.
- Step 2**      **Close Parcels-2 & 3.** Priced at NZD1.00 per share each parcel consists of 5,000,000 shares. **Parcel 2** has been subscribed by Sanctum Stay Realty Inc, the private investment holding company owned by the founders of TRC. Delivering NZD5,000,000 these funds will settle the purchase of “Station-1”, a profitable kiwifruit orchard in Kerikeri with 1.25ha of non-planted land on which a NZ tea tree oil extraction factory to GMP certification standard is to be built. US based Loan funding is available to build the facility and fund the launch shipment if **Parcel 3** of 5,000,000 shares priced at NZD1.00 per share is not fully subscribed. Delivering NZD5,000,000 of which NZD2,000,000 is allocated to construction of the GMP facility, NZD307,600 to fund the launch shipment of 20,000 SKU’s to the FL Showcase, the balance for working capital and US distribution expansion.
- Step 3**      **Close the USD5M Crowdfunding campaign.** with a planned offer of 2,500,000 shares priced at USD2 (circa NZD3.30) per share, delivering a capital carry gain.
- Step 4**      **Undertake a 2:1 share split.** Launch an IPO offer of 10,000,000 shares priced at NZD2.00 per share. List on the NZX. Time frame 12-18 months.
- Step 5**      **Dual list / IPO** on one of the two major US exchanges. Time frame 36-60 months.

NZX listing pathway (continued)

## PARCEL 2

5,000,000 shares priced at NZD1 per share.

<b>PARCEL 2 NZD5M</b> <b>NZ Profit generation</b>	Sanctum Stay Realty Inc has subscribed for 5,000,000 shares priced at NZD1 per share. Funds applied to <b>(1) settle</b> the Kerikeri orchard / GMP facility site / NZ HQ purchase, <b>(2) provide</b> working capital for orchard ops through to harvest income cash flow,
--	---

## PARCEL 3

5,000,000 shares priced at NZD1 per share.

<b>PARCEL 3 NZD5M</b> <b>NZ Production</b> <b>US Distribution</b>	Private Investors in both NZ and the US will be offered 5,000,00 shares priced at NZD1 per share. Funds applied to <b>(1) finance</b> the launch shipment of 20,000 tea tree oil based Natural Health Products (NHP) as retail shelf-ready Stock Keeping Units (SKU) for US distribution NZD873,600, <b>(2) construct</b> a GMP facility on the Kerikeri “orchard HQ” site, <b>(3) launch</b> the USD5M equity-crowdfunding campaign.
---	---

## BRIDGE FUNDING

In the event of Parcel-3 not closing fully subscribed, Sanctum Stay Realty Inc will provide a standby line of up to NZD2M to (1) fund the development costs of the GMP facility on Station-1 and (2) fund the costs of producing and shipping the launch shipment which has a direct production cost of NZD307,600 with an FOB value of NZD553,600. (Excludes “POI” honey). Any bridge funding required is planned to be retired from the proceeds of the USD5M crowdfunding campaign. (As per Step 3).

## SHARES ON ISSUE/PRICING

The table below illustrates the planned pathway to an NZX listing. Two x 2:1 share splits have been provided for in the Table below. One pre NZX IPO/listing. One pre US IPO/dual listing. The expectation that the Company’s shares are to be listed on the NZX post-closing of the US Series B (Crowdfunding) Round, is expected to be very helpful in drawing retail investors into the Series B as it promises to deliver a share price discovery and trading platform post-investment.

*This is a “Forward Looking Statement- risks apply”*

**TABLE 1**

Round	Issuance / offer	Share Split	Shares O/S	Capital Raise/Base	Value per share	Market Cap (@ issue price)
Seed / Post Seed	11,000,000	0	11,000,000	USD2.8M	USD0.25c	USD6.4M
<b>Series A Parcel 1</b>	<b>1,200,000</b>	<b>0</b>	<b>12,200,000</b>	<b>NZD600k</b>	<b>NZD0.50</b>	<b>USD12.6M</b>
<b>Series A Parcels 2-3</b>	<b>10,000,000</b>		<b>22,200,000</b>	<b>NZD10M</b>	<b>NZD1.00</b>	
Series B (US Crowdfunding)	2,500,000	0	24,700,000	USD5M	<b>USD2.00</b>	USD49M
Series C (NZX Listing)	10,000,000	2 : 1	59,400,000	NZD10M	NZD2.00	USD71.3M
Series D (US IPO)	20,000,000	2 : 1	138,800,000	USD100M	USD5.00	USD694M

## ABOUT THIS OFFER

### NZX LISTING – SUPPORTING BUSINESS PLAN

This NZD600,000, Parcel-1 offer under the Company's Series A Round is an offer of 1,200,000 shares priced at NZD0.50c each in the Company as an exempt offering under Schedule One of the FMCA, 2013. As a bonus, one free carry share is stapled to each share subscribed in the Company. Assuming full subscription, investors under this offer will also own 2,400,000 shares, delivering a 19.6% stake in the Company plus direct access to any financial benefit flowing from **(1)** the two parcels priced at NZD1 per share **(2)** the US crowdfunding campaign which forecasts pricing the Company's shares at USD2 each for the campaign, **(3)** the targeted NZX IPO / Listing and a planned 2:1 share split.

### NATURAL HEALTH PRODUCT EXPORTING

The funds raised will be deployed by the Company to launch as an exporter of NZ tea tree oil and honey based Natural Health Products (NHP), applying the funds to complete product preparation for a five year export supply agreement for 3.35M NHPs as retail shelf ready SKU's (Stock Keeping Units) with US incorporated, Tribal Therapeutics Inc, a FL corporation and wholly owned subsidiary of the Company. The five year contract has a forecast ex-factory sales value of NZD101.57M with a first year guaranteed minimum supply of 100,000 SKU's with a sales value of NZD2.478M delivering an EDBITDA of NZD1.23M. Three shipments are forecast for year one with the launch shipment comprising 20,000 NHP SKU's with an ex-factory, FOB value of NZD553,600, shipped as shelf ready SKU's with a US retail value of USD2.582M / NZD4.3M.

### ORCHARD OWNERSHIP

The purchase of the going concern kiwifruit orchard in Kerikeri delivers the following commercial benefits to the Company.

- (1)** A profitable, cash-flow generating NZ operations / product supply hub in a rural location where overheads are lower and more easily controlled than in a major metro area.
- (2)** Sufficient land on which to build a NZ tea tree oil extraction facility to GMP standard. A development that would enable the Company to transition its therapeutic Natural Health Product manufacturing process to meet the new regulatory environment that the recently passed "Therapeutic Products Act 2023" will impose on all NHP manufacturers in NZ.

### COMPANY BACKGROUND

The Company ("TRC") was registered in CO as a Domestic C for-profit Corp in 2019. In 12/22, the Company **(1)** acquired a 100% controlling interest in NZ Natural Capital Partners Ltd, the Seed-to-Ship" production / supply group holding company in NZ, **(2)** incorporated Tribal Therapeutics Inc in FL as a wholly owned HNP importing and distribution company.

### STRUCTURED FOR ARBITRAGE TRADING

As an early stage company, the directors are mindful of the need to mitigate to the fullest extent possible, the higher risks that typically associate with early stage investing. For this reason, investors will receive one free carry, bonus share in Company for each share subscribed under this offer. In the event of a successful US crowdfunding campaign, this would deliver a book carry value of USD2 on each share held in the Company by an NZ investor under this offer. Subsequent to expiration of SEC Rule 144 which imposes a 180 lock-up period on restricted securities such as those on offer herein, investors may trade their shares on a US secondary market in the lead-up to the targeted NZX IPO / Listing.



## ABOUT THE BUSINESS

Since colonial days, NZ mānuka and kānuka tea tree was considered a weed. Destroyed to clear the land for livestock farming, these trees are now recognized as a valuable natural resource. Prized for the therapeutic health benefits derived from the flower (**honey**) and the leaf (**oil**) the once humble NZ tea tree is increasingly on the radar of regenerative agriculture / natural capital supportive investors whose footprint is going global, moving capital towards nature based solutions as a growing number of investors come to better understand the climate change threat, its potential impact on agriculture and its flow-on effect on the population. Capital raised is to be deployed on (a) the production of therapeutic grade mānuka and kānuka oil, honey and “POI” product exports as shelf-ready SKU’s, (b) US distribution of these SKU’s through B2B channel partners, cloud hosted B2C retailing apps and the US showcase store in Ft Lauderdale, FL. The operational structure was developed to equitably interface Māori landowners who own/control 85% of NZ’s tea tree resource, into an ecosystem developed to export NZ made NHP’s as retail shelf-ready SKU’s, to the Company’s wholly owned US subsidiary, Tribal Therapeutics Inc for distribution into the USMCA free trade zone under the “Tribal” brand.

### NZ SUPPLY CHAIN

The Company has developed a “Business Combination” ecosystem in the far north of New Zealand / Aotearoa that interfaces access to NZ tea tree carrying bushland and biomass harvesting with the bulk oil extraction process for delivery into the NHP value adding process and production of shelf-ready SKU’s for export.

### ADDRESSABLE MARKET (US)

As a NZ based Natural Capital investment holding company, the primary objective is the production and export of gender specific, therapeutic grade, regeneratively sourced NZ mānuka and kānuka tea tree originated oil and honey as disruptive entrants into **(1)** the USD264B PA “Infection Control, Antiseptic /

Disinfectant protection and prevention sector of the global health market. **(2)** with research validated Plant Oil Infusion “POI” agri-science, entry into the USD164B PA, ingestible health supplements market as a natural health alternative to synthetic sports drinks.

### SKU DISTRIBUTION LAUNCH – USA

Tribal Therapeutics Inc (“TTI”) will import and distribute the SKU’s through three principal US based distribution channels, i.e., **(1)** the Fort Lauderdale pilot retail showcase **(2)** wholesaling to US retail chains, **(3)** cloud hosted third party supplied sales apps. Agreement has been reached with an outsourced distribution / logistics provider to store the SKU’s, and packing, shipping these on receipt of incoming sales orders.

#### Ft Lauderdale Showcase:

Owned by the family of the founding directors, this retail shop is located in the heart of the tourism belt and currently home to the family’s 50 year old licensed realty firm’s office. With a USD475k value the retail store will provide the launch capitalization of a new wholly owned SPV to be incorporated to operate the first brick ‘n mortar retail store as the pilot of the planned “*Tribal Health Castle*” branded equity franchise model where equity replaces franchise fees.

#### Wholesaling:

Planned to start with a Maoritanga themed, instore POS product display stand in a Ft Lauderdale store, part of a 700+ nationwide retail store chain. Similar POS displays will be progressively presented as



first-to-market, gender specific, “His” and “Hers” infection control and antiseptic remedies to US retailers. Expansion targets interalia, east coast based Publix, (1,250 stores), Wholefoods (500), CVS Pharmacy (9,600), Walgreens (8,800), Kroger (2,700), The Vitamin Shoppe (700) Costco (730) Safeway (900) Albertsons (2,900) Walmart (4,600).GNC (2,800) Target (1,980) Success in getting onto the shelves of these huge chains would secure strong US sales growth, delivering assured recurring income and wealth accretion to rural NZ Grower-Producers.

**Cloud hosted apps:**

Online sales apps offer excellent sales support channels. Sites such as Shopify, WIX, YouTube, Facebook, Instagram Shop, Squarespace, Amazon Prime, BigCommerce, Volusion, WooCommerce, Magento, PinnacleCart, Weebly, OpenCart etc.

**THERAPUETIC CLAIMS – RESEARCH SUPPORT**

In addition to the Cawthron Institute in NZ, the directors have identified eighteen universities in the US as having alternative health research faculties on campus, many of which include natural therapeutic product research and development curricula that could support the ongoing development of value added, therapeutic remedies Let’s start with a simple fact. Like Australian tea tree oil, the NZ mānuka and kānuka tea tree deliver plant based, natural remedies traditionally used for medicinal purposes. Not beauty. Not skin care. Captain Cook’s voyages of discovery demonstrated the therapeutic benefits derived from the leaf of these trees. A colonial era usage that led to modern day research that validated oil extracted from the leaf of the NZ tea tree is a multiplicity of times more therapeutically efficacious than honey extracted by honey-bees from the pollen in the trees flower.

**GENDER USAGE SPECIFICITY / INFECTION CONTROL EFFICACY**

Two interesting notes arose from early research into the therapeutic efficacy of NZ mānuka and kānuka tea tree oils by a leading Taiwanese Medical University. i.e.,

- (1) That the mānuka tree was the female tree, medicinally used by the women of a tribe, kānuka the male tree, used by the men.
- (2) That kānuka oil appeared to show greater efficacy over mānuka oil in pathogen inhibition studies related to nosocomial infection, aka, Hospital Acquired Infections, “HAI”.

These two findings open the opportunity to create “first-to-market” niche health products in the USD261B PA Infection Control, Disinfectant/Antiseptic remedies sector of health market. Gender specificity creating a “His” & “Her” product development opportunity deploying two natural resources that are unique to NZ with one of the resources being endemic, creating a significant barrier to entry from any other country. This provenance unique resource, delivering an exploitable “first-mover-advantage” (“FMA”) opportunity in the health sector with plant oil infusion technology supporting the creation and production of “His” & Her” personal health supplements in the USD164B PA dietary supplements sector.

**EXCLUSIVELY NZ**

The ability to formulate natural therapeutic treatments and remedies on the basis of gender specificity is available only from two unique native NZ plants, delivering FMA (First Mover Advantage) in the huge, 370M consumer, USD26T GDP economies of the US & Canada. Omega rich hemp oil is planned to follow honey into the “POI” range, adding to honey as “His” and “Her” personal health supplements, opening a new “his and hers” gift product concept that is expected to be well received by the fast expanding natural healthcare community.



## MANAGEMENT

### CHAIRMAN

**John Cilliers** is the Company's chairman who has been actively involved in NZX listings and compliance, business acquisitions, commercialization and the implementation of systems to support organizational growth. John is currently a director of NZX listed Southern Charter Financial Group Limited and Ascension Capital Ltd. Formerly the Chief Financial Officer of Pulse Energy Limited, John holds a Bachelor of Commerce degree from South Africa and is a member of Chartered Accountants Australia and New Zealand. As chairman, John's role is to lead the company to its targeted listing on the NZX.

### FOUNDING DIRECTORS

**Linda Brink**, a US citizen and resident director. With 16 years of therapeutic tea-tree oil industry experience on her resume, Linda is president of Tribal Health Corp (TRC) and Tribal Therapeutics Inc, its wholly owned, US importer/distributor subsidiary. From '91 through to '99 investing in and working on the development of Australian therapeutic tea tree oil consumer products. From '16 through '23, based in NZ procuring tea-tree oil supply

as the lead natural therapeutic remedy to enter the USD261B+ PA, Infection Control, Antiseptic/Disinfectant protection sector of the US health market. Linda's interest in natural health & wellness products dates back to her years in South Africa during the '80's when she started and owned a beauty salon business with three outlets operating in the north-eastern suburbs of Johannesburg, selling off upon emigrating to NZ

**Nicholas Iverson**, an expat NZ citizen is the NZ resident director. A former BIG 4 audit manager who has worked abroad for nearly 40 years, including over five years in Silicon Valley post GFC, (2010-15), is the NZ resident director of all companies in the "tribal" group in NZ. A founder director of the Company, returning to NZ with Brink in 2016, investing the last seven years in developing the "Tribal" branded NZ tea tree agribiz ecosystem in NZ and its US system counterparts.

### BUSINESS COMBINATION SUPPLY PARTNERS

**Luke Shepherd**, an expat New Zealander who after two decades abroad, recently returned to the country, importing from South Africa, a state of the art plant oil extraction unit which he installed on the family's 187 year old, "Waitangi Farm" in Tauranga Bay. Purchased in 1836 from the powerful chief Hongi Hika, the farm reaches down into the Whangaroa

harbour, just a few miles north of Kerikeri with Luke's family being direct descendants of a missionary who accompanied the Rev Samuel Marsden from Australia, in 1812, setting up the first Christian mission station on Kerikeri inlet and conducting the first Christmas service on the grounds of what became the "Treaty House" at Waitangi.

**Eric Lloyd**, a member of the wider whānau collective's ancestral Tūrangawaewae traces directly to the pre-colonial era Kohumaru land blocks. In 1999, Eric set up a contracting company as the first step to commence a new agribiz on Kohumaru. Working with whanau, Eric eventually secured a Crown Lease over a 944ha block carrying huge tracts of regrowth manuka and kanuka. With more than 50 years of land based contracting experience on his resume, including having originally converted Kohumaru into a pastoral station operated by the old Lands and Survey. Dept. With the station's closing and reversion to regrowth mānuka and kānuka, Eric has developed a comprehensive, regenerative tea tree management plan. One that accords with Tikanga and Kaitiakitanga to ensure that Kohumaru Station, forever remains a valuable, intergenerational taonga supply source of both NZ tea tree oil and honey.

## FORWARD LOOKING STATEMENTS

### DISCLAIMER

Certain information set forth in this document contains “forward-looking information”, including “future-oriented financial information” and “financial outlook”, under applicable securities laws (collectively referred to herein as forward-looking statements).

Except for statements of historical fact, the information contained herein constitutes forward-looking statements and includes, but is not limited to, the (i) projected financial performance of the Company; (ii) completion of, and the use of proceeds from, the sale of the shares being offered hereunder; (iii) the expected development of the Company’s business, projects, and joint ventures; (iv) execution of the Company’s vision and growth strategy, including with respect to future M&A activity and global growth; (v) sources and availability of third-party financing for the Company’s projects; (vi) completion of the Company’s projects that are currently underway, in development or otherwise under consideration; (vi) renewal of the Company’s current customer, supplier and other material agreements; and (vii) future liquidity, working capital, and capital requirements. Forward-looking statements are provided to allow potential investors the opportunity to understand management’s beliefs and opinions in respect of the future so that they may use such beliefs and opinions as one factor in evaluating an investment.

These statements are not guarantees of future performance and undue reliance should not be placed on them. Such forward-looking statements necessarily involve known and unknown risks and uncertainties, which may cause actual performance and financial results in future periods to differ materially from any projections of future performance or result expressed or implied by such forward-looking statements.

Although forward-looking statements contained in this presentation are based upon what management of the Company believes are reasonable assumptions, there can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. The Company undertakes no obligation to update forward-looking statements if circumstances or management’s estimates or opinions should change except as required by applicable securities laws.

A reader is cautioned not to place undue reliance on Forward-Looking Statements.



*Forward Looking Statements (Continued)*

## FORECAST TRADING & INCOME STATEMENTS

The Company has prepared detailed Forward Looking Statements in respect of forecast trading figures for NZ SKU production (Table 3) and US SKU distribution, (Table 4). These detailed figures are available in a Private Placement Memorandum prepared for US investors using a standard disclosure format prescribed by the North American Securities Administrators Association, (NASAA) and referred to as “Form U7” a copy of which is available to qualifying NZ Wholesale Investors upon request. Set out below are the material figures extracted from Form U7. As all figures in the Tables below are forecasts only, you are required to read the ‘*Forward Looking Statements*’ disclaimer set out on Page 11 herein. NB – All “Year 1” figures are in respect of an 18 month trading period. This is required due to the lead-in time to build the NZ-US cross-border shipment pipeline.

**Kiwifruit operations in Kerikeri**

**TABLE 2**

<b>Company: Station-1 Limited – Kiwifruit Operations – Kerikeri HQ</b>								
<b>PRODUCTION</b>		Actual 2018	Actual 2019	Actual 2020	Actual 2021	Actual 2022	Actual 2023	Forecast 2024
Trays		44,536	36,619	40,663	41,488	49,189	17,235	44,580
Trays per ha		14,995	12,330	13,691	13,969	16,562	5,803	15,010
OGR per ha		152,526	160,951	156,467	153,939	121,233	56,925	157,500
OGR per tray		10.17	13.05	11.43	11.02	7.32	9.81	10.49
<b>Gross Orchard Income</b>		<b>453,002</b>	<b>478,024</b>	<b>464,707</b>	<b>457,198</b>	<b>360,063</b>	<b>169,067</b>	<b>467,775</b>
Production costs per ha - 2024	55,000							163,350
<b>Forecast EBITDA - 2024</b>								<b>304,425</b>

**NZ SKU exports to Tribal Therapeutics Inc – Exporter is a wholly owned NZ subsidiary of the Company**

**TABLE 3**

<b>NZ Natural Capital Partners Ltd - NZ operating group - SKU production / export forecast in NZD's</b>						
(Year 1 is an 18 month period)	<b>Year 1</b>	<b>Year 2</b>	<b>Year 3</b>	<b>Year 4</b>	<b>Year 5</b>	<b>Year 10</b>
<b>SKU's produced/exported</b>	<b>100,000</b>	<b>250,000</b>	<b>500,000</b>	<b>1,000,000</b>	<b>1,500,000</b>	<b>3,000,000</b>
<b>Total Sales Value</b>	<b>2,768,426</b>	<b>7,128,697</b>	<b>14,685,116</b>	<b>30,251,339</b>	<b>46,738,319</b>	<b>108,365,044</b>
<b>COS</b>	<b>1,538,015</b>	<b>3,960,387</b>	<b>8,158,398</b>	<b>16,806,300</b>	<b>25,965,733</b>	<b>60,202,802</b>
<b>EBITDA</b>	<b>1,230,412</b>	<b>3,168,310</b>	<b>6,526,718</b>	<b>13,445,040</b>	<b>20,772,586</b>	<b>48,162,242</b>
<b>Converted to US Dollars</b>	<b>799,768</b>	<b>2,697,528</b>	<b>5,545,269</b>	<b>11,181,010</b>	<b>16,909,799</b>	<b>37,279,196</b>

Note: Production is based on assumption that oil is purchased from outsourced extraction factory at contracted bulk price.

**US SKU imports ex NZ – Importer is a wholly owned US subsidiary of the Company**

**TABLE 4**

<b>Tribal Therapeutics Inc - US SKU - importation - distribution forecast in USD's</b>						
(Year 1 is an 18 month period)	<b>Year 1</b>	<b>Year 2</b>	<b>Year 3</b>	<b>Year 4</b>	<b>Year 5</b>	<b>Year 10</b>
<b>SKU's imported ex NZ</b>	<b>100,000</b>	<b>250,000</b>	<b>500,000</b>	<b>1,000,000</b>	<b>1,500,000</b>	<b>3,000,000</b>
<b>USD Sales Value all SKU's</b>	<b>4,990,000</b>	<b>12,849,250</b>	<b>26,469,455</b>	<b>54,527,077</b>	<b>84,244,334</b>	<b>195,324,546</b>
Landed cost into store	1,889,451	4,865,336	10,022,592	20,646,539	31,898,903	80,203,506
US Distribution Costs	809,765	2,085,144	4,295,397	8,848,517	13,670,958	31,696,775
<b>COS</b>	<b>2,699,215</b>	<b>6,950,480</b>	<b>14,317,988</b>	<b>29,495,056</b>	<b>45,569,861</b>	<b>111,900,281</b>
<b>EBITDA</b>	<b>2,290,785</b>	<b>5,898,770</b>	<b>12,151,467</b>	<b>25,032,021</b>	<b>38,674,473</b>	<b>83,424,264</b>

**US Imports of “POI” honey ex NZ based “Infusion” producer/wholesaler**

**TABLE 5**

<b>POI Honey Trading (US)</b>							
(Year 1 is an 18 month period)		<b>Year 1</b>	<b>Year 2</b>	<b>Year 3</b>	<b>Year 4</b>	<b>Year 5</b>	<b>Year 10</b>
Total kgs shipped ex NZ		32,000	64,000	128,000	256,000	512,000	2,700,000
Gross POI honey retail sales		3,168,000	6,526,080	13,443,725	27,694,073	57,049,791	348,765,872
Total COS		2,000,000	4,120,000	8,487,200	17,483,632	36,016,282	220,180,475
<b>Non-GAAP EBITDA</b>		<b>1,168,000</b>	<b>2,406,080</b>	<b>4,956,525</b>	<b>10,210,441</b>	<b>21,033,509</b>	<b>128,585,397</b>

Forward Looking Statements (Continued)

**NON-GAAP EBITDA Income Statement – Figures in USD's**

**TABLE 6**

TRIBAL HEALTH CORP							
(Year 1 is an 18 month period)		Year 1	Year 2	Year 3	Year 4	Year 5	Year 10
NZ Wholesale Ops (Table 1)	100%	799,768	2,697,528	5,545,269	11,181,010	16,909,799	37,279,196
POI Honey Division (Note 1)	100%	1,168,000	2,406,080	4,956,525	10,210,441	21,033,509	128,585,397
Station-1 operations (Note 2)	100%	182,655	188,135	193,779	199,592	205,580	238,323
US Distribution Ops (Table 2)	100%	2,290,785	5,898,770	12,151,467	25,032,021	38,674,473	83,424,264
<b>Non-GAAP EBITDA</b>		<b>4,441,207</b>	<b>11,190,513</b>	<b>22,847,040</b>	<b>46,623,065</b>	<b>76,823,360</b>	<b>249,527,181</b>

**FORECAST EARNINGS STATEMENT – EBITDA BASED MARKET CAP.**

**TABLE 7**

TRIBAL HEALTH CORP – EBITDA MARKET-CAP WORKSHEET						
EPS / MARKET CAP	Year 1	Year 2	Year 3	Year 4	Year 5	Year 10
SKU's imported ex NZ	132,000	314,000	628,000	1,256,000	2,012,000	5,700,000
<b>EARNINGS PER SHARE</b>						
Opening balances	11,000,000	24,700,000	34,700,000	34,700,000	54,700,000	54,700,000
Series A Round	11,200,000	0	0	0	0	0
Series B Crowdfunding Round	2,500,000	0	0	0	0	0
Series C NZX Listing Round	0	10,000,000	0	0	0	0
Series D US IPO Round	0	0	0	20,000,000	0	0
<b>Common Voting Stock on issue</b>	<b>24,700,000</b>	<b>34,700,000</b>	<b>34,700,000</b>	<b>54,700,000</b>	<b>54,700,000</b>	<b>54,700,000</b>
Non-GAAP EPS	\$0.1798	\$0.3225	\$0.6584	\$0.8523	\$1.4044	\$4.5617
Original entry cost per share	\$1.00	\$1.00	\$1.00	\$1.00	\$1.00	\$1.00
<b>ROI (non-GAAP)</b>	<b>17.98%</b>	<b>32.25%</b>	<b>65.84%</b>	<b>85.23%</b>	<b>140.44%</b>	<b>456.17%</b>
<b>MARKET CAP</b>						
Non-GAAP EPS x 15 Market Cap	44,412,071	111,905,127	228,470,396	466,230,646	768,233,605	2,495,271,809
MV per share in US\$'s	\$1.80	\$3.22	\$6.58	\$8.52	\$14.04	\$45.62
MV per share in NZ\$'s	\$3.00	\$5.37	\$10.97	\$14.21	\$23.41	\$76.03
4,185,786,841	74,020,118	186,508,545	380,783,993	777,051,076	1,280,389,341	4,158,789,409

These forecasts constitute forward looking statements. They are not warranted to any party whatsoever as investment risks as set out in Addendums One and Two of Form U7 do apply at all times and any investor considering an investment in the Company is recommended to read a copy of the said Form U7, our internal document number DOC-788, Tribal Series A USD10.6M disclosures prepared to support the due diligence process as prescribed by the North American Securities Administrators Association (NASAA) in the US as used by all SCOR (Small Corporate Offerings Registration) State Securities Regulators.

**USE OF PROCEEDS**

**TABLE 8**

DETAILS/DESCRIPTION		Column #1		Column #2		Column #3	Column4
(All figures are in NZ Dollars)		Parcel 1		Parcel 2		Parcel 3	TOTAL
<b>Total Proceeds</b>	<b>100.0%</b>	<b>\$600,000</b>	<b>100%</b>	<b>\$5,000,000</b>	<b>100.0%</b>	<b>\$5,000,000</b>	<b>10,600,000</b>
<b>Less Placement Expenses</b>	<b>10.0%</b>	<b>60,000</b>	<b>%</b>	<b>35,000</b>	<b>5.5%</b>	<b>275,000</b>	<b>370,000</b>
Commissions/Finders fees	7.5%	45,000	0%	0,000	5.0%	250,000	220,000
Professional fees-legal-accounting	1.5%	9,000	0%	30,000	.4%	15,000	54,000
Other	1.0%	6,000	0%	5,000	.1%	10,000	21,000
<b>Net Proceeds from Placement</b>	<b>90.0%</b>	<b>\$540,000</b>	<b>99.0%</b>	<b>\$4,965,000</b>	<b>94.5%</b>	<b>\$4,800,000</b>	<b>10,305,000</b>
<b>Applied as follows:</b>							
Orchard settlement/closing		0		4,180,000		0	4,180,000
Shipments		0		307,600		800,000	1,107,600
GMP Facility (Provisional)		0		0		1,775,000	1,775,000
Expansion NZ – US operations		0		0		2,000,000	2,000,000
NZX Pathway / US HQ setup	90%	540,000					540,000
Working Capital		0		477,400		225,000	702,400
<b>Total Net Proceeds Application</b>	<b>90%</b>	<b>\$540,000</b>	<b>99.0%</b>	<b>\$4,965,000</b>	<b>94.5%</b>	<b>\$4,800,000</b>	<b>\$10,305,000</b>

## SELECTED FINANCIAL INFORMATION

The Company's activities as at the Review Period end date included acquisition of the ownership of the NZ trading ecosystem holding company together with the equity positions acquired in the Related Affiliates and subsidiaries. The directors' report that there is no taxable income at either Company or Related Affiliate level and accordingly no provisional tax liability is provided on a group basis as at the Review Date.

## US COMPANY CAPITALIZATION

Applying Financial Accounting Standards (FAS) 141 & 142, the "Pre-Money" column below reflects the Company's stated Pre-Money valuation plus the Post-Money and the non-warranted, forecast end year market capitalization values which are reflected in Table 9 below.

This table is "Forward Looking" – all figures expressed in USD's

Table 9

STATEMENT OF FINANCIAL POSITION – TRIBAL HEALTH CORP "TRC"			
CAPITAL DEPLOYED – all figures quoted in USD's	Pre-Money Non-consolidated	Post Money Non-consolidated	End year 1 Non-consolidated Refer item (c) below
<b>DEBT</b>	<b>356,000</b>	<b>356,000</b>	<b>1,306,000</b>
Secured debt	0	0	0
Unsecured debt	0	0	0
Other Debt/Creditors/Accruals/Shareholder advances (Note 1) (Average interest rate ... 0%)	356,000	356,000	1,306,000
<b>STOCKHOLDERS EQUITY</b>	<b>4,397,157</b>	<b>10,997,157</b>	<b>43,106,000</b>
Common Stock Outstanding (Note 2 )	3,000,000	9,360,000	9,360,000
CCN Issue Capital	0	0	0
Capital Reserves arising on business combinations (Note 3)	1,397,157	1,397,157	29,984,000
Retained Earnings (Pre-consolidation adjustments)	0	0	3,762,000
<b>TOTAL CAPITAL DEPLOYED</b>	<b>4,753,157</b>	<b>11,353,157</b>	<b>44,412,000</b>
Deployment thereof as follows:			
<b>CAPITAL DEPLOYMENT</b>	<b>4,753,157</b>	<b>13,353,157</b>	<b>44,412,000</b>
Amortizable / Fixed Assets (Note 4)	2,023,157	3,223,157	6,943,000
Operating Subsidiaries/Related Affiliates (Note 4)	2,730,000	8,130,000	33,337,000
Receivables, / Inventory	0	0	2,386,000
Bank	0	0	1,746,000
Investments/other	0	0	0
<b>TOTAL CAPITAL DEPLOYMENT</b>	<b>4,753,157</b>	<b>11,353,157</b>	<b>44,412,000</b>

## Explanatory Notes

- Note 1. Reflects the original US originated seed capital invested to develop the supply / distribution ecosystem.  
 Note 2. The capitalized value of the Company's outstanding common stock totaling 22,200,000 shares post-closing of this Round..  
 Note 3. The forecast, non-distributable reserves of the Company based on the EBITDA based market capitalization.  
 Note 4. The cost of the groups interest in fixed, going concern assets including capitalized costs of capital raising activity.

The following points must be taken into account when considering the abovesaid figures:

- (a) That the abovesaid figures have not been audited.  
 (b) That investments in amortizable assets will be written off over a period of time to be determined by directors.  
 (c) That the end year 1 forecast Total Capital Deployment total is based on a 10 multiple of an adopted USD4.412M EBITDA.  
 (d) That investment risks apply to these forecast, "forward looking numbers" and are not warranted to any party whatsoever.

## FURTHER SUPPORTING DOCUMENTATION

[DOC-788](#) The formal "Offer Document" prepared for release by the Company.

[DOC-888](#) Expression of Interest – provides greater insight into the operational aspects.

## APPLICATION FOR SHARES

As an exempt, Rule 504, Regulation D offering, Tribal Health Corp (“TRC”), a US incorporated Domestic C, for profit corporation and issuer of shares pursuant to this Information Memorandum (“IM”) and the supporting NASAA Form U7 disclosure document, the TRC Private Placement Memorandum (“PPM”), is required to file a FORM-D with the US Securities & Exchange Commission (SEC).

FORM D is used to file with the SEC, a notice of an exempt offering or sale of securities.

The federal securities laws require the notice to be filed by companies that have sold securities without registration under the Securities Act of 1933 in an offering made under [Rule 504](#) or [506](#) of Regulation D. A company must file this notice within 15 days after the first acceptance of sale of securities in the offering.

## ACKNOWLEDGEMENT OF RECEIPT OF PPM

To comply with NASAA Form U7 disclosure requirements, a recipient of this IM is required to complete and sign **Addendum 4, Page 58** of the PPM issued by TRC as document number [DOC-788](#).

## AGREEMENT TO SUBSCRIBE

If after having studied DOC-788, a qualifying investor recipient wishing to apply for shares being offered by TRC pursuant thereto, is required to complete and sign **Addendum 5, Page 59** of the said [DOC-788](#).

## MINIMUM SUBSCRIPTION

Due to the US regulatory filing requirements and related US securities attorney costs, TRC has set the Minimum Subscription that must be raised under the PPM, (DOC 788) that supports this IM before funds can be released to TRC, is NZD100,000.

## APPLICATION FUNDS

If received from a NZ resident, application funds will be lodged and held in escrow in an ANZ banking account in NZ until the required Minimum Subscription has been received. For US audit purposes, the Minimum Subscription will be transferred to the TRC banking account held at the Port Everglades, Business Banking Centre branch of Bank of America in Ft Lauderdale, FL.

If received from a US resident, application funds will be lodged directly with the Company’s bank account at BOA.

Banking account details will be provided to an Applicant on an individual application basis post receipt by the Company of duly completed & signed Addendums 4 & 5 as per [DOC-788](#) as captioned above.





Auckland: 09 307 3569  
Hamilton: 07 839 5863  
Tauranga: 07 578 6329  
Wellington: 04 499 0094  
Christchurch: 03 377 7491  
[www.tbkcapital.co.nz](http://www.tbkcapital.co.nz)