



TRIBAL HEALTH CORP

AUD10.6M Management Buy Out (“MBO”) Introduction.

Incorporating a one-year, AU\$5,000,000 Zero Coupon, MBO bridging Bond.

February 2024

THE MBO TARGET

An Australian based native plant based Natural Health Products, (“NHP”) manufacturer producing topical and ingestible infection control remedies for human, animal and aquatic species application.

3 Countries, 3 Complimentary Businesses:

An Australian based manufacturing/distribution company, originally established in 1989 in New South Wales that manufactures, values add for export and distribution, natural therapeutic grade, native plant-based infection control market focused NHP’s. Together with the trading business, the retiring founders are also selling both unencumbered, GMP certified manufacturing facilities in NSW which produce proprietary branded, Therapeutic Goods Act (“TGA”) compliant NHP’s.

Its USA based distribution company established in California in 2013. Importing product from Australia for distribution in the USA and South America is bundled into the MBO.

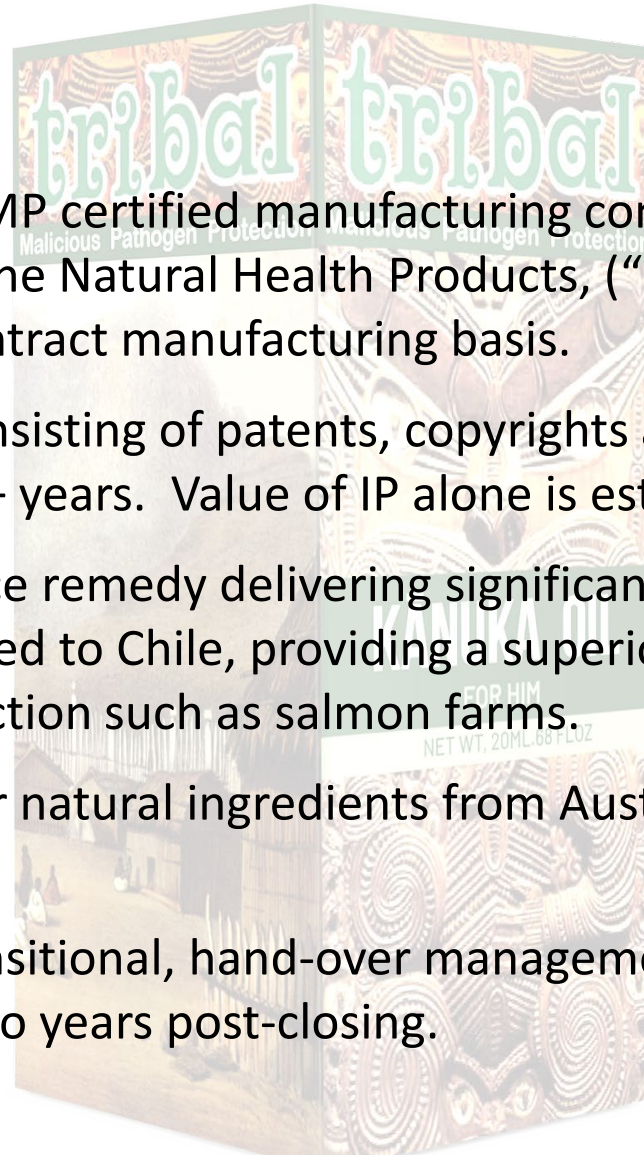
THE MBO WILL SUPPORT:

A NZ based, production ready, Mānuka / Kānuka Oil extraction hub in Northland, exporting bulk oil to the Australian GMP certified facility in NSW for processing, packaging and export as TGA compliant Natural Health Products, (NHP) that comply with FDA regulation in the US.

THE MBO BUSINESS

AUSTRALIA:

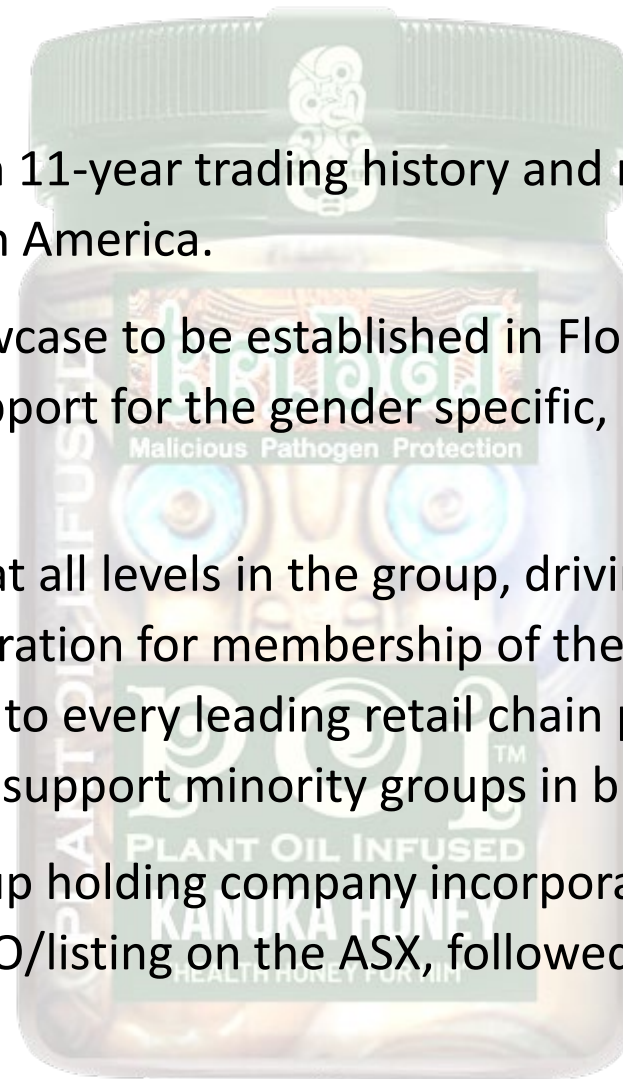
- A profitable TGA compliant, GMP certified manufacturing company with a 35-year history producing infection control niche Natural Health Products, (“NHP”) for domestic and export markets on an inhouse and contract manufacturing basis.
- Intellectual property assets consisting of patents, copyrights and proprietary formulations developed over a period of 45+ years. Value of IP alone is estimated at more than AU\$7.5mil.
- New proprietary aquatic sea lice remedy delivering significant world-wide growth potential. The product is already being supplied to Chile, providing a superior, all natural and environmentally safe solution in aquatic food production such as salmon farms.
- Established supply channels for natural ingredients from Australia and around the Asia Pacific region.
- Retiring owners to provide transitional, hand-over management, continuing product development and governance support for two years post-closing.



THE MBO BUSINESS *(CONTINUED)*

USA:

- A profitable fulfilment hub with 11-year trading history and multiple distribution channel partners across North, Central and South America.
- New sales office / product showcase to be established in Florida will expand sales reach to the east coast region, providing support for the gender specific, New Zealand Tribal Manuka and Kanuka oil distribution.
- Strong women representation at all levels in the group, driving US sales, marketing and distribution qualifies the Corporation for membership of the largest women's business support group in the US, opening doors to every leading retail chain plus access to Federal, State and County programs developed to support minority groups in business across the US.
- Tribal Health Corp Inc, the Group holding company incorporated in the USA. The post-MBO vehicle that targets an initial IPO/listing on the ASX, followed by dual listing on the NASDAQ.



THE MBO BUSINESS — *CONTINUED*

NEW ZEALAND:

- Commence oil extraction and Plant Oil Infused, (“POI”) operations targeting delivery of a substantial global business in the significantly under-developed New Zealand Mānuka and Kānuka Oil industry.
- Established relationships and harvest agreements in place providing access to 944 ha of Mānuka and Kānuka forest lands in New Zealand’s far-north.
- Established relationships with local iwi, landowners and current oil producers.
- Intangible, supply ecosystem assets held estimated at value of more than AU\$3mil.
- Research claims that Mānuka oil is 1000x more efficacious than Mānuka honey in terms of infectious, malicious pathogen inhibition. Research shows Kānuka oil, which is essentially absent from the market, is significantly more efficacious vs other tea tree oils = First Mover Advantage!
- Ability to export oil to the Australian GMP and TGA facility for processing delivers substantial cost and capex saving vs establishing a facility in NZ to comply with upcoming NZ regulations on natural health products.
- MBO delivers well established product distribution ecosystem in the US to drive sales growth.

AU\$ 10.6M SERIES A (MBO) ROUND

Structured as follows:

- 1. AU\$600,000 (Parcel-1). US Crowdfunding Launch Support/ASX Spread Group.**
Issue of 600,000 Common Voting Shares (“CVS”) priced at AUS1 each with stapled bonus.
- 2. AU\$5,000,000 (Parcel-2). Zero Coupon Bond – Redemption Value AU\$8M)**
Issue of a One year Zero Coupon Bond issue with AU\$8M redemption value comprising **(1)** AU\$6M in cash **(2)** AU\$2M by way of 2M Tribal Health Corp Common Voting Shares (“CVS”).
Closes **(A)** purchase of the two MBO operating companies, (AU\$4M), **(B)** relocation of MBO working directors to Australia / the USA, (AU\$600k) © delivery of working capital, (AU\$400k).
- 3. AU\$5,000,000 (Parcel 3). AU, GMP Property Purchases / NZ oil production launch.**
Issue of 5,000,000 CVS in Tribal Health Corp subscribed by the Founders. Funds from realization of properties held in an unencumbered, AU\$18M property portfolio in FL, USA.
Closes purchase of **(1)** GMP certified freehold factory in Alstonville (AU\$1.8M), **(2)** GMP certified facility in Woodburn, NSW (AU\$1.2M), **(3)** commences oil extraction in NZ (AU\$1M), **(4)** delivers working capital (AU\$1M).

INVESTMENT EXIT — *ASX TARGET*

CVS holdings – A 12-18 Month Exit Platform Delivery Strategy:

1. **Step 1: Close the AUD 10.6M Series A MBO Round priced at AUD1.00 per CVS.**
2. **Step 2: Close the USD5M Series B, SEC Regulation Crowdfunding campaign in the US. An offer of 2.5M shares priced at USD2.00 each. (Campaign agreement signed).**
3. **Step 3: Undertake a 2:1 share split**, doubling the number of shares held by shareholders upon closing of the Series B.
4. **Step 4: Undertake a Series C public offer of 10M new shares priced at AUD2 per share.**
5. **Step 5: List on the Australian Stock Exchange. “ASX”.**

CAPITAL GROWTH PLAN

	AU\$	AU\$/Share	When:	Purpose:	Closing total # shares	Implied market value (AU\$)
Series A- Parcel 1 - New Investor	600,000	0.20	In progress	Open Florida sales office/ Support costs for completing business acquisitions, capital raise preparation for ASX listing. Launch USD5M Series B Round campaign.	11,600,000	\$ 2,320,000
Series A- Parcel 2 - Zero Coupon Bond	5,000,000	1.00	In progress	MBO structured purchase of the Australian production and USA distribution companies.	16,600,000	\$16,600,000
Series A- Parcel 3 - Founders	5,000,000	1.00	In progress	Purchase Australian production company's land and buildings / launch NZ tea tree oil production operations.	21,600,000	\$ 21,600,000
Series B – Crowdfunding	7,500,000	3.00	~ 3 months	Campaign launches on closing of series A Round. To be applied to working capital and production capacity growth. (USD2/share)	24,100,000	\$ 72,300,000
Share Split 2:1 - ASX			Prior to IPO	Launch 12 months after Crowdfunding close. For organic and acquisitive expansion.	48,200,000	
Series C - ASX IPO	20,000,000	2.00	~ 18 months 2025		58,200,000	\$ 116,400,000
Share Split 2:1 - NDQ			Prior to Nasdaq	For acquisitive focused expansion. (USD5/share)	116,400,000	
Series D - NASDAQ	150,000,000	7.50	2030		136,400,000	\$ 1,023,000,000

- Effective value of a series A share at ASX IPO stage is AU\$4
- Effective value of a series A share at Nasdaq stage is AU\$30

SERIES A - PARTICIPATION DETAIL

Tribal Health Corp - Series A investment in Tribal Health Corp Inc.(AU\$)

		Number of Shares	%	Value per Share	Capital Raised (AU\$)	Implied Market Value (AU\$)
Opening	Founders	10,000,000	90.9%			
	Chair	1,000,000	9.1%			
		11,000,000	100.0%			
Post Series A - 1	Founders	7,600,000	65.5%			
	Chair	1,000,000	8.6%			
	Spread Group (1+4 stapled carry shares)	3,000,000	25.9%	0.20	600,000	
		11,600,000	100.0%	0.50	600,000	5,800,000
Post Series A – 2 & 3	Founders	7,600,000	35.1%			
	Chair	1,000,000	4.6%			
	Spread Group (Series A-1)	3,000,000	13.9%			
	Zero Coupon Bond Investor (Series A-2)	2,000,000	9.2%	1.00	5,000,000	
	Founders (Series A-3)	8,000,000	37.2%	1.00	5,000,000	
	Assignment of USA retail Premises by Founders				712,500	
Totals at end of Series A (Pre USD5M Series B crowdfunding Round)		21,600,000	100.0%	1.00	5,712,500	66,460,000

FINANCIAL FORECASTS

SEVEN YEAR FORECAST THROUGH TO 2030 NASDAQ TARGET 2;1 SHARE SPLIT & IPO/DUAL LISTING							
	2024	2025	2026	2027	2028	2029	2030
REVENUE	AUD	AUD	AUD	AUD	AUD	AUD	AUD
Australia products	12,444,012	14,932,814	17,919,377	21,503,253	25,803,903	30,964,684	37,157,621
NZ Manuka & Kanuka	4,873,846	17,717,046	40,450,730	83,328,505	171,656,720	265,209,632	365,250,592
Total Group Revenue	17,317,858	32,649,861	58,370,108	104,831,758	197,460,623	296,174,316	402,408,213
EBITDA							
Australia Manufacturing	1,395,240	1,759,246	2,111,095	2,533,314	3,039,977	3,647,972	4,377,566
NZ Manuka & Kanuka	1,796,923	7,225,945	16,700,454	34,402,935	70,870,046	109,494,221	148,740,517
TOTAL EBITDA	3,192,163	8,985,191	8,811,549	36,936,249	73,910,023	113,142,193	153,118,083
Valuation at 10x	31,921,632	89,851,913	188,115,488	369,362,489	739,100,228	1,131,421,933	1,531,180,833
Share on Issue	24,100,000	24,100,000	58,200,000	58,200,000	58,200,000	58,200,000	58,200,000
Valuation per share (EBITDA)	1.32	3.73	3.23	6.35	12.70	19.44	26.31
Earnings per share (EBITDA)	0.13	0.37	0.32	0.63	1.27	1.94	2.63

These are forward looking statements based on estimates and assumptions – no warranties are provided - investment risks apply.

MANAGEMENT (NZ)



Image of NZ tea tree oil extraction facility, far-north, NZ



AUD10,600,000
Series A Round PPM

THE TAONGA (TREASURE) OF OUR NATIVE NZ MĀNUKA AND KĀNUKA TEA TREE HAS TREATED OUR WOUNDED WARRIORS, OUR SICK & CARED FOR OUR WHĀNAU (FAMILIES) AS TRUSTED RONGOA (MEDICINE) FOR MORE THAN 1,000 YEARS.

Tribal Health Corp
Incorporated in CO, USA

...AND AS IT WILL FOR THE NEXT 1,000 YEARS..



NZ Kānuka tea tree "For Him"
NZ Mānuka tea tree "For Her"
Gender specificity as practised by our Ancestors

Delivering disruptive niche therapeutic remedies in the USD261B PA Infection Control, Antiseptic prevention & protection healthcare market with malicious pathogen inhibiting NZ mānuka and kānuka tea tree oil.

AN INVESTMENT IN A REGENERATIVE NZ AGRIBIZ
GROWING, EXPORTING NATURAL THERAPEUTICS TO THE US



Image of the GMP certified manufacturing facility in northern NSW.

RESTRICTED INVESTMENT
This Rule 504 exempt placement is available to (1) US based Rule 501 investors, (2) NZ, parties who qualify under exclusions applicable to "wholesale investors" as set out in Schedule 1 of the Financial Markets Conduct Act 2013.

Open to Qualifying Parties only
Private Placement Memorandum
DOC-788

Grown in New Zealand.
Mānuka and Kānuka
tea tree oil.



Deploying regenerative
agribiz according to the
way of the ancients.



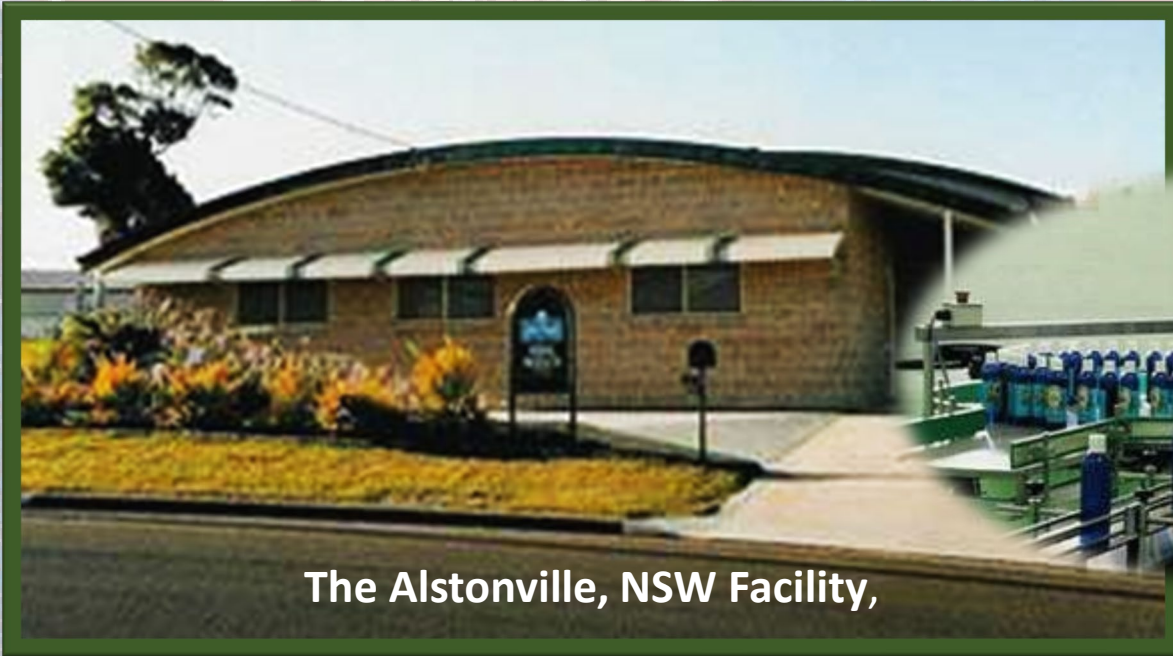
John Cilliers



NZ Resident
Chairman

MANAGEMENT (AU)

NZ oil shipped to the Australian processing facilities for TGA compliant value adding as Natural Health Products (NHP) in GMP compliant factories for export as TGA compliant, retail shelf-ready Stock Keeping Units (SKU).



The Alstonville, NSW Facility,



The 50-acre Woodburn, NSW Facility,



Nic Iverson
AU Resident Director

MANAGEMENT (US)

SKU's exported to the US Distribution hub in Valencia CA for distribution in the USMCA free trade zone & South America.



Concept of the company owned retail pilot showcase in Florida



The Valencia, CA product distribution hub

A collage of images related to Tribal Health Corp products and real estate. At the top, there is a logo for 'Sanctum Stay' with a key icon and the text 'YOUR SANCTUARY KEY' and 'SANCTUM STAY REALTY INC.'. Below this are images of 'tribal poi' bottles, a 'tribal poi' logo with the tagline 'Malicious Pathogen Protection', and a 'poi PLANT OIL INFUSED' logo. There are also images of a real estate sign that says 'AT LAST Invest in NZ & AU for a safe family future A CLEAN AND HEALTHY BUSINESS', and a sign that says 'Partner in Native Plant Oil production'. The background features a wooden carving pattern.



Linda Brink
US Resident Director/President



CONTACT OUR MANAGEMENT

More information available at tribalhealth and tribalteatree

Subject to completion of a mutual non-disclosure agreement, a significant amount of additional information and documents are available on the company's products, the business and its MBO target.

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