



Pathway Blueprint to NZX Listing

-Our Environment-

**Because its more than just about
carbon sequestration & timber.**

Pre-Series Round NZD325k

Move over Pine – Native NZ Tea Tree Bush reigns

A commercial, environmental and biodiversity matchup.

Includes under “Part-F” a copy of our application to “Invest-NZ” for approval to list our NZD6.6M Series A Round on the “Live Deals” board as part of a cross-border strategy to secure a Natural Capital investor to partner in our pathway to the NZX listing of our company as NZ’s tea tree healthcare agribiz sector market leader.

CONTENT

SUBJECT	PAGE
Foreword	3-4
PART A – Seed Stage NZD1.1M	5
PART B – Pre Series A NZD325k	6
PART C – Series A NZD6.6M	7-10
PART D – Series B – NZD10M	11-13
PART E – Series C -NZD20M	14
PART F – Series A - AIP Approval Application to “INVEST-NZ”	15-25
ADDENDUMS:	26-33
Due Diligence / Research Papers	27-30
Listing Sponsor Concept	31
Building the Board / The Team	32

E mihi ana mātou ki ngā hapū nō rātou te whenua e tupu ai ā mātou rākau rongoā.
“We acknowledge the tribes whose whenua sustains the healing trees we cultivate”.

Foreword

The NZ tea tree oil industry has an incredibly compelling foundation. **A convergence of market opportunity, cultural narrative, ecological advantage, and therapeutic potential that few, if any global natural health products can match in the infection control market. In fact, no other country produces therapeutic oils from botanically distinct trees with a gendered ethnobotanical legacy.** The industry is not about selling just oils:

As implied in our whakatauki, the industry is about selling ancestral intelligence, wellness by nature, and a uniquely, non-replicable Aotearoa-based tradition.

Notwithstanding this unique platform that renders comparable competition to the non-starter block and the fact that over the past decade, millions has been invested into startup NZ tea tree oil centric ventures, it appears that less than ten tons of this truly unique and highly valuable therapeutic oil will be produced in 2025 while the Australian industry is on track to produce over 1,000 tons of their tea tree oil. Raising the question, “why”?

IT’S NZ’S PERENNIAL CHALLENGE

Early-stage ventures in New Zealand face two enduring structural challenges. Distance from global markets and a small domestic market that limits economies of scale. These challenges have contributed to the recent failures of companies such as Manuka Bioscience, Greenfern Industries, Cannasouth and TRG Pharma to name but a few. Ventures that struggled, not due to product quality, but primarily because they lacked an established international distribution platform from day one. Mitigating investment risk by delivering the sales volumes needed to scale local production to profitability.

OUR SOLUTION

Tribal Natural Healthcare Ltd is taking a fundamentally different path. One supported by driving product distribution from day one through an investment into the purchase of a well-established, FDA registered natural health product importer/distribution company based in California as an “Accelerator”. With an existing distribution / sales and marketing ecosystem that drives a nationwide customer network, it de-risks incoming investments with as a strong risk mitigation platform.

OUR SOLUTION TEMPLATE

To raise sufficient capital to achieve profitability from launch. This we have structured to achieve through a NZD16.6M investment spread over two capital rounds. i.e. an NZD6.6M Series A and NZD10M Series B Round, The deployment of this capital totally **overcoming the distribution barrier** that has hindered so many early stage New Zealand natural healthcare product companies reliant on New Zealand’s native natural capital resources that sustain their commercial kaupapa.

OUR SOLUTION @ WORK

MARKET ENTRY

Owning this U.S. distribution “Accelerator” from day one gives Tribal Natural Healthcare an immediate and proven **market-entry platform**. Bypassing the costly and risky ramp-up phase that has undermined others. It enables us to scale production of our gender-specific, therapeutic-grade New Zealand mānuka (“for her”) and kānuka (“for him”) tea tree oil product lines into a **USD268B PA infection control TAM** in the world’s largest health and wellness market with minimal friction. A market entry platform that we will invite other NZ natural healthcare companies to use as their US distribution base.

RISK MITIGATION

This embedded U.S. distribution capability dramatically **de-risks our growth pathway**, while anchoring long-term commercial benefit for our Māori biomass supply partners. It is this model, blending Māori driven taonga biomass production with scalable, export focused distribution that underpins our application to Invest New Zealand for listing on the NZTE “Live Deals” **board as an eligible investment under the Active Investor Plus (AIP) visa program**.

OUR INVITATION

We invite you to review this “pathway to the NZX briefing paper which sets out in Part F, our application to “Invest NZ” and see how this unique approach to investing into NZ’s agribiz sector, positions Tribal Natural Healthcare to succeed where others have struggled.

*Delivering sustainable, recurring income and wealth generation into the
Māori economy through a tikanga compliant taonga supply chain
delivering kaitiakitanga.*

Background image
“Te Pahi” – legendary Māori Trader
~1760-1810

PART A -SEED CAPITAL – NZD1.15M

IT STARTED IN MAY 2000

This NZ tea tree agribiz journey started way back in 2000 when Eric Lloyd, a co-founder of the Company reached out to the “Department of Māori Affairs” seeking funding support for his vision to develop a NZ tea-tree agribiz sector company to produce honey and oil. The reply from the then Minister, Dover Samuels, **(1)** complemented Eric on his vision but **(2)** advised that the Dept had no capital available to support Eric’s project.

ROLL FORWARD 16 YEARS



June 20th 2016. Nic and Linda attending a landowner hui on a NZ tea tree bush covered Māori owned land-block adjoining Rongopopoia Marae in Opotiki district. Arranged by “Big Jim” (our kaitiaki) after Nic & Linda returned to NZ in Jan 2016. Since then, developing the NZ production – US distribution ecosystem template.

Total investment to date– USD367k -~NZD600k.

ROLL FORWARD 19 YEARS



Sept 4th 2019. Eric on the planned extraction building site located on Tipatipa Rd, inspecting the building materials he invested in. Preparing for the day that he could commence harvesting / extracting on Kohumaru Station. Eric has also invested in plant and equipment including specialist cutting heads to support his full launch.

Total investment to date, ~NZD200k

ROLL FORWARD 20 YEARS



Dec 11th 2020, Linda and Luke inspecting the newly installed / commissioned, state-of-the-art tea tree oil extraction unit imported by Luke from South Africa. The newest and most modern extraction unit in the country, it boasts dual cooking tanks, and excluding bulk supply, can meet our 1st three year “Tribal” trading forecasts.

Total Investment to date, ~\$350k

CURRENT STATUS

Pending raising the capital required to scale the harvesting and post extraction infrastructure needed to support producing the quantities required to launch exports, operations have been restricted to small, domestic cottage industry customers. This has resulted in a **very lean, tight cost structure at both farm gate and extraction level.** We currently hold a “bulk oil” supply Expression of Interest for 4,000 kgs for (predominantly) “Kānuka” oil with an ex-factory value of NZD3M. Preceded by an initial order of 200kgs with an FOB value of NZD150,000 which will be produced once the Pre-Series Round A closes.

PART B – PRE-SERIES A CAPITAL – NZD325K

DOC-1888



Click on image to open

This is a private placement of **1,300,000** secondary shares priced at **NZD0.25c per share** to provide the working capital to support **(1)** the production of 300 kgs to meet the first order of NZD150,000 from our Australian based, global marketing partner, **(2)** purchase of ancillary extraction process equipment to support the harvesting, **(3)** provide working capital to support the Ft Lauderdale based marketing office in the US to support our global distributor in opening up new distribution channels for our gender-specific “Tribal” brand in the US.

Placement (Parcel) Summary - open to qualifying parties only:

- Total: **NZD325k (USD195k)**
- Parcels of 100,000 shares priced at **NZD0.25 (USD0.15)** per share. (Cost: **NZD25k/USD15k**)
- Planned 4 : 1 pre IPO share split – increases single parcel hold to **400,000** shares.
- Three year price target **NZD2.12** per share.
- Values NZD25k (USD16k) entry cost at **NZD848k (USD508k)** if three year price target met.

Parcel Allocation – Restricted to 13 parcels only

Parcels	No of Entry Shares	Entry Cost	Pre- IPO 4:1 Share Split	NZX Target Price-Year 3	NZX target Value (Year 3)
Parcel x1 (Per Investor)	100,000	NZD25,000 <i>USD15,000</i>	400,000	NZD2.12	NZD848,000 <i>USD508,800</i>
Parcel x 10 (Director Chairperson)	1,000,000	NZD250,000 <i>USD150,000</i>	4,000,000	NZD2.12	NZD8,440,000 <i>USD5.064,000</i>

ABOUT “GGN” OUR GLOBAL DISTRIBUTION PARTNER



Our team is delighted to be working with this Australian based company that our directors have developed a relationship with over the past 6 years. Bringing it to the worldwide distribution agreement we now have with this leading producer and global distributor of plant based essential / therapeutic oils.

Backed by European and Asian engagement, GGN is becoming one of Australia’s leading producer of essential oils. Today, the combined capacities of the GGN plantation resources, contracted land, and current commercial activities allow us to offer **upwards of 100 MT (100,000 kgs) of oil** to the market every year. Our first years forecast order volume of 4,000 kgs being a very small percentage of their total annual throughput.



As one of Australia’s leading organic producers of essential oils for a global market, GGN’s “Soil to Oil” ethos guides every step of the process, from harvesting, distilling to packaging, distribution, in-house research and development. Today, GGN is expanding its global reach to markets in Europe, the US, the United Arab Emirates and Asia. In the US, Linda Brink, the Company’s US based distribution director will be supporting GGN’s US distribution operations.

PART C – SERIES A – NZD6.6M

As noted in the Foreword, Tribal Natural Healthcare (TNH) is seeking to raise **NZD16.6M (USD 10M)** in two staged, follow-on rounds:

- **SERIES A — NZD6.6M (USD4M) AIP application filed with “Invest-NZ”. (Refer Part F)**
- **SERIES B — NZD10M (USD6M)**

SERIES A — NZ PRODUCTION / US DISTRIBUTION — NZD6.6M (USD4M)

Part F contains our online application to Invest New Zealand for approval of the Series A round for listing on the NZTE “**Live Deals**” Board. A platform that showcases approved investment opportunities to high-net-worth individuals (HNWIs) / family offices seeking **NZ Residency-by-Investment** through the **Active Investor Plus (AIP)** visa program.

The original concept behind this AIP program was developed by a former New Zealand Government Minister of Economic Development, whose immigration advisory firm is now a shareholder in TNH. Once the Valencia “Accelerator” purchase has been closed, this advisory firm will launch an “**Endless Summer**” branded **NZ Sanctuary Investment Seminar Series** using the **Valencia, California** distribution facility as its U.S. marketing hub.

In addition to supporting our own branded natural health products, the Valencia facility will also plan to make the facility available as a **shared U.S. distribution accelerator** for other early-stage NZ natural health companies. Facilitating for them, a pathway to direct capital from U.S. HNW investors under the AIP program.



tribal
NATURAL HEALTHCARE LTD

NZD6,600,000
Series A Round

Tribal Natural Healthcare Ltd
Incorporated in New Zealand

Delivering disruptive, gender-specific niche therapeutic remedies in the USD263B PA infection Control, Antiseptic prevention & protection healthcare market.

NZ SHOWCASE
USA INC.
INC IN FLORIDA USA

RESTRICTED INVESTMENT
This 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-7881NH

Our NZ tea tree oil extraction facility, far-north, NZ

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

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

NZ Kānuka tea tree “For Him”
gender specificity as practised by our Ancestors

NZ Mānuka tea tree “For Her”

AN INVESTMENT IN A REGENERATIVE NZ AGRI-TECH
GROWING, EXPORTING NATURAL THERAPEUTICS TO THE US

US Distribution Facility – Valencia CA

FINANCIAL DOCS – SERIES A

TABLE 1

STATEMENT OF SOURCE & APPLICATION OF FUNDS			
Tribal Natural Healthcare Ltd	AUD	NZD	NZD
SERIES A ROUND			6,600,000
6.6M shares priced at NZD1.00 per share			
Plus			
Mortgage secured funding (34% LVR) (over factory land, warehouse, office -forecast income ~NZD220k)			1,000,000
TOTAL CAPITAL INFLOW			7,600,000
DEPLOYMENT			6,853,000
* Purchase of the CA based US "Accelerator" operating Corp	2,000,000	2,500,000	
* Purchase of office / warehouse on SH10 Waipapa (NZ Production HQ)		2,950,000	
* Shipment #1 - 400kgs / 20,000 SKU's priced at NZD27.68 per unit		533,000	
* Extraction equip ex Director plus ancillary equipment/relocation		350,000	
* Additional harvesting equip to support Maori biomass supplier		400,000	
* Upgrade to worker lodging on factory site		120,000	
Working Capital Balance (before professional fees and costs)			747,000
PLANNED FOLLOW-ON ROUND			
SERIES B ROUND (Australian manufacturing facilities plus IP bank)			10,000,000
10M shares priced at NZD1 per share			
DEPLOYMENT	6,500,000	6,700,000	6,700,000
* NSW based, Natural Health Products (NHP) manufacturer	2,000,000	2,200,000	
* NSW TGA/GMP compliant factory land & buildings (#1)	2,000,000	2,200,000	
* NSW TGA/GMP compliant factory land & buildings & farm (#2)	2,500,000	2,300,000	
Cash retained for working capital / possible NZ facility expansion			3,300,000
NZX targeted listing process commences (4 : 1 share split)			
TARGETED FOLLOW-ON ROUND			
SERIES C ROUND (NZX Listing)			20,000,000
20M shares priced at NZD1 per share (provisional forecast)			
* Capital applied to acquisitive expansion			
This is a forward looking statement for management use only. Figures not warranted to any party whatsoever.			

FINANCIAL DOCS CONTD.(Series A)

TABLE 2

FORECAST TRADING STATEMENT - Tribal Natural Healthcare Ltd					
This is a Forward Looking Statement. Figures not warranted to any party whatsoever - Investment risks apply					
All figures in NZD	Notes	PRE-MONEY CURRENT	POST-MONEY YEAR 1	POST-MONEY YEAR 2	POST-MONEY YEAR 3
	1	30-06-25	31-12-26	31-12-27	31-12-28
REVENUE					
US Accelerator - Existing Products	2	4,018,698	4,822,438	5,540,270	6,233,710
US Accelerator - Tribal Products	3	0	8,316,667	12,854,485	18,599,198
Other Income		52,040	52,020	72,820	101,959
TOTAL REVENUE		4,070,738	13,191,125	18,467,575	24,934,867
deduct					
COST OF SALES		3,207,747	6,042,547	8,645,531	11,671,467
Product purchases	4	3,207,747	6,042,547	8,645,531	11,671,467
Shipping	5				
GROSS MARGIN		862,991	7,148,578	9,822,044	13,263,400
deduct					
OVERHEAD COSTS		831,463	1,944,951	2,139,447	2,353,390
Payroll / Payroll burden		484,333	779,536	857,490	943,239
Rent		96,198	115,156	126,672	139,339
Sales and Marketing		49,335	808,858	889,744	978,718
Professional Fees		90,344	110,181	119,000	120,899
Other		111,253	131,220	146,541	171,195
EBITDA		31,528	5,203,627	7,682,597	10,910,010
deduct					
CAPITAL & OTHER		166,667	500,000	750,000	1,000,000
Depreciation and Amortisation		0			
Interest		0			
Management Fees	6	166,667	500,000	750,000	1,000,000
Leases - capital costs		0			
R&D Expenses		0			
PRE TAX EARNINGS		-135,139	4,703,627	6,932,597	9,910,010
ROI		Pre-Series A	Post NZD6.6M Series A Round Placement		
Shares outstanding		6,600,000	13,200,000	13,200,000	13,200,000
EBITDA EPS			\$0.394	\$0.582	\$0.827
Forecast Market Value (EBITDA multiple)			\$52,036,270	\$76,825,970	\$109,100,100
Cost of US accelerator acquisition		\$2,500,000			
Total Capital Deployed		\$4,274,000	\$10,874,000	\$10,874,000	\$10,874,000
NOTES					
1. Year 1 - 18 month reporting period (allows for export / value adding lead in time)					
2. Sales from US accelerator company. (to be purchased ex Series A Round -opens US distribution channels)					
3. Sales stream from Tribal product range					
4. Landed cost of imports x AU-NZ					
5. Shipping included in landed costs					
6. Provisional intercompany charge 10					

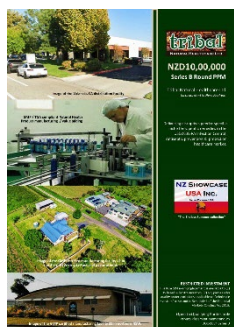
FINANCIAL DOCS CONTD. (Series A)

TABLE 3

Tribal Natural Healthcare Ltd						
Forecast Statement of Financial Position						
Non Consolidated -incorporating US subsidiary acquired post money - NZD10M Series B Round excluded						
CURRENCY: NZD		PRE-MONEY	POST MONEY	POST MONEY - TRADING		
CAPITAL EMPLOYMENT	SCH #	2025	2025	2026	2027	2028
FIXED ASETS	A 1	0	0	0	0	0
OTHER ASSETS	A 2	4,274,000	12,395,089	51,536,270	76,075,970	107,101,100
- TERM INVESTMENTS						
-SUBSIDIARY - NZ		4,274,000	8,627,000	14,183,370	22,865,200	30,518,240
-SUBSIDIARY - US		0	3,768,089	37,352,900	53,210,770	76,582,860
-SUBSIDIARY - AU		0	0	0	0	0
-SUNDRY OTHER		0				
TOTAL FIXED & OTHER		4,274,000	12,395,089	51,536,270	76,075,970	107,101,100
CURRENT ASSETS	A 3	0	747,000	500,000	750,000	1,000,000
- TRADING INVENTORY						
-ACCOUNTS RECEIVABLE						
-BANK & CASH			747,000	500,000	750,000	1,000,000
-SUNDRY OTHER						
ACCOUNTS PAYABLE	A 4	0	0	0	0	0
-ACCOUNTS PAYABLE						
-PROVISIONS & ACCRUALS						
-BANK OVERDRAFTS						
-CAPEX & DEVELOPMENT PROVS						
TOTAL CAPITAL EMPLOYMENT		0	13,142,089	52,036,270	76,825,970	108,101,100
CAPITAL EMPLOYED						
SHAREHOLDERS FUNDS	A 5	4,274,000	12,142,089	51,036,270	75,825,970	107,100,100
- SHARE CAPITAL		1,500,000	8,100,000	8,100,000	8,100,000	8,100,000
-REVENUE RESERVES						
-CAPITAL RESERVES		2,774,000	2,774,000	41,668,181	66,457,881	97,732,011
-SHAREHOLDER ADVANCES			1,268,089	1,268,089	1,268,089	1,268,089
EXTERNAL/OTHER FUNDS	A 6	0	1,000,000	1,000,000	1,000,000	1,000,000
- TERM FUNDING			1,000,000	1,000,000	1,000,000	1,000,000
-OTHER FUNDING						
TOTAL CAPITAL EMPLOYED		4,274,000	13,142,089	52,036,270	76,825,970	108,100,100
ROI						
Shares on Issue		6,600,000	13,200,000	13,200,000	13,200,000	13,200,000
Issue Price			\$1.00	\$1.00	\$1.00	\$1.00
NTA per share			\$1.00	\$3.94	\$5.82	\$8.19
EPS				\$0.39	\$0.58	\$0.83
NZ Subsidiaries (Pre Money)		NZ Tea Tree Oil Agribiz Ltd: (NZTTO) BOI Orchard One Ltd: (BOI)				
US Subsidiary (Post Series A Money)		Naturally Australian Products Inc (California)				
AU Subsidiary (Post Series B-to follow)		NAP Naturally Australian Products + 2 freehold factory L&B assets				
This is a forward looking statement for management use only. Figures not warranted to any party whatsoever.						

PART D — SERIES B – NZD10M

AU ACQUISITION – NZX EXIT STRATEGY TRIGGER



Closure of this round, positions the Company **to seek an IPO listing on the NZX** as a vertically integrated, trans-Tasman-Pacific natural infection control focused healthcare group forecast to deliver revenues of ~NZD18M in the first full year following acquisition of the Australian ops as presented in TABLE 4 below. We draw a reader’s attention to **TABLE 1** wherein we have illustrated the **NZD10M Series B** Round as the Series A follow-on, with deployment of this **Series B** capital as follows:

TABLE 4

ACQUISITION	12 MONTHS REVENUE To June 20 th 2025	INVESTMENT
Purchase of TGA/GMP compliant Natural Health Products (“NHP”) manufacturing group based in northern NSW, Australia	AUD4,417,700 <i>NZD4,900,000</i>	AUD6,500,000 <i>NZD7,000,000</i>
DEPLOYMENT	POST ACQUISITION	ALLOCATION
NHP manufacturing company, owner of formulations, patents, plant/equipment and all IP rights	(Year 1) AUD5,080,406 <i>NZD5,644,000</i>	AUD2,000,000 <i>NZD2,150,000</i>
Freehold factory #1 Northern NSW 35 year old NHP manufacturing facility.	Contract product manufacturing.	AUD2,000,000 <i>NZD2,150,000</i>
Freehold factory #2 Northern NSW Includes 250 acre farm for cropping.	Proprietary products e.g. aquafarming	AUD2,500,000 <i>NZD2,700,000</i>

SALIENT POINTS

Owner-operator founded more than 40 years ago, the AU and US operations can be acquired for circa one year’s turnover from the retiring owner/vendors:

- Circa 40 years of intellectual property, ongoing copyright and patents attaching to natural, plant based infection control remedy product development with human, animal and aquatic farming applications.
- Substantial goodwill attaching to an established customer base.
- Two TGA / GMP compliant natural health product manufacturing facilities on unencumbered freehold land. Estimated replacement cost including land and manufacturing buildings to GMP and TGA compliant standards, not less than AUD6M.

Introduction of the “Tribal” product range for TGA / FDA compliant export value adding, new directors and an ESOP program to reward loyal staff will change the dynamic behind the AU operations. Upon closing Series B and IPO, TNH will have substantial operations across **New Zealand, Australia and the United States**, positioned as an emerging natural remedy supplier in the infection control niche of the global healthcare market.

ART D (Contd)

Presented in **TABLE 5** below are the forecast group consolidated revenues arising as a result of the acquisition of both the US distribution and AU manufacturing facilities.

TABLE 5

CONSOLIDATED FORECAST TRADING STATEMENT (NZ-AU-US)					
This is a Forward Looking Statement. Figures not warranted to any party whatsoever - Investment risks apply					
All figures in NZD	Notes	PRE-MONEY CURRENT	POST-MONEY YEAR 1	POST-MONEY YEAR 2	POST-MONEY YEAR 3
REVENUE	1	30-06-25	31-12-26	31-12-27	31-12-28
US Accelerator - Existing Products	2	4,018,698	4,822,438	5,540,270	6,233,710
US Accelerator - Tribal Products	3	0	8,316,667	12,854,485	18,599,198
AU Manufacturing Ops	7	0	5,080,406	5,842,666	6,718,836
Other Income		52,040	52,020	72,820	101,959
TOTAL REVENUE		4,070,738	18,271,531	24,310,241	31,653,703
<i>deduct</i>		0	0	0	0
COST OF SALES		3,207,747	9,788,580	12,953,468	16,625,595
Product purchases	4	3,207,747	9,652,137	12,796,559	16,445,149
Shipping	5	0	136,443	156,909	180,446
GROSS MARGIN		862,991	8,482,951	11,356,773	15,028,108
<i>deduct</i>		0	0	0	0
OVERHEAD COSTS		831,463	2,534,280	2,817,375	3,132,777
Payroll / Payroll burden		484,333	1,143,660	1,276,233	1,424,793
Rent		96,198	175,216	195,741	218,768
Sales and Marketing		49,335	828,130	911,907	1,004,205
Professional Fees		90,344	140,915	154,344	161,545
Other		111,253	246,359	279,150	323,466
EBITDA		31,528	5,948,671	8,539,398	11,895,331
<i>deduct</i>		0	0	0	0
CAPITAL & OTHER		166,667	700,000	1,000,000	1,300,000
Depreciation and Amortisation		0	0	0	0
Interest		0	0	0	0
Management Fees	6	166,667	700,000	1,000,000	1,300,000
Leases - capital costs		0	0	0	0
R&D Expenses		0	0	0	0
PRE TAX EARNINGS		-135,139	5,248,671	7,539,398	10,595,331
ROI		Pre Series A-B	Post Series A & B Rounds		
Shares outstanding		6,600,000	23,200,000	23,200,000	23,200,000
EBITDA EPS		\$0.000	\$0.256	\$0.368	\$0.513
Forecast Market Value (EBITDA multiple)		0	\$59,486,710	\$85,393,980	\$118,953,310
Cost of US accelerator acquisition		\$2,500,000	\$0	\$0	\$0
Total Capital Deployed		\$4,274,000	\$20,874,000	\$20,874,000	\$20,874,000
NOTES					
1 Year 1 - 18 month reporting period (allows for export / value adding lead in time)					
2 Sales from US accelerator company. (to be purchased from Series A Round - opens US distribution channels)					
3 Sales stream from Tribal product range					
4 Landed cost of imports x AU-NZ					
5 Shipping included in landed costs					
6 Provisional intercompany charge					
7 Australian subsidiary operations					

PART D (Contd)

Presented below is the forecast, non-consolidated group Statement of Financial position for the first three years following closing of Series A & B.

TABLE 6

Tribal Natural Healthcare Ltd						
Forecast Statement of Financial Position						
Non-Consolidated post acquisition of US & AU subsidiaries post both Series A & B Rounds						
CURRENCY: NZD		PRE-MONEY	POST MONEY	POST MONEY - TRADING		
CAPITAL EMPLOYMENT	SCH #	2025	2025	2026	2027	2028
FIXED ASETS	A1			7,500,000	7,500,000	7,500,000
OTHER ASSETS	A2	4,274,000	19,395,089	58,986,670	84,643,980	116,954,210
-TERM INVESTMENTS						
-SUBSIDIARY -NZ (Production)		4,274,000	8,627,000	14,183,370	22,865,200	30,518,240
-SUBSIDIARY -US (Distribution)		0	3,768,089	37,352,900	53,210,770	76,582,860
-SUBSIDIARY -AU (Manufacturing)		0	7,000,000	7,450,400	8,568,010	9,853,110
-SUNDRY OTHER		0				
TOTAL FIXED & OTHER		4,274,000	19,395,089	66,486,670	92,143,980	124,454,210
CURRENT ASSETS	A3	0	3,747,000	500,000	750,000	1,000,000
-TRADING INVENTORY						
-ACCOUNTS RECEIVABLE						
-BANK & CASH			3,747,000	500,000	750,000	1,000,000
-SUNDRY OTHER						
ACCOUNTS PAYABLE	A4	0	0	0	0	0
-ACCOUNTS PAYABLE						
-PROVISIONS & ACCRUALS						
-BANK OVERDRAFTS						
-CAPEX & DEVELOPMENT PROVS						
TOTAL CAPITAL EMPLOYMENT		0	23,142,089	66,986,670	92,893,980	125,454,210
CAPITAL EMPLOYED						
SHAREHOLDERS FUNDS	A5	4,274,000	22,142,089	65,986,670	91,893,980	124,454,210
-SHARE CAPITAL		1,500,000	18,100,000	18,100,000	18,100,000	18,100,000
-REVENUE RESERVES						
-CAPITAL RESERVES		2,774,000	2,774,000	46,618,581	72,525,891	105,086,121
-SHAREHOLDER ADVANCES			1,268,089	1,268,089	1,268,089	1,268,089
EXTERNAL/OTHER FUNDS	A6	0	1,000,000	1,000,000	1,000,000	1,000,000
-TERM FUNDING			1,000,000	1,000,000	1,000,000	1,000,000
-OTHER FUNDING						
TOTAL CAPITAL EMPLOYED		4,274,000	23,142,089	66,986,670	92,893,980	125,454,210
ROI						
Shares on Issue		6,600,000	23,200,000	23,200,000	23,200,000	23,200,000
Issue Price			\$1.00	\$1.00	\$1.00	\$1.00
NTA per share			\$1.00	\$2.89	\$4.00	\$5.41
EPS				\$0.26	\$0.37	\$0.51
NZ Subsidiaries (Pre Money)		NZ Tea Tree Oil Agribiz Ltd: (NZTTO) BOI Orchard One Ltd: (BOI)				
US Subsidiary (Post Series A Money)		Naturally Australian Products Inc California)				
AU Subsidiary (Post Series B)		NAP Naturally Australian Products + 2 freehold factory L&B assets				
This is a forward looking statement for management use only. Figures not warranted to any party whatsoever.						

PART E — SERIES C – NZD20M

Targeted IPO based issue of 20M shares priced at NZD1 per share for NZX listing.

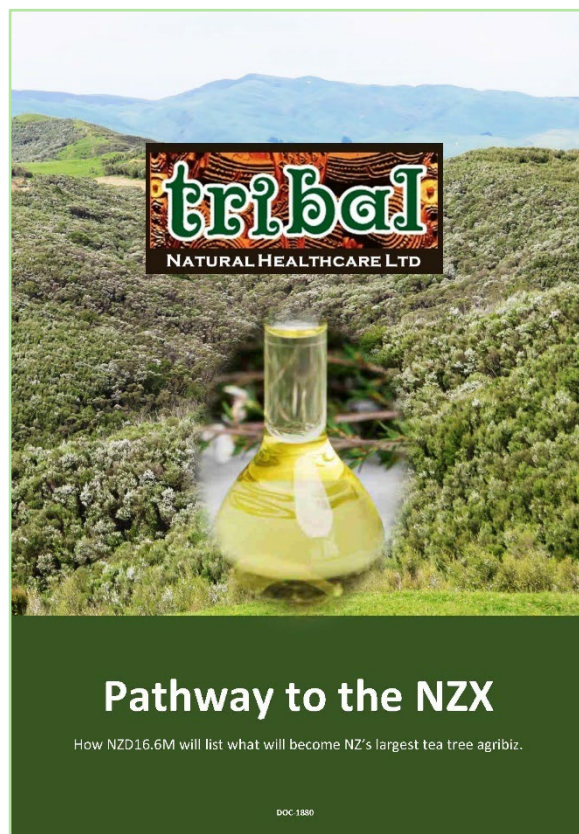
“7 Milestones to Listing”

DOC-1880

Part E has been included because the current compartmentalized format of the Government’s online AIP application process makes **no provision to present an integrated exit strategy** to an investor.

A key requirement of any standard investment pitch, DOC-1880 provides investors with details on a **proposed exit pathway via an IPO / listing**.

This providing a credible exit strategy for early investors.



OUR TARGETED NZX LISTING TEMPLATE

(This is a Forward Looking Statement)

Founder/Early Stage Group shareholding	6,600,000
Series A Share issue	6,600,000
Series B Share issue	10,000,000
Sub Total	23,200,000
Pre IPO Share Split 4 : 1	X4
Post Split shares outstanding	92,800,000
Series C Share issue (IPO)	20,000,000
Total post IPO shares outstanding	112,800,000
Target share price MV end year 2	NZD2.12
MARKET CAP	239,136,000

Forward Looking Statement

The template illustrated herein is a “*Forward Looking Statement*” which is not warranted to any party whatsoever.

Delivery would require that every assumption made is met. Investment risks apply.

Disclosure of the share price assumption is available in DOC-1883. Available to qualifying parties only.

PART F – AIP “INVEST NZ” SUBMISSION

Set out below is a copy of online NZD6.6M Series A Round submission made by Tribal Natural Healthcare Ltd (“TNH”) to “Invest-NZ” for NZTE “Live Deals” showcase listing board approval as a “GROWTH” category investment follows.....

NZBN [9429051035020](https://nzbn.govt.nz/9429051035020)

Legal name TRIBAL NATURAL HEALTHCARE LIMITED

Head office (physical) address 10 Fairway Drive, Kerikeri 0230 New Zealand

Business website <https://tribalteatree.com>

Ultimate holding/parent company name (N/A)

Application contact person

This is the person we will contact if we have any queries about this application.

First name Nicholas

Last name Iverson

Phone number 021 178-7637

Email address partners@tribalmanuka.us

Preferred method for contact Email / LinkedIn / WhatsApp.

Directors

Director's legal name Luke SHEPHERD (Executive)

Directors residential address 42 Kendall Rd, Kerikeri 0230, New Zealand

Director's legal name Nicholas IVERSON (Executive)

Directors residential address 26 Kemp Rd, Kerikeri 0230, New Zealand

Director's legal name Eric LLOYD (Executive)

Directors residential address 106 Kohumaru Road, RD 1 Mangonui 0494 New Zealand.

Business details

Securities

Does your business currently have securities listed or offered through a market operator or crowdfunding provider licensed by the Financial Markets Authority?

No

Sector

Select the sector most applicable to your business

Consumer goods

Provide a detailed description of the consumer goods subsector your business is in. For example: skincare, nutraceuticals, clothing

Therapeutic grade, gender specific NZ manuka and kanuka tea tree oil remedies for use as Infection Control remedies in a USD268B PA Total Addressable Market (TAM) niche of the USD4T PA healthcare marketplace.

Of particular interest to the Company is the species known as *Kunzea robusta* and *Kunzea Ericoides* (kānuka) which tests undertaken at a leading Asian medical research centre indicating that kānuka oil was more efficacious than *Leptospermum Scoparium* (mānuka) in inhibiting certain malicious pathogens. Including those associated with HAI (Hospital Acquired Infection), aka Nosocomial infection. One of the fastest growing areas of healthcare treatment seeking a solution.

Operating model

Provide a description of your business's principal activity and operational model. For example: what you do, how you do it and market impact

PRINCIPAL ACTIVITY

The therapeutic applications attaching to NZ tea tree have an incredibly compelling foundation. A convergence of market opportunity, cultural narrative, ecological advantage, and therapeutic potential that few, if any global natural health products can match. In fact, no other country produces therapeutic oils from botanically distinct trees with a gendered ethnobotanical legacy. We are not selling just oils: ‘We’re selling ancestral intelligence, wellness by nature, and a uniquely, non-replicable Aotearoa-based tradition’

OPERATIONAL MODEL

The Company operates as a 'Natural Capital, Business Combination' holding company where the principal outsourced, Value Adding Services Management (VAMS) members are both shareholders in the company and providers of goods and services under the long-term VAMS agreements.

The model also provides for the payment of both **(1)** Tiringa (royalty) based on the volume of oil produced at wholesale (export) value level and **(2)** biomass supply directly to the landowners under a long term 'Taonga Supply Agreement' (TSA).

OIL EXTRACTION

We will be deploying an advanced, high value adding 'reverse osmosis' process on the mulch residue left over upon completion of the standard steam extraction methodology typically used in NZ. The osmosis process, patented by our Australian based value adding partner / vendor extracts from the mulch, phenolic compounds that tests conducted by a leading Australian research institution have indicated as being more efficacious as an inhibitor of a wide range of malicious pathogens. Being patented, it is a commercial production secret that will enable the company to extract far greater commercial return on the biomass taonga supplied by our landowning, TSA members. This increased financial yield flowing back for the commercial betterment to the 'whanau on the whenua'.

DISTRIBUTION

All NZ based agribiz companies face the same two omnipotently perennial challenges in their formative years. These being **(1)** Lack of scale in NZ and **(2)** Lack of offshore distribution control. We resolve this festering challenge by taking out ownership of a well-established, Valencia, CA based, FDA regulatorily approved natural health products importer distributor with a nationwide B2B customer base that we can plug into for nationwide distribution access. Leveraging at

minimal cost, off the infrastructure already in place, not requiring the company to employ any additional staff offshore to drive distribution. A simple 'plug 'n' play that resolves a problem NZ companies inherently acquire due to our distance from the world's largest markets.

Property

Does your business currently own, or will it acquire, real property assets (i.e. land and/or buildings) as part of its business activities and operational model?

Yes

Provide a description (including current value) of the real property assets that are currently owned or will be acquired by your business

From the NZD6.6M Series A Round, the Company's expansion plan provides for the purchase of a warehouse / office complex on a major state highway in the Waipapa area of Kerikeri on which to set up a fully GMP compliant, tea tree oil extraction facility.

Currently leased out to a foreign owned honey production company, upon closing the purchase, the lease will not be renewed as the existing office and warehouse will undergo upgrading to deliver the extraction facility which is planned to be designed in such a way that it will become a tourist attraction that allows both locals and visitors to see how NZ tea tree oil is produced for export.

Proposed to be designed as an old 'Packhouse' concept with a subtle Maoritanga theme, the building, with its agribiz themed Poupou, health products retail facility, production/laboratory viewing platform and 'Tea Tree Agribiz Cafe', will become a focal point in the community, providing a valuable branding marketing tool/asset for the Company.

A conditional contract for the purchase has been signed at NZD2.9M of which NZD2M will be funded from the NZD6.6M Series A with the balance funded from a short term bridging loan, scheduled to be retired from the NZD10M Series B Round planned as part of the NZX listing pathway strategy.

Invest NZ's Live Deals platform

Are you currently working with an Invest NZ Investment Manager who is supporting the preparation of this raise and recommended your deal for the Live Deals platform?

No

Capital from an acceptable managed fund

Has the business previously received, or will receive in this capital raise, capital from an Acceptable Managed Fund under the AIP visa?

No

Capital raise - Business activity

Select the activity the business is raising capital for:

Growth capital –

Applies to an established business raising capital for further growth (For example: through marketing spend, investing in new technologies, hiring new labour etc)

Capital

How much capital are you raising?

NZD6,600,000

Select the investment instrument you will use

Issuing new shares (i.e. equity)

Capital raise details

Provide a breakdown of the how the funds will be used and the amount that will go towards each use. Examples: Expansion of production line to increase capacity from X to Y, international sales and marketing in X markets, or X new employees to do Y.

Amount NZD750,000

Use of funds

Additional (new) harvesting equipment **(a)** Excavator **(b)** Mulching machine **(c)** tractor **(d)** eight ton truck with Hiab lift. Purchase of extraction facility and ancillary harvesting equipment from VAMS providers in order to consolidate all operations under one operating company.

Amount NZD553,000

Use of funds

Production and export to our GMP / TGA compliant Australian based value adding facility of 400 kgs of oil (20,000 SKU's) for bottling, packing, GPS provenance coding, FDA compliant labelling, invoiced at wholesale price, yielding 80% markup on direct ex-factory production cost.

Amount NZD2,500,000

Use of funds

This investment is to be made into a US based natural health products distribution company to provide a powerful sales 'Accelerator' facility in the world's largest economy. This investment delivering a huge 'risk mitigation' asset that will drive sales into a USD28T PA economy, enabling immediate economy of scale.

The 'Accelerator' being purchased, is a Valencia, CA distribution company that we are purchasing from our Australian value adding partner / retiring vendor with whom our association dates back to 1991. The 'Accelerator' being a well-established, 13 year old company currently employing 9 local workers / management. Currently delivering a top line of ~USD2.4M which we forecast will scale up to USD7.9M in the first financial reporting period following its acquisition and the forecast sale of the first 100,000 'Tribal' branded infection control SKU's at retail level.

In addition to the substantial risk-mitigating pillar the 'Accelerator' delivers, being a US based asset, the purchase of this US distribution facility would make an investment in the Company more appealing to a US based investor under the AIP program because as a US resident, the investor

would be able to get more **directly/ actively involved** in the business. Using their private US based networks to support the growth and expansion of the US distribution activity in support of the NZ company invested in and its production / export operations. “Active being the original kaupapa of the “Active Investor Plus” (“AIP”) program.

Amount NZD2,000,000

Use of funds

Closing the purchase of the extraction factory land and buildings on State Highway 10 in the Waipapa area of Kerikeri. Currently leased out to a foreign owned honey company with a very small, externally managed orchard and a worker cottage covering the balance of the site, collectively bringing in NZD220k PA. The balance of the purchase price of the site is planned to be funded by a NZD1M. 12 month line. One that we plan to retire from one of three sources, i.e. (a) the planned NZD10M Series B Round or (b) private capital to be provided by Tribal Health Corp, on a loan basis or (c) via the targeted pre NZX listing Series C Round.

Amount NZD797,000

Use of funds

This residual capital will be applied to working capital. Backing up the NZD553k allocated to cover in full, the first shipment of 400kgs of a planned 2,000kgs for export in the first 18 month financial reporting period, with a forecast FOB based, wholesale export value of NZD2.76M. It provides sufficient working capital to cover (1) the costs of extraction operation relocation to the planned main road site to be acquired to build a GMP compliant extraction factory in the Waipapa area as a tourist attraction to reinforce product branding, (2) a local community outreach program designed to build a growing relationship with the local community.

Business impact

Select the areas and include a detailed explanation of how the capital raise will deliver economic and other positive impacts for New Zealand. Note you must be able to demonstrate increase in economic output and at least one other positive impact for New Zealand. Provide details demonstrating how you will increase economic output (revenue)

Our current 'Forward Looking Statements' forecast that during the first five years the Company will export 67,000 kgs (67 tons) of NZ tea tree oil with an FOB wholesale value of NZD101.75M.

One very important aspect of the expanded production to note is the intention to introduce 'Plant Oil Infused' ('POI') gender specific, health honey into the US market place. Its disruptive capability being quite significant from a pricing perspective where we forecast a US RRP of USD99 for a one kg jar of gender specific 'POI' health honey with a ~1.5% oil MIC. This product delivering far superior therapeutic efficacy than that typically associated with the high, (*but now marketplace discredited*), MGO / UMF count manuka honey which retails in the US in the USD250-350 per kg. Being a new entrant to the market we have adopted very conservative figures. Forecasting only 576k (576 tons) in the first five years with an export value of NZD21.847M. In terms of total NZ “health honey” export volume, a drop in the ocean.

With the non-renewal of the current lease of the office and warehouse at the Waipapa site, the business plan provides for a locally owned / well established Māori operated honey business to relocate their operation to the site under a VAMS Provider agreement for the production of the 'POI' honey for export. This requiring a gender specific, NZ tea tree plant oil infusion process that

incorporates medically researched clearance as to (a) the recommended MIC percentage as an ingestible health product and (b) the appropriate natural, plant based emulsification process to support the market positioning of gender specificity in terms of product usage.

Select at least one other positive impact for New Zealand. Create more jobs. Provide details on creating jobs.

The VAMS operating model provides for all biomass harvesting to be conducted through an IRD registered NZ company owned by a local Māori businessman whose Turangawaewae is the biomass supply source and who also holds an equity stake in the Company. Delivery of biomass to the farm gate under the VAMS agreement will require local labor to be hired to undertake the entire taonga supply process from pre-harvest growing, to harvesting and post-harvest plantation service delivery to ensure a tikanga compliant process throughout the entire biomass growth, supply and delivery chain. A process that must ensure a kaitiakitanga delivery kaupapa. Increase productivity or growth (OPEX). Provide details on increasing productivity or growth.

With its estimated 108,000 ha of wild bush NZ tea tree bushland in Tai Tokerau province, that based on current industry norms the oil alone from this bushland has an estimated retail market value of USD5.8B. This laying down the foundation for the NZ tea tree agribiz sector to emerge as a NZD1B+ sunrise industry.

The application of our new, patented extraction technology and focus on enhanced value delivery through phenolic compound commercialization that will be available to the Company upon closing the NZD6.6M Series A Round, could potentially double the end retail value of this native taonga. This impacting directly onto the local biomass supplier community.

The 'profit pass-through' impact from the extraction operations of this advanced, unknown 'reverse osmosis' technology in NZ to the landowning biomass suppliers will be felt throughout the local community. Evidenced through greater disposable income and wealth creation attaching to the long-term TSA's arising from the increased value of the biomass taonga that is delivered through the application of this patented technology.

*Investment into intangible assets (i.e. research and development or other intellectual property)
Provide details on investment into intangible assets*

VAMS BASED ASSETS

Being non-physical assets that lack a physical form but provide long-term value to the company through trademarks, patents, goodwill, customer and commercial supply arrangement relationships constitute Intangible assets. This includes the independently owned businesses operating under a long-term, outsourced Value-Added Managed Services (VAMS) agreement model with our 'Natural Capital' holding company. Delivering a supply chain from seed to retail shelf, this of itself also represents a valuable 'intangible asset' to the holding company under both IFRS and GAAP accounting principles.

This ongoing relationship created between the holding company and the independent 'Business Combination' owners creates an very valuable asset because they provide the holding company with **(a)** exclusive rights, **(b)** access to a contracted supply chain, **(c)** operational efficiencies / synergies resulting from a contracted long-term commitment and coordination, **(d)** possess Identifiability for sale/licensing separation, **(e)** vest control with the holding company over the benefits provided by the VAMS agreements. These benefits including interalia, **(f)** Future Economic Benefits generated for the benefit of the holding company and its stakeholders.

PATENTS/BUSINESS SECRETS

The Company’s exclusive right to use a patented technology and third party supplied natural therapeutic remedy formulations under long term usage contracts constitute intangible assets with value that can be reflected on the balance sheet of the using company as the assets meet the recognition criteria for intangible assets. i.e., identifiability, control, and the ability to generate future economic benefits. The value of these intangible assets being measured on their expected future revenue potential with appropriate amortization policy. Assets that upon closing of the Series B Round will see ownership therein pass to the Company.

ESG

Contribution to ESG outcomes

Provide a detailed explanation of how your business applies a positive ESG lens to its business activities (including procurement, supply chain, labour, and reference to any existing ESG policies or frameworks in place to identify and manage risks relevant to the business activities and avoiding prejudice to New Zealand’s reputation).

Environmental

ENVIRONMENTAL CARE

The development of a NZ tea tree agribiz industry through the planting and growing of New Zealand manuka and kanuka trees for the production of tea tree oil and honey contributes to environmental care and protection in several meaningful ways. In essence, this environmental care can be broken down into a number of sustainable impacts on both the environment and the economy which are **(1)** biodiversity conservation through native species protection, **(2)** plant pollinator support through the nectar that is essential for honey production and support biodiversity by encouraging a healthy population of pollinators, **(3)** soil health and erosion Control through stabilization and enrichment, **(4)** carbon sequestration through the absorption of carbon dioxide from the atmosphere during photosynthesis. Helping mitigate climate change as a carbon offset activity contributing to a long-term reduction in atmospheric CO2 levels. **(5)** low-impact agricultural practices such as natural pest control arising from the trees natural resistance to pests and diseases, removing the need for chemically based pesticides and herbicides. **(6)** sustainable beekeeping supporting honey production with minimal Impact. **(7)** restoration of marginal / degraded land through ecosystem restoration that these trees deliver in terms of enhanced biodiversity, and soil health improvement. **(8)** observation of tikanga and kaitiakitanga rites and protocols to ensure that this sovereign-level 'goldmine' appropriately interfaces botanically distinct trees and their gendered ethnobotanical legacy with market opportunity, and ecological advantage with a resonating cultural narrative.

Contribution to New Zealand’s Natural Capital Economy:

The production of tea tree oil and honey (from both manuka and kanuka), is an economically sustainable activity. These products are in high demand both domestically and internationally, contributing to New Zealand’s natural capital. Our industry focus is on sustainability plus low environmental impact that will play a key role in promoting natural resource conservation and responsible use.

Social

SOCIAL CONSIDERATIONS

As a “Business Combination” structured, Natural Capital centric investment holding company with no direct employees on its payroll and outside of a small number of professional service providers in law, finance and the capital markets, a very limited number of external suppliers. The Company’s outsourced VAMS provider agreements with the owners of each contracted VAMS operating company take into account, the key social components in terms of employee relationship management, external suppliers and the impact on the community in which they operate.

KEY VAMS OPERATIONAL CONSIDERATIONS

Primary Standards: Embedded into the Company’s VAMS template beyond the production and service delivery requirements and the profit 'passthrough' from the NZ extraction operations under the VAMS agreement, the following social issues will also apply, i.e., **(1)** policies regarding employee rights, fair wages, health and safety, and working conditions, **(2)** policies on discrimination, diversity and inclusion in its workforce (gender, racial, ethnic diversity, etc. **(3)** customer health and safety through a commitment to providing safe and ethical products / services that protect customers’ health and **(4)**, engagement in terms of contributing to the local community and non-governmental organizations (NGOs) and/or advocacy groups that impact on the Company’s business activities.

Education and Workforce Development:

Investment in employee training, education, and development programs to increase access to education or skill-building opportunities for employees of VAMS operating companies will be conducted in consultation with both central and regional government guidelines.

Governance

INTRODUCTION

The Company’s founding directors fully understand (1) that ESG factors are comprehensive and require detailed analysis across all three “ESG” pillars and (2) that investors and stakeholders look for companies that not only aim to achieve financial returns but also demonstrate responsibility toward the environment, society, and governance practices.

This responsibility is particularly important to the Company as it targets an NZX listing as a NZ tea tree agribiz economy leader. The directors being mindful of the ongoing need to ensure that all aspects of the Company’s Governance component in terms of leadership, director remuneration, audit / internal controls, shareholder rights, and business ethics are transparent, accountable, and fair in all dealings with both stakeholders and the community within which it operates.

FACTORS TAKEN INTO ACCOUNT

The founders have provided for a total of six directors on the board. Three executive and three independent directors of which one will assume the role of chairperson. Current negotiations with four further directors will see five of the six positions filled. At all times during the board's formation and ongoing activity, factors such as **(1)** board governance of management

accountability, **(2)** executive compensation, **(3)** shareholder rights **(4)** business ethics / integrity /transparency and **(5)** regulatory compliance and risk management remain front and center.

TO SUMMARIZE

As an ESG-compliant company, investors and stakeholders will see the Company as being a sustainable, long-term value creator. One that because of its effective ESG risk and opportunity management will be well positioned to weather future challenges and contribute to positive societal impact.

I confirm that the business does not involve or invest (either directly or indirectly) in any of the following activities:

- *the manufacturing of tobacco or other nicotine-based products.*
- *gambling, casinos and equivalent enterprises.*
- *adult entertainment.*
- *the manufacturing of weapons, including, military and controversial weapons (cluster munitions, landmines, biological and chemical weapons, nuclear weapons and depleted uranium).*
- *civilian firearms.*
- *the use of child labour, forced or compulsory labour, or other human right abuses the promotion of any form of discrimination based on race, culture, gender, sexual orientation, or other prohibited ground.*
- *illegal in the country in which the goods or service is used or intended to be used.*
- *likely to have a materially adverse impact on the climate or environment.*

Upload documents

Financial forecast

For your application to be assessed, you must complete and upload the financial summary using the template provided below.

*Please ensure the template is completed in full (including both the Profit and Loss Statement and the Balance Sheet) and supporting commentary is included (making sure any assumptions are stated in the notes section of the template). **You need to clearly show how the additional capital will be used.***

Download the financial forecast template

Please ensure your balance sheet balances.

File Name	Size
DOC-7001 TNH-Trading Stat & Bal Sheet -AIP format.xlsx	25.33 kB

Investment collateral

Provide the primary piece of collateral which you would provide to investors to explain the investment opportunity (for example; a pitch deck or flyer). Either provide your own or use the Invest NZ investment flyer template which can be found [here](#). Note: This will be used for review purposes only and would only be used for promotional purposes if as an approved direct investment, you opt into being promoted on Live Deals as a third-party.

File Name	Size
DOC-1889-NZD1B NZ.TT agribiz BOP Paper 0825.pdf	1.06 MB

Other documents (Optional)

You can upload additional documents to support your application.

Declaration

Subject to the Criminal Records (Clean Slate) Act 2004, please disclose below any prior or pending civil or criminal allegations or convictions that may bring your organisation or the major shareholders, directors or senior management of your organisation into disrepute or that if disclosed could damage Invest NZ or the government's reputation by association. Examples may include breaches of legislation or regulations, regulatory investigations of you or your organisation by regulators such as the Serious Fraud Office or the Financial Markets Authority; or dishonesty, violence or drug offences committed by the major shareholders, directors or senior management of your organisation. Note: For the purposes of the application form, "major shareholders" means a person with a more than 25% shareholding, beneficial ownership, or power to control.

Submit

ADDENDUMS

The following Addendums have been provided in order to present additional information that some prospective investors may find of interest.

SUBJECT		Page
ADDENDUM 1	DUE DILIGENCE	27–30
ADDENDUM 2	LISTING SPONSOR – CONCEPT	31
ADDENDUM 3	BUILDING THE BOARD	32–33

DUE DILIGENCE

For the Investor who wants (1) an overview of the entire **NZD16.6M** capital raise in one simple to follow document and (2) what we have done to mitigate the investment risk we have prepared this “[Executive Summary](#)”. (click on link to open).

The image is a composite graphic for a pitch pack. At the top center is the Tribal Natural Healthcare Ltd logo. Below it, a large glass flask containing yellow liquid is superimposed over a background painting of a Māori village with thatched huts and people. To the left of the flask is the text “Mānuka Oil for Her” and to the right is “Kānuka oil for Him”. In the center, below the flask, is the text “NZD16.6M – Series A & B”. Below this, a list of documents is shown: “The Deal Sheet”, “Investor Highlights”, “Shareholder Summary / NZX MV”, “Business Opportunity Pitch Summary”, “NZX Listing Benchmarking Synopsis/Notes”, and “The Ecosystem Support Team – Location / Role”. At the bottom left are three bottles of Mānuka oil and at the bottom right are three bottles of Kānuka oil. The entire graphic is set against a dark green background at the bottom.

tribal
NATURAL HEALTHCARE LTD

“Mānuka Oil for Her” “Kānuka oil for Him”

“NZD16.6M – Series A & B”

The Deal Sheet.
Investor Highlights.
Shareholder Summary / NZX MV.
Business Opportunity Pitch Summary
NZX Listing Benchmarking Synopsis/Notes.
The Ecosystem Support Team – Location / Role.

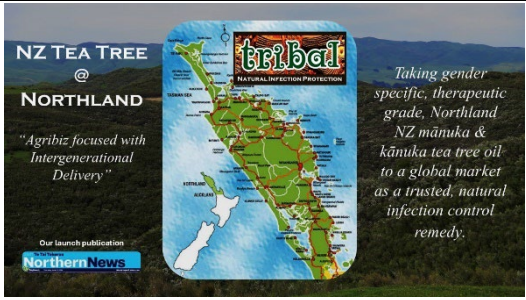
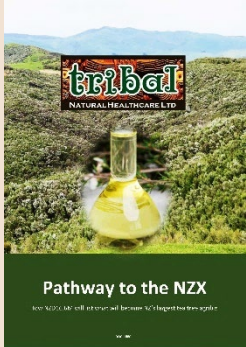


– Executive Summary –
(Applying the PE model to mitigate early stage investment risk)

DOC-1900R

The full “Pitch Pack” documents follow.

DUE DILIGENCE CONTD

THE “PITCH PACK”

DOC #	DOCUMENT COVER	CONTENT
DOC-1882 Pitch Deck		Let’s start off with the <i>always asked for</i> “Pitch Deck”. i.e., a slide show that presents our korero on a macro basis.
DOC-1880 NZX Pathway		As we plan to seek an listing on the NZX upon closing our NZD16.6M Series A & B Rounds, this documents sets out the pathway Entitled “ Pathway to the NZX ” it sets out our “Seven Steps to Listing”
DOC-1881 Summary		This document presents a more detailed overview of the entire project. It provides detail of (1) the Trading / Operational structure (2) the Holding company / operating subsidiaries, (3) an intro to the Australian value adding facilities, (4) detail of the US distribution facility, (5) trading forecasts etc
DOC-1883 Offer		This is the formal Private Placement Memorandum,(PPM) for the NZD6.6M Series A Round. It is a 60+ page document that makes the disclosures provided for in the US under NASAA Form U7 and used for Small Corporate offers under SEC Rule 504 up to USD10M

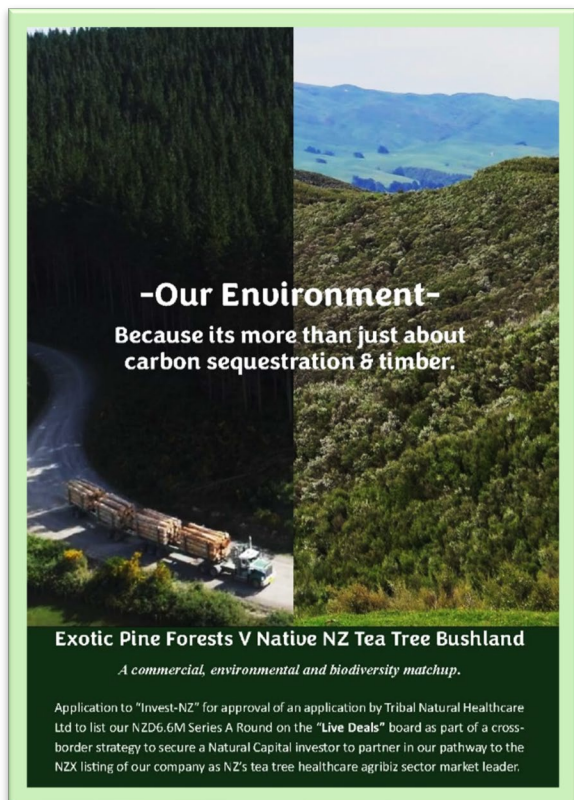
DUE DILIGENCE (CONTD)

DOC #	DOCUMENT COVER	CONTENT
DOC-1889 In depth Pitch		<p>This is a “bullet point” type pitch document”</p> <p>It contains an informative pitch pack narrative with 15 headings that each provide a synopsis on each of the key subject matters captioned under each heading in this 11 page document.</p>
DOC-799R USA Pitch		<p>This is a 4 page flier produced for distribution in the US to selected investment marketeers to forward to their HNW clients.</p> <p>It includes both the Series A and B Rounds as a single USD10M investment, pitched as an intergenerational NZ “Endless Summer” investment.</p>
DOC-6001 RISK MITIGATION		<p>In this document we set out the case for purchasing a well-established, US based, FDA registered, Natural Health Product (NHP) importer/distributor to mitigate investment risk attaching to product distribution.</p>

DUE DILIGENCE (CONTD)

RESEARCH DOCUMENTS

We present two research documents relevant to our kaupapa to build a NZD1B+ “sunrise” NZ tea tree agribiz industry in Tai Tokerau province, Aotearoa/New Zealand.



DOC-1990

This AI supported document sets out the case for planting and operating NZ native tea tree bushlands as a land use alternative to the destruction of native flora and fauna to make way for environmentally destructive exotic pine plantations.

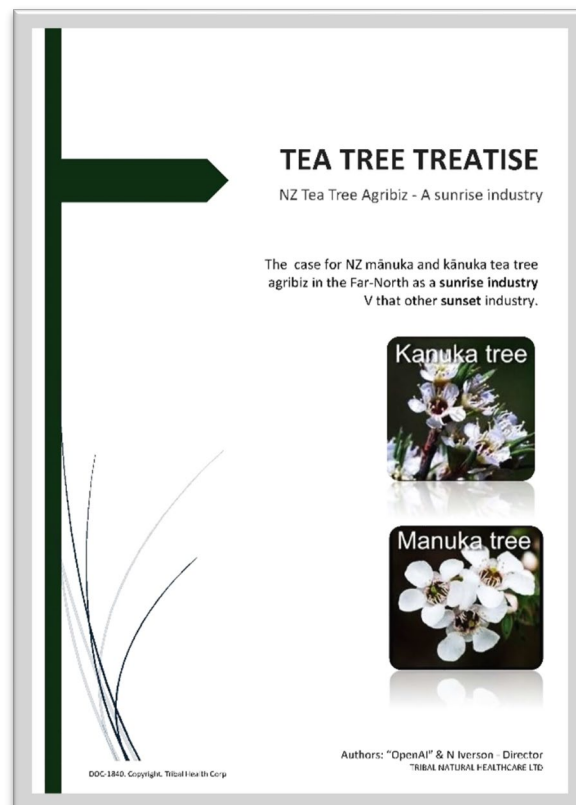
On an environmental issues, NZ tea tree is by far and away, the clear winner.

DOC-1840

Also AI research supported, this document sets out the case for supporting NZ native tea tree as a “Sunrise” industry as opposed to the kiwifruit industry which, now because of the pending expiration of Plant Variety patents and the massive illegal plantings of G3 in China, must be considered as a sunset industry in terms of its previous, high income glory days.

When Chinese production scales with the expiry of the patents, NZ growers will face huge pricing pressures as China fully enters the global kiwifruit market.

Pressures that will not confront the emerging, NZ tea tree agribiz industry which when properly positioned in the healthcare market, has no real competition.



Addendum 2

LISTING SPONSOR CONCEPT

In looking at the structure/nature of the AIP online submission, it appears to be subject to the policy machinations of our political election cycle. For this reason, one can but look forward to the day, our political masters will collectively agree on a “**Residency-By-Investment**” model where only Immigration New Zealand sits at the top of the approval chain. One **single agency** with decades of experience, vetting residency based investment visa applications from Listing Sponsors **supported by investment proposals submitted by NZ based investment “Listing Sponsors”** from the four private sector organizations whose credibility is widely accepted both at home and internationally, i.e.,

- (1) Member firms of nationally recognized accounting organizations. (*Primary Sponsors*).
- (2) Member firms of the New Zealand Law Society. (*Referral Sponsors*).
- (3) Financial Markets Authority licensed parties. (*Referral Sponsors*).
- (4) NZ immigration Department licensed Immigration firms. (*Referral Sponsors*).

<https://investnz.us/sponsors>



BECAUSE REGIONAL NZ MATTERS

The four parties / entities captioned above are well represented in every one of NZ’s 16 regions. They understand the pulse and beat of their region. Well positioned as Listing Sponsors to make investment submissions structured **(a)** to accord with **consistent** Govt policy, (*applied on a **consistent** basis through Immigration NZ*), **(b)** address the needs of their region and **(c)** the vision of regional agribiz entrepreneurs who “see the future today”.

BECAUSE THE PRIVATE SECTOR “WORKS”

Just imagine the traction that these hundreds of KYC/AML attuned Listing Sponsors and their diverse personnel would generate in terms of attracting offshore interest in NZ as they reach out to their associates around the world. Replacing **(1)** a closed, immutable civil service attuned gatekeeping process with **(2)** a private sector model that encourages FDI that sits comfortably within the context of how and with whom regional New Zealanders wish to share their region with as a safe and secure sanctuary lifestyle destination.

This private sector participation as “Listing Sponsors” would most likely see NZ move to the #1 position on the list of the worlds most desired migration destinations for those seeking intergenerational sanctuary investment opportunities that create “Endless Summer” lifestyles in the world’s safest country where natural capital reigns supreme.

Addendum 3

BUILDING THE BOARD – CONTACT US

“If you want a great company, you need a great board led by a strong chair”

Provision has been made in our shareholding structure for the placement of 1,300,000 secondary shares with outsourced Value Added Managed Service (VAMS) providers. 1,000,000 allocated to an incoming chairperson who will help lead the Company to its targeted NZX listing. [DOC-1888](#) discusses this very important placement.

**NZ LAUNCH PARTNER PLACEMENT**

Placement of 1,300,000 secondary shares by way of a Pre-Series A placement. 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 an offer or placement of new securities.

9/15/25

DOC-1888

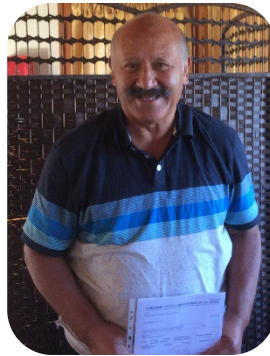
“Great Teams deliver Growth Companies”

(Driven by a passionate belief in the kaupapa).



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