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CROWD-SOURCED FUNDING OFFER DOCUMENT

31 MAY 2018

**Offer of fully-paid ordinary shares in
PARK Social Sport Co. Limited at \$1.00 per share
to raise a maximum of \$750,000**

This crowd-sourced funding (CSF) offer document relates to the Offer of fully-paid ordinary shares in PARK Social Sport Co. Limited. This Offer is made under the CSF regime in Part 6D.3A of the Corporations Act 2001 (Corporations Act).

Issuer

PARK Social Sport Co. Limited ACN 626 341 204

Intermediary

Birchal Financial Services Pty Ltd AFSL 502618



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Section 1

RISK WARNING



Crowd-sourced funding is risky. Issuers using this facility include new or rapidly growing ventures. Investment in these types of ventures is speculative and carries high risks.

You may lose your entire investment, and you should be in a position to bear this risk without undue hardship.

Even if the company is successful, the value of your investment and any return on the investment could be reduced if the company issues more shares.

Your investment is unlikely to be liquid. This means you are unlikely to be able to sell your shares quickly or at all if you need the money or decide that this investment is not right for you.

Even though you have remedies for misleading statements in the offer document or misconduct by the company, you may have difficulty recovering your money.

There are rules for handling your money. However, if your money is handled inappropriately or the person operating the platform on which this offer is published becomes insolvent, you may have difficulty recovering your money.

Ask questions, read all information given carefully, and seek independent financial advice before committing yourself to any investment.



Section 2

ABOUT THE COMPANY



2.1 FOUNDERS' LETTER

Thanks for considering buying shares in PARK Social Sport Co. and joining the movement to change the world through soccer.

The appeal of soccer is growing, in Australia and around the world. There is also increasing awareness and positive recognition of womens' soccer.

Yet fans are becoming increasingly disillusioned by the stories and charges of corruption at the highest levels of the sport, and the game's unhealthy obsession with money and celebrity.

Couple this with the fact that Millennial generation customers demand that their brands be actively invested in the betterment of society and the solution of social problems. And 9 out of 10 of them would switch brands to one associated with a cause¹.

And we believe PARK Social Sport Co. is the right brand, at the right time, in the right place.

To be the leading, for profit, for purpose sport brand for the next generation.

Yours sincerely,

SAM TARA

Sam Davy and Tara Martins Montoneri
Co-founders, PARK Social Sport Co.



1. Huffington Post https://www.huffingtonpost.com/ryan-rudominer/corporate-social-responsi_9_b_9155670.html



2.2 COMPANY DETAILS

This offer of shares is made by PARK Social Sport Co. Limited ACN 626 341 204 (the Company or PARK). The Company was incorporated as a public company on 23 May 2018.

Company name	PARK Social Sport Co. Limited
ACN	626 341 204
Offer type	Crowd-sourced funding
Offer date	31 May 2018
Offer details	Offer of fully-paid ordinary shares in PARK Social Sport Co. Limited at \$1.00 AUD per share to raise a maximum of \$750,000
Registered Office	'Lindsay Brown & Associates' Level 1, 250 Bay Street, Brighton, VIC, 3186
Principle place of business	PARK Social Sport Co. Limited 56 Broadway Elwood VIC 3184, Australia
Related companies	None
Founders	Sam Davy and Tara Martins Montoneri



2.3 DESCRIPTION OF BUSINESS

2.3.1 Who are we?

PARK Social Sport Co. (PARK) is an early stage for profit, for purpose soccer lifestyle brand. PARK make beautifully designed sport products, clothing and accessories, inspired by art, fashion and global street culture. We are primarily based in Melbourne, Australia, with a small offices / distribution hubs in New York, USA and Hull, UK.

Our core business is the design and retail of sports goods products, including but not limited to: soccer balls, goal keeper gloves, clothing and accessories. All the products we sell create a positive social impact for kids in need, whether using the ‘one for one’ impact model, or the donation of a percentage of profit model.

The business and brand has been developed over the past 2.5 years and we have conducted a ‘proof of concept’ sales phase for the past 18 months. In October 2016 we launched the ‘Pass-A-Ball Project’, for every PARK soccer ball purchased, we pass another ball to kids in need. To date we have passed over 5000 balls to kids in need, in 13 countries.

During the ‘proof of concept’ phase, the PARK business and brand was conducted by Studio Davy Pty Ltd (a company controlled by Sam Davy, and a related party of PARK). All of the assets related to the PARK business and brand were transferred from Studio Davy Pty Ltd to PARK on its incorporation.

Who is the PARK customer?

We have identified 3 main customer audiences for PARK products.

YOUNG ADULTS 25 TO 35 YEARS OLD	PARENTS WITH KIDS AGED 6 TO 13	YOUNG SOCCER PLAYERS 6 TO 16 YEARS OLD
Behaviours: Likes soccer and follows the European leagues. They're interested in travel and music. They want to make a positive impact in the world.	Behaviours: A progressive outlook, they care about the future of the world and it's impact on their children.	Behaviours: They love soccer and want to use the latest gear. They are starting to have an understanding of the world and its problems and want to help.
They all share 3 of the same interests: social conscience, soccer and design.		



How does PARK become the sport brand of choice of the next generation?

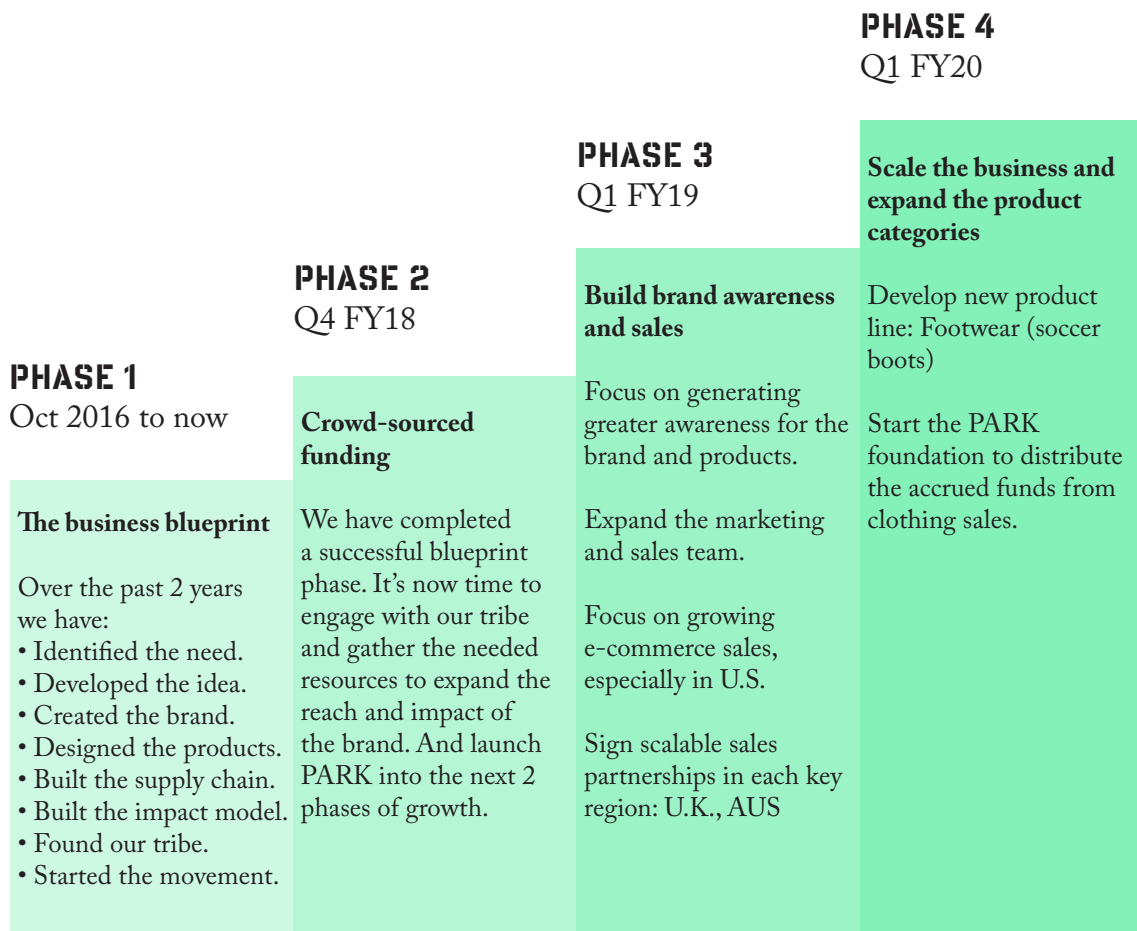
We have identified 7 strategic principles that the business needs to follow in order to be successful and resonate with our tribe.

PRINCIPLE	DESCRIPTION
Have purpose.	Like the greatest companies in the world we have a higher purpose than just profit. And it drives every decision we make.
Find our tribe.	Build successful partnerships with like minded individuals, charities and brands.
Think citizens, not consumers.	Treat people as ‘citizens’ of the brand, with a range of passions and concerns. They are multi-dimensional and can’t be ‘put in a box’.
Product is king & queen.	It’s not enough for the brand only to do good, it must also make best in class products.
Don’t advertise, inspire.	Create motivation by educating and inspiring our audience. Not by ‘telling’ them what to buy.
People are the new media.	In an age where traditional marketing has reached its end, and most online purchases are influenced by friends’ social media posts, we must create products ingrained with a great stories.
Back it all up with proof.	Most people have a very strong bullshit detector. Always deliver tangible evidence of the impact we create.



2.3.2 The phases to grow the business

For PARK Social Sport Co., the crowd-sourced funding is just the beginning of the next phase.



What is our sales and marketing strategy?

Over the period of the next 12 to 18 months we intend to focus on generating greater awareness for the 'PARK' brand and the 'Pass-A-Ball Project' through a co-ordinated multi-channel marketing campaign including: PR, social media, SEO, email marketing, influencer programs, ambassador alignment, corporate partnerships, brand collaborations and customer loyalty programs.

Our sales strategy prioritises on-line e-commerce, direct to customer. This channel has the best margin, the largest marketplace and is currently experiencing 750% year-on-year growth, from a modest starting position. It also allows the brand to build direct relationships with its customers.

Additional sales channels:

- Wholesale retail through select lifestyle and design stores
- Wholesale retail through sport stores
- Wholesale retail or concession through department stores
- Direct to soccer clubs and leagues
- Direct to schools



Existing retail relationships

Over the past 16 months PARK has built sales relationships with some amazing globally recognised retailers, design stores and local specialised lifestyle stores, including:

Australia:

Top3 by Design – Melbourne, Sydney, Canberra
DeGrandi Sports – Geelong
Red Rocket Toys – Sydney
Mr Wolf Kids – Melbourne
ORTC – Adelaide
Remedy – Perth, Fremantle
Spacecraft Studio – Melbourne

U.S.A:

Goop – New York, Los Angeles, Miami
Museum of Contemporary Art – Chicago
Smithsonian Design Museum – New York
Perez Art Museum – Miami
Parklife SF – San Francisco
Good Fishing – Oakland

UK & Europe

Olive Loves Alfie – London
Toy Drop – London
Stadtlandkind – Switzerland
D.nik – Berlin
TITIWU – Berlin
Mira Mira – Dublin

Japan

Beams – Tokyo

2.3.3 Doing well by doing good

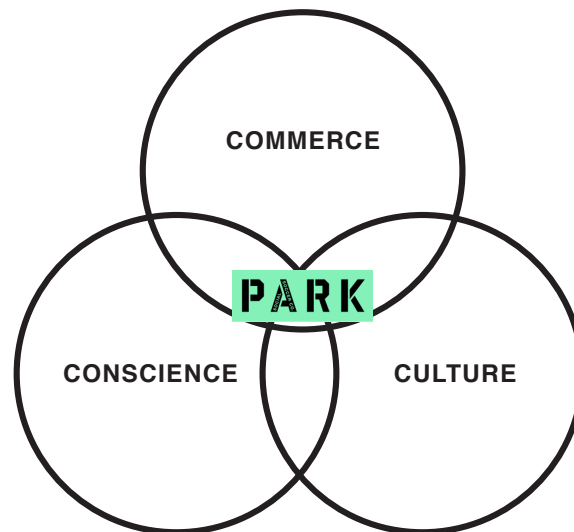
At the heart of our business strategy is our social purpose, 'To educate and inspire youth to change the world through the sport they love.' We believe that doing good in the world is good business and customers are increasingly demanding that their favourite brands are actively invested in the betterment of society, and it's these social values that will play a major factor in their purchase decisions.

By 'baking in' our social conscience into our products with the 'one for one' model, we not only create a great model for impact, we create a great model for marketing. We know word of mouth is the most powerful form of marketing and our model gives customers engaging stories to tell and the reason to tell them.



2.3.4 What is our business model?

The PARK brand sits at the intersection of commerce, culture and conscience and our business model is designed to take advantage of the huge global appeal of soccer, and the rise of the impact driven consumer. Our main source of revenue will be the sale of sport products, accessories and clothing.



2.3.5 The global soccer market

The market for soccer products is huge, according to FIFA there are 3.2 billion global soccer fans¹ and 256 million² people actively play soccer every year. There are 57 million soccer balls manufactured every year, with that number rising to 85 million in a World Cup year³.

In Australia, soccer is the most popular participation sport for kids aged between 6-13, with one in two kids playing the beautiful game. Further more, there are now more girls playing soccer than netball⁴.

The thirst for the sport is also evident on-line with 200,000 Google searches for 'soccer ball' every month in the U.S.⁵

2.3.6 Competitors

There are many established global sport brands, they have wide selections of sport and soccer products and large complex distribution networks. PARK competes with these brands with equal quality, design and pricing, a strong story, and a direct to customer distribution focus.

PARK is defining a new 'socially conscious' brand category within sport, starting with soccer and soccer balls. As far as the management are aware, PARK is the first 'for purpose, for profit, global sport brand.'

Management believes that its 'for purpose, for profit' business model is the brand's competitive edge in the marketplace.

1. Source: <http://nielsenports.com/world-football-insights/>

2. Source: FIFA Big Count, 2014 http://www.fifa.com/mm/document/fifafacts/bcoffsurv/emaga_9384_10704.pdf

3. Source: <http://www.spiegel.de/international/world/globalization-in-pakistan-the-football-stitchers-of-sialkot-a-683873.html>

4. Source: Roy Morgan Young Australians Survey, July 2014 – June 2015 <http://www.roymorgan.com/findings/6123-australian-sports-participation-rates-among-children-and-adults-december-2014-201503182151>

5. Source: Google Analytics



2.3.7 The PARK brand and logo mark

The origin of the brand name PARK Social Soccer Co. is inspired by playing sport in the park with your mates. It represents the purest form of the sport and it stands for friendship and community.

A 'PARK' can be any shape or size. It can be grass, sand, rocks concrete or carpet.

The 'PARK' brand is designed to, if required, expand beyond soccer into other sports, for example:

- PARK Social Basketball Co.
- PARK Social Skate Co.
- PARK Social Athletic Co.

The creative style of the brand

The creative idea behind the brand is to blend art and street wear with soccer culture in a positive, soulful and provocative way.

The PARK 'eye' motif references the mystical concept of all of us having a 'third eye or minds' eye' that gives all of us our ability to be perceptive and to see beyond what is directly in front of us – super important if you want to imagine a better future.



The PARK Social Soccer Co. logo



The PARK eye motif



The PARK logo and eye motif on a product



2.3.8 Product

One of the PARK brand principles is ‘Product is king and queen – It’s not enough for the brand only to do good, it must also make best in class products.’ This principle guides the product development strategy and ensures that all the products the brand produces live up to or exceed customers performance expectations.

All PARK balls are approved by Football Federation Victoria (Australia) for training and match play. The balls have been purchased and are in regular use by soccer clubs and academies in Australia, U.S.A. and Hong Kong.

The PARK Futsal Ball is the Official Ball of Neymar Jr Five U.S.A. Finals in Miami.

Below is an overview of the current PARK soccer ball range.



PARK Training Ball

Training balls are used frequently and need to be durable. We designed the ball to be the perfect balance between durability and playability. Available in size: 3,4,5

RRP \$40 AUD, \$35 USD



Approved



PARK Futsal Ball

PARK Futsal balls are designed to have a lower bounce height. This makes them perfect for indoor and small sided soccer. PARK futsals are tested to withstand 4000 kicks.

RRP \$40 AUD, \$35 USD



Approved



Official Ball,
U.S.A. Finals,
Miami



PARK Match Ball

The match ball is designed to deliver consistent, high performance levels. It features fuse-welded seams, so no stitching! This ensures almost zero water retention which means true flight movement and shape retention.

RRP \$65 AUD, \$55 USD



Approved

2.4 FOUNDERS AND DIRECTORS



Sam and Tara on their first giving trip
Lombok, 2016



SAM DAVY
Co-founder & CEO
Director

Sam is responsible for the global strategy, creation and delivery of PARK Social Sport Co. products, services and impact.

Designer, brand builder, retailer and social entrepreneur. Sam is an enthusiastic and tireless creator, having spent 23 years shaping some of the worlds' most revered brands including Apple, where for 6 years between 2002-08 he was global creative director based in California. If you ever owned an iPod or visited an Apple Store then you will have experienced Sam's work.

After relocating to Melbourne, he went on to become the brand director for Crumpler Bags, an iconic Melbourne based retail travel and luggage brand. He cut his teeth with what it takes to run a high street retail brand, including manufacturing, supply chain, bricks and mortar retail, e-commerce, company culture and above all customer experience. It was here that Sam and Tara met and successfully worked together for 5 years.



TARA MARTINS MONTONERI
Co-founder & COO
Director

Based in New York, Tara is responsible for sales and business development of PARK Social Sport Co. in North America.

Tara is an experienced brand and business builder. She thrives in the start-up environment and draws on her many varied skills to achieve impossible goals. From growing an ethical yoga brand in Bali to setting up a 'Made in America' eyeglass factory in Brooklyn from scratch.

Previously she was Managing Director at M Factory USA, Retail & Operations consultant WE'AR Yoga apparel Bali and U.S. General Manager for Crumpler, before co-founding PARK in 2016.

Born in New York, Tara has played soccer since she was 7 years old, and is passionate about the affects that grassroots sport can have on a community and individuals. She saw first hand what soccer means to kids who have little while on a charity bike ride across Africa.



2.4.1 Advisors



SIMON LEWIS

Advisor Philanthropy
Director

Simon is an advisor on governance, strategy and implementation for non profits and charitable foundations. He's spent 20 years working in the financial services and consulting sector in Africa and Europe before emigrating to Australia. As an advisor to family offices, he has witnessed growing client interest in investing in organisations with purpose. As a Zimbabwean, he believes in the potential of PARK to bring a socially conscious community together.



CLARE HARDING

Advisor Business

Clare's business experience spans blue-chip organisations and leadership roles in the corporate, government, and non-profit sectors. She has consulted at McKinsey, has held executive public sector and nonprofit NED roles, and has extensive startup experience. Clare co-founded Australia's first environmentally-responsible transport company, and was COO of the nation's top-ranked university startup accelerator. Her focus is helping young organisations transition from early exuberance into lean, disciplined maturity.



BENNY ROCHE

Advisor Sport & Inclusion

Benny Roche has always seen a different side of football. Born with Cerebral Palsy, Benny has represented Australia as a Pararoos player for over 15 years, currently holding the role of Vice Captain. Benny dedicates his time to supporting clubs, businesses and individuals to become more inclusive and to normalize disability. Benny has played a huge part in creating inclusive accessible opportunities across Australia.

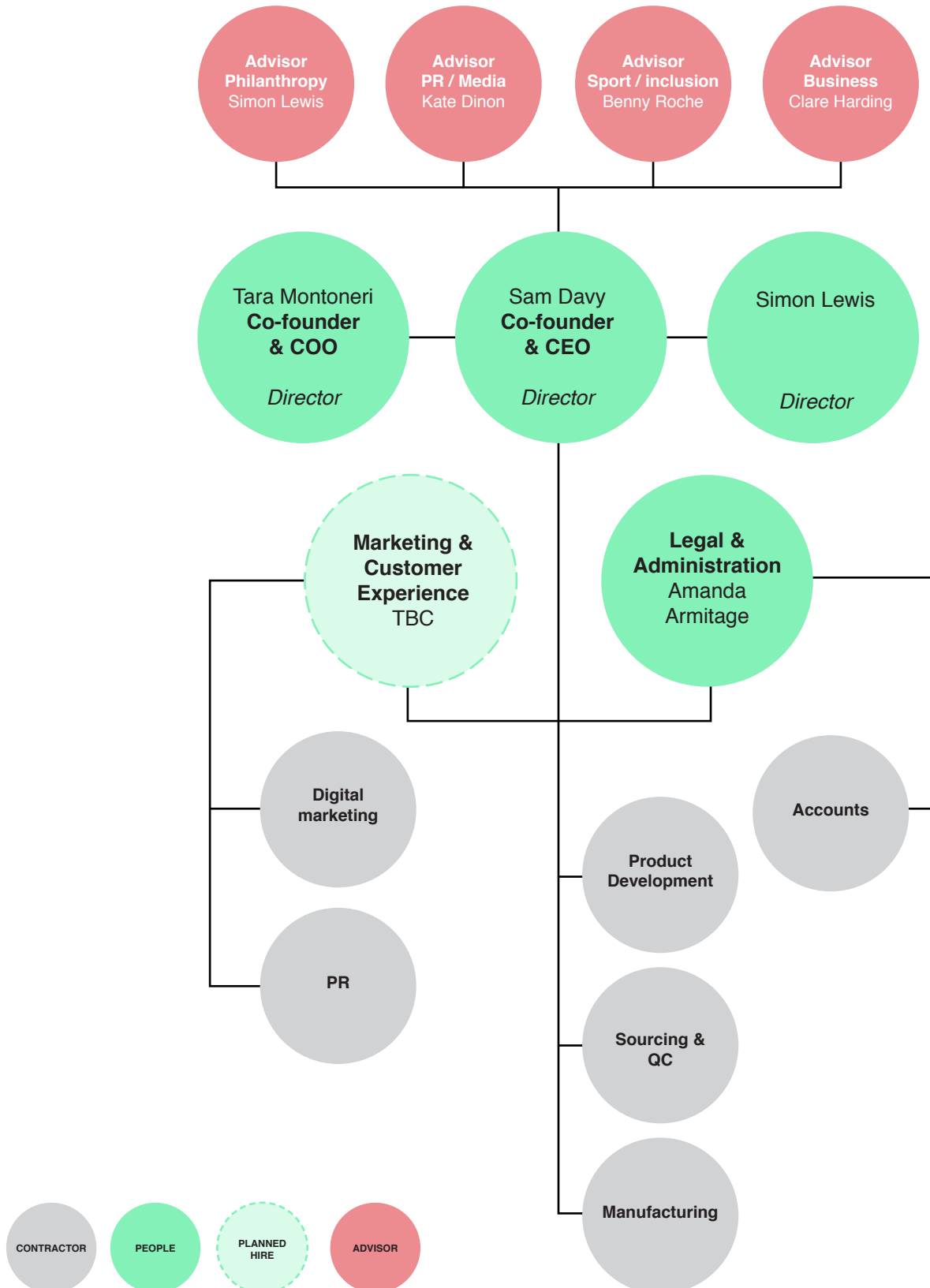


KATE DINON

Advisor Media & PR

Kate is the founder and managing director of Character, a strategic communications advisory firm. Kate is a communications and public relations strategist who has worked with the startup, technology, government, resources, design, and cultural sectors extensively over the past 15 years in Australia, the UK and Switzerland. Prior to Character, Kate was the head of corporate communications for a listed industrial company, based in Zurich. Kate has completed executive programs in international communications strategy at Columbia University in New York and an advanced management program for high potential leaders at INSEAD in France.

2.4.2 Organisation chart





2.5 CAPITAL STRUCTURE

2.5.1 Issued capital

PARK Social Sport Co has 2,250,000 ordinary shares issued today and there are no other classes of shares or options on issue. Table 1 below sets out the issued capital of PARK Social Sport Co.

Table 1

SHARES	MINIMUM SUBSCRIPTION	MAXIMUM SUBSCRIPTION
Existing Shares	2,250,000	2,250,000
	91.1%	75%
Offer Shares	200,000	750,000
	8.9%	25%
Total shares on issue	2,450,000	3,000,000
	100%	100%

All ordinary shares have the same voting rights (one vote for each share held) and the same rights to receive dividends. A more detailed description of the rights associated with the shares can be found in section 3.2 of the Offer Document.

2.5.2 Debt funding

There is a loan to the Company of \$51,100 from Studio Davy Pty Ltd. This loan represents the seed capital invested into the business to purchase initial stock, computers, software and equipment. The loan will not be repaid until the Company can afford to do so with the revenue from sales. In any case the loan will not be repaid within 12 months from 23 May 2018.

2.5.3 The crowd-sourced funding campaign

Our aim is to raise \$750,000 from up to 15,000 investors.

- As an investor you can nominate to invest from \$50, which gives you 50 shares for every \$50 investment in PARK Social Sport Co.
- Our preferred outcome is that like the World Cup final - it will be a sell out during the month in which this Offer is open. It is important to note that if we don't raise \$200,000 the crowd-sourced funding campaign will not go ahead and your investment will be refunded.

2.5.4 Significant shareholders

As set out in the table below, the 2,250,000 shares are held by the two founders and initial seed investors in PARK Social Sport Co.

SHAREHOLDER	SHARE TYPE	SHARES	OPTIONS
Founders	Ordinary	2,150,000	Nil
Seed investors	Ordinary	100,000	Nil
Total	N/A	2,250,000	Nil



2.5.5 Investor Benefits

As an investor of PARK Social Sport Co. you will benefit from this business model in a number of ways:

Overall benefits:

- You will get early access to new product releases and VIP access to future PARK events.
- You will receive exclusive gifts from time to time.
- Having a voice. You will own ordinary shares and have the ability to vote.
- Future returns on investment through potential dividends paid to shareholders. This is not guaranteed as it depends on the future profitability of the company and the Company deciding to pay a dividend.
- Possible capital growth in the investment over time.

The table below sets out the ‘investor gifts’ based on amount invested.

GOOD STUFF	INVESTMENT LEVEL					
	\$100	\$250	\$1,000	\$2,500	\$10,000	\$50,000 ³
Thank you letter	●					
PARK Ball		●	●	●	●	●
PARK Founders T shirt. Limited edition PARK founders T shirt.			●	●	●	●
PARK Poster A large format poster, hand numbered featuring original PARK artwork ‘Soccer can change the world’.				●	●	●
Lifetime Double Good. A permanent doubling of your personal Pass-A-Ball Project impact ¹ .					●	●
International Giving Trip An invitation to travel with the PARK team on an international giving trip and experience first hand what a new ball means to the kids we help ² .						●

1. Investors of \$10,000 or more will be given a personal code to use when checking out on the PARK online store.

2. The timing, location and duration of the international giving trip is yet to be determined.

3. Only Wholesale Investors may invest above the retail investment maximum of \$10,000.



2.6 RISKS FACING THE BUSINESS

Risk is commonly described as the effect of uncertainty on a company's objectives. Risk or uncertainty may result in a positive or negative outcome. Below is a description of the main risks facing PARK Social Sport Co. Only risks that may significantly impact the success or failure of the business have been included. Other general risks are set out in Section 1 of this document.

An investment in PARK Social Sport Co. should be seen as high-risk and speculative. Investors should read this section carefully before deciding to apply for shares under the Offer. There are also other, more general risks associated with PARK Social Sport Co. (for example, risks relating to general economic conditions or the inability to quickly or easily sell your shares).

The Directors of PARK Social Sport Co. request, if you are in any doubt, if you are unsure, if you do not understand anything in this document, please consult your financial advisor.

TYPE OF RISK	DESCRIPTION OF RISK
Competition	The sport retail market has several large incumbent participants. The inability of the company to successfully compete with these existing and potential new competitors would have a negative impact on the revenue and prospects of the Company.
Loss of key personnel	As an early stage business, the business is susceptible to the untimely loss of the key founders as they are considered critical to the continued success of the Company.
Intellectual property	Adverse impact on the company's ability to compete due to the inability to protect its intellectual property.
Technology	<p>The Company uses a number of sales, marketing and member communication technology solutions. If any of these technologies were to fail without notice, it could interrupt the Company's ability to sell or communicate with customers. Regular back-ups are maintained to minimise this risk.</p> <p>In an online environment, there is always a risk of loss, theft or malfunction of customer data. While systems are in place to protect customer data, the failure of these systems, without notice, could interrupt the Company's ability to sell or communicate with customers and meet its regulatory obligations.</p>
Product supply	We currently have one supplier of product and disruption to this supply could restrict the Company's ability to fulfil orders in a timely manner.
Insolvency	The Company is not yet profitable. The Company is seeking to obtain further funding to achieve its objectives. There is no guarantee that funding will be available on favourable terms or that the Company will receive any level of funding at all.



2.7 FINANCIAL INFORMATION

Below are the financial statements. Only the balance sheet is included, as the Company was incorporated on 23 May 2018. PARK Social Sport Co.'s accountants, LB Associates prepared the financial statements in accordance with the Australian Accounting Standards.

Detailed balance sheet

PARK Social Sport Co. Limited ACN 626 341 204

As at 23 May 2018

CURRENT ASSETS	NOTES	\$
Cash Assets		
Cash on hand		22,500
		22,500
Inventories		
Stock on hand		35,500
		35,500
Total Current Assets		58,000
NON-CURRENT ASSETS		
Property, Plant and Equipment		
Plant and equipment – At cost		15,600
		15,600
Total Non-Current Assets		35,500
Total Assets		73,600
NON-CURRENT LIABILITIES		
Financial Liabilities		
Unsecured:		
Loan-Studio Davy Pty Ltd ¹		51,100
		51,100
Total Non-Current Liabilities		51,100
Total Liabilities		51,100
Net Assets		22,500
EQUITY		
Issued Capital		
Issued and paid up capital 2,250,000 share		22,500
Total Equity		22,500

1. This loan represents the seed capital invested into the business to purchase initial stock, computers, software and equipment. The loan will not be repaid until the Company can afford to do so with the revenue from sales. In any case the loan will not be repaid within 12 months from 23 May 2018.

These financial statements are unaudited. They must be read in conjunction with the attached Accountant's Compilation Report and Notes which form part of these financial statements.



2.7.1 Management comments on historical performance and outlook

Sales

Comments on revenue outlook are inherently uncertain and should not be solely relied upon as they are subject to change, uncertainty and unexpected events, many of which cannot be controlled. Accordingly, actual results are likely to differ from the forecasts. No representation or assurance is or can be given that the forecasts will be achieved. Past performance is no guarantee of future performance. This revenue outlook has been prepared by PARK Social Sport Co. and has not been validated by an independent third party.

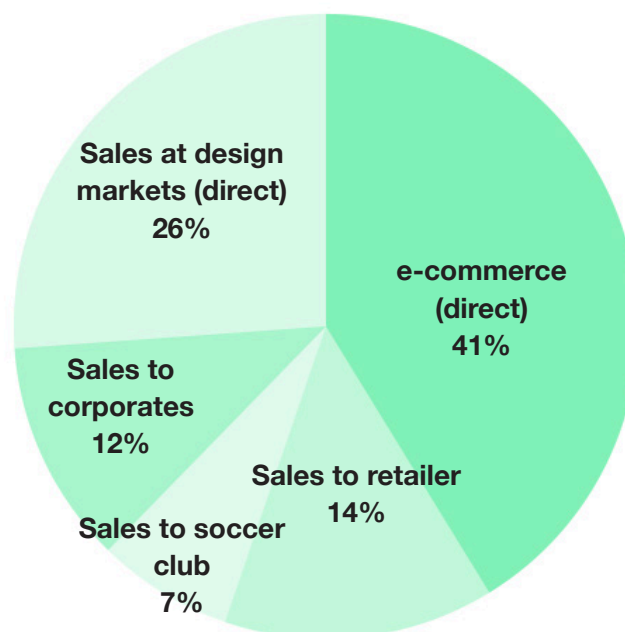
	1 July 2017 to 23 May 2018	FY18-19
Total Income	127,000	300,000

Income from 1 July 2017 to 23 May 2018 was generated by Studio Davy Pty Ltd.

The income assumptions made in the above table are based on the current rate of growth the business is experiencing. If the business continues growing organically, without investment the management believe that the business would achieve the FY18-19 forecast.

Sales by channel

As shown in the chart below, in the period of July 1 2017 to May 23 2018, the majority of revenue came from e-commerce direct, followed by design markets. Management anticipate that the projected growth in sales will come from the e-commerce direct channel and sales to retailer. This is due to the fact that these channels are easier to scale with a centralised model.



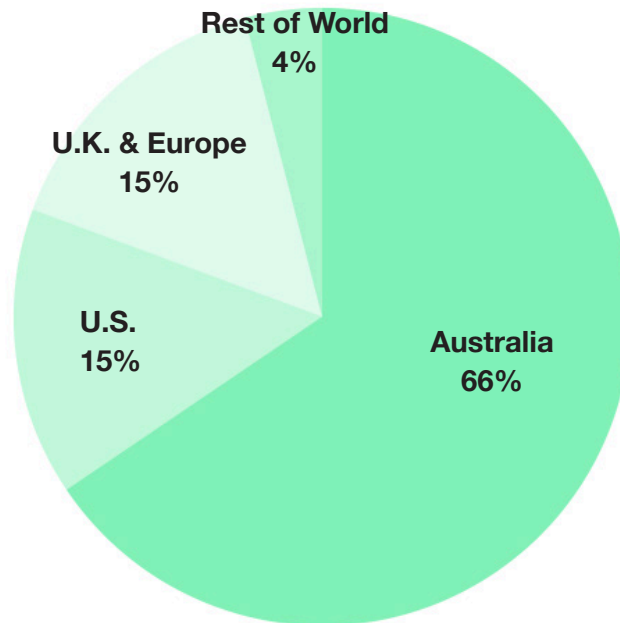
% Sales by channel – July 1 2017 to May 23 2018



E-commerce sales by geography

As shown in the chart below, in the period of July 1 2017 to May 23 2018, 34% of transactions on Parkssc.com were placed by international customers. This shows that the PARK brand and products are resonating with a global audience and gaining traction in the marketplace.

Source: Google Analytics, parkssc.com



% E-commerce (direct) sales by geography– July 1 2017 to May 23 2018

The average e-commerce transaction value for this period is \$63.43¹ and the sales conversion rate is 2.66%². Source: Google Analytics, parkssc.com

2.7.2 Gross margin

Before the second donated ball is taken into account, the gross margin on the current soccer ball range is between 75% to 85%. When taking into account the donated ball the gross margin range is 67% to 70%.

2.7.3 Breakeven outlook

Given the revenue outlook, margin structures and cost build required to achieve scale, PARK Social Sport Co. management expect to achieve cash flow breakeven in FY19-20

1. PARK Social Sport Co. expects transaction value to change as channel mix evolves and product mix evolves (e.g. from Soccer Balls to broader apparel)
PARK Social Sport Co. expects transaction value to change as channel and product mixes evolve (e.g. from Soccer Balls to broader apparel)



Section 3

**ABOUT
THE
OFFER**



**PARK Social Sport Co. is offering up to 750,000 shares
at an issue price of AU\$1.00 per share to raise
up to \$750,000.**

The key terms and conditions of the crowd-sourced funding offer (Offer) are set out in Table below. To participate in the Offer, investors must submit a completed application form together with the application money via the Intermediary's platform. The Intermediary's website provides instructions on how to apply for shares under the Offer. www.birchal.com

The Intermediary must close the Offer early in certain circumstances. For example, if the Maximum Subscription is reached, the Offer must be closed. If the Minimum Subscription is not reached or the Offer is closed but not completed, you will be refunded your application money.

3.1 Terms of the offer

TERM	DETAILS
Shares	Fully-paid Ordinary Shares
Price	\$1.00 AUD per share
Minimum subscription	\$200,000
Maximum subscription	\$750,000
Opening date	31/05/2018
Offer period	30 days, unless closes earlier by the intermediary

Rights associated with shares are covered in the next section.

Investors may withdraw their application during the Cooling-off Period. Further information on investor cooling-off rights can be found in Section 4 of this crowd-sourced funding offer document.

3.2 Rights associated with ordinary shares

Immediately after issue, the shares will be fully-paid shares. There will be no liability on the part of shareholders and the shares will rank equally with the other ordinary shares currently on issue.

The rights associated with the ordinary shares are set out in PARK Social Sport Co.'s Constitution. A summary of these rights is set out below.



Main rights attached to ordinary shares:

- To receive notice of and to attend any general meeting of PARK Social Sport Co.
- To vote at any general meeting of PARK Social Sport Co. on a show of hands, and on a poll, on the basis of one vote for each share held
- To receive dividends (if they are paid)
- To participate equally in the distribution of the capital and surplus assets of PARK Social Sport Co. (being any assets left over after all debts have been paid) in a winding up or reduction of capital of PARK Social Sport Co.

3.3 Use of funds

The table below sets out the intended use of funds raised under this Offer based on the minimum and maximum subscription amounts.

INTENDED USE	YEAR 1: MIN SUBSCRIPTION	YEAR 1: MAX SUBSCRIPTION
Marketing, sales & events	\$90,000	\$345,000
Salaries & consulting	\$80,000	\$300,000
Working capital	\$18,000	\$60,000
Cost of offer	\$12,000	\$45,000
Total funds	\$200,000	\$750,000

The Offer is not underwritten and there is no guarantee that these funds will be raised.

The costs of the Offer include the Intermediary's fees under the hosting agreement between the Company and the Intermediary. These fees are 6% of the total raised amount.

Other than as specified above, no other payments from the funds raised will be paid (directly or indirectly) to related parties, controlling shareholders, or any other persons involved in promoting or marketing the Offer.

We expect that the Maximum Subscription amount will be sufficient to meet the Company's short-term objectives over the next 12-18 months.

If only the Minimum Subscription amount is raised, the company will still be viable, but growth will progress at a slower pace.

3.4 What can I do with my shares?

Shares in the Company are considered illiquid as they cannot easily be transferred or sold. However, there are numerous possible circumstances that may create an opportunity for shareholders to exit the business. These include, but are not limited to:

- A trade purchase of the Company
- A listing on a recognised stock exchange (eg the ASX)
- A private equity investment in the Company
- A share buy-back by the Company

There is no guarantee that any of the exit options will eventuate.



Section 4

INVESTOR RIGHTS



4.1 COOLING-OFF RIGHTS

You have the right to withdraw your application under this Offer and to be repaid your application money. If you wish to withdraw your application for any reason (including if you change your mind about investing in the Company), you must do so within five business days of making your application (the Cooling-off Period).

You must withdraw your application via the Intermediary's platform by following the link and instructions on the CSF Offer page on the Intermediary's platform. After your withdrawal has been processed, the Intermediary will refund the application money to your nominated account as soon as practicable.

4.2 Communicating with you as an investor

As part of being an investor and owner of PARK Social Sport Co. we hope that you will be actively involved with the business not only as an investor but as a customer of our products. As such we expect to be in regular communication and we look forward to your involvement. Our website, www.parkssc.com, will contain information about our progress including annual general reports.

4.2.1 Annual report

PARK Social Sport Co. is required to prepare annual financial reports and directors' reports at the end of each financial year and lodge these with ASIC (within four months of the financial year end). PARK Social Sport Co. has a 30 June year end and its financial reports must be lodged by 31 October each year.

Provided PARK Social Sport Co. continues to meet the eligibility requirements under the CSF regime, PARK Social Sport Co. is not required to have its financial reports audited for up to five years from its incorporation as a public company – being 23 May 2018.

This means that PARK Social Sport Co. financial reports will not be subject to auditor oversight and, therefore, there will be no independent assurance of PARK Social Sport Co. financial statements.

However, the directors of PARK Social Sport Co. are still required to make a declaration that the financial statements give a true and fair view of the PARK Social Sport Co. financial position and performance and that the financial statements comply with the accounting standards.

4.2.2 Distribution of annual reports

Provided PARK Social Sport Co. continues to meet the eligibility requirements under the CSF regime, PARK Social Sport Co. is not required to notify shareholders in writing of the options to receive or access the annual report.



Shareholders will not be able to elect to receive a copy of the annual report by way of email or post. However, shareholders can access the annual report on the PARK Social Sport Co. website at the following address www.parkssc.com.

4.3 Communication facility for the offer

You can ask questions about the Offer on the communication facility available on the Intermediary's platform. You can also use the communication facility to communicate with other investors, with PARK Social Sport Co. and with the Intermediary about this Offer.

You will be able to post comments and questions about the Offer and see the posts of other investors on the communication facility. PARK Social Sport Co. and/or the Intermediary will also be able to respond to questions and comments posted by investors.

Officers, employees or agents of PARK Social Sport Co., and related parties or associates of PARK Social Sport Co. or the Intermediary, may participate in the facility and must clearly disclose their relationship to PARK Social Sport Co. and/or Intermediary when making posts on the facility.

Any comments made in good faith on the communication facility are not subject to the advertising restrictions in the Corporations Act.

4.4 Effect of the corporate governance concessions

We plan to have high levels of engagement with you as investors, below are the minimum rules outlined by the crowd-sourced funding legislation.

4.4.1 Annual general meetings

PARK Social Sport Co. is not required to hold an annual general meeting (AGM) for up to five years from its incorporation as a public company – being 23 May 2018 (assuming the PARK Social Sport Co. continues to meet the eligibility requirements).

This means that shareholders will not be provided with an opportunity to directly question the directors and management in an open forum about the management, business operations, financial position or performance of the PARK Social Sport Co., as this would usually take place at the AGM. However, the directors of the PARK Social Sport Co. may still be required to hold a general meeting in other circumstances, for example, where requested to by shareholders with at least 5% of the votes that may be cast at a general meeting. If shareholders have any queries or concerns about the PARK Social Sport Co., they should contact the company secretary directly company@parkssc.com



GLOSSARY

Company or PARK Social Sport Co.

Means PARK Social Sport Co. Limited ACN 626 341 204

Cooling-off Period

Means the period ending five business days after an application is made under this Offer, during which an investor has a right to withdraw their application and be repaid their application money

CSF

Means crowd-sourced funding under Part 6D.3A of the Corporations Act

Intermediary

Means Birchal Financial Services Pty Ltd AFSL 502618

Maximum Subscription

Means the amount specified in this CSF offer document as the maximum amount sought to be raised by the Offer

Minimum Subscription

Means the amount specified in this CSF offer document as the minimum amount sought to be raised by the Offer

Offer

Means an offer of fully-paid ordinary shares by the Company under this CSF offer document

Wholesale Investor

Means an investor who satisfies the definition of a 'wholesale client' under Chapter 7 of the Corporations Act 2001(Cth).

