

CROWD-SOURCED FUNDING OFFER DOCUMENT

**OFFER OF FULLY – PAID ORDINARY SHARES IN
TRIPLE 1 THREE LIMITED AT \$0.95 PER SHARE
TO RAISE A MAXIMUM OF \$2,500,000.**

This crowd-sourced funding (CSF) offer document relates to the Offer of fully-paid ordinary shares in Triple 1 Three Limited. This Offer is made under the CSF regime in Part 6D.3A of the Corporations Act 2001 (Corporations Act).

ISSUER

Triple 1 Three Limited, ACN 613 272 343

INTERMEDIARY

Birchal Financial Services Pty Ltd AFSL 502618

Always consider this offer document and the general CSF risk warning before investing



9 November 2021



TRIPLE*1*THREE

COME TOGETHER RIGHT NOW*



INVEST AND BECOME A MEMBER OF TH3 SOCIAL CLUB.
INVEST \$2,500 OR MORE AND BECOME AN OTHERSIDE TYCOON.
FOR DETAILS SEE PAGE 49.

TRIPLE*1*THREE

TABLE OF CONTENTS *

- Section 1 * Risk warning
- Section 2 * Information about the Company
 - Letter From the CEO
 - Company Details
 - Description of the Business
- Section 3 * Information about the Offer
 - Offer Terms
 - Use of Funds
 - Rights Associated with Shares
 - Investor Rewards
- Section 4 * Information about investor rights
 - Cooling-Off Rights
 - Communication Facility for the Offer
 - Corporate Governance Obligations for Public Companies
- Glossary *



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



**INFORMATION
ABOUT THE COMPANY**

2.

LETTER FROM THE CEO*

HELLO. HERE IT IS, OUR OFFER DOCUMENT. IT'S PRETTY CHUNKY, BUT WE HAVE A BIT OF A STORY TO TELL. WE THINK IT'S A GOOD STORY AND YES, IT FEATURES BEER AS THE MAIN CHARACTER, HOWEVER IT'S CERTAINLY NOT JUST ABOUT THE BEER. BUT, WE'LL START WITH THE BEER – BECAUSE THAT'S WHERE WE STARTED.

We brewed a beer for music festivals - our festivals. Turns out, it was a really good beer (and still is) and it really just took off from there. Off the back of the success of that beer (which we all know as 'Festive' Session Ale) we then hatched a plan. We built a full-scale production brewery, added a brewhouse, rejuvenated a music venue, introduced more beers into the range, took it all on the road and just kept going and growing.

We also pulled together the best band of people we could – think brilliant brewers, experiential evangelists, brand brains and sales masters. We grouped all the businesses under a holding company and called it Triple-1-Three. Why Triple-1-Three? Well, that's a story best told over a 'Festive'.

The plan? Corralling all our collective skills, and a shared passion for music and arts, to dream up all sorts of ways to have as many people as we can come together to socialise and connect with compelling cultural experiences. We thought, if we do that really well, then that's a pretty great legacy for any business right there. And certainly, in this day, at a time when the world is putting its pieces back together, it's a worthy investment.

Of course, if you then take our plan to bring people together, put our expanding range of award winning beers at the centre, layer in the traditional retail and distribution channels, and foster the right relationships, you have a business strategy that drives incredible brand connection and grows our beer volume. You also have a business that uniquely generates a real and meaningful contribution to community and culture – we call that 'amplifying social and cultural connections. All while at the same time driving a robust commercial imperative. What's not to love?

To date several very passionate and clever people have recognised the power in our plan and have joined us on our journey as shareholders. We think that they have done so because – unlike many other investments – it is not just about financial returns. It is as much about what happens on the journey. Not only do we get to come together to enjoy a beer, we get to share in some amazing experiences and witness lots of other people doing the same.

The shareholders join our Board and our 'band' of super talented people, united in our vision to drive both the cultural and commercial imperatives of the business.

We are loving what we are doing and lots of people are loving what we do. It's infectious, and we want to do more. We want to connect more people with our expanding beer and beverage range, we want to be part of more live music venues, we want to take our brand on the road and we want to bring more people together across the country. We want to pump up the volume and to do that, we need more people joining the band and we want like-minded people to invest in us and what we are doing to support and fuel our growth.

That's it in a nutshell. But, this document goes into a lot more detail. So, dive in and we hope you like what you read and you join the band as a shareholder.

Of course, if you have any questions, sing out!

See you soon!

AL TAYLOR
CEO

2.1

COMPANY DETAILS



THIS OFFER OF SHARES IS MADE BY TRIPLE 1 THREE LIMITED, ACN 613 272 343 (COMPANY).

Company name	Triple 1 Three Limited
ACN	613 272 343
Date of incorporation	27 June 2016
Conversion to public company	September 2019
Registered office	c/- A Plus Business Advisors 7C Centro Avenue Subiaco, WA, 6008
Principal place of business	Unit 1, 84 McCoy Street Myaree, WA, 6154
Accountants	A Plus Business Advisors
Auditors	RA Hardwick FCPA
Lawyers	Jackson McDonald
Share Registry	Automic Group
Subsidiaries	Otherside Brewing Co Pty Ltd Freo Social Hall Pty Ltd Collective Catering Co Pty Ltd Mojos Holdings Co Pty Ltd



2.2

DESCRIPTION OF THE BUSINESS



2.2.1 THE BUSINESS TODAY

The brief was simple: make the perfect beer for music festivals - a quality craft product with local, fresh, all natural ingredients that you could drink a few of, in the sun while soaking up the music and surroundings.

We dubbed it Festive, and it proved a hit at major festivals and garnered broader acclaim in the craft community. Our first brew had arrived, and a new craft brand was born - Otherside Brewing Co.

ONE COULD BE EASILY MISTAKEN FOR THINKING WE ARE SIMPLY A CRAFT BREWER.

Yes, we brew craft beer and are driven by a desire to create the most interesting and sought-after brews, but we have a vision for our business that is bigger than that. We have an ambition that will not only ensure commercial success, but - and perhaps more importantly - make a significant, real, positive and lasting contribution to the community.

WE ARE ALL ABOUT THIS IDEA OF AMPLIFYING SOCIAL AND CULTURAL CONNECTION.

So what does that mean? Well, back in the day, we created some of Australia's best music festivals that brought thousands of people together. Yes, the music was the magnet. But in doing so, we created an environment where people not only connected with the music, but with cultural moments, and importantly, with each other. A community of like-minded people sharing a collective, positive experience. We witnessed people leaving our events with more than when they arrived.

Today, we're driven by the desire to build a network - an ecosystem - through which people can come together for those experiences. The fact is that beer is a catalyst for connection, and a truly great beer will bring people together.

The beers we create at Otherside Brewing are doing just that. From our inaugural Festive Session Ale, our range has expanded to include a variety of exceptional craft beers and beverages that are available in a wide network of specialist and brand retailers, on hundreds of taps, and more. But that is merely the beginning.

OUR PURPOSE IS TO AMPLIFY SOCIAL & CULTURAL CONNECTION.

2.2

DESCRIPTION OF THE BUSINESS



2.2.1 THE BUSINESS TODAY (CONT)

NOT ONLY DO WE WANT PEOPLE TO COME TOGETHER FOR OUR BEERS, WE WANT TO CREATE PLACES IN WHICH THEY CAN COME TOGETHER

For us to deliver on our vision and create a sustainable, commercially viable business, we decided to create unique 'festival-like' experiences where people could gather, interact and connect. This is where our vision really starts to come to life.

THE CONNECTION STARTED WITH LIVE MUSIC VENUES

If the beer is the life-blood, the venues are the beating heart. Our growing roster of venues are a powerful channel to connect people with our brands and key to delivering on both our commercial and cultural imperatives. We have three venues but plan on building on that. Currently, there is Freo.Social – a multi-faceted, live entertainment destination in the city of Fremantle – Mojos Bar, the iconic live music institution in North Fremantle, and The Otherside Brewhouse, the social hub of its native Myaree, and home base for our operations. Each play an important role as experience arms for our products and purpose, while acting as hubs for community connection and live music in their respective precincts.

TAKING OUR BRAND TO THE PEOPLE

Witnessing our purpose coming to life in our venues, we saw an opportunity, and harnessing our significant brand and events experience, hatched a plan to take the whole thing on the road - to take the brand and the experience to the people.

Welcome to the Otherside was born. The idea is pretty simple. Seek out interesting unused spaces in places where amenity is lacking and create a 'place' for people to come together. Some call it a pop-up, but to us it is much more. It is the essence of Triple-1-Three, mobilized. A month of craft beer, live music, great food in cool, relaxed spaces where all are welcome. It builds brand connection while providing a place for the people to connect. Plus, it is a great way to test future locations.

AMPLIFYING OUR BUSINESS THROUGH PARTNERSHIPS

In Western Australia alone we have fostered a number of partnerships across contemporary music, visual art, performance arts, theatre, cultural events, and festivals. Each providing a unique opportunity to contextualize our brand purpose in a dynamic and social environment.

CELEBRATING OUR GREATEST SUPPORTERS

And finally, The 'Tycoons' as we like to call them, are a growing group of very social, beer lovers who have joined us on this journey. Today, there are nearly 1000 Otherside Tycoons enjoying the benefits of membership (of which there are many). In addition to being an engaged and energetic group to bounce ideas off of and help develop new products, they are champions for our brands and our vision as an organisation. Each proudly displayed by name on bricks throughout the Brewhouse, they are a reflection of the community we're building as we grow.

BRINGING IT ALL TOGETHER

We understand our tribe, our community, and we are creating an ecosystem around them through which they can connect, connect with experiences and connect with our products. Often described as a 'circular integration approach', we are building a collection of assets around our tribe that facilitate our cultural imperative of amplifying social and cultural connection, while driving our commercial imperative of investment growth for our shareholders - our 'band' members.

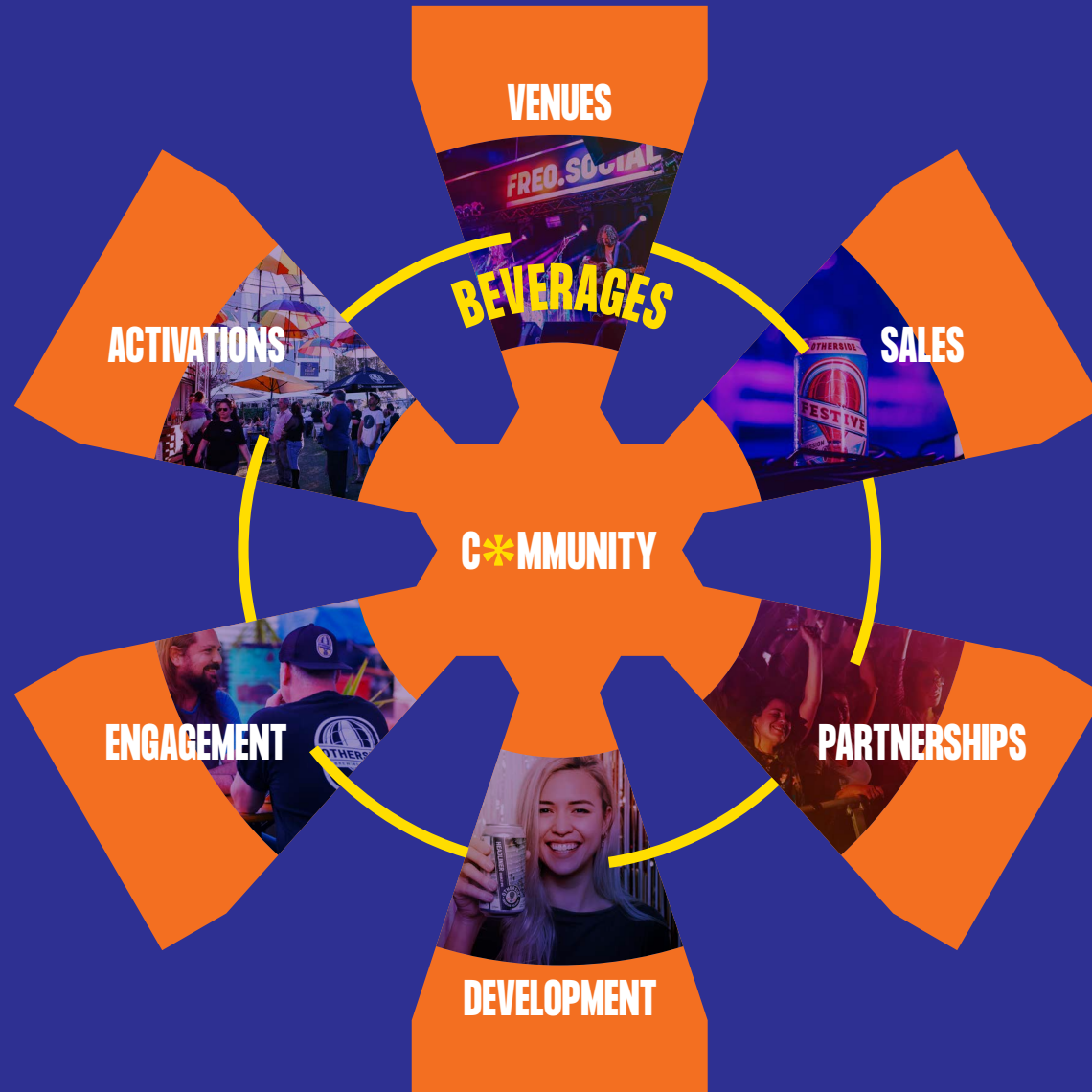
Our plan - our ambition - with your help is to amplify what is already proving to be a successful business and growth strategy. With the funds raised from our crowd-sourced funding campaign, we aim to evolve our beer and beverages range and get the brand in more hands in WA, across the country and further abroad. We want to expand our roster of venues either through development, acquisition and joint ventures and deliver more live music into more locations. We want to take the brand on the road to more places and create more spaces for people to come together and we want to continue to build relevant partnerships and grow our engagement programs, like Otherside Tycoons so they are even more rewarding for our supporters.

2.2

DESCRIPTION OF THE BUSINESS



2.2.1 THE BUSINESS TODAY (CONT)



BEVERAGES

VENUES

FREO.SOCIAL | MOJOS | OTHERSIDE BEERHOUSE

DEVELOPMENT

ENGAGEMENT

PARTNERSHIPS

AGWA | THE CRAFT BEER TRUST COMPANY INC. | THE ASSOCIATION OF CRAFT BEER DRINKERS OF AUSTRALIA | RTR | THE BEER HOUSE | WAM

2.2

DESCRIPTION OF THE BUSINESS



2.2.3 CRAFT BEER AND BEVERAGES

OTHERSIDE BREWING

INTRODUCTION

Our dream began with creating a beer that could bring people together, and we have managed to create many more that do the same.

Our beers and beverages are the life-blood of our business, connecting people across our venues and our activations, and bringing them back for more.

In the below, we will overview our beverage operations, and outline plans for what's next.



OTHERSIDE BREWING CO

Born and bred in Fremantle WA, we matured from a gypsy brewing operation and (using other people's breweries to produce our beer) moving to the light industrial area of Myaree, WA in only our second year of operation and built, from the ground up, a home for Otherside. The Myaree site features:

- * A 16-year lease on a 1300m² site
- * Full end-to-end production facility with 1.2M litre per annum capacity
- * 20HL 4-vessel brewing facility
- * A state-of-the-art canning line
- * A large-scale cool room
- * Lab testing facilities
- * 30 tonne grain silo
- * 400 Otherside-owned keg fleet
- * 40KW solar panel system

2.2

DESCRIPTION OF THE BUSINESS



2.2.3 CRAFT BEER AND BEVERAGES (CONT)

OTHERSIDE BREWING

OUR BEERS

Otherside's mission is to create beers that are so good they bring people together.

This needs to work on a number of levels, first to drive innovation and satisfy our high-end craft market, while at the same time appealing to a broader craft audience to ensure ongoing commercial viability of the brand and business. And, we have four different ways we achieve this.

1. CORE RANGE

The collection of our fan favourites. Produced all year round, our Core Range features six SKUs. They are:

- Festive Session Ale
- Anthem India Pale Ale
- Harvest Red Ale
- Lo-Fi Citrus Mid-Strength
- Social Helles Lager
- and our latest addition, Cloudburst Hazy IPA

2. EXPERIMENTALS

Our Experimentals are our adventurous, limited-release beers. This line offers a platform for our brewers to truly explore their creativity, enticing and challenging drinkers with a spectrum of interesting flavours, hop profiles, and varying strengths. These are invariable one-off, small batch products we get into market very quickly, and they look to anticipate industry trends and blends between new and traditional beer styles.

3. CREATIVE SERIES

Our Creative Series are primarily seasonal brews. While limited, they are more widely distributed and accessible products, though still appealing to a more sophisticated craft drinker. This series also features unique artwork on each release, which showcases the work of an emerging visual artist.

4. COLLABORATIONS

Our collaborations sit somewhere between our Experimentals and our Creative Series, where each release bears a bespoke can design and style dreamed up collectively between ourselves and our friends in the industry. We have produced collaborations with our craft beer friends on the East Coast and in NZ, iconic independent liquor stores, suppliers and other partners.



2.2

DESCRIPTION OF THE BUSINESS



2.2.3 CRAFT BEER AND BEVERAGES (CONT)

OTHERSIDE BREWING

SALES AND DISTRIBUTION

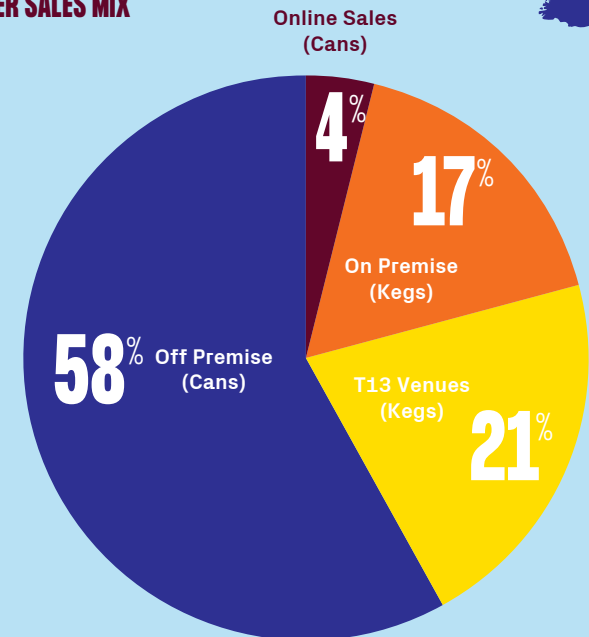
WE ARE DISTRIBUTED IN HUNDREDS OF BOTTLE SHOPS, PUBS AND RESTAURANTS IN OUR HOME STATE OF WA, WITH MOMENTUM BUILDING ON THE EAST COAST.

In addition to Western Australia, we also sell our product to Queensland, NSW, Victoria and SA, as well as NZ and Singapore.

We sell approximately 20% of our beer to our own venues (Brewhouse, Freo.Social and Mojos Bar), and overall we sell just under 40% of our volume in kegs, vs 60% in cans. With increased margin in keg products, this mix helps maintain strong profit margins.



WHOLESALE BEER SALES MIX



2.2

DESCRIPTION OF THE BUSINESS

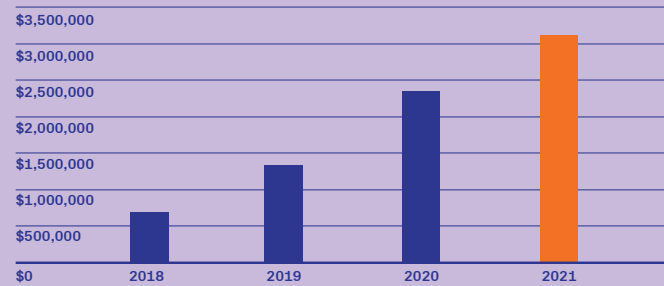


2.2.3 CRAFT BEER AND BEVERAGES (CONT)

OTHERSIDE BREWING

WHOLESALE SALES SUMMARY

Otherside has seen considerable growth through its various channels (On Premise, Off Premise, T13 Venues and Online) over the last 4 years, recording a six-fold increase in wholesale sales.



BEER AWARDS

Otherside beers are well known around Australia for their quality. Whilst our community support is clear, it's great to receive accolades from our peers. A selection of awards received by Otherside Brewing over recent years are:

- * 7 awards at the Australian Independent Brewer Awards
- * 16 awards at the RAS WA Beer Awards, including 3 trophies for best beer in class
- * 7 medals at the Royal Adelaide Beer & Cider Awards, including the 'Champion Ale' for our Anthem IPA
- * 'Beer of the Year' awarded to our Anthem IPA by WA Good Food Guide, 2021

BOTTLE SHOPS AND ALCOHOL RETAILERS (THE 'OFF PREMISE' MARKET)

The off premise market – or alcohol sales where you cannot consume on-site – is crucial to grow sales volume of our products. The more bottle shops and liquor retailers stock your products, the more chances people have to find them on the shelves and try (or retry) them.

Approximately 58% of our beer sales are sold in the off premise market. In addition to the vast majority of the major independent bottle shops around WA, Otherside Brewing has Core Range products sold in most national banner group chains, including:

- * First Choice
- * Dan Murphy's
- * BWS
- * Liquor Barons
- * Vintage Cellars

On the south and east coasts of Australia, through our distribution arrangement with Paramount Liquor, we distribute our product through banner group bottle shops, however funds raised from this equity raising will be used to drive a program to increase distribution in SA and up and down the East Coast.

2.2

DESCRIPTION OF THE BUSINESS



2.2.3 CRAFT BEER AND BEVERAGES (CONT)

OTHERSIDE BREWING

BARS, PUBS, RESTAURANTS, AND OTHER VENUES (THE 'ON PREMISE' MARKET)

The On Premise market – or alcohol sales where you can consume on-site – is the main influencer of credibility, experience, and trial for a beverage brand. It is also the main access point for drinkers to enjoy your product on tap, as opposed to can. The more venues range your products, and display them on tap, the more people can experience them in the right way, and later identify them in bottle shops.

On Premise sales, or consumption of our beers on-tap in pubs, bars and restaurants, accounts for just under 40% of our sales. Having navigated the saturated market of tap contracts facilitated by multinational brewers in Australia, we have overcome the hurdle to hold long-standing taps and a range of taps which rotate different Otherside products each month.

In addition to independent pubs and craft beer venues around the country, the below are examples of Otherside’s key trade relationships with pub groups:

PRENDIVILLE GROUP

- Rottnest Island Hotel
- Norfolk Hotel, Fremantle
- Brisbane Hotel, Perth
- Cottesloe Beach Hotel

MARLIN GROUP

- Whitfords Brewing Co
- Northbridge Brewing Co
- Leftbank Bar, Fremantle
- Universal Bar, Northbridge

On premise is critical to our long term success so, naturally, we will continue to focus heavily on securing more and more long-term tap arrangements across the country and will harness the funds from this raise to build resource and capability to drive this.

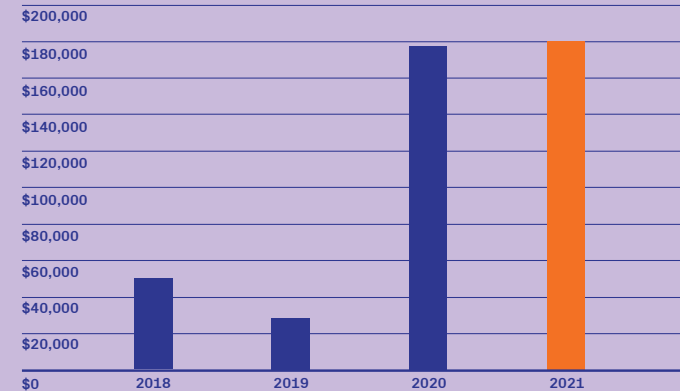
ONLINE SALES

At Otherside, we run an online retail store where registered customers can purchase our product and have it delivered.

Direct online sales account for around 4% of our business, and as our community continues to grow, so do our opportunities to connect people with our products directly.

Growth of our online channel has seen a more than 4-fold increase in sales over the last 3 years, with exclusive packaging formats and products being available through direct sales and our Tycoons program.

We will continue to evolve the online offering to test the opportunity to distribute to places where people can’t access our products locally. In addition, our online component helps us draw in new customers through limited releases and special offers, building a longer term connection with the broader product range.



2.2

DESCRIPTION OF THE BUSINESS



2.2.3 CRAFT BEER AND BEVERAGES (CONT)

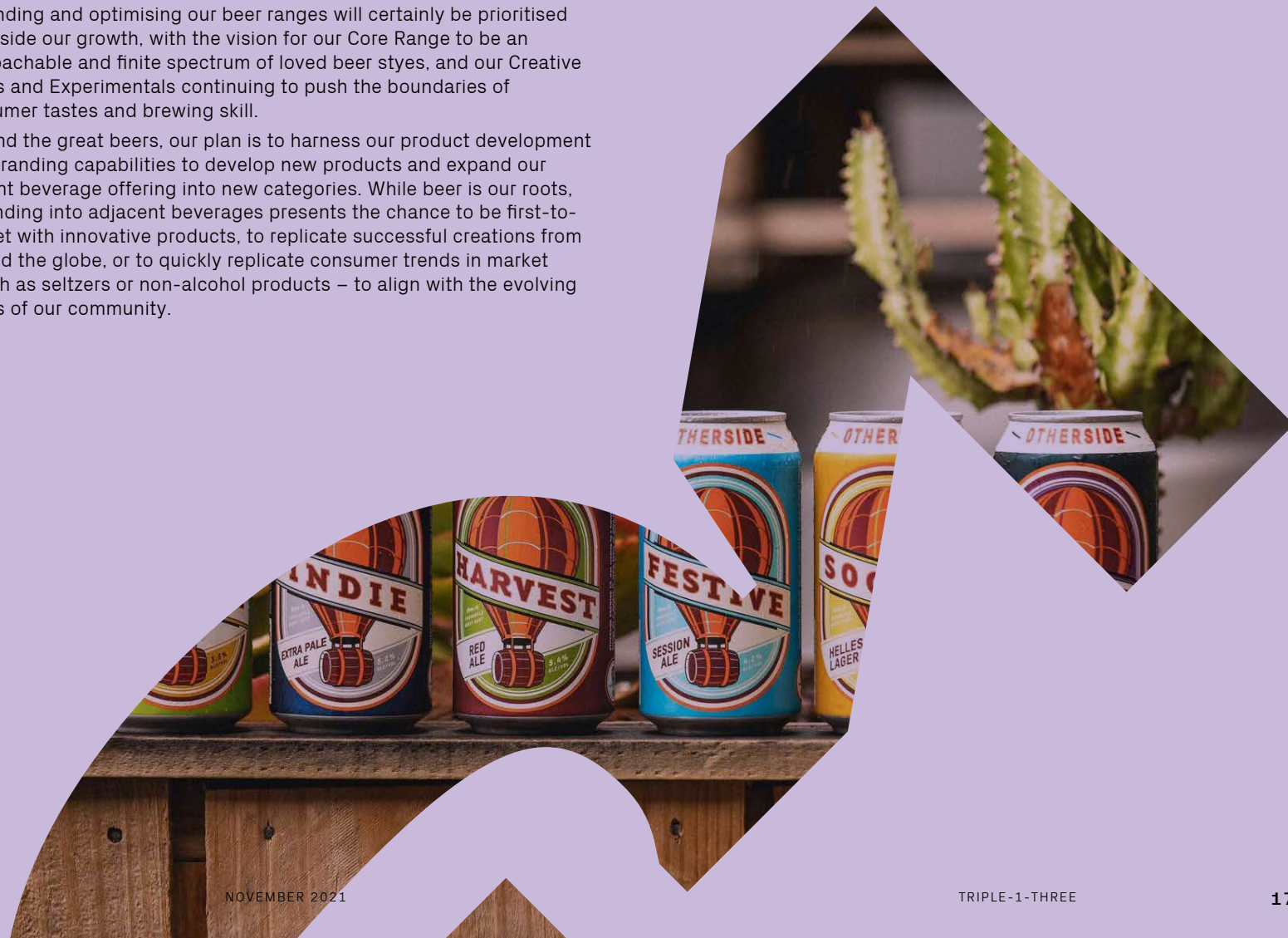
OTHERSIDE BREWING

BEER AND BEYOND

With Otherside Brewing growing in popularity, volume, and distribution, our ambition for the beer is as it has always been – to create beers that are so good they bring people together – and with that in mind, we will continue to create those that anticipate consumer trends, yield opportunities for creativity, and place us among the best of independent craft brewers in Australia and the world.

Expanding and optimising our beer ranges will certainly be prioritised alongside our growth, with the vision for our Core Range to be an approachable and finite spectrum of loved beer styles, and our Creative Series and Experimentals continuing to push the boundaries of consumer tastes and brewing skill.

Beyond the great beers, our plan is to harness our product development and branding capabilities to develop new products and expand our current beverage offering into new categories. While beer is our roots, expanding into adjacent beverages presents the chance to be first-to-market with innovative products, to replicate successful creations from around the globe, or to quickly replicate consumer trends in market – such as seltzers or non-alcohol products – to align with the evolving tastes of our community.



2.2

DESCRIPTION OF THE BUSINESS



2.2.4 VENUES

VENUES

When you look at our venue network, and indeed our ambition with future venues, there are a number of consistent themes including, of course, great beers and live music and entertainment as well as a focus on creating a simple, relaxed, unpretentious and inclusive atmosphere.

Our plan is to harness this successful formula and seek out new venue opportunities across WA and into the East via a combination of the creation of new spaces, acquisition and regeneration and suitably aligned joint ventures.

FREO.SO

2.2

DESCRIPTION OF THE BUSINESS



2.2.4 VENUES (CONT)

FREQ. SOCIAL

FREQ.SOCIAL

Freo.Social is the physical manifestation of Triple-1-Three’s vision and purpose. A perennial social hub, the venue is housed in what was once the No. 2 Battery Field Artillery Drill Hall in Fremantle – an entertainment and community institution in its day.

At its heart, Freo.Social is all about amplifying social and cultural connections. From a functional perspective, it is a multi-purpose entertainment-style destination that caters for 900+ people across four areas: its Entertainment Hall, the Side Bar, the Yards and The Mess.

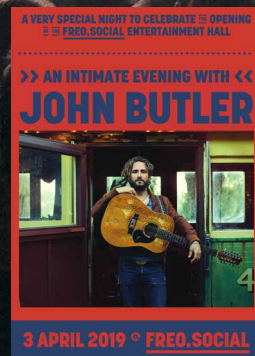
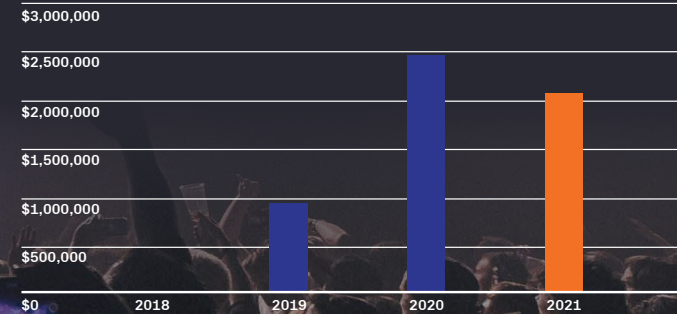
The venue is a thriving hub where people can connect, eat, drink, listen, or wander around and take in the space. There’s always something at Freo.Social to compel people to come back, whether it be a new brew, amazing food and service, an incredible performance, or just because it feels like your place with your kind of people. The venue’s reputation is established amongst the country’s biggest artists, and it is a place that supports and fosters creativity and connection with community.

We have presented over 300 bands and other live performances since opening in 2019. While our focus is on live music, Freo.Social showcases a wide range of entertainment.

FREQ.SOCIAL SALES SUMMARY

With steady revenue growth until the impact of the global pandemic in 2020, Freo.Social has been able to hold steady through operational challenges such as hospitality closures, capacity restrictions, artist touring limitations, and significantly reduced tourism, rebasing its operating costs throughout, and continues to see heavy community support and steady revenue.

Despite state border restrictions and the lack of touring artists, the venue has thrived on local music and community support for the first half of 2021. We are looking forward to the opportunity to showcase interstate and international acts to full crowds in the first half of 2022, with the expectation of reduced border restrictions and international travel resuming.



2.2

DESCRIPTION OF THE BUSINESS

MOJOS BAR

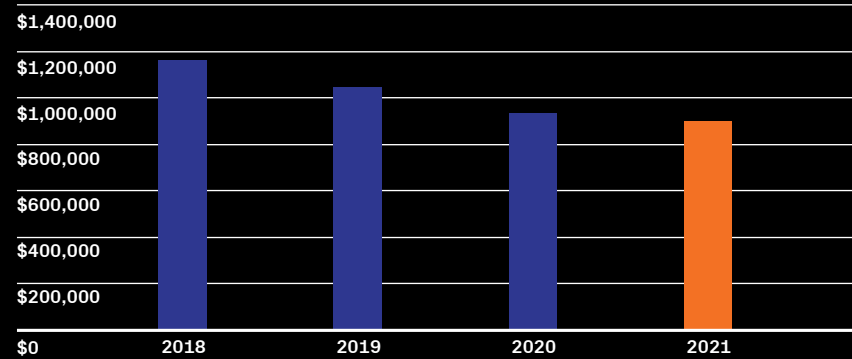
Mojos Bar is the newest addition to the Triple-1-Three roster, with the group acquiring the venue in September, 2021. The award-winning venue, celebrated as one of WA's most revered live music havens, is located in the heart of North Fremantle and has long served as one of the city's main destinations for emerging music.

Opening in the 1970's (originally as The Stoned Crow), it was christened Mojoes in the 1990's, and has since hosted iconic international acts, interstate tours, and local budding talent. Not uncommon for artists to kickstart their careers at the likes of Mojoes, its stage has seen the likes of John Butler, Tame Impala, POND, CW Stoneking, Stella Donnelly, and many other high-profile Australian bands.

The 200 person bar boasts are brand new PA system, outdoor pool table, alfresco area and is steeped in music history.

MOJO'S BAR SALES SUMMARY

Similar to Freo.Social, the venue's financial performance was impacted by the shutdowns but overall remained resilient. Mojoes is set to rebound in the second half of the 2021/22 financial year, and with the transition of ownership to Triple-1-Three, the stage is set for its return to form.



2.2.4 VENUES (CONT)

MOJOS BAR



2.2

DESCRIPTION OF THE BUSINESS



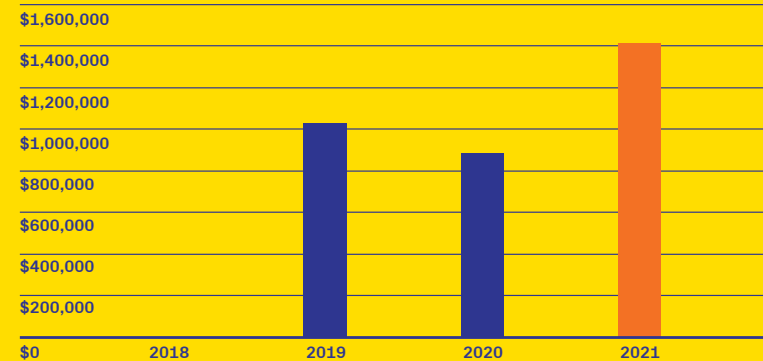
The 100-person capacity Otherside Brewhouse operates out of the same premises as the Brewery and, naturally, offers Otherside’s latest brews on tap, a takeaway and merchandise area, a food truck with a rotating schedule of food, and entertainment. It has a casual, family friendly atmosphere that represents a ‘festive feel’ and has very quickly become a highly popular destination.

Little did we know that the catchment was craving an experience like the one we were offering. From the factory and retail workers in the immediate area, to the young couples and families in the broader catchment, from day one the Otherside Brewhouse has – pretty much – been at capacity on the Wednesday to Sundays it is open.

OTHERSIDE BREWHOUSE BAR SALES SUMMARY

Sales from the Brewhouse bounced back strongly in 2021 as locals and beer-lovers flocked to the brewhouse for a chance to connect over good beer, tasty food and tunes.

The sales trend in 2022 looks even stronger.



2.2.4 VENUES (CONT)

OTHERSIDE BREWHOUSE



2.2

DESCRIPTION OF THE BUSINESS



2.2.5 ACTIVATIONS AND EVENTS

INTRODUCTION

Our business is about creating opportunities for people to come together, giving us the chance to connect them with our brands and creating new channels for our products. This extends beyond fixed venues. We look for ways to take our brand, and the experiences we can create, out into the community and we do this in lots of interesting and compelling ways.

WELCOME TO THE OTHERSIDE

While we create a number of activations through our various partnerships and trade relationships, our flagship experience is Welcome to the Otherside. We think of this as Freo.Social and the Brewhouse smashed together and put on wheels – a curated environment that showcases everything we stand for, and everything that makes us tick. Exceptional craft beer, live music, great food, our signature service, art, families, friends, fun and laughter.

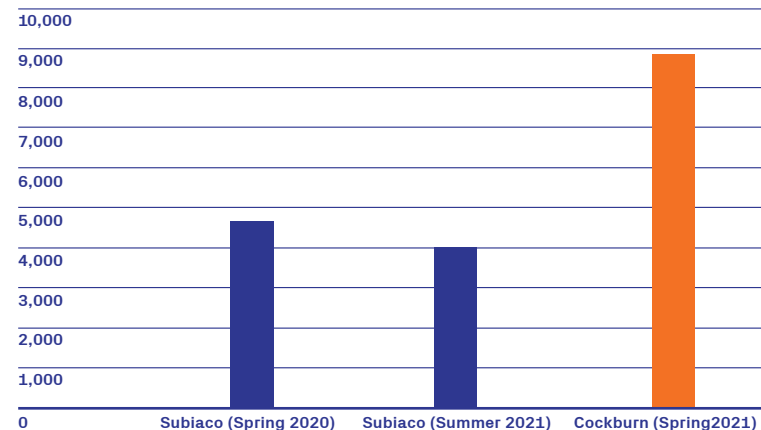
So far, we have run the concept in two major suburbs in Perth - Subiaco (twice!) and Cockburn – which have been met with high acclaim, attendance, and a thirst for more. With ambition to expand this program significantly in 2022, we are constantly in search of opportunities to bring Welcome to the Otherside to life in new and interesting ways.

Not only does Welcome to the Otherside provide us with a vehicle to go into new markets, broaden the connection with the brand and grow our beer volume, it provides us with a method by which to seek out potential, new permanent venue locations. A unique way to prove the concept without lots of sunk costs.

EVENTS: FESTIVALS

With festivals in our DNA, we can't help but show up in the right ones. The opportunities to get together in a festival environment over the last 18 months have been limited, but most recently Otherside Brewing has been a proud participant in both Froth Town and the Freo Craft Beer Festival, reaching almost 30,000 people in the process:

ATTENDEES



2.2

DESCRIPTION OF THE BUSINESS

WE HAVE FOSTERED A NUMBER OF STRATEGIC PARTNERSHIPS WITH ORGANISATIONS WHO ARE ALIGNED TO OUR BUSINESS AND BRANDS, AND THEY PLAY A CRUCIAL ROLE IN HELPING US DELIVER OUR PURPOSE AND CONNECT WITH WIDER COMMUNITIES.

RANGING FROM EXCLUSIVE OTHERSIDE RANGING PARTNERSHIPS, TO WIDER ACTIVATION AND COMMUNITY ENGAGEMENT VENTURES, OUR PARTNERSHIPS ARE GROWING WITH OUR AMBITIONS TO BRING MORE PEOPLE TOGETHER.



2.2.6 PARTNERSHIPS



2.2

DESCRIPTION OF THE BUSINESS



OTHERSIDE TYCOONS

Call it an advocacy program, call it a membership program - Otherside Tycoons is more. It is a carefully managed engagement program connecting the most avid and influential supporters of Otherside and we do everything we can to ensure their love for the beer and brand continues while harnessing their passion to amplify the brand.

Tycoons are craft beer lovers that are invited to 'buy a bit' of our brewery. In return, they get these benefits:

1. A personalised name on a brick at one of the venue bars
2. An exclusive window for new brews
3. A custom Tycoon brew twice a year
4. Event tickets
5. A welcome merch & growler pack

6. 10% food, beverage, and entertainment discount across all of our venues
7. A free growler fill on your birthday
8. Random acts of kindness (surprises throughout the year)
9. Partner benefits

We already have nearly 1,000 Tycoons, and as the business grows, so does our opportunity to bring more into the fold to enjoy our beers connect with more people and spread the good word.



2.2.7 DEVELOPMENT AND ENGAGEMENT PROGRAMS

OTHERSIDE TYCOONS



2.2

DESCRIPTION OF THE BUSINESS



TAPPED BY OTHERSIDE

We are committed to amplifying art, music and culture. And to achieve this we have created Tapped by Otherside. Our first, and already highly successful development program. The Tapped model is very simple. A percentage of profits from sales are put into a fund which is used specifically to support emerging creative professionals.

Tapped by Otherside started by focusing on supporting market-ready musicians in undertaking state, national and international tours. In today's music market the financial barrier of touring remains the single largest obstacle to bands/solo artists who are pursuing their careers outside of their own localised markets in order to establish genuine careers.

The program's focus has now broadened to include a visual arts grant, a film director grant and a band management grant. The fund is also used to assist supporting our venue partners by providing supported emerging content and to sponsor events that involve the creative industries.



Each year the funding pool has increased, and by the end of FY21, we will have contributed nearly \$150,000 into the program. Examples of the funding we have provided over recent years is listed below:

- * Regional Grant – Good Doogs Festival
- * International Development Grant (SX SX) – Stella Donnelly
- * Film Festival Grant – Tom de Souza
- * Music Grants – Legs Electric, David Craddock, Pow Negro (Superego)
- * Band Managers Grant
- * Emergence Festival sponsorship
- * BIGSOUND Grant - recipients include Lucy Peach, Superego, Noah Dillon, Flossy, Reija Lee, Dulcie, The Money War, Butter, Jack Davies and the Bush Chooks.
- * Otherside Creative Releases – 10 artwork commissions
- * Street and mural artwork commissions at the Brewhouse and Freo.Social
- * Sponsorship of the WA Art Gallery
- * Sponsorship of the Fremantle Festival

Naturally, as our business grows so too does the Tapped fund allowing us to support more artists. The success of our crowd-sourced campaign, and subsequent growth and success of our business will have a direct and very positive impact on the support of emerging artists.



2.2.8 DEVELOPMENT AND ENGAGEMENT PROGRAMS (CONT)

TAPPED BY OTHERSIDE

2.2

DESCRIPTION OF THE BUSINESS



2.2.9 THE MARKET

BREWING INDUSTRY

THE BREWING INDUSTRY

The Australian beer market is estimated to generate more than \$16 billion per annum in economic activity¹ and according to IRI and ATO data, is expected to grow at an annualised 4.4% over the next five years. Key categories in the market can be broken down into three categories:

1 THE MAJORS

International corporations including Carlton & United Breweries (now owned by Asahi Beverages) Lion Nathan, and the Australian Beer Co (owned by Coca-Cola Amatil).

Collectively they have over 90% share of the total market volume², and in recent years have acquired many once-independent craft breweries including 4 Pines, Pirate Life, Feral Brewing, Stone & Wood, Balter, Green Beacon, Mountain Goat and more.

These acquisitions have led these organisations to control approximately 65% of the craft beer market in Australia².

2 THE MID-WEIGHTS & OWNERSHIP COMPANIES

Including Australian brands (Coopers, Young Henry's), publicly listed companies (Good Drinks, Mighty Craft), and owned brands (Coles: Tinnies, Woolworths: Sail & Anchor)

THE AUSTRALIAN BEER MARKET IS ESTIMATED TO GENERATE MORE THAN \$16 BILLION PER ANNUM IN ECONOMIC ACTIVITY

3 THE INDEPENDENTS

Independent Beer in Australia accounts for 7.95% of total beer market volume³, and is estimated to be growing at 22% per annum⁴, building on 11.5% growth from 2019³.

Accounting for 10.66% of total beer revenue³, higher than it's volume measure, it holds a price premium in the market.

1 Aruvian Research Beer Industry In Australia 2019
2 Drinktec 2021
3 IBA Industry Report 2020
4 IBA Research and Economic Impact Report. 2021

2.2

DESCRIPTION OF THE BUSINESS



2.2.9 THE MARKET (CONT)

LIVE MUSIC INDUSTRY

LIVE MUSIC INDUSTRY

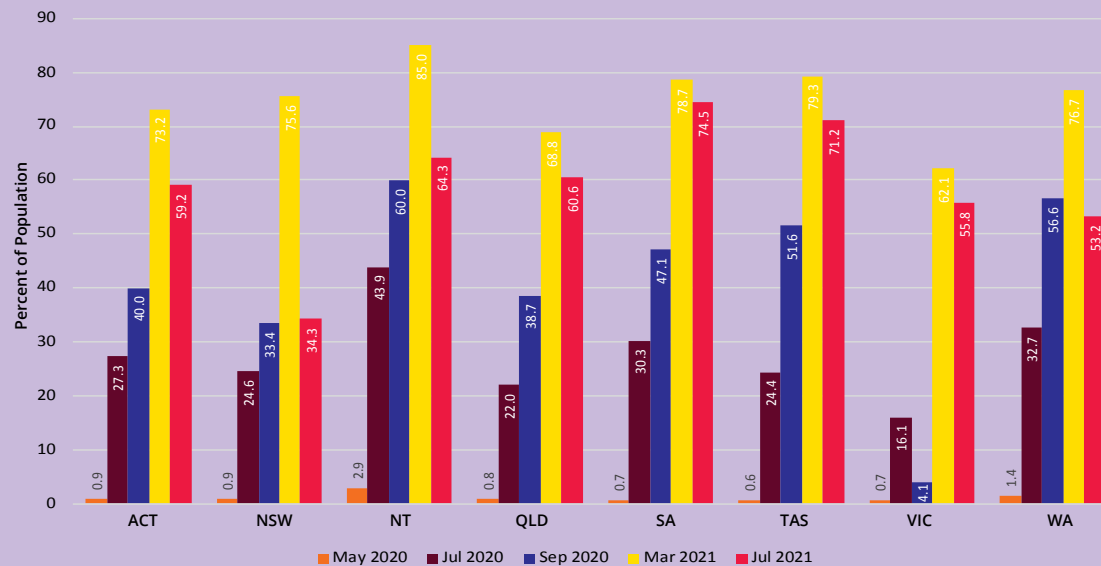
There is no doubt that the global pandemic and related lockdowns have had a significant impact on the live music industry in Australia. With that said, Western Australia has been in an advantageous position given its relatively low level lockdowns and limited bouts of community transmission.

With the state recording no community infection post-July 2021, businesses, including those in the hospitality and live music space, have been given the opportunity to once again

flourish, with community support and advocacy for shared, collective experiences growing stronger.

The below graph details live event participation levels by Western Australians over the past 12 months. While the snap 4-day lockdown in July 21 did impact the trend of prior quarters, anecdotally, WA has recorded strong participation year-round when compared to other states and a national average.

STATE-LEVEL IN-PERSON ATTENDANCE AT LIVE EVENTS IN THE PAST FORTNIGHT



Source: Bankwest Curtin Economics Centre | Authors' calculations based on the COVID-19 Audience Outlook Monitor Survey.

CROWD SOURCED FUNDING FOR THE CRAFT BEER INDUSTRY

Given the growth in popular of craft beer in Australia and the growth in sales in the industry, there has been a lot of interest in, and investment into, craft beer brands. A selection of the recent successful crowd sourced funding equity raisings includes:

- Batch Brewing Co raised \$1.5M
- Beer Cartel raised \$1.4M
- Co-Conspirators raised \$0.6M
- Spinifex Brewing raised \$2.0m

However, Triple 1 Three is more than just a craft brewer so we encourage potential investors to do their research on these and other equity crowd funding campaigns.

2.2

DESCRIPTION OF THE BUSINESS



2.2.9 THE BAND

INTRODUCTION

WE ARE NOT AN ORGANISATIONAL STRUCTURE SORT OF COMPANY. EVERYONE IS AS IMPORTANT AS EACH OTHER IN MAKING THIS BUSINESS HUM.

HOWEVER, WE KNOW INVESTORS WANT TO KNOW WHO'S WHO IN THE BAND, SO HERE IS A SELECTION OF THE KEY PEOPLE ACROSS THE T13 BUSINESS.

2.2

DESCRIPTION OF THE BUSINESS



2.2.9 THE BAND

OUR DIRECTORS



AL TAYLOR
CHIEF EXECUTIVE OFFICER

Initially an angel investor in 2016, Al was part of the advisory committee of Triple-1-Three until he joined as CEO in January, 2019. Prior to that, he ran one of Australia's most successful communications agencies – 303MullenLowe – where he was Chairman and Group Managing Director. He was instrumental in expanding the brand East Coast and growing it to be largest independently owned agency in Australia, prior to its purchase by InterPublic Group (IPG).

His areas of expertise include business strategy and execution, mergers and acquisitions, behaviour, brand & communications strategy and execution, financial management, corporate governance, reputation management, culture development, empathy and creativity enablement.

He is an award-winning behaviour change strategist having consulted to numerous State and Federal Government departments and Australia's most well-known commercial organisations.

He is President of the WA Music Association (WAM) and a Fellow of the Australian Institute of Company Directors.

At Triple-1-Three, Al is responsible for:

- Strategy
- Business Development
- Brand
- Marketing and communications
- Sales



JAMES LEGGE
CHIEF FINANCIAL OFFICER
CHIEF OPERATING OFFICER

James trained and qualified as a Chartered Accountant, then moved into Corporate Finance working for Bankers Trust and Deutsche Bank.

Then after working ten years in the finance/banking sectors, James found his calling in music festivals as a co-owner of Sunset Events. A business dedicated to bringing live music and festival experiences to Western Australia. James helped Sunset Events to become WA's leading festival/concert company, producing iconic festivals such as North West Festival, StereoSonic, Southbound Festival, St Jerome's Laneway Festival, West Coast Blues 'n' Roots Festival, and Groovin' the Moo Festival.

James most recently co-founded Triple-1-Three, where he gets to combine his finance, operational and music industry skills into a 365-day mini-festival, creating great experiences and bringing people together.

At Triple-1-Three, James is responsible for:

- Finance & Accounting
- Brewing Operations
- Venue Operations
- Sales
- Human Resources
- Company Secretary



ADAM LEVIN
CHAIRPERSON

An angel investor and member of the advisory committee until becoming Chair in late 2019, Adam has over 20 years' legal experience as a corporate partner of WA's largest law firm, Jackson McDonald, including 10 years on the board. He is recognised in a number of legal publications including Chambers Guide-Band 1 for Private Wealth Lawyers.

Highly regarded for his high-level expertise and ability to provide "strategic legal advice", Adam also sits on a number of advisory committees, family office and family foundations. His expertise includes specialist tax, corporate and trust structuring, governance, business and asset sale transactions, asset protection strategies, entrepreneurship, business transition and succession.

He is recognised as a leader in charities law and his 'for purpose' practice sees him engaged by many social enterprises, arts and culture organisations and other initiatives. Adam holds a Master of Taxation and is a Fellow of the Australian Institute of Company Directors.

At Triple-1-Three, Adam is responsible for:

- Chairing the Board of Directors
- Corporate Governance



BRUCE FIELDING
INDEPENDENT,
NON-EXECUTIVE DIRECTOR

A Chartered Accountant, Bruce was managing director of Nexia Perth for 13 years until 2012 when he stepped back from his profession to focus on doing some new things in the final stage of his career.

Having worked primarily as an advisor to private business, Bruce has been retained by a number of businesses in such diverse areas as mining services, transport, IT consulting, financial services and property investment.

It was during this time he was asked to lend a hand to the founders of a new business which became Pirate Life Brewing. Bruce became a founding director and shareholder and was part of the team that took Pirate Life from inception to being purchased by AB InBev – the world's largest brewer – in just 2 years and 9 months.

Bruce is a director of AFSL licensee IndiPac Securities Pty Ltd, private hospital Western Haematology and Oncology Clinic Pty Ltd and the Wajarri Yamaji Aboriginal Corporation, as well as medical research foundation the Perth Blood Institute Ltd.

At Triple-1-Three, Bruce is responsible for:

- Director responsibilities
- Providing independent oversight over the business

2.2

DESCRIPTION OF THE BUSINESS



2.2.9 THE BAND

KEY PEOPLE



RHYS LOPEZ
HEAD BREWER
OTHERSIDE BREWING CO

Rhys has been working in the Australian craft beer industry in various capacities for the past 15 years, and has been brewing professionally for the past eight.

Prior to helping found Otherside, he has worked with Little Creatures, Gage Roads, Hippocampus and other Western Australian craft producers.

Rhys is always striving for creating beers with balance and consistency - from the water chemistry before mash in through to the carbonation in the can, Otherside beers are meticulously considered and designed to keep all aspects in harmony.

At Otherside Brewing, Rhys is responsible for:

- Brewing and packaging operations
- Recipe development
- Brew team mentoring and development



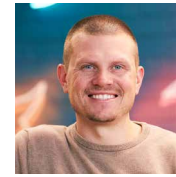
KYLE LYONS
HEAD OF SALES
OTHERSIDE BREWING CO

Kyle has been working in and around craft beer for over a decade and in a sales capacity for the last five years. Landing in his first sales role in early 2015 for a local coffee roastery, Kyle found his feet in the sales world.

In 2017 he joined Otherside Brewing and became the second employee of the company. Kyle is deeply passionate about craft beer and Otherside in particular. His knowledge of the industry and consumer has been paramount in the development of the Otherside Brewing beverage portfolio and its wider distribution in and outside of WA.

At Otherside Brewing, Kyle is responsible for:

- Overseeing the Sales team
- Developing and implementing sales strategies
- Relationships with key suppliers, in WA and East Coast
- Sales targets



BRADEN LOADER
HEAD OF BRAND & EXPERIENCE (ACTING)

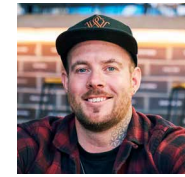
Braden comes from a mixed background of sales, marketing, and partnerships, having spent the majority of his career in the music and liquor industries.

Originally from Canada, Braden brings a host of experience and perspective from the growth of craft beer and entertainment in North America, and most recently managing partnerships and experiences for Australia's largest brewer, brings a wealth of knowledge in how brands come to life and how to engage communities through passion.

An avid music fan and lover of craft beer, he is driven by authentic, memorable experiences and the opportunity to create them.

At Triple-1-Three, Braden is responsible for:

- Overseeing brand development
- Group media
- Events and activations
- Brand partnerships



ASH BLACK
VENUE MANAGER
OTHERSIDE BREWHOUSE

Ash has been working in the hospitality industry for seven years. After his venue management debut in the South West of WA, the role ignited his passion for creativity, mixology and beer.

His passion for beer resulted in the venue becoming a hub for craft beer lovers, and during Ash's time at the venue, it was nominated twice for 'Best Small Bar' in the South West at the WA Bar Awards.

Ash then transitioned to the role of venue manager at the Otherside Brewhouse, and continues to share his passion and enthusiasm for craft beer. Ash strives to bring the best customer service and strong knowledge of beer to our community. He has a knack for making his customers feel like family, and strives to ensure that Otherside has a strong presence within top-tier craft beer venues in the country.

At Otherside Brewing, Ash is responsible for:

- Overseeing venue operations
- Staffing
- Consumer experience
- Revenue and cost targets

2.2

DESCRIPTION OF THE BUSINESS



2.2.9 THE BAND

KEY PEOPLE



JACOB WHITEFORD
VENUE MANAGER |
FREO.SOCIAL

Jacob has been working in hospitality and the craft beer scene for the last thirteen years across a variety of venues in both Perth and Melbourne.

He has held management roles at The Black Cat, Fitzroy, Creatures Next Door (now Harbourside) and LC, Fitzroy, along with stints at Bread in Common, Little Creatures Fremantle and the Otherside Brewhouse before transitioning to Freo.Social.

Jacob is passionate about live music and entertainment, seeking to create the best experience for our community in a relaxed and comfortable setting.

At Freo.Social, Jacob is responsible for:

- Overseeing venue operations
- Staffing
- Consumer experience
- Content, including talent, bookings and functions
- Revenue and cost targets



AMBER JEAN HATTON
PROGRAMMING DIRECTOR
MOJOS BAR

Amber has been immersed in the music industry for the past fifteen years. Amber started her career working with local emerging artists as a band manager and was recently appointed Head of Programming at Mojoes Bar in 2021.

Amber is committed to creating a safe and inclusive culture that brings music lovers together. Throughout her years working in the industry, she has proven to be committed to booking great shows, diverse acts, and supporting live music from WA and beyond.

At Mojoes Bar, Amber is responsible for:

- Artist bookings and management
- Content development
- Events



REBECCA PRICE
VENUE MANAGER
MOJOS BAR

Bec has been working in the hospitality and music industries for over five years - through many different venues, roles and even as an artist herself. Bec has worked with groups such as Pilerats / Made in The Pile, The Bird, Nevermind Smallclub, Independent Events, Streamline Entertainment, and more, with the added longstanding relationship at Mojoes Bar.

Bec strives to contribute to the arts industry as much as possible, with a Bachelor degree in Performing Arts, her own music production career, and in a marketing and events capacity.

She aims to be across as many disciplines as she can to grow and support the West Australian arts industry as much as possible, whilst keeping customers and artists feeling happy, safe, and supported in what she believes is the best live music venue in the world.

At Mojoes Bar, Bec is responsible for:

- Overseeing venue operations
- Staffing
- Consumer experience
- Revenue and cost targets

2.2

DESCRIPTION OF THE BUSINESS



2.2.10 OUR VALUES

WHAT WE STAND FOR

- * **CREATIVITY:** WE ARE CHAMPIONS OF CREATIVITY. IT INSPIRES US, DRIVES US, DRAWS US TOGETHER.
- * **COMMUNITY:** INTERACTION AND SHARING EXPERIENCES AND IDEAS BOND US TOGETHER AND FACILITATES POSITIVE, ONGOING CONNECTION AND SOCIALISATION.
- * **AUTHENTICITY:** NO PRETENCES. NOTHING ARTIFICIAL. WE MAINTAIN A GENUINE, OPEN AND HONEST APPROACH IN EVERYTHING WE DO, WHAT WE MAKE, AND HOW WE INTERACT.
- * **PASSION:** THE ADDICTIVE AND MOTIVATIONAL POWER OF SINCERE ENTHUSIASM, UNWAVERING BELIEF AND THE DESIRE TO INFECT OTHERS.
- * **UNISON:** LIKE A BAND, NO ONE MEMBER IS MORE IMPORTANT THAN THE OTHER. WE ARE ALL CRITICAL IN THE OVERALL PERFORMANCE. RESPECT AND TRUST UNDERPIN OUR PERFORMANCE.

2.2

DESCRIPTION OF THE BUSINESS



2.2.10 OUR VALUES

OUR VALUES IN PRACTICE

SUPPORTING THE CREATIVE INDUSTRIES

Our support of and commitment to the creative industries is well documented, in particular, through our Tapped by Otherside program. We are passionate about the development of and support of the creative industries at Triple-1-Three, and we believe a strong and vibrant creative industries sector in Australia is vitally important to its cultural development.

OUR PEOPLE ARE OUR BIGGEST ASSET

Attracting the most brilliant, creative, and capable minds has been the vision for Triple-1-Three since the beginning. For us, everyone has a voice – every one as credible, value-adding, and contributing as the others – and we empower those voices with an extremely flat organisational structure.

In addition, we want everyone to have skin in the game – in how we perform, and how we give back. That's why, we have committed 5% of the company to an equal participation employee share pool.

COMMUNITY COMMITMENT

In addition to the 5% put aside for our valued employees, the Company also has allocated 1% of any exit proceeds towards community charities/causes selected by our employees.

SOURCING LOCAL

As important as the community we build is the community we source from, and of course, the community we recruit from. We place high importance on connecting with local farmers, producers, artists, designers, performers, partners, organisations and staff so we may all come together and grow in unison.

ENVIRONMENTAL SUSTAINABILITY

We believe all business inputs and outputs should be considered for their environmental and ecological impact. Whether it be energy sources, bio-waste management, plastics reduction, carbon offsetting or recycling initiatives, we feel we are responsible for future generations and endeavour to do all we can to minimize our footprint. The below are current processes and goals undertaken by the company to support this perspective:

- Our Myaree production facility roof currently houses a 40 KW 100 panel solar energy system
- All our lighting at our Myaree facility has recently been upgraded to state-of-the-art energy efficient LED lights
- All brewing bio-waste is donated to local farmers
- We support WA's container for change aluminium can recycling initiative
- We are committed to using biodegradable beer rings in the 2022/23 financial year
- We have pledged to be Net Carbon Zero by 2030

SUPPORTING DIVERSITY

Life would be pretty dull if we were all the same. That's why we at Triple-1-Three support diversity in all forms, support staff and patrons' freedom of expression, and don't accept any form of discrimination in our workplace.

2.2

DESCRIPTION OF THE BUSINESS



2.2.11 CAPITAL STRUCTURE

SOURCES OF FUNDING

Since inception, the Group has been funded as follows:

- The Group was initially financed through equity contributions by the Company's Founders
- Over the course of 2017 through 2019, the Company obtained funds from a range of early investors via convertible notes, secured debt and unsecured debt. Funds were used to build Freo.Social and Otherside Brewery/Brewhouse, as well as to invest into the brand and people
- Otherside Brewing also obtained asset financing by way of operating leases for the majority of its brewing equipment
- In October 2019, the Company converted the majority of the convertible notes into ordinary shares.
- In April 2020 and June 2021, the Company raised additional funds from shareholders via two rights issues. Both rights issues were oversubscribed
- At 30 June 2021, the Company had a mix of private debt provided by related parties, investors or supporters totalling \$4.3M which all had a 31.12.21 expiry date.

In September 2021, the Company invited early conversion of this debt to equity, and we received strong support from our debt holders to convert \$2,303,075 of debt to equity by 31.12.21.

The remainder of the debt will be refinanced via a new secured debt facility with the following terms:

- facility of up to \$3.0M
- 3 year term
- 7% pa rate of interest
- equity conversion rights at the end of the term to be negotiated

The Company is currently in discussions with a number of potential lenders and expects to complete this refinancing by 31 December 2021.

The Company will not be using any funds raised by this Offer to repay any of the debt facilities outlined above.

DIRECTOR OPTIONS

In lieu of director fees, each year the Company issues the two non-executive directors \$30,000 each of zero exercise price option (ZEPO's).

SHARE OPTIONS

All shareholders at 29 Sept 2021 have been allocated share options based on 1 option for every 5 shares held, which is exercisable at 70c per share between 1 Jan 2023 and 30 June 2023.

If all shareholders exercised these options, 3,435,186 shares would be issued and \$2.4M funds would be raised.

ISSUED CAPITAL BEFORE THE OFFER

As at the date of this Offer Document, the Company has 17,175,938 ordinary shares and 3,555,186 options on issue. The Table 1 below sets out the issued capital of the Company before the Offer:

	No of Shareholders	Number of Shares	%
Founders	2	4,549,865	26.5%
Angel Investors	2	3,913,399	22.8%
Early Investors	30	8,712,664	50.7%
Total		17,175,928	100.0%

2.2

DESCRIPTION OF THE BUSINESS



2.2.11 CAPITAL STRUCTURE

ISSUED CAPITAL AFTER THE OFFER

Table 2 below sets out the issued capital of the Company following the Offer on a fully diluted basis (i.e. presuming all options are exercised).

	Min Raise (\$500k)		Max Raise (\$2.5M)	
	Number of Shares	%	Number of Shares	%
Founders	4,549,865	17.4%	4,549,865	16.1%
Angel Investors	3,913,399	15.0%	3,913,399	13.9%
Early Investors	8,712,664	33.4%	8,712,664	30.9%
Debt Conversion	4,826,545	18.5%	4,826,545	17.1%
Options ¹	3,555,186	13.6%	3,555,186	12.6%
Offer Shares	526,316	2.0%	2,631,579	9.3%
Total	26,083,975	100.0%	28,189,238	100.0%

1. The Employee Bonus Plan has not been factored into the above table

RIGHTS & LIABILITIES ASSOCIATED WITH SECURITIES

As at the date of this Offer, the only class of shares on issue are ordinary shares. There is no shareholders agreement between the existing shareholders and as such, the rights and liabilities associated with the shares are as set out in the Company's constitution.

Under the Constitution, the Triple-1-Three Limited Board of Directors has the power to refuse a transfer of shares to a third party. A more detailed description of the rights and liabilities associated with the shares is set out in Section 3. A copy of the Company's Constitution is available on the Intermediary's platform.

EMPLOYEE BONUS PLAN

Triple-1-Three has set up an Employee Bonus Plan whereby 5% of the value of the company is set aside for our employees. The key features of this Plan are as follows:

- Available to all full time or part-time employees (FTE greater than 70%) of any Group company, after 6 months of employment
- Each employee gets one token for each 6 months of continuous employment
- In the case of an exit (eg sale or IPO), employees pool their tokens and receive a share of 5% of the proceeds of an exit
- In addition, the Company has pledged to put aside 1% of exit proceeds to community causes selected by employees

2.2

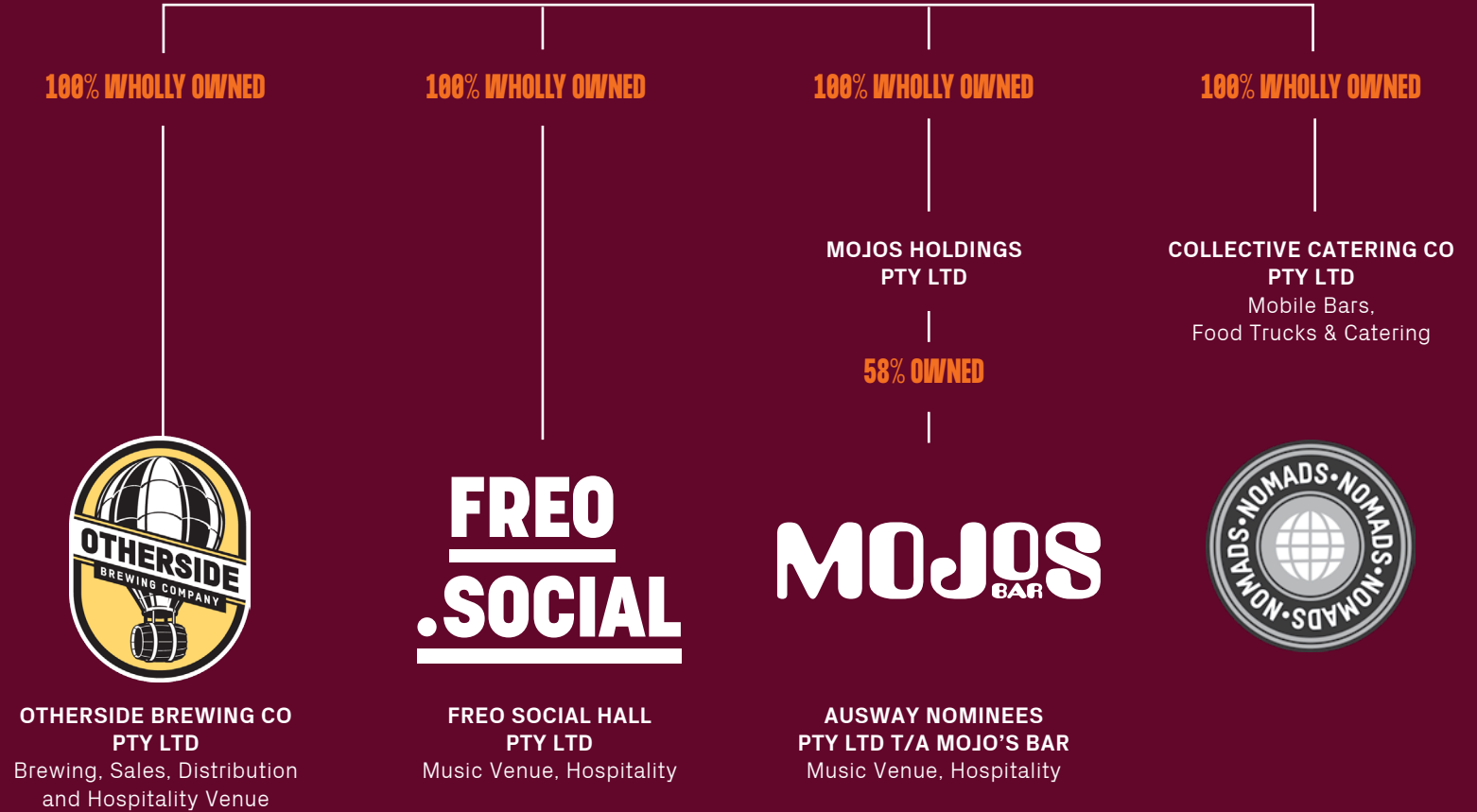
DESCRIPTION OF THE BUSINESS



2.2.12 ORGANISATIONAL STRUCTURE

TRIPLE*1*THREE

PARENT COMPANY



2.2

DESCRIPTION OF THE BUSINESS

An investment in Triple-1-Three Limited should be seen as high-risk and speculative. A description of the main risks that may impact the Company's business is below. Investors should read this section carefully before deciding to apply for shares under the Offer. There are also other, more general risks associated with the Company (for example, risks relating to general economic conditions or the inability to quickly or easily sell your shares).

Risk	Description
Cash flow risk	The Company's operating activities involve a series of cash inflows and outflows. Although the Company seeks to manage its cash flow efficiently, there is a risk that the Company may not have sufficient cash or working capital, at times, to fund both its operations and its expansion plans. This could affect the Company's profitability, future prospects, and its ability to meet its business objectives.
Funding risk	<p>The Company is in the process of raising funds to achieve its strategic business objectives and to cover its projected operating expenses. The Company may not raise all of the required funding and therefore not achieve all of its business objectives.</p> <p>The Company may also need to raise additional funds in the future from investors or third parties. There is no assurance that the Company will be able to obtain additional rounds of funding on substantially the same terms as outlined in this Offer Document or at all. The Company's value may be materially affected if the required additional funding is not available.</p>
Competition risk	The Company operates in a highly competitive market, with several known competitors, and new competitors every year. If the Company is unable to successfully compete with existing and/or new competitors, this would have a negative impact on the revenue, profitability and future prospects of the business.
Brand risk	If the Company does not maintain consistent quality, service, and individuality in its offering, or, unforeseen circumstances happen within the premises of any of the Company's entities, the Company's brand and reputation could be damaged. In an increasingly connected world, damage to a company's brand and reputation can be catastrophic. The Company is acutely aware of this risk and is vigilant to ensure that it maintains a consistently high level of product quality and customer service.
Failure to secure/ loss of supplier or customer	<p>Inability to secure or lose a major supplier or customer.</p> <p>Reliance on overseas suppliers or manufacturing.</p>
Operational risks	Inability to secure distributors and vendors to sell the product.
Dilution	A shareholder's interest being diluted if they do not participate in future fundraisings, if such future fundraisings occur.
Hospitality Restrictions	If future hospitality restrictions are imposed on venues, the Company's ability to source revenue from patronage may be affected.
Construction or Leasing Delays	If council, construction, or leasing delays occur with respect to a proposed site of a new venue, this may extend its development phase, and therein, pushing out its ability to generate revenue.
Regulatory Changes	Regulation or taxation changes in relation to the alcohol or hospitality industries may affect the Company's bottom line or ability to trade as it does currently.



2.2.13 RISKS

2.2

DESCRIPTION OF THE BUSINESS



2.2.14 DISCLOSURES

Bruce Fielding, independent non-executive director, was a director of and, through a related controlled entity, a 50% shareholder and secured lender to Bronwest Pty Ltd which operated a manufacturing business in Perth, WA. The business was sold to an unrelated third party and in order to recover the secured loan, a Receiver & Manager was appointed to the company. 100% of the secured loan was recovered.

In his capacity as a Director and Partner of chartered accountancy practice MGI Perth, Bruce held appointments as either a director or secretary of several client companies. He held no executive role and no shareholding in any of these companies. A small number of them were, for varying reasons, liquidated and subsequently struck off. These were:

- * Manage IT Group Pty Ltd
- * Corporate Online Pty Ltd
- * Kiri Tech Pty Ltd
- * Tindale Pty Ltd
- * Margaret River Vines Pty Ltd

As a practicing Chartered Accountant, Bruce had an insight into businesses that ranged from highly successful to poor performing and to some that failed. Those insights have helped inform Bruce's approach to business management and contributed to him becoming a sought-after business adviser in his post-practice career.



2.2

DESCRIPTION OF THE BUSINESS

The financial information contained in this section (2.2.15) include the consolidated financial statements of the Company for the financial year ended 30 June 2021, which have been prepared in accordance with the Accounting Standards and which were audited by RA Hardwick FCPA.



2.2.15 FINANCIAL INFORMATION



2.2

DESCRIPTION OF THE BUSINESS



2.2.15 FINANCIAL INFORMATION

STATEMENT OF FINANCIAL POSITION*

TRIPLE 1 THREE CONSOLIDATED GROUP AS AT 30 JUNE 2021

	30.06.21
ASSETS	
Current Assets	
Cash & Cash Equivalents	\$381,899
Trade & Other Receivables	\$300,744
Other Assets	\$448,217
Financial Assets	\$25,475
TOTAL CURRENT ASSETS	\$1,156,335
NON-CURRENT ASSETS	
Property Plant & Equipment	\$4,058,596
Intangibles	\$297,647
Right of Use Assets	\$3,019,123
TOTAL NON-CURRENT ASSETS	\$7,375,366
TOTAL ASSETS	\$8,531,701
LIABILITIES	
CURRENT LIABILITIES	
Trade & Other Payables	\$479,006
Provisions	\$183,374
Borrowings	\$4,677,286
TOTAL CURRENT LIABILITIES	\$5,339,666
NON-CURRENT LIABILITIES	
Borrowings	\$2,593,324
TOTAL NON-CURRENT LIABILITIES	\$2,593,324
TOTAL LIABILITIES	\$7,932,990
NET ASSETS	\$598,711
EQUITY	
Share Capital	\$10,343,053
Retained Earnings	-\$9,744,342
TOTAL EQUITY	\$598,711

* Extract from the Audited Financial Report of Triple 1 Three Limited for the year ended 30 June 2021, dated 29 October 2021

2.2

DESCRIPTION OF THE BUSINESS



2.2.15 FINANCIAL INFORMATION

STATEMENT OF PROFIT AND LOSS*

TRIPLE 1 THREE CONSOLIDATED GROUP FOR THE YEAR ENDED 30 JUNE 2021

REVENUE	
Sales	\$6,672,766
Other Income	\$920,073
TOTAL INCOME	\$7,592,839
EXPENSES	
Cost of Sales	-\$3,531,764
Administrative Expenses	-\$322,938
Brand and marketing expenses	-\$214,560
Bad Debts	-\$9,621
Consultancy and Contract	-\$17,800
Employee benefits	-\$2,382,645
Operational Leases	-\$102,306
Rental expenses	-\$233,398
Other Operational Expenses	-\$135,040
TOTAL EXPENSES	-\$6,950,070
Earnings Before Interest Tax Depreciation & Amortisation (EBITDA)	\$642,769
Total Finance Costs	-\$464,843
Total Depreciation and Amortisation	-\$501,144
Profit/(Loss)	-\$323,218

* Extract from the Audited Financial Report of Triple 1 Three Limited for the year ended 30 June 2021, dated 29 October 2021

2.2

DESCRIPTION OF THE BUSINESS



2.2.15 FINANCIAL INFORMATION

STATEMENT OF CASH FLOWS*

TRIPLE 1 THREE CONSOLIDATED GROUP FOR THE YEAR ENDED 30 JUNE 2021

	\$
Cash Flows From Operating Activities	
Cash Receipts from Customers	\$7,470,654
Cash Paid to Suppliers and Employees	-\$7,236,012
Income Taxes Paid	\$251
Interest Paid	-\$162,241
Net Cash from Operating Activities	\$72,652
Cash Flows From Investing Activities	
Interest Received	\$0
Purchase of Property, Plant and Equipment	-\$94,864
Payments for other assets	\$0
Net Cash (used in)/from Investing Activities	-\$94,864
Cash Flows From Financing Activities	
Proceeds from Capital Raising	\$468,867
Repayments of leases and finance contracts	-\$346,270
Net Borrowings	\$0
Net Cash (used in)/from Financing Activities	\$122,597
Net Increase/(Decrease) in Cash and Cash Equivalents	\$100,385
Cash and Cash Equivalents at the Beginning of the Year	\$281,514
Cash and Cash Equivalents at the End of the Year	\$381,899

* Extract from the Audited Financial Report of Triple 1 Three Limited for the year ended 30 June 2021, dated 29 October 2021

2.2

DESCRIPTION OF THE BUSINESS



2.2.15 FINANCIAL INFORMATION

STATEMENT OF CHANGES IN EQUITY*

TRIPLE 1 THREE CONSOLIDATED GROUP FOR THE YEAR ENDED 30 JUNE 2021

	Ordinary Shares	Accumulated Losses	Total
Balance at 1 July 2020	\$9,683,141	-\$9,711,837	-\$28,696
Comprehensive Income			
Adjustment right of use assets		\$290,713	\$290,713
Loss for the year		-\$323,218	-\$323,218
Shares issued during the year	\$659,912		\$659,912
Balance at 30 June 2021	\$10,343,053	-\$9,744,342	\$598,711

* Extract from the Audited Financial Report of Triple 1 Three Limited for the year ended 30 June 2021, dated 29 October 2021.

2.2

DESCRIPTION OF THE BUSINESS



2.2.16 TRADING UPDATE

Subsequent to the end of the last financial year, being 30 June 2021, the business was impacted by a lockdown in Perth that impacted trade in July 2021. However, following from that event, the business has performed strongly.

In July 2021, the Company completed the acquisition of the majority stake of Mojos Bar.

On a consolidated basis, the Group recorded sales for the first quarter (July to Sept 21) of \$1,796,602, which was 11% higher than budget. Note that sales in the first quarter of the financial year are traditionally the lowest of the 4 quarters in the annual sales cycle as it's the coldest and wettest time of the year in WA.

The state border closures have impacted the touring artist market over the first quarter and conditions remain the same in the second quarter. A return in the touring artist market is expected by end of the third quarter.

Despite these challenges, the business is on track to record growth in sales in 2021/22 of at least 20% versus 2020/21.



2.2

DESCRIPTION OF THE BUSINESS

GROWTH STRATEGY — ON A PAGE

We are driven by our purpose of amplifying social and cultural connection. By focusing on this purpose, we will continue to build capability and channels through which people connect, and through which they connect with our growing beer and beverage range.

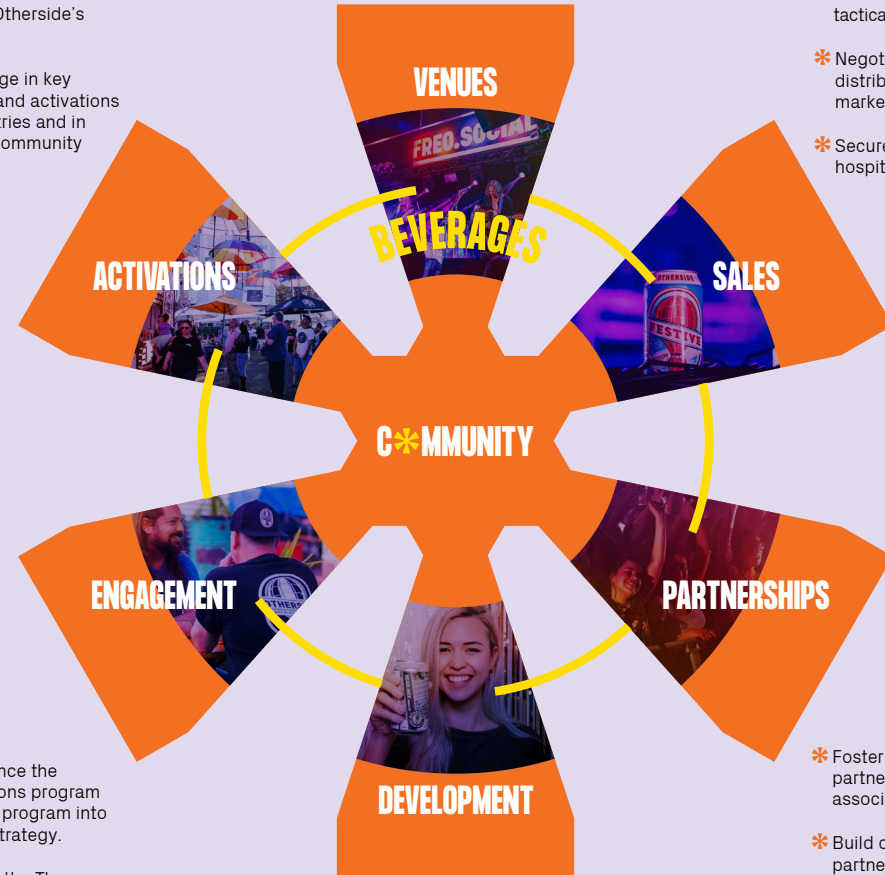
In doing so, we can deliver on both imperatives of the business - our commercial imperative of enhancing shareholder value, and our all-important cultural imperative of social and cultural amplification.

Here we details some of the broader strategies, plans and tactics we intend to employ, fueled by the support of our shareholders. We have set specific, measurable targets and KPIs, and will report against these to our shareholder community.

- * Deliver an ongoing, program of Welcome to the Otherside experiences into new suburbs in Perth, key regional and emerging east coast markets.
- * Invest in infrastructure to increase Welcome to the Otherside's activities.
- * Continue to engage in key strategic events and activations for aligned industries and in support of local community activities.

- * Develop new venues in targeted, under serviced locations.
- * Seek acquisition and joint venture opportunities locally and in key east coast growth markets.
- * Enhance the current venue offering and create stronger connection to Otherside and newly developed beverage brands.

- * Be in every live music venue in the country.
- * Build sales capacity to further drive 'on and off premise' presence in WA and targeted east coast markets.
- * Enhance brand and product communications and push/pull tactical strategies.
- * Negotiate large scale distribution agreements in new markets.
- * Secure strategic large scale hospitality group deals.



- * Grow and enhance the Otherside Tycoons program and embed the program into venue growth strategy.
- * Build value into the The Social Club to drive greater member benefit and engagement.

- * Develop the Tapped by Otherside program further to deliver more tangible, applicable benefit to emerging artists across a range of creative disciplines.
- * Work with community groups in operational catchments to enhance community and brand connection and drive local business support.

- * Foster the right music-based partnerships to crystalize brand association and relevancy.
- * Build on current arts and culture partnerships to drive mutually beneficial outcomes.
- * Develop new partnerships in arts, culture and aligned sectors.
- * Establish and harness partnerships to support entry strategy into new markets.
- * Continue to develop key collaborations with aligned beer brands and organisations.



2.2.17 GROWTH STRATEGY



SECTION * 3

**INFORMATION
ABOUT THE OFFER**

3.1

OFFER TERMS



Triple 1 Three Limited is offering up to 2,631,579 shares at an issue price of \$0.95 per share to raise up to \$2,500,000.

Term	Details
Shares	Fully-paid ordinary shares
Price	\$0.95 per share
Minimum Subscription	\$500,000
Maximum Subscription	\$2,500,000
Minimum parcel size	\$250
Opening date	9 November 2021
Closing date	30 November 2021

A description of the rights associated with the shares is set out in Section 3.3.

To participate in the Offer, you 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 at 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.

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 CSF offer document.

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

3.2

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.

Term	Min	Max
Venue/brewery expansion, updates or acquisitions	\$100,000	\$1,500,000
Beverage range development	\$10,000	\$100,000
Marketing, branding & communications	\$125,000	\$270,000
Sales & distribution	\$100,000	\$200,000
Working capital	\$75,000	\$220,000
Costs of offer	\$90,000	\$210,000
Total	\$500,000	\$2,500,000

The Costs of offer includes the Intermediary's fees under the hosting agreement between the Company and the Intermediary. These fees are up to 6% of all funds raised by the Company through Birchal Financial Services Pty Ltd (Intermediary), plus \$2,800 for administration and setup costs.

Working capital includes overhead expenses and employee wages. Other than as specified, 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.

3.3

RIGHTS ASSOCIATED WITH 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 shares currently on issue.

The rights associated with the shares are set out in the Company's constitution. These rights are described below. A copy of the constitution is available on the Intermediary's platform.

VOTING RIGHTS

All shareholders purchasing Shares as part of this Offer shall be entitled to vote at any Shareholder Meeting, in accordance with the Company's Constitution.

DIVIDENDS

The Company does not yet have a dividend policy and has no immediate intention to declare or distribute dividends. Any future determination as to the payment of dividends by the Company will be at the discretion of the Directors and will depend on whether the Company's assets exceeds its liabilities immediately prior to the dividend being declared, the operating results and financial condition of the Company, the Company's future capital requirements and other factors considered relevant by the Directors. No assurance in relation to the payment of dividends or franking credits attaching to dividends can be given by the Company.

PRE-EMPTIVE RIGHTS ON ISSUE AND TRANSFER OF SHARES

The Company currently has 34 shareholders and if the Offer is successful, we will have greater than 50 shareholders. As such, in accordance with the Company's Constitution, the provisions of Article 6 (Pre-emptive right on transfer), Article 7 (Drag along) and Article 8 (Tag along), cease to apply and have no effect.

TAKEOVER PROVISIONS

Following completion of this Offer, as a public company with more than 50 shareholders, Chapter 6 of the Corporations Act 2001 (Cth) will apply with respect to any potential takeover of the Company.

GENERAL MEETINGS AND NOTICES

Directors have the power to call meetings of all shareholders or meetings of only those shareholders who hold a particular class of shares. Shareholders who hold at least 5% of the votes which may be cast at a general meeting of the Company have the power to call and hold a meeting themselves or to require the directors to call and hold a meeting.

ELECTION AND REMOVAL OF DIRECTORS

Shareholders may vote to elect and remove directors at a general meeting by way of ordinary resolution (50%).

WINDING-UP

If the Company is wound up and there are any assets left over after all the Company's debts have been paid, the surplus is distributed to shareholders after secured and unsecured creditors of the Company.

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 their investment in the Company. These include, but are not limited to:

- * A trade purchase of the Company
- * A listing on a registered 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.

3.4

INVESTOR REWARDS



INTRODUCTION

Our philosophy at Triple-1-Three is that we are one family with equal opportunity, so we have limited our offerings for incentives and rewards. These are detailed below:

ALL INVESTORS

All investors will receive membership to the Triple-1-Three Social Club, which offers such benefits as:

- * 10% discount on all purchases at all our venues (Otherside Brewhouse, Freo.Social and Mojoes Bar; excluding gig tickets)
- * 10% discount on all takeaway purchases at the Otherside Brewhouse or our online store
- * 10% discount on all merchandise
- * 10% discount on eligible activations and events
- * Invitation to an Annual “Social Club” party
- * Random giveaways (beer, tickets, etc.)

ALL INVESTORS THAT INVEST OVER \$2,500

Receive the benefits above plus an Otherside Tycoons Membership, including:

- * A personalised name on a brick at one of the venue bars
- * An exclusive window for new brews
- * A custom Tycoon brew twice a year
- * Event tickets
- * A welcome merch & growler pack
- * A free growler fill on your birthday
- * Random acts of kindness (surprises throughout the year)
- * Partner benefits

SECTION * 4



**INFORMATION ABOUT
INVESTOR RIGHTS**

4.1

COOLING-OFF RIGHTS



IF YOU ARE A RETAIL INVESTOR, 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 (COOLING-OFF PERIOD).

YOU MUST WITHDRAW YOUR APPLICATION VIA THE INTERMEDIARY'S PLATFORM. YOU WILL BE ABLE TO WITHDRAW YOUR APPLICATION WITHIN THE COOLING-OFF PERIOD BY FOLLOWING THE LINK AND THE INSTRUCTIONS WITHIN YOUR PORTFOLIO 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

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 THE COMPANY 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. THE COMPANY AND/OR THE INTERMEDIARY WILL ALSO BE ABLE TO RESPOND TO QUESTIONS AND COMMENTS POSTED BY INVESTORS.

OFFICERS, EMPLOYEES OR AGENTS OF THE COMPANY, AND RELATED PARTIES OR ASSOCIATES OF THE COMPANY OR THE INTERMEDIARY, MAY PARTICIPATE IN THE FACILITY AND MUST CLEARLY DISCLOSE THEIR RELATIONSHIP TO THE COMPANY 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.



4.3

CORPORATE GOVERNANCE OBLIGATIONS FOR PUBLIC COMPANIES



Triple 1 Three Limited is classified as an unlisted public company, and as such the public company provisions of the Corporations Act apply.

ANNUAL GENERAL MEETINGS

The Company is required to hold an annual general meeting (AGM) at least once in every calendar year and within 5 months from the end of the Company's financial year, being 30 June.

At the AGM, shareholders will 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 Company.

ANNUAL REPORT & AUDIT

The Company 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). The Company has a 30 June year end and its financial reports must be lodged by 31 October each year.

The Company is required to have its financial reports audited, which provides independent oversight over the financial affairs of the company.

The Directors of the Company are also required to make a declaration that the financial statements give a true and fair view of the Company's financial position and performance and that the financial statements comply with the accounting standards.

DISTRIBUTION OF ANNUAL REPORT

The Company will distribute its annual report to all shareholders either 21 days before the AGM or within 4 months of the end of the financial year, by way of email via Automic, its share registry service.

SHAREHOLDER QUERIES

If any shareholder has any questions, they should email the Company at invest@triple1three.com.au

GLOSSARY



Company means Triple 1 Three Limited, ACN 613 272 343

Triple-1-Three means Triple 1 Three Limited

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

Retail investor has the meaning given to the term “retail client” under the Corporations Act

Triple 1 Three Group or Consolidated Group includes Triple 1 Three Limited, Otherside Brewing Co Pty Ltd, Freo Social Hall Pty Ltd, Collective Catering Co Pty Ltd and Mojos Holdings Pty Ltd

