



BRANE LABS PTY LTD

CROWD SOURCED FUNDING OFFER DOCUMENT

**Offer of fully-paid ordinary shares in Brane Labs Pty Ltd at \$0.48
per share to raise a maximum of \$500,000.**

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

Issuer

Brane Labs Pty Ltd ACN 641942270

Intermediary

Birchal Financial Services Pty Ltd ACN 621 812 646 AFSL 502618

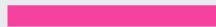
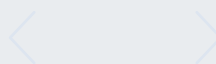


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SECTION 1

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

INFORMATION ABOUT THE COMPANY

SECTION 2

LETTER FROM THE FOUNDER

As the founder of Brane, a platform focused on supporting social connectivity and community, I am thrilled to present this community driven investment opportunity to you.

Our goal transcends the typical; we're on a mission to address the pervasive issue of loneliness by fostering meaningful connections.

Loneliness, we've come to understand, is but a sign of a deeper societal need – a need for real, substantive connections that our current digital landscapes fail to provide. In a world awash with fleeting interactions, Brane stands as a beacon for genuine, purpose-driven community building, prioritizing heartfelt conversations over the superficial metrics of likes and upvotes.

Our journey thus far has been a testament to the power of our vision. With an innovative blend of predictive AI and location-based technology, we've united users over shared passions and interests.

The impact is tangible – over 80,000 Australians have found friendship, banter, laughter, and a sense of community through Brane during moments as varied as lockdowns, sporting events, and travel adventures.

The business world is taking note as well. Our Crowds and Community as a Service features are evolving how brands engage with their customers, offering solutions for dynamic, interest-driven conversations that mesh seamlessly with their existing marketing efforts and integrate directly into their apps.

These strategic partnerships not only boost our overall adoption numbers, but also open up new avenues for monetisation, and have led to a substantial growth in revenue.

In the just last week we've announced long term partnerships with sporting OTT platforms, technology providers, and major event productions, with more to come. You can read about these partners on pages 14, and 34.

Your investment will help us drive these efforts, and secure more partnerships as part of our go to market strategy.

The market for community management software is projected to reach \$8.9 billion by 2027, and highlights the growing value of community to brands. Brane is strategically positioned to seize a substantial share of this market, thanks to our unique product, relationships in market, and business strategy.

The team we have built is as innovative as our platform, with experience gathered from working with some of the world's best fan and engagement focused brands. We understand the need to help people and businesses alike find *their* people.

Built on passion, resilience, and the support of people who believe in our cause, Brane stands ready to scale new heights.

Our journey from here involves you.

As an investor, you're not just funding a platform; you're fueling a movement against loneliness, championing the essence of community, and joining a venture that values belonging.

We're at a transformative stage in our story, eager to write a new chapter with you as a pivotal ally.

We are immensely excited by this opportunity for the community to become a part of our company, and so we invite you to officially join our crowd and become a part-owner in Brane.

Your friend,

Michael Chmielewski

Michael Chmielewski
CEO & Co-Founder,
Brane

SECTION 2.1

COMPANY
DETAILS



Company name	Brane Labs Pty Ltd
ACN	ACN 641942270
Date of incorporation	22/06/2020
Registered office	Brane Labs Pty Ltd Ground floor 470 St Kilda Road Melbourne VIC 3004
Principal place of business	Brane Labs Pty Ltd Ground floor 470 St Kilda Road Melbourne VIC 3004
Directors	Michael Chmielewski Gregory Patrick Kodikara
Company secretary	Michael Chmielewski
Share registry	Orchestra https://www.orchestra.io
Website	https://brane.app

SECTION 2.2.1 ABOUT THE COMPANY

WHO WE ARE

Brane is an innovative, AI-powered social discovery app designed to create authentic connections among users sharing similar interests and locations.

Founded on the vision of facilitating *purpose-driven connections*, Brane was conceived from the founder's personal experiences and struggle for genuine connection. Brane's unique platform not only connects individual users but also serves as a dynamic tool for brands to engage with and grow their communities organically through a white label Community as a Service SaaS, as well as private and public group chats called Crowds.

Brane is the *branechild* of Co-Founders Michael Chmielewski, Greg Kodikara, and Christian Mengler.

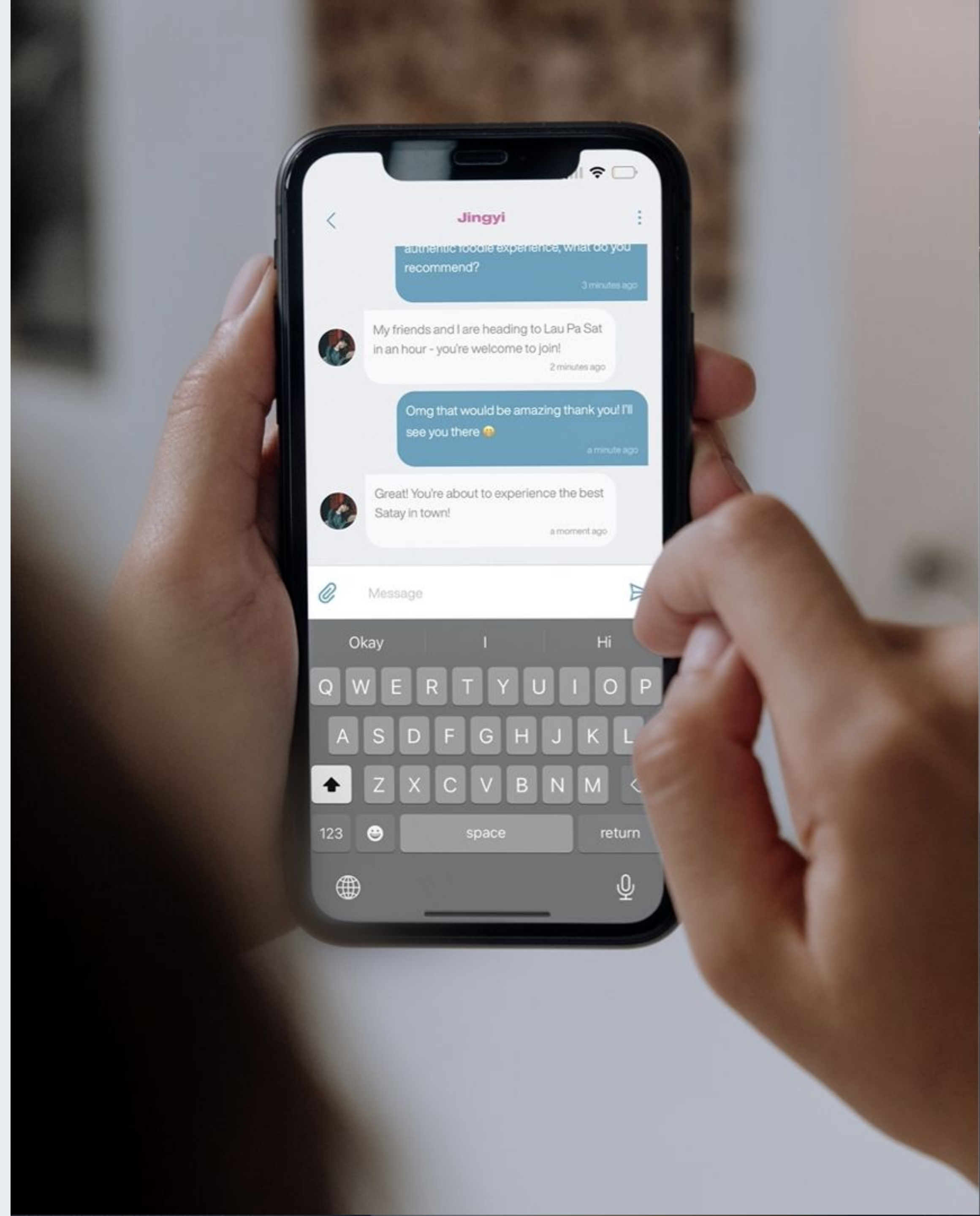
Michael serves as CEO and has over 15 years of experience as a media and brand strategist with Fairfax Media, Nine Entertainment, the Guardian, and most recently as Global Director of Brand & Creative Marketing for VinFast Automotive.

Greg, CTO, comes from being GM of Technology for the National Basketball League (NBL), Accenture, iSelect, and Acquire Learning.

Alongside Brane's Head of Development Christian Mengler, the team worked on fan engagement technology platforms for FIFA, Formula 1, Liverpool FC, and Eurowings (Lufthansa Group).

Chief Commercial Officer Christopher Styring adds a wealth of commercial and partnership experience gained as a former board member of national tourism authorities and Olympic sports, being a global management consultant for EY's Sports, Events and Venues practice, and holding senior commercial roles with Tennis Australia, Williams F1 and the AFL.

A local team with global experience, Brane's senior leadership understands how to scale and grow from startup to international brand.



SECTION 2.2.1 ABOUT THE COMPANY

WHY WE CARE

Shockingly 71% of Millenials, and 79% of Gen Z, are lonely¹. The main reasons for this loneliness are feelings of disconnect, or having no one to talk to, or “no one to open their minds to”². Proof that existing social networking tools are not working.

In fact, a report has revealed more than half of Australians surveyed (53%) feel lonely on one or more days during a typical week, with 25% of respondents citing the feeling of loneliness on three or more days.

On top of this, the report revealed 1-in-3 were classified with a high level of loneliness, an increase from 1-in-4 in 2020³.

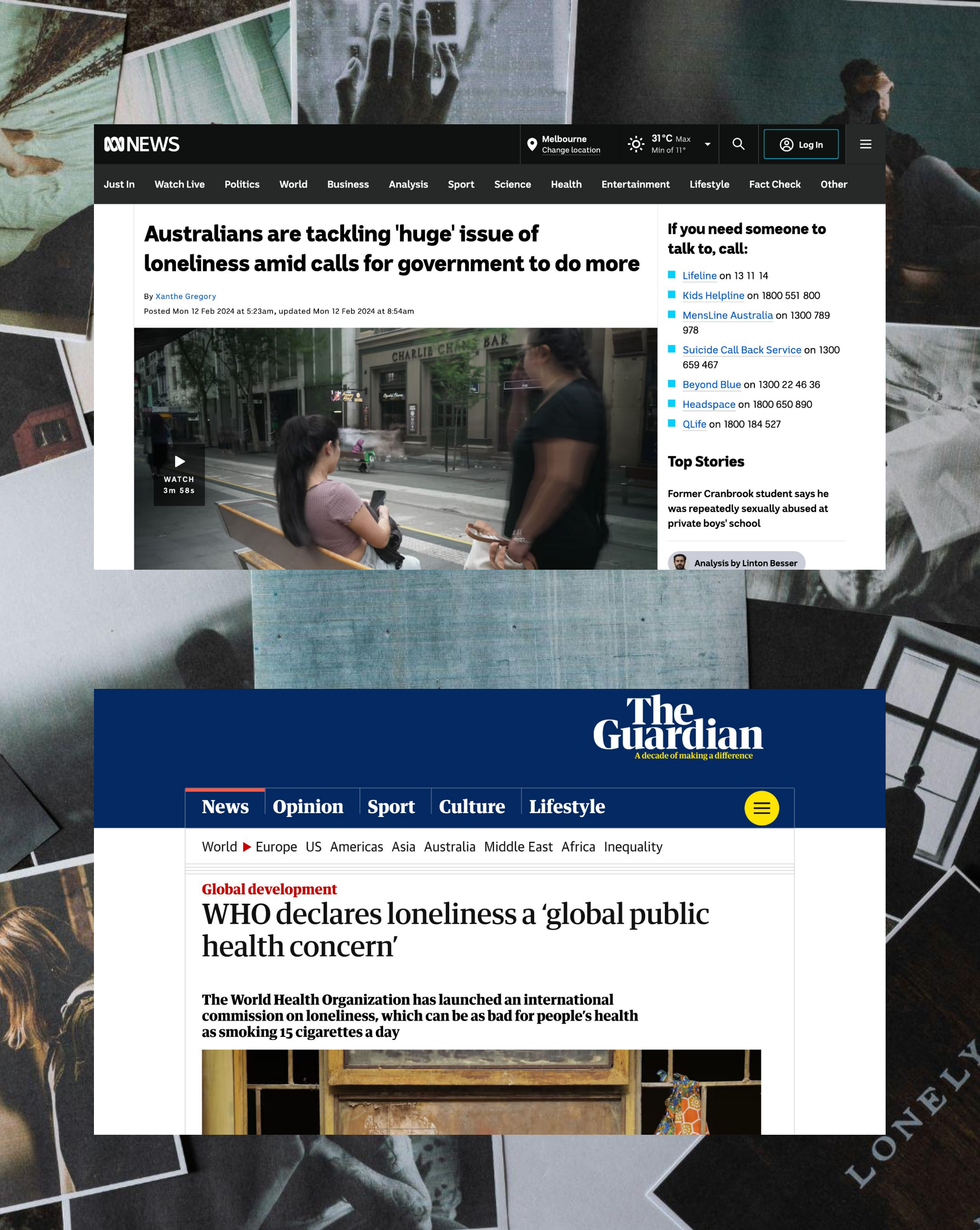
Meanwhile the US Surgeon General has stated that loneliness is as damaging to our health as smoking 15 cigarettes a day or an alcohol abuse problem⁴.

Current social media use, focused on carefully curated images that do not always represent the truth, lead to more feelings of isolation.

We’ve personally experienced loneliness ourselves, either when moving to new cities, or when dealing with life’s ups and downs, and longed for someone who shared what’s important to us to just talk to.

Our vision is to make purpose-driven connection and instant conversation easily accessible for everyone, regardless of what passions they hold dear, who, or where they are.

- 1. Source: Ipsos Polling for Cigna U.S. Loneliness Index
- 2. Source: Ipsos Polling for Cigna U.S. Loneliness Index
- 3. Source: Medibank - We Are Lonely Report
- 4. Source: US Surgeon General



NEWS

Melbourne
Change location

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Min of 11°

Log In

Just In Watch Live Politics World Business Analysis Sport Science Health Entertainment Lifestyle Fact Check Other

Australians are tackling 'huge' issue of loneliness amid calls for government to do more

By Xanthe Gregory
Posted Mon 12 Feb 2024 at 5:23am, updated Mon 12 Feb 2024 at 8:54am

WATCH 3m 58s

If you need someone to talk to, call:

- Lifeline on 13 11 14
- Kids Helpline on 1800 551 800
- MensLine Australia on 1300 789 978
- Suicide Call Back Service on 1300 659 467
- Beyond Blue on 1300 22 46 36
- Headspace on 1800 650 890
- QLife on 1800 184 527

Top Stories

Former Cranbrook student says he was repeatedly sexually abused at private boys' school

Analysis by Linton Besser

The Guardian
A decade of making a difference

News Opinion Sport Culture Lifestyle

World Europe US Americas Asia Australia Middle East Africa Inequality

Global development

WHO declares loneliness a 'global public health concern'

The World Health Organization has launched an international commission on loneliness, which can be as bad for people's health as smoking 15 cigarettes a day

SECTION 2.2.1 ABOUT THE COMPANY

OUR SOLUTION

Society now uses apps for everything - from booking rides, to ordering pizza, to finding dates.

Our solution applies this familiar user behaviour to finding and keeping friendships by automatically connecting like-minded people based on shared passions, interests, and locations, in a safe, secure, and fun chat platform.

We understand that people want to connect over a shared love of activities, teams, brands, or communal locations. A common ground. So we've built Crowds; group chats formed around social activities, interests, and common values.

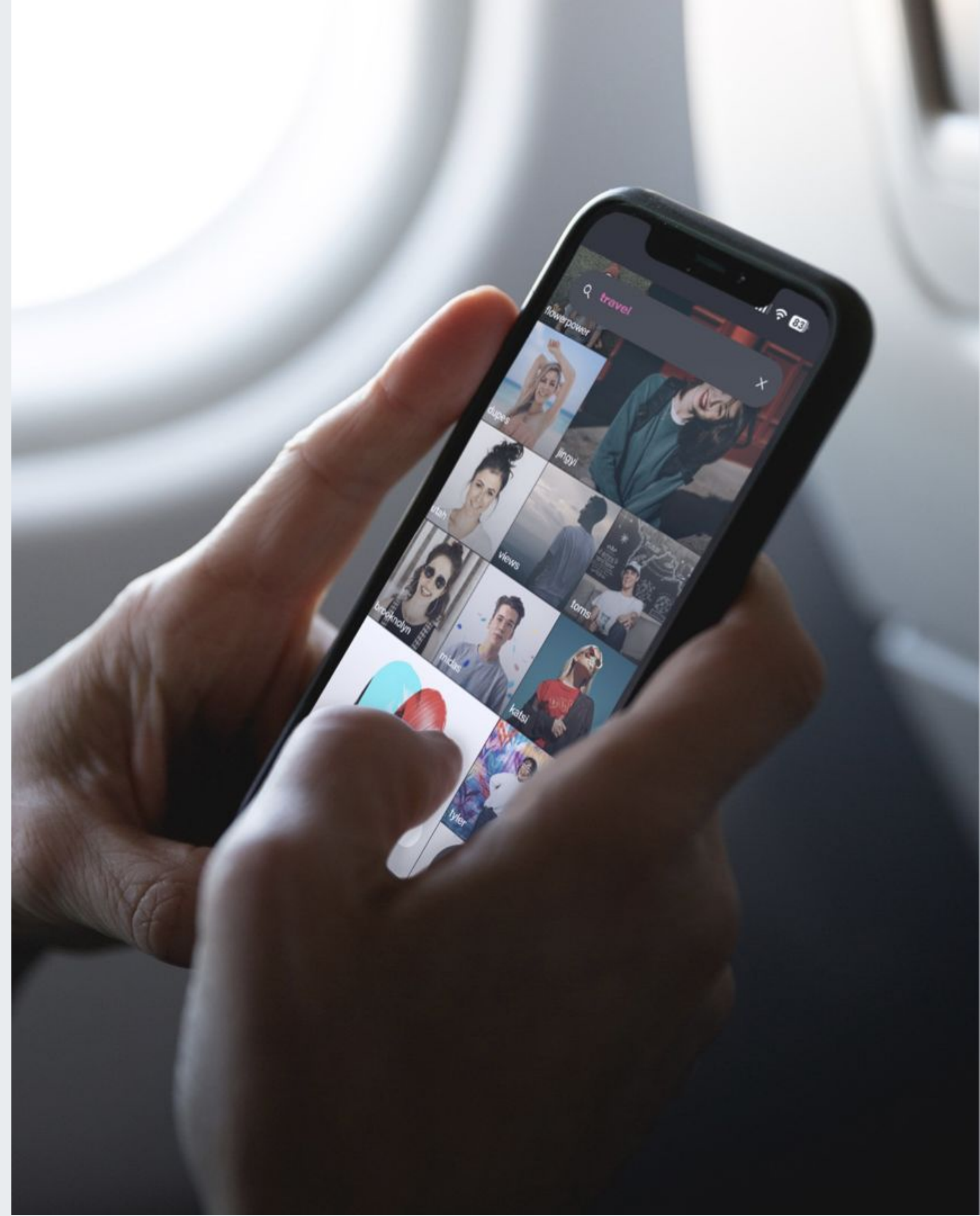
This has become an interesting place for brands and professional sports teams to build their communities based on brand values and the principle of connecting and serving their community.

Our internal Brane AI works in the background to learn how our audiences intersect, and recommends relevant people and Crowds for our users to interact and engage with, taking the guesswork out of meeting new people, and breaking the ice using these shared interests and values.

This predictive AI is constantly growing and evolving not only our app, but our users' experience.

We understand loneliness ourselves, either when moving to new cities, or when dealing with life's ups and downs.

Our vision is to make purpose-driven connection and instant conversation easily accessible for everyone, regardless of what they want to talk about, when, or where.



SECTION 2.2.1 ABOUT THE COMPANY

WHO USES BRANE

We've purposefully built Brane to appeal to a broad range of users. Everyone's experience on Brane should be as unique as their own interests.

Interestingly our data shows that users often transition from one use case to the other as their needs change.

Friendship Finders

People looking to chat to users who share their interests for hobbies, sports, interests, based on their current locations.

Travelers

Brane users on the go, exploring new locations, wanting to meet like-minded locals or ask for travel, dining, and experience tips when abroad.

Businesses & Startups

SMEs using Brane Crowds to promote their businesses and venues on our map (cafes, restaurants, fitness groups) by tapping into existing passions (coffee, food, health).

Sporting Organisations

Fan based organisations such as professional sporting teams wanting to better engage with their fans in live easy to join group chats. *Our first commercial partnership and white label integration was with the Melbourne City FC match companion app!*

Brands

It's increasingly hard to connect with your target audience through traditional media, community is the way forward, but community building is difficult. Brane de-risks the process by providing an established platform and automatically building and engaged audience.

Events

We revolutionise events by allowing people to connect before, during, and after events. Our Crowds enhance engagement and create a community around any event. This not only elevates the attendee experience by allowing for real-time conversations and connections based on shared interests but also offers event organisers a powerful communication tool.



SECTION 2.2.1 ABOUT THE COMPANY

OUR ROADMAP

At the end of 2020 mid-Covid lockdowns, we launched an MVP of Brane in an effort to help people connect with others while isolated.

During the following two years we continued to build and refine the core chat and discoverability features of Brane, focusing on improving the ways that people discovered and engaged with each other.

In 2022 when the world began returning to normal, we noticed that our users and a growing number of new adopters were using Brane to connect with like-minded locals while traveling, proving that Brane had a broad application outside of connecting people in their existing communities.

Other users continued to connect with people where they lived to form new friendships. Both use cases validated our purpose in different yet relatable ways.

In 2023 we launched Crowds, our easy to join group chat feature allowing users to build communities around specific interests and locations.

People can easily join Crowds by tapping a link or scanning a QR code, without revealing their phone numbers or other sensitive data in the group.

By the end of 2023 brands came to us to help build their communities by tapping into existing interest groups.

We expanded our Crowds feature into a Community as a Service suite of tools for brands that include; branded Crowds, a whitelabel integrated solution, and anonymised data reports helping to inform businesses about the interests of their audience and how they intersect with their brand values.

In 2024 we launched our first revenue generating CaaS white label partnership, integrating the power of Brane into Melbourne City FC's CITY INSIDER app, providing a live chat for Melbourne City FC fans.

This has led to a long term strategic partnership with Pretzl Digital, and company providing OTT platforms for sporting clubs around the world. Brane is now integrated into their business process and the apps they develop for their clients.

We've also signed a partnership agreement with We Are Cinematic, a major events group based in Los Angeles, working with some of the world's largest brands and entertainers, to create live Crowds for each of their events.

This is just the beginning. Our goal is to use the funds raised during this CSF to increase market share with a global marketing campaign and more of these types of strategic commercial partnerships designed to both bring in revenue and grow our user base.

As we look ahead, our commitment to evolving both our foundational platform and our CaaS (Community as a Service) remains unwavering. Our agility positions us to swiftly navigate the ever-changing landscapes of technology and market trends, ensuring our mission remains at the heart of all we do.

In parallel, we're delving into the potential of monetizing the anonymised data we gather. Our vision includes launching a subscription-based research portal. This portal will offer businesses access to our rich datasets on interests, trends, and location data. Such insights are invaluable for refining marketing strategies, making informed business decisions, predicting trends, and fueling the development of predictive AI models.

Our roadmap is ambitious, yet with the unwavering support of our team, our partners, and our shareholders, we're poised to turn these plans into reality. Your support is crucial to our journey, empowering us to continue making authentic connections on a global scale.

OUR MISSION

We aim to make connection, friendship, and community building, as easy as booking a rideshare or ordering a pizza.

OUR VISION

A world where people can instantly engage with one another, whether they are, anyone, anywhere, for anything.

OUR IMPACT

Loneliness levels go down, connections go up, organisations build engaged communities around their brand values.

SECTION 2.2.3 MILESTONES TO DATE

TRACTION

Since launching we've had over 80,000 people sign up across 188 countries based on word of mouth and guerilla marketing. This has resulted in over 5 million shared-interest discoveries.

Top Countries:

1. United States
2. Australia
3. Philippines
4. United Kingdom
5. Spain
6. Italy
7. Germany
8. India
9. Portugal
10. Netherlands

Average Engagement Time Per Session: 10m38s

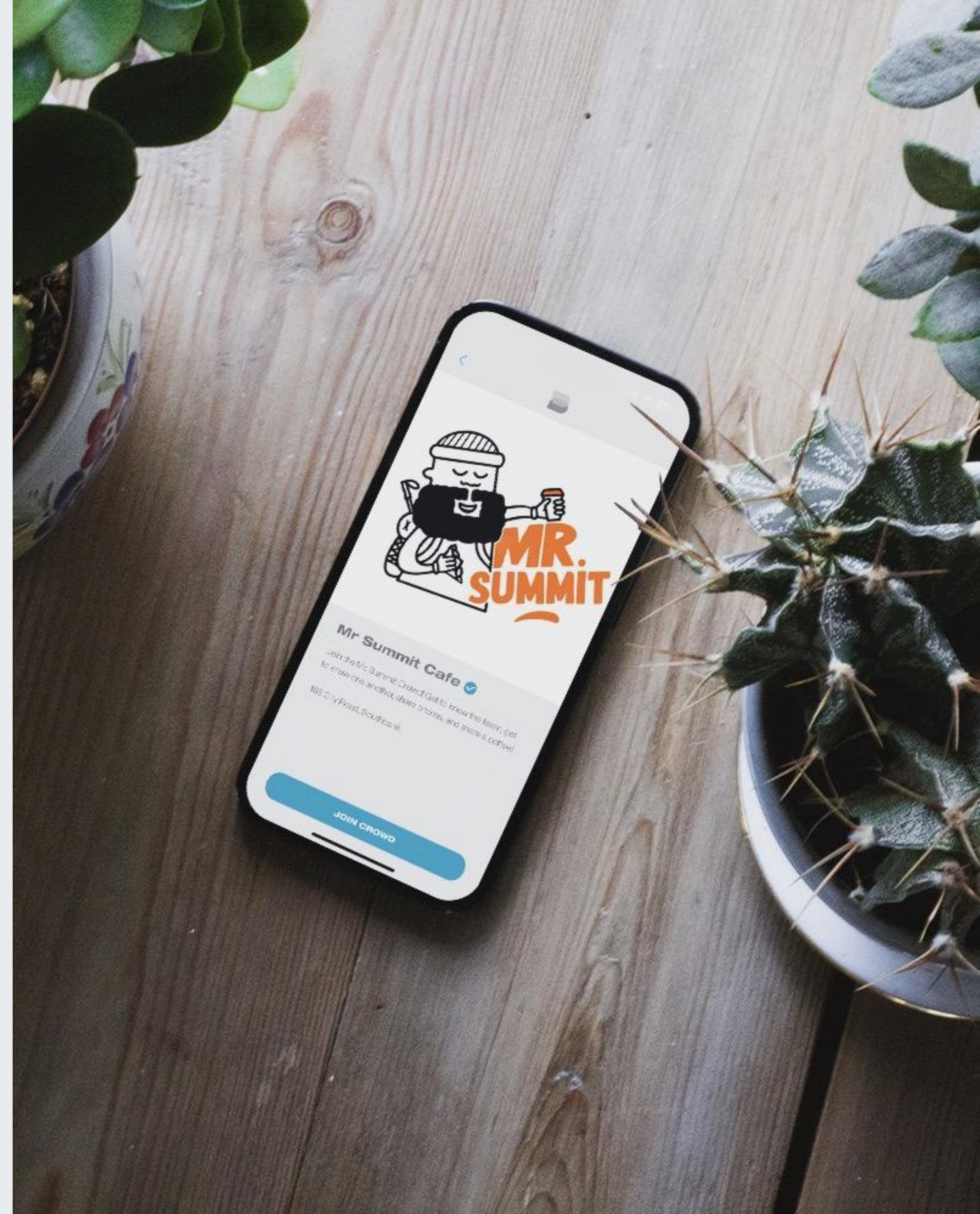
DAU: 22.6%

These metrics form the basis of our internal benchmarking as we plan to use funds raised by this CSF to actively begin marketing Brane in core territories and markets.

Alternative Traction

We have received validation in many forms, and therefore define traction in a variety of ways:

- Raised \$100,000 during Seed phase to build MVP, and then further \$40,000 to continue development.
- Was asked to join La Trobe University backed The Big LEAP incubator program.
- Brane CaaS platform used in Melbourne City FC CITY INSIDER app.
- MOU signed with the National Basketball League to explore integration into their digital strategy.
- Deal memo signed with Pretzl Digital (global sporting over-the-top platform developer) to include Brane CaaS in all future sporting, events, and tourism apps.
- Service agreement signed with Pranos.ai and We Are Cinematic.
- Key thought leaders and influencers signed on and became ambassador and shareholders including racing legend Juan Pablo Montoya and F3 driver Sebastian Montoya.



SECTION 2.2.3 MILESTONES TO DATE

COMMERCIAL PIPELINE

Crowd adoption is growing daily, and we're in discussion with global brands across key industries for our enterprise CaaS solution, with a focus on sports, events, and tourism, that we believe will best grow our user base. These include:

Launched CaaS Integrations

- Melbourne City FC's CITY INSIDER
- Team Montoya

Multi-Client Service Agreements (refer to Section 2.4.2)

- Pretzl Digital
- We Are Cinematic
- Pranos.ai

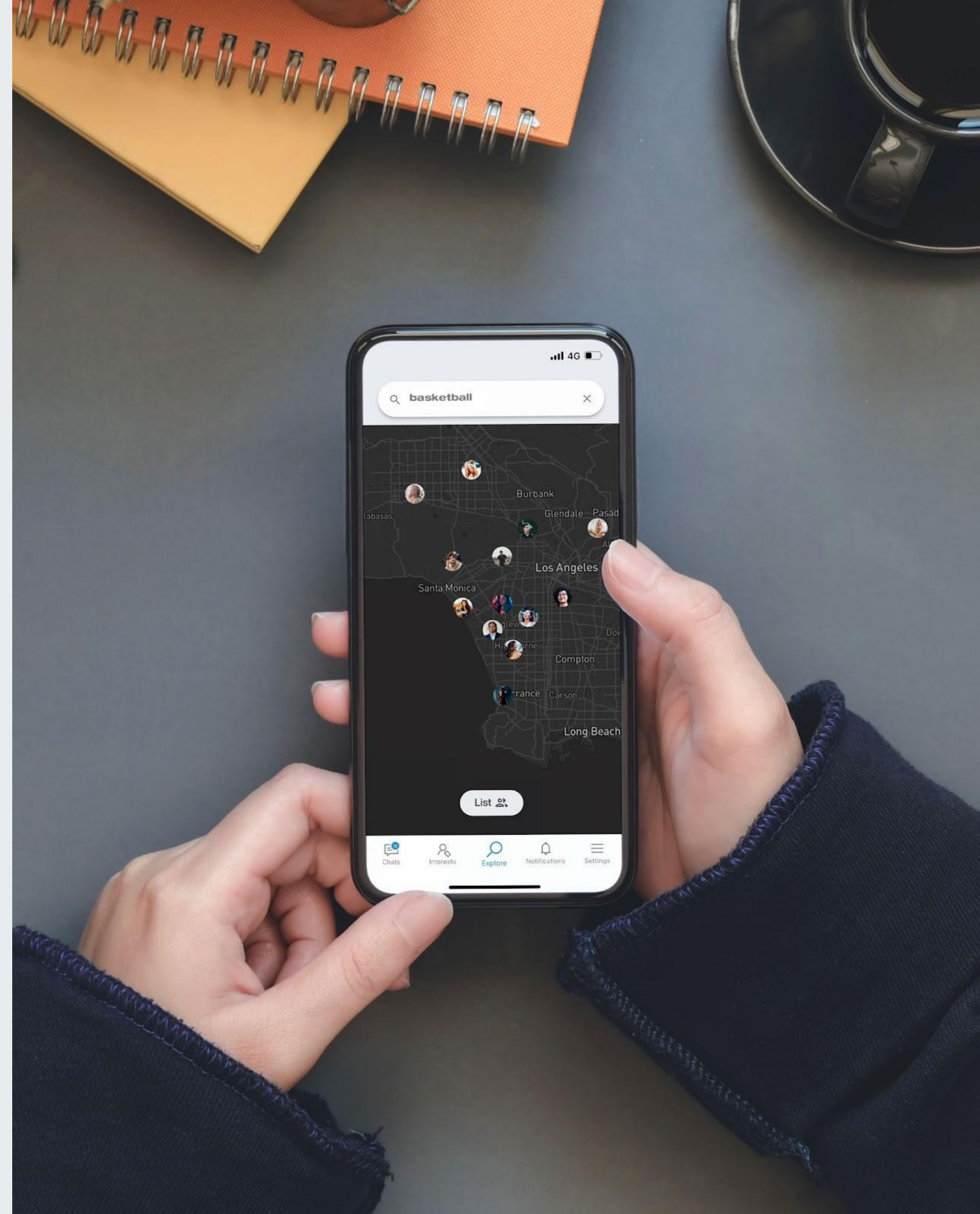
In Discussion

- NBL, NBL1, and Basketball Australia
- Palermo F.C. (Coppa Italia team)
- Formula G (new FIA Formula E feeder league)
- Athletes Authority
- Rip Curl
- Christchurch Tourism
- VinFast Automotive & VinFast e-Bikes
- AMX Race (e-Sports & SIM Racing)

Focusing on strategic partnerships with sporting teams, tourism bodies, and fan-centric/social gathering entities is a smart move for Brane for a couple of compelling business reasons.

Our team, armed with global expertise from leading projects for major brands like Formula 1 and VinFast, as well as global sporting bodies, possesses the unique capability to create lasting strategic partnerships. This seasoned background not only instills confidence in potential partners but also equips us with the know-how to tailor our offerings to different markets and audiences. This competitive edge ensures we can execute our strategy more effectively than others.

Strategically aligning with sports, tourism, and event-focused entities offers Brane direct access to engaged, passionate communities, enabling rapid market penetration. These partnerships serve as high-leverage marketing channels, introducing Brane to large audiences at once and significantly accelerating user acquisition and brand visibility.



SECTION 2.2.4

BRANE & OUR SERVICES

Brane is a pioneering social discovery messenger designed to bridge the gap of modern loneliness by connecting like-minded individuals based on shared interests, passions, and location.

We help people find their common-ground, figuratively and literally.

Our predictive AI-powered technology learns the intersection and relationship of people's interests to facilitate authentic, real-time connections, allowing users to find others who share their passions and hobbies, whether they're at home or on the move. Our platform stands out by emphasising genuine purpose-driven connections over superficial interactions, and focuses on meaningful friendships and community building.

Beyond individual connections, Brane introduces the innovative concept of "Crowds" - dynamic, interest-based group chats easily discoverable and joinable without needing personal contact information.

This feature is particularly attractive for event organizers, brands, and businesses looking to build and engage with communities organically, turning customers into advocates and enhancing brand loyalty. Their attendees and customers can pop in and out of their Crowds by simply scanning a QR code at an event, on a product, or incorporated into marketing assets.

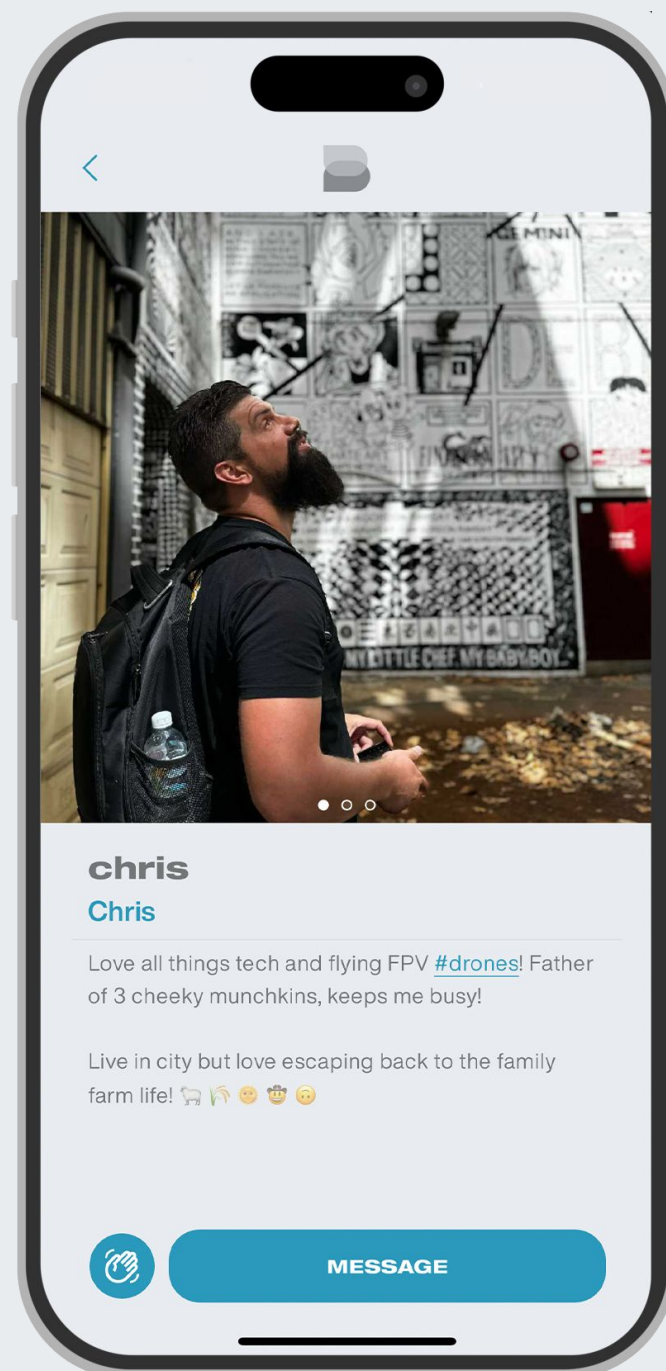
For businesses, Brane offers a dual solution: the opportunity to create branded Crowds to directly engage with a relevant audience and a white-label option integrating Brane's technology and platform seamlessly into their existing ecosystems, websites, and apps.

This B2B aspect underscores Brane's versatility as a platform that not only serves individual users seeking connections, but also offers brands a new avenue for community engagement and growth through our Community as a Service.

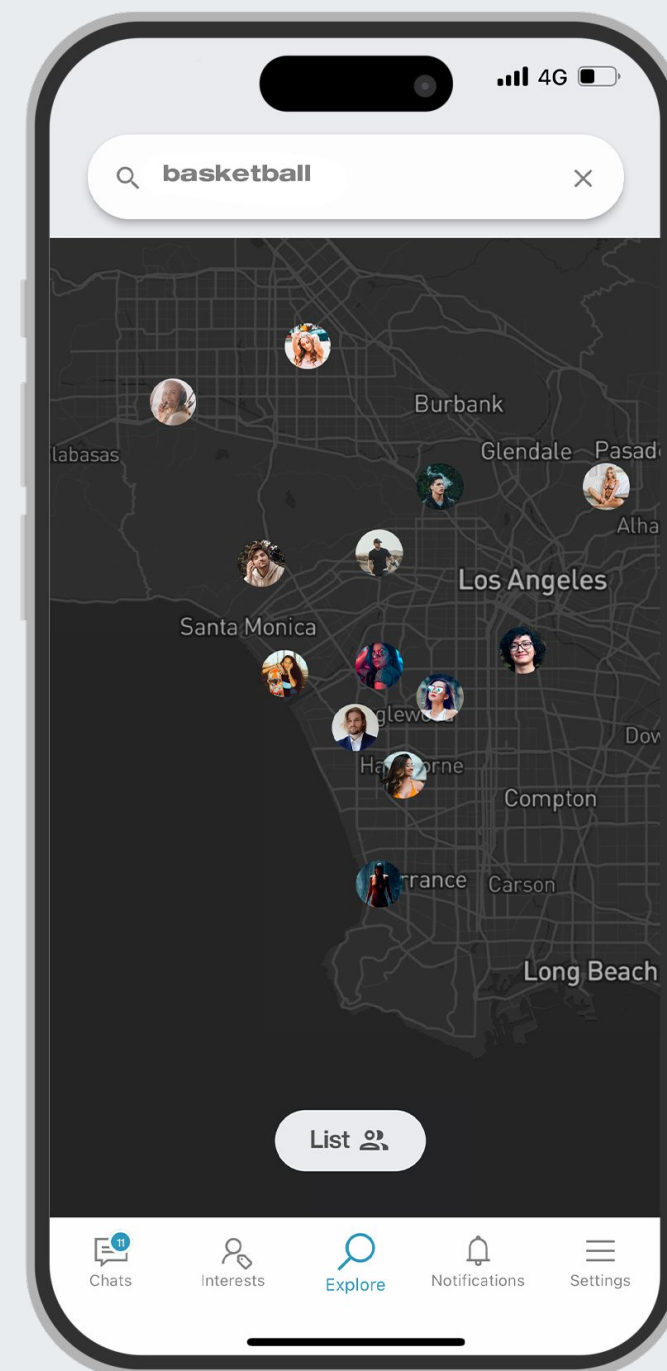


SECTION 2.2.4

BRANE APP FEATURES

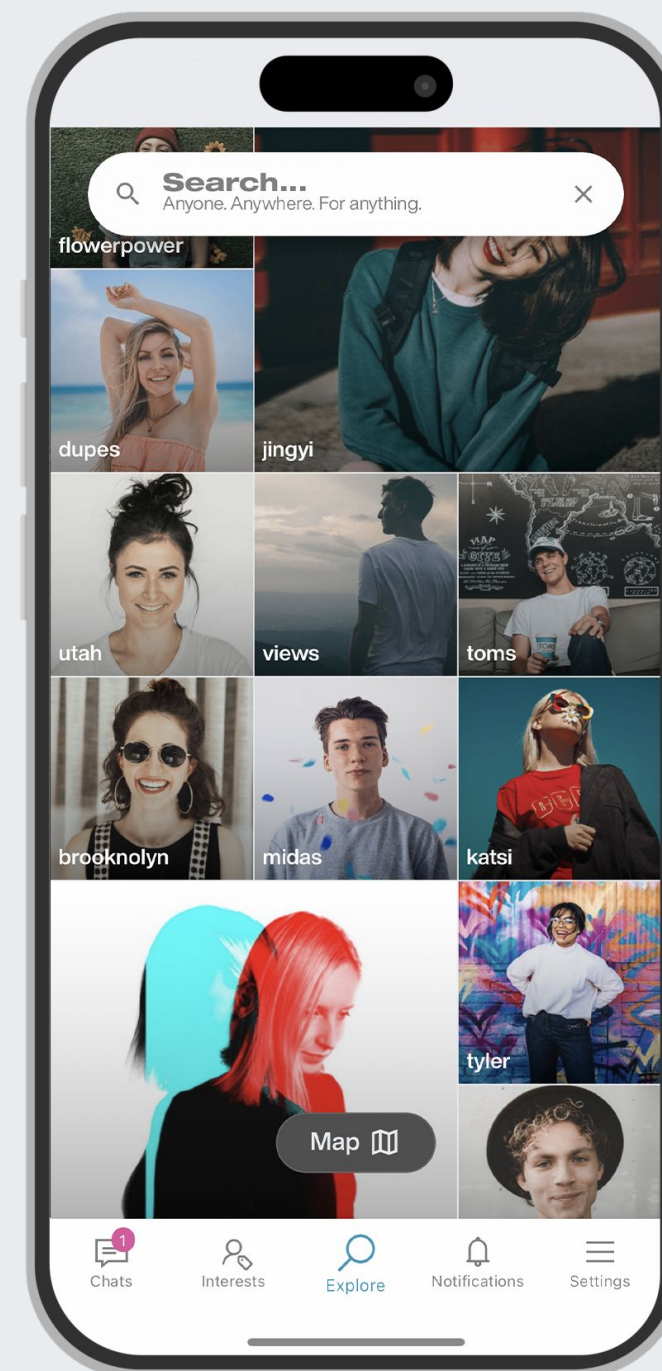
**Custom Profiles**

User profiles built around interests and not curated experiences. Our AI then learns from user profiles to recommend other people and further interaction based on the intersection of shared interests, locations, and other data points.

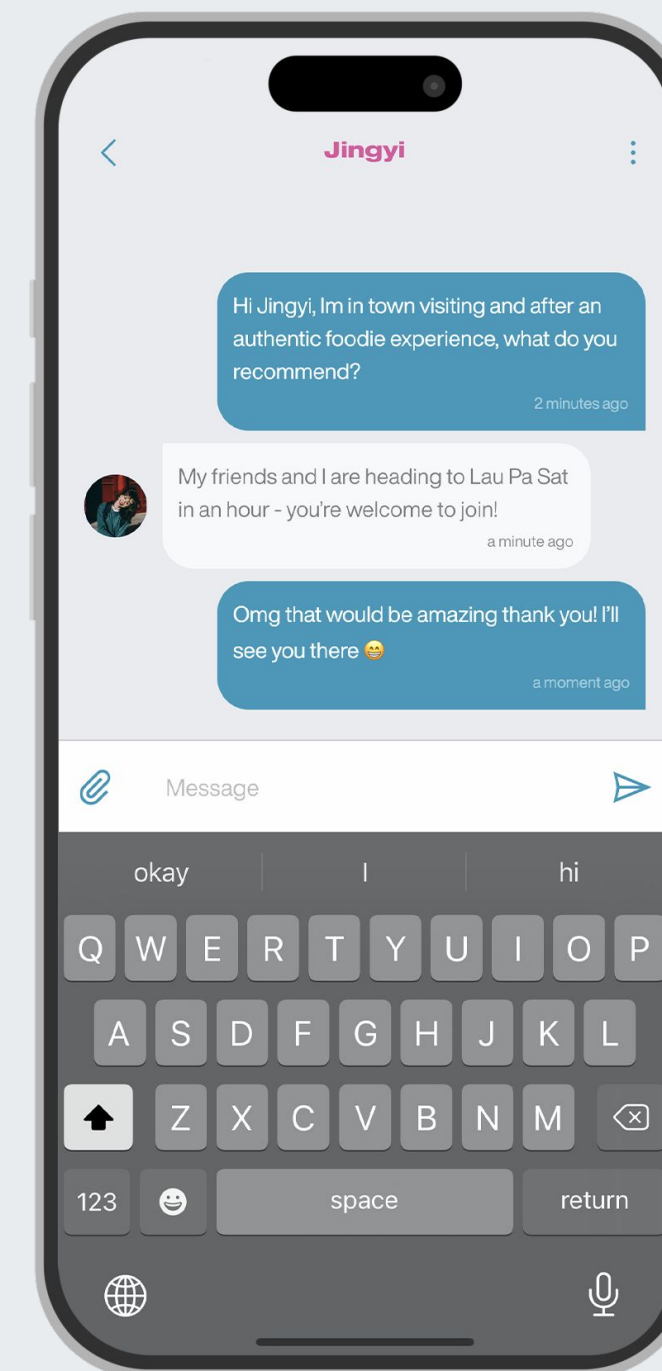
**Explore Screen**

Instant recommendation of like-minded people based on user's own profile, and location.

An always live and evolving list (or map) of people who like the same things as you do.

**Interest Based Search**

Because people's passions change, Brane offers the flexibility of further being able to search for people based on interests, and refine results by location, displaying either in a list or on a map of the user's surroundings.

**Private Chats**

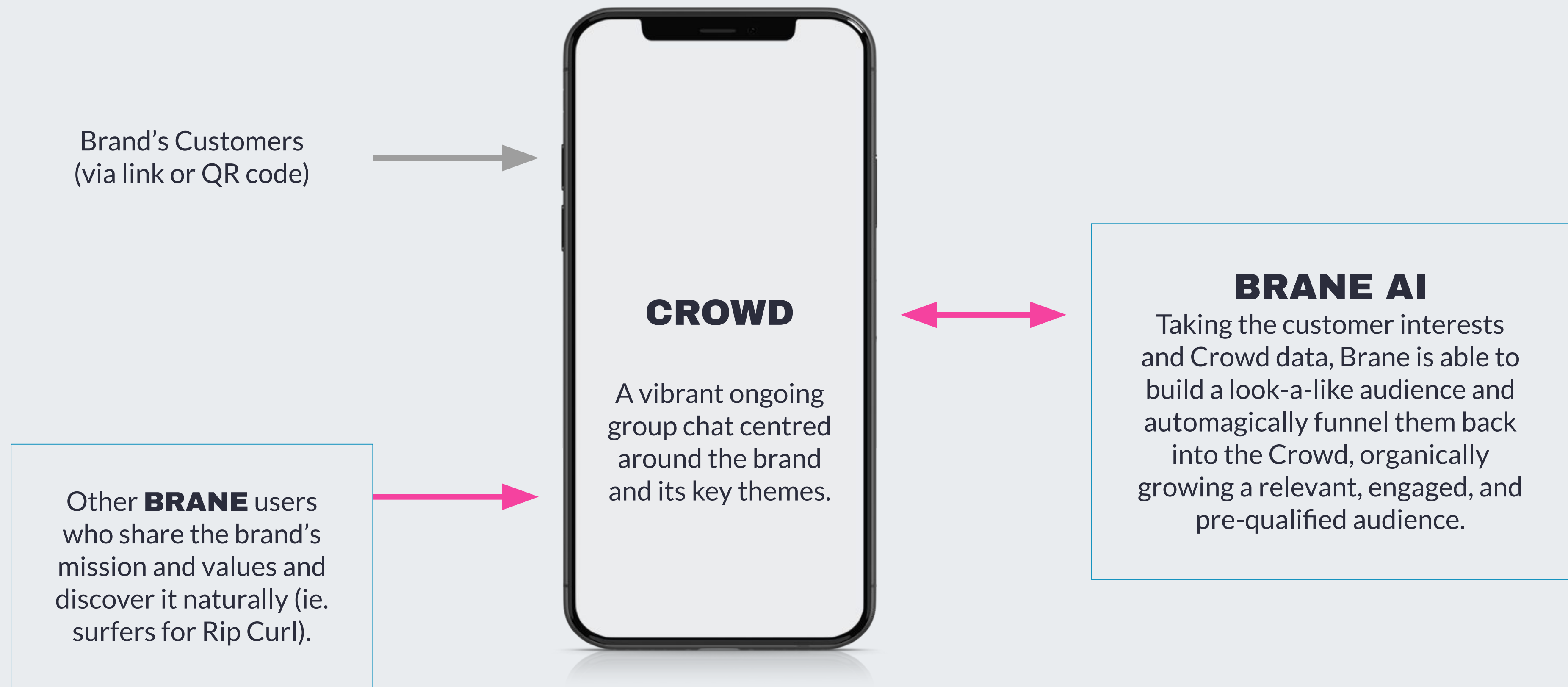
Private one-on-one chats allow people to instantly and safely connect. Because no phone numbers are shared, people have the benefit of a WhatsApp-type messenger, with the safety or privacy and our built in AI powered moderation.

**Crowds**

Publicly joinable group chats built around shared interests, hobbies, activities, brands, teams, or other organisations. Discoverable on the Explore Screen in the same way as people and easy joinable without first-party data compromise.

SECTION 2.2.4

HOW CROWDS WORK



SECTION 2.2.4

PREMIUM CROWDS

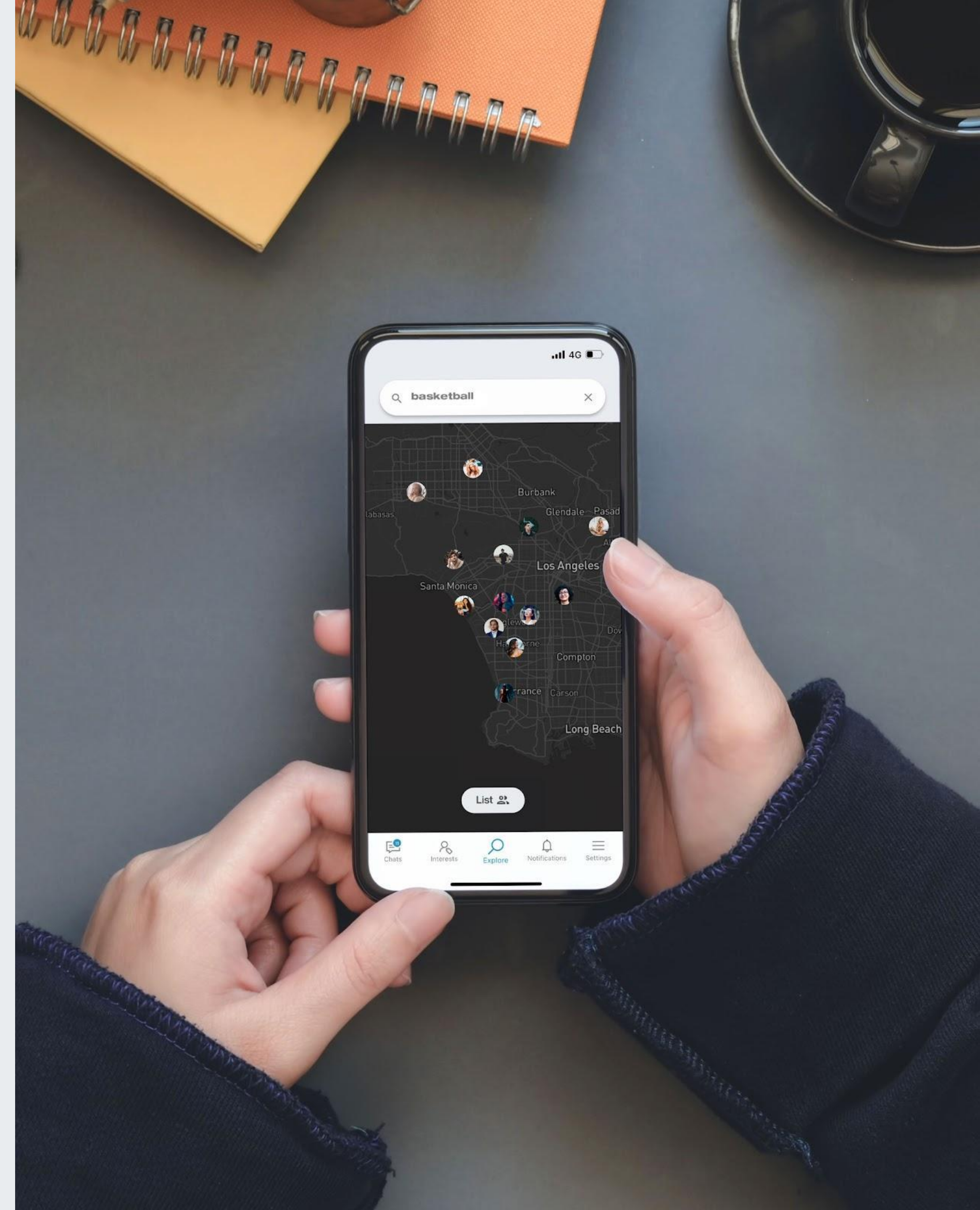
Our Premium Crowd packages are designed specifically for partners looking to deepen their understanding of their community.

In addition to a community group chat platform, these packages provide access to anonymised data, reports and metrics, revealing invaluable insights into the interests of community participants and how these interests align with the brand's values. This powerful feature allows partners to:

- **Strategize Marketing Communications**
Tailor marketing strategies to resonate with the authentic interests of the community, increasing engagement and loyalty.
- **Enhance Sponsorship Opportunities**
Identify and sell future sponsorship opportunities by demonstrating a deep understanding of the community's interests and engagement patterns.

- **Drive Product Research and Development**
Inform product development and innovation by understanding the evolving interests and needs of the target audience.

Premium Crowds are offered on a tiered monthly subscription model (please refer to page 27).



SECTION 2.2.4

COMMUNITY AS A SERVICE

Our CaaS is a fully customizable solution that integrates seamlessly into a brand's existing workflow.

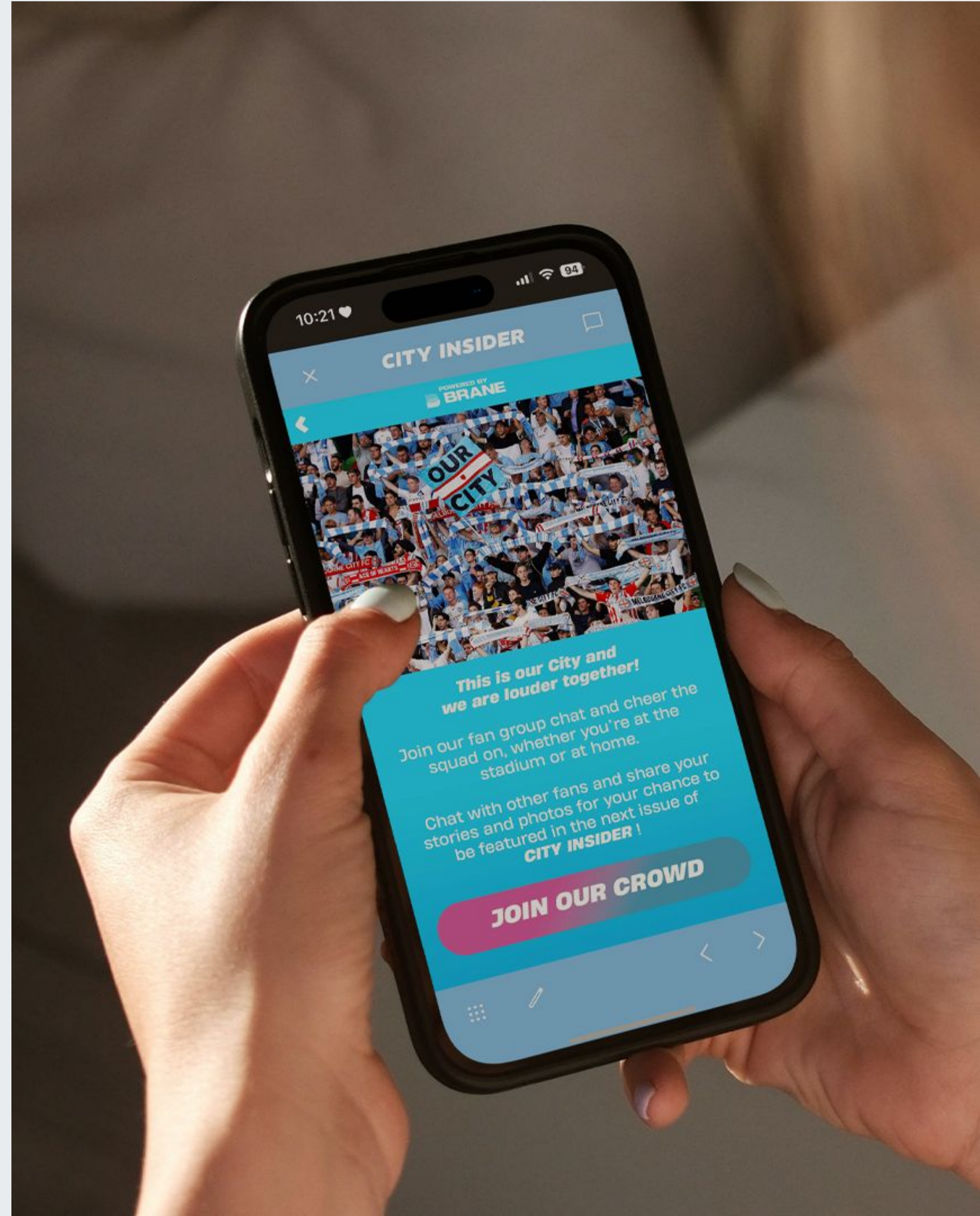
Embedded within their existing mobile app, the CaaS provides a dedicated space for customers to chat, share, and engage more deeply with each other as well as with the brand itself.

Our AI connects customers based on shared values that tie into the brand's product offering; for example, their favorite teams, activities, and passions.

This creates a relevant experience for each member while tying back into the brand's positioning.

In addition to being embedded into the client app, communities are accessible as Crowds from the main Brane app ensuring that brands continue to achieve optimal growth by drawing in new audiences that the community can engage with and convert to advocacy.

Community as a Service makes up our enterprise B2B tier.

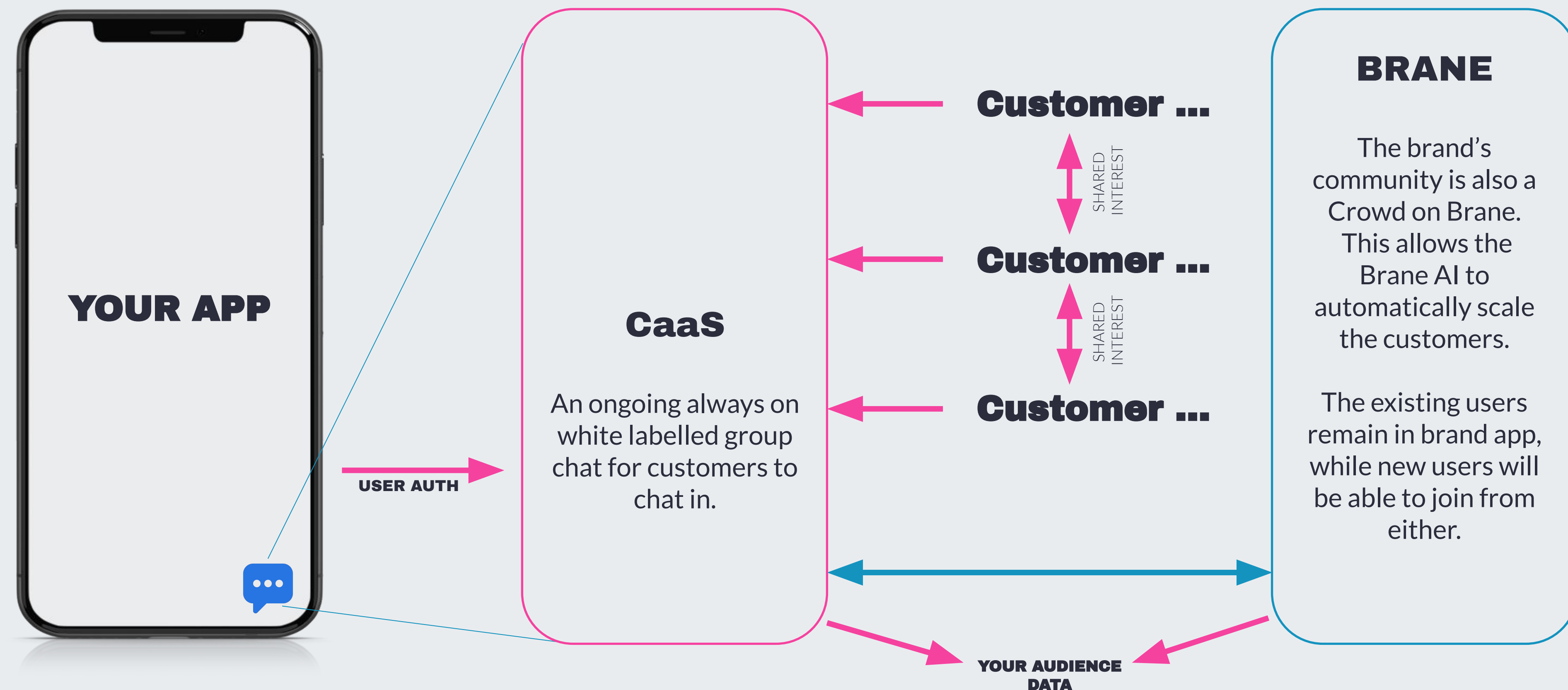


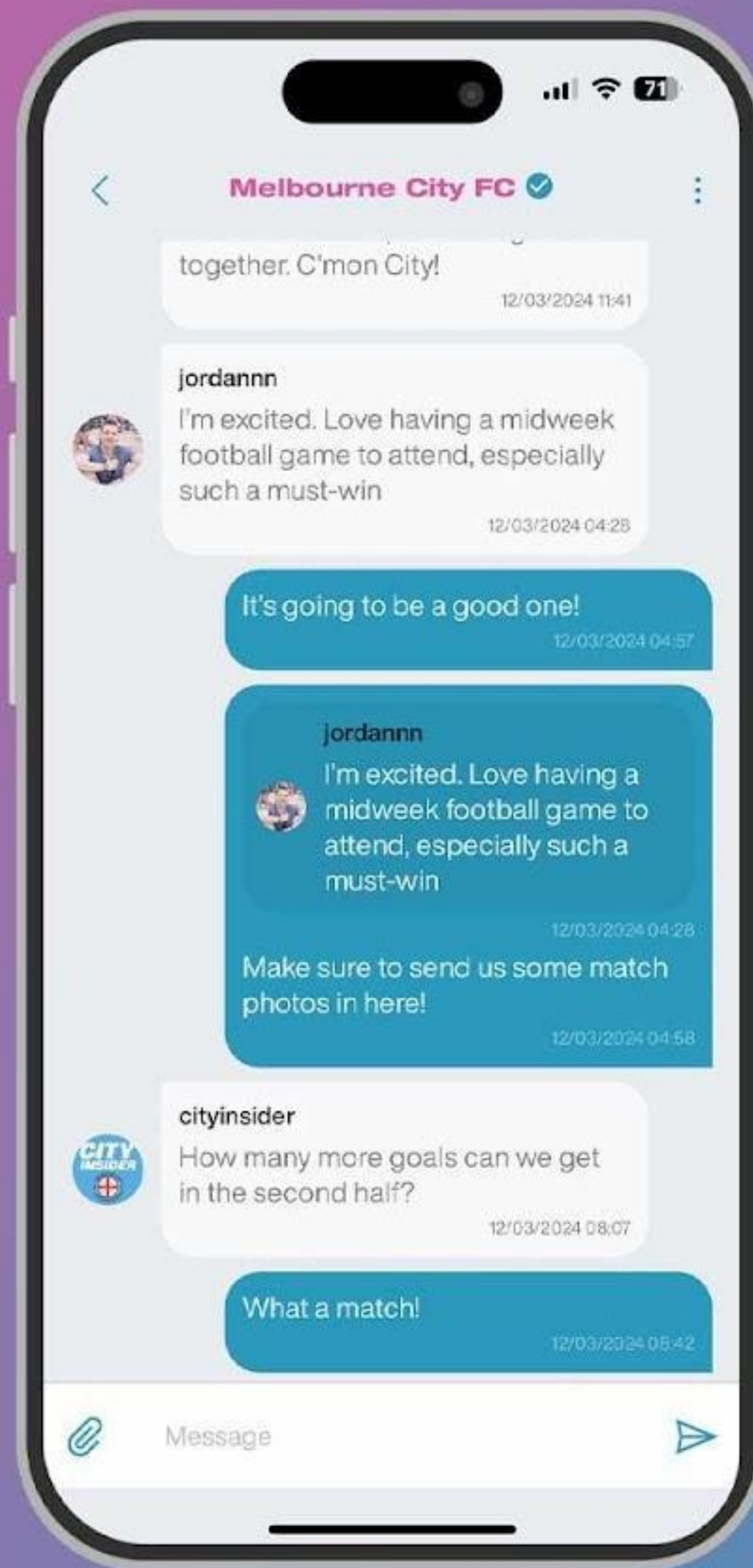
SECTION 2.2.4

CaaS INTEGRATION

CaaS integration provides two access points to a brand's community.

1. Fully embedded in their own app. 2. A Crowd on Brane for new customer acquisition and growth. This means that while the most loyal customers will enter through the brand's own app, our Crowd will grow the audience while both sets of users can communicate seamlessly together.





SECTION 2.2.4

BIG BRANE DATA & THE FUTURE OF AI

A study by MIT Sloan Management Review revealed that up to 25% of the data generated from social media platforms can be categorized as inauthentic ¹, casting doubt on the reliability of such data for businesses and researchers. This is because like its content, social media data provides a skewed superficial source and not an accurate representation of what people do or actively pursue engagement with. According to a report by IBM, poor data quality costs businesses in the U.S. over \$3 trillion annually ².

Brane's approach is fundamentally different; our platform harvests data based on real interactions and genuine interests people actively seek out to engage with, bypassing the superficiality that plagues much of today's digital data.

Our data-centric approach not only enhances our current partner capabilities in the short term but also lays the groundwork for future development of Large Language Models (LLMs) and predictive AI.

By capturing nuanced trends, correlating diverse interests, and integrating geolocation specifics, our data set offers unprecedented insights into human behavior and societal shifts.

We believe that this treasure trove of information will help revolutionise trend analysis, market fit prediction, and trend forecasting, delivering critical advantages in an increasingly competitive landscape.

Our strategic focus is on licensing this rich, anonymized data set, complemented by a subscription-based dashboard.

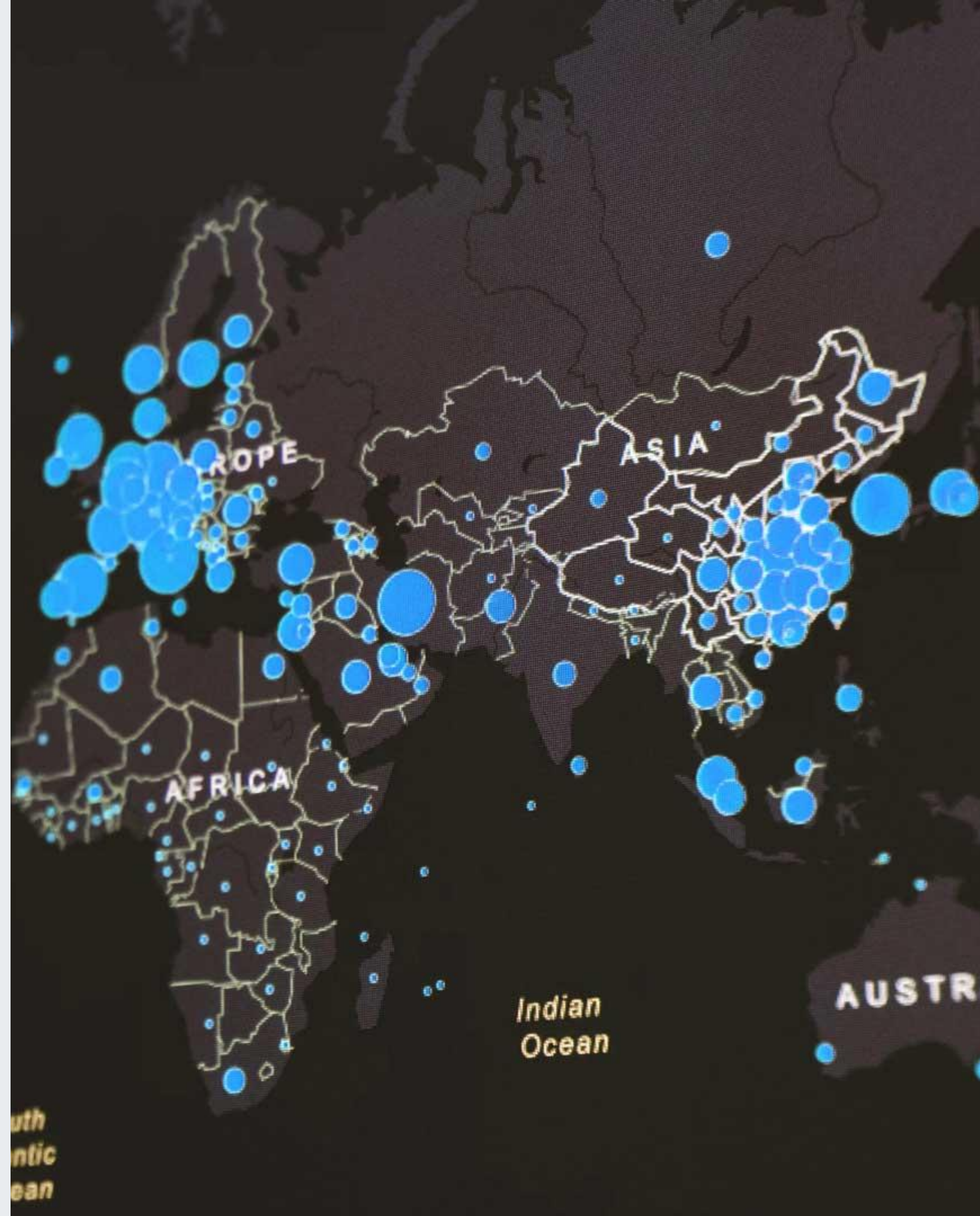
We are not just creating a platform for authentic social connections; we hope to lay the groundwork for a future where data-driven decisions propel communities and businesses forward through predictive AI and big data insights.

1. Source: MIT Sloan

<https://sloanreview.mit.edu/article/the-pitfalls-of-using-online-and-social-data-in-big-data-analysis/>

2. Source: IBM Big Data Hub

<http://www.ibmbigdatahub.com/infographic/four-vs-big-data>



SECTION 2.2.5

INDUSTRY OVERVIEW

The social networking and community engagement industry has experienced exponential growth over the past decade, fueled by advances in technology, changing consumer behaviors, and an increasing desire for digital connection.

However loneliness figures continue to rise, proving current solutions are not addressing core issues of connection.

Social media focused on the careful curation of unrealistic representations of real life lead to growing feelings of isolation ¹.

As this landscape continues to evolve, understanding the competitive environment is crucial for identifying opportunities and challenges within the market.

1. Source: University of Pennsylvania - "Social media use increases depression and loneliness, study finds"
<https://www.sciencedaily.com/releases/2018/11/181108164316.htm>

The industry is characterized by a diverse array of platforms catering to various aspects of social interaction, from traditional social media giants to niche community-focused apps. The rise of AI and machine learning technologies has further diversified the ecosystem, enabling personalized experiences and fostering deeper connections among users based on shared interests and values.

Key trends shaping the industry include:

- **The Search for Authenticity:** Users are increasingly seeking genuine connections and meaningful interactions, moving away from superficial social media exchanges.
- **Privacy Concerns:** With growing awareness of data privacy issues, platforms offering secure and private ways to connect are gaining popularity.
- **Niche Communities:** There is a rising demand for platforms that cater to specific interests, hobbies, or demographics, allowing for more targeted and engaged communities.

- **Integration of AI:** AI-driven recommendations and connections are becoming standard, enhancing user experience by matching individuals with like-minded peers and relevant content.

Competitor Landscape

The competitive landscape is marked by a mix of established players and emerging innovators, each offering unique approaches to digital connection and community building:

- **Social Media Giants** (Facebook, Instagram, Twitter): These platforms offer broad networks for connection but are increasingly criticized for their focus on quantity over quality of interactions and concerns over data privacy.
- **Niche Social Networks** (Meetup, Nextdoor): Catering to specific interests or geographical areas, these platforms provide more targeted communities but often lack the advanced AI-driven features for personalized connection or the advanced features of messengers.

- **Messaging Apps** (WhatsApp, Telegram): While primarily used for private communication, these apps are exploring features for larger group interactions and community building, albeit with limited discovery capabilities, and concerns over data privacy (ie. phone numbers visible in WhatsApp group chats).

SECTION 2.2.5

COMPETITIVE DIFFERENTIATORS

Brane sets itself apart in this competitive landscape by focusing on five key differentiators:

1. AI-Powered Discovery

Leveraging advanced AI to connect users based on shared interests and real-time location, Brane offers a more personalized and relevant networking experience.

Our platforms learns from your interests, locations, and interactions, to show you people who you are most likely to get along with based on your intersecting data.

The predictive nature of our AI also forecasts what other activities you may be interested in, based on other audiences who share your interests, and continues to refine your recommendations based on your engagement.

Importantly, privacy of your interests and preferences is maintained.

2. Advanced Messenger Technology

Brane is focused on being equal part social discovery platform, and advanced messaging app.

We are constantly developing our features for one on one chats, and for Crowds, alongside our Discovery-technology.

While Meta allows you to message people you already know, it's difficult to discover people who share your interests without knowing their names, and impossible to overlay with a direct location layer.

3. Privacy and Security

With a commitment to user privacy, Brane provides a secure environment for users to connect, share, and engage without the fear of data misuse.

Crowds can be joined without disclosing first party data, and interests remain secure and private even while working to connect people.

4. Crowds & CaaS

Our group chat Crowds are easily discoverable by aligning with existing interests, but also joinable through a simple link or QR code without the need to invite members using their phone number or email address.

Our CaaS integration takes this simplicity a step further by integrating a white label version of Brane into an organisation's existing app, to seamlessly connect their existing audience, while growing the community by syncing the Crowd across the main app and total Brane ecosystem.

5. Big Data Insights

Offering unparalleled insights through anonymized data, Brane enables partners to deeply understand their communities, align with consumer values, and anticipate market trends.

We will never sell user data, only provide access to fully anonymised trends data.

As the industry continues to grow, platforms that prioritize genuine connections, user privacy, and innovative use of technology like Brane are well-positioned to lead the way in redefining social networking and community engagement.

SECTION 2.3

BUSINESS AND REVENUE MODEL

SECTION 2.3.1

BUSINESS MODEL

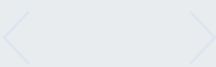
Brane operates as a multi-sided platform, uniting three interconnected but distinct customer segments: 1) people looking to meet like-minded users, 2) business users, 3) our enterprise partners.

Our unique strength lies in creating inter-connected value for all three, and each is designed to be scalable and replicable.

Our CSF raise will help us to market these services to potential customers so that investment is spent on revenue building activities.

We aim for a fourth revenue stream via the monetisation of our anonymous datasets.

Broadly speaking, traction is measured by the number of subscribers globally who are made up of a mix of those who adopt the free Brane offering through to community members who elect for the paid subscription options.



CUSTOMER SEGMENT 1: PEOPLE LOOKING FOR LIKE-MINDED USERS

- Our Value Proposition
- We cater to their needs with
- Connecting them with like-minded people
 - Helping them to find like-minded locals when traveling
 - Giving them a secure, private, and engaging chat experience and messenger
 - Continuing to evolve our Discovery AI features

FREEMIUM REVENUE MODEL

The larger our user base, the more engaging our proposition is to the rest of our users and our commercial partners.

For this reason, we plan for our app to always be free to use.

However we intent on launching optional verification (“blue tick”) services, and premium features in the near future.

CUSTOMER SEGMENT 2: BUSINESS USERS

- Our Value Proposition
- We provide the platform to
- Create easily joinable yet secure group chats
 - Provide better data about community and customer interests and behaviours
 - Automatically grow audience by recommending brand Crowds to users who share their brand values

SaaS REVENUE MODEL

Subscriptions start at \$0 and moves up through tiers to \$1000 per month based on commercial requirements. At the higher tiers, a portion of fee is re-invested into marketing client’s Crowd off-app.

This leads to success for the client, and also doubles as marketing for Brane as ultimately Crowd members are Brane users.

CUSTOMER SEGMENT 3: ENTERPRISE PARTNERS

- Value Proposition
- We create a solution that
- Integrates directly into an existing brand app
 - Are totally white label and bespoke
 - Provides better data about community interests and behaviours
 - Adds chat to brand apps while syncing with a Brane Crowd that then uses AI to funnel a look-a-like audience back to the partner

ENTERPRISE

Bespoke pricing model based on time to integrate, hosting, and monthly white label licensing fee.

SECTION 2.3.1

PRICING

Our platform provides a flexible pricing strategy designed to capture as much of the market as possible and allow them to easily grow and scale through our funnel.
From freemium to enterprise.

<div>Standard</div> <div>Open to anyone. Upgradable at anytime.</div> <div><ul style="list-style-type: none">Unlimited use, members, and messagesPublic or Password ProtectedShare Crowd through link or QR code</div> <div>FREE FOREVER</div>	<div>Basic</div> <div>Perfect for brands with an established audience.</div> <div><ul style="list-style-type: none">All the Standard featuresMonthly Crowd participant “interests” report</div> <div>\$30 PER MONTH</div>	<div>Premium</div> <div>Designed to grow communities and turn customers into advocates.</div> <div><ul style="list-style-type: none">All the Standard features<ul style="list-style-type: none">Weekly Crowd reportCrowd Verification (Blue tick)</div> <div>\$250 PER MONTH</div>	<div>Ultimate</div> <div>The ultimate community growth bundle.</div> <div><ul style="list-style-type: none">All the Premium features<ul style="list-style-type: none">Data Dashboard\$850 of monthly marketing included for the first year</div> <div>\$1000 PER MONTH</div>	<div>CaaS</div> <div>Community as a Service, fully integrated into existing brand ecosystem.</div> <div><ul style="list-style-type: none">White label solution integrated into existing appUsers connected based on brand specified data metricsCommunity connected through Crowd across main Brane app</div> <div>ENTERPRISE</div>
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SECTION 2.3.2

KEY VALUE DRIVERS

Brane’s unique position in the social networking and community engagement landscape is propelled by three key value drivers that not only differentiate it from competitors but also provide substantial value to users and partners alike.

These drivers are central to Brane’s mission of fostering authentic connections and facilitating meaningful interactions.

Together they form the cornerstone of Brane’s strategic advantage, ensuring a compelling, secure, and enriching experience for users and partners, and positioning Brane as a leader in the next generation of social networking and community engagement platforms.

1. Personalized Connection through AI Technology

Brane’s advanced AI algorithms analyse user interests, location data, and interaction patterns to facilitate highly personalized and relevant connections.

This technology-driven approach ensures that users are matched with like-minded individuals and communities that share their passions, leading to more engaging and fulfilling interactions.

Value Proposition:

Enhances user satisfaction by providing a tailored social networking experience that goes beyond superficial connections, fostering deeper relationships based on shared interests and values. For partners, this means engaged and cohesive communities that are more likely to support and advocate for their brand.

2. Privacy-Centric Platform

With an increased concern with privacy and data security, Brane prioritises user confidentiality and data protection.

By employing robust security measures and ensuring that personal information is safeguarded, and not requiring phone numbers to use our messaging service, Brane creates a trusted environment for users to interact freely.

Value Proposition:

Builds user trust and loyalty by addressing privacy concerns head-on, differentiating Brane from platforms where data misuse and privacy breaches have been issues. This commitment to security attracts users seeking a safe space for genuine connections, and provides partners with the assurance that their communities are built on a foundation of trust.

3. Community Building with Crowds and Community as a Service (CaaS)

Brane’s innovative Crowds feature and CaaS offering redefine community engagement by allowing users and brands to create dynamic, interest-based group chats (Crowds) and integrate Brane’s community-building functionalities into their own digital platforms, respectively. These features facilitate organic growth of communities centered around shared interests, enhancing the vibrancy and engagement of these groups.

Value Proposition:

Empowers users to find or build communities that resonate with their interests, leading to higher engagement and retention rates. For partners, these features provide a direct channel to cultivate and nurture brand loyalty, increase user engagement, and gather insights into community preferences and behaviors, ultimately driving brand growth and innovation.

SECTION 2.3.2

MARKET OPPORTUNITY

Brane is uniquely positioned in vast B2C and B2B markets, offering authentic connections.

Our freemium model and our B2B solutions set the stage for substantial growth and revenue potential.

Please note, this analysis is on the market opportunity and is not a forecast of future revenue.

1. Source: Ipsos Polling for Cigna U.S. Loneliness Index
 2. Source: The 12th edition of Deloitte's Gen Z and Millennial Survey
 3. Source: Internet World Stats
 4. Source: Grand View Research

EVERYDAY USERS

Total Addressable Market: 2.5 billion people

- There are approximately 2.5 billion Gen Z and Millennials globally¹.
- As an example the online dating market, which caters primarily to these demographics, was valued at \$3 billion in 2020², according to Statista. Brane serves far broader life stages.

Serviceable Addressable Market: 1.25 billion Gen Z and Millennials

- With over 50% of the global population having internet access³ the SAM is estimated at around 1.25 billion Gen Z and Millennials.
- Adjusting for the 75% loneliness index, this suggests a potential SAM of 937.5 million users seeking genuine connections.

Serviceable Obtainable Market: 94 million users

- Based on Brane's unique value proposition and market strategy, we aim to capture 5% of the SAM in the next 5 years, equating to 46.875 million users.
- We aim to achieve the average 3% conversion rate to our monthly freemium model, this translates to 1,406,250 paying users.

COMMERCIAL PARTNERS

Total Addressable Market: \$9billion

- The global market for community management software is projected to reach \$8.9 billion by 2027⁴, as brands recognize the importance of fostering meaningful connections with their audience.

Serviceable Addressable Market: \$5billion

- Given Brane's specific offerings within the community platform market, we estimate a potential SAM of \$5 billion.

Serviceable Obtainable Market: \$250million

- Based on Brane's unique B2B offerings and market strategy, we aim to capture 5% of the SAM in the next 5 years.

SECTION 2.3.3 MINIMISING COSTS

OUR COST BASE & OPERATING MODEL

Fixed Costs

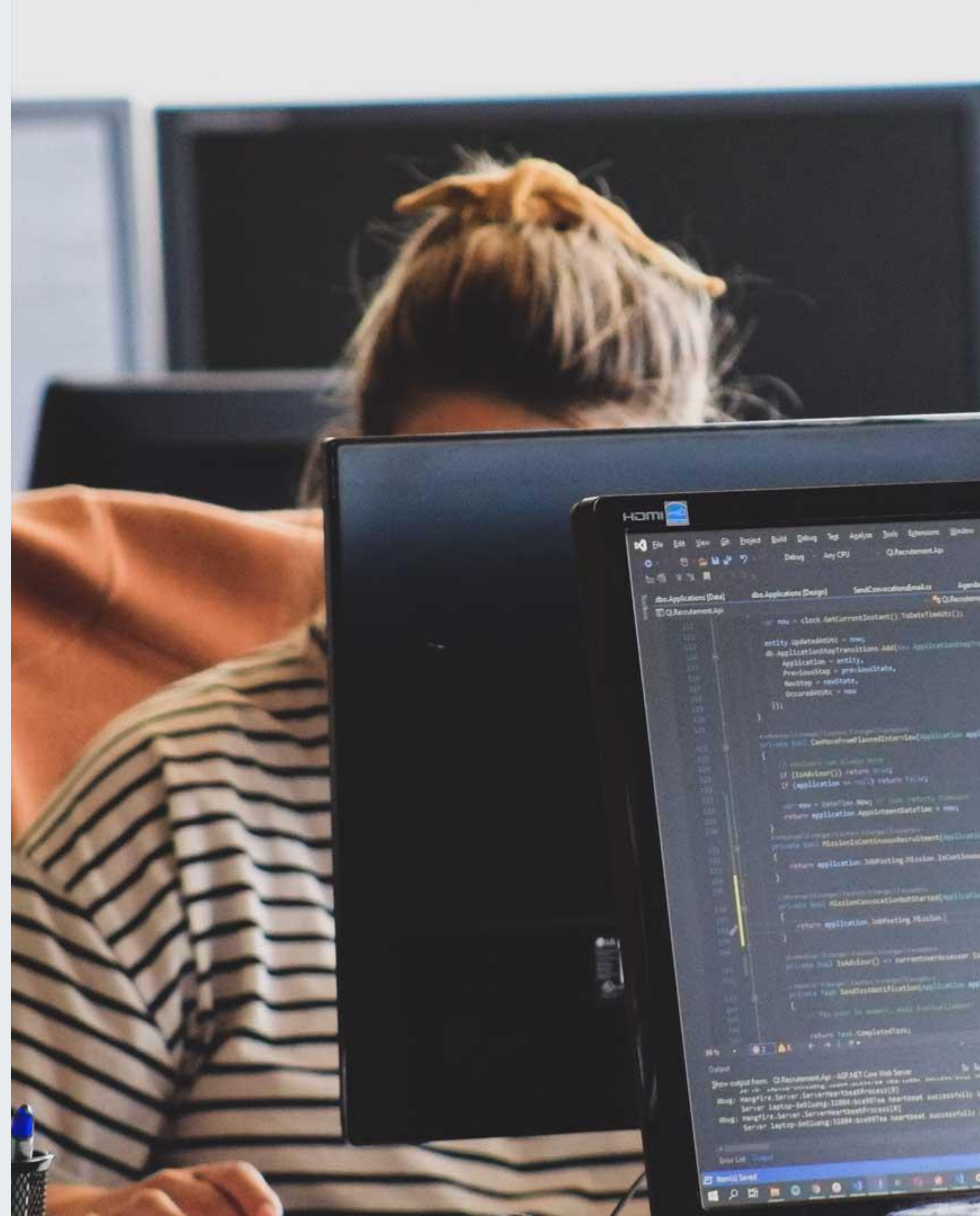
Our simple operating model ensures we keep our cost base low by having a multi-skilled leadership team who each have experience across the business as well as being subject matter experts in their field.

This efficiency is augmented by offshoring the majority of our technical staff. As we grow it is our intention to continue to use highly qualified technical staff and establish 'technical satellite hubs' located overseas in order to keep this area of business expenses low.

Variable Costs

Brane's variable costs, predominantly consist of periodic (linked to particular campaigns and or features and product launches) digital advertising, legal and financial services fees and platform hosting.

In time it is anticipated that there may be additional variable costs linked to the contracting of further ambassadors and influencers.





SECTION 2.4

BUSINESS STRATEGY

SECTION 2.4

BUSINESS STRATEGY

Off the back of our initial and early success underpinned with very modest funding, we have highly ambitious expectations for the future. As illustrated in section 2.2.5 *Industry Overview*, current societal pressures supported by major government funding have fueled the need for a solution such as Brane.

The fact is that the issue of loneliness and people across the globe wanting and needing to make deep connection with a community they feel comfortable in is only expected to increase.

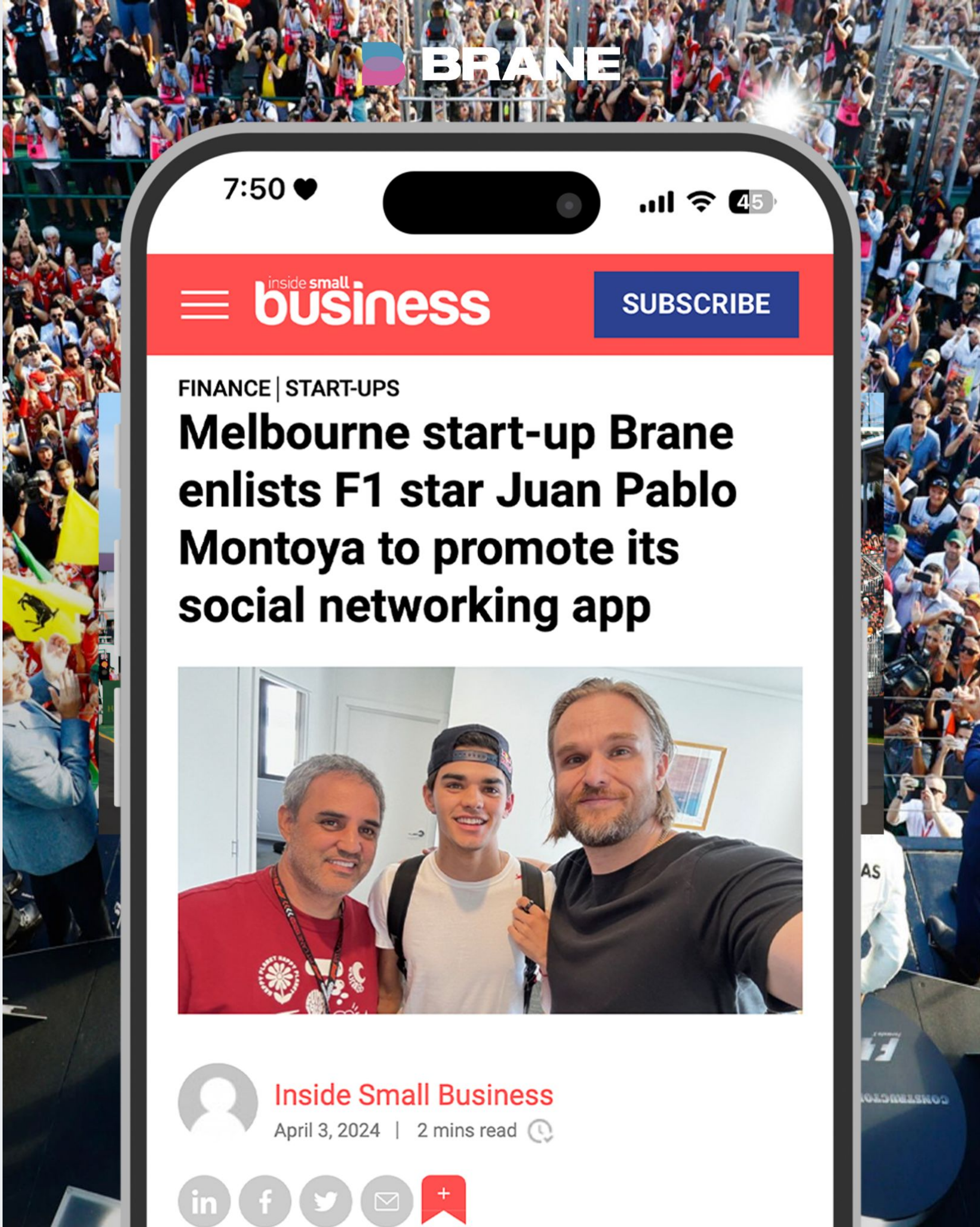
With this current and anticipated demand, our simple and clear strategy is three fold;

1. Aggressively grow our global user base via a targeted and efficient promotional strategy - (High traffic social media channels, targeted social media advertising spend)
2. Continue to refine, update and improve the user experience via enhanced features

3. Rapidly increase the number of high profile domestic and international ambassadors and influencers who generate interest, excitement and ultimately growth in Brane. Our team has a network of high profile global influencers and ambassadors who have been identified and will be approached to join the Brane team off the back of our crowdfunding phase.

These three strategic imperatives, each closely aligned to our vision and key objectives have been set as priorities and ‘mission critical’ to our success. Facilitating swift and measurable results in the form of increased users and exponential revenue. Since our inception, we have been focused on identifying a short list of ambitious strategic objectives, meeting and or exceeding them and regularly reviewing and appraising our progress.

By securing the requisite investment via our crowdfunding campaign, we will be in a strong position to invest in the highest priority elements such as staff, technology, marketing and promotion and customer service. Investment items are listed and explained in detail in Section 3.2 Use of Funds.



SECTION 2.4.1

GO TO MARKET STRATEGY

Our go-to-market strategy is to identify key partners that have a real need for community building with their existing audience whom they wish to engage with more deeply, and learn from.

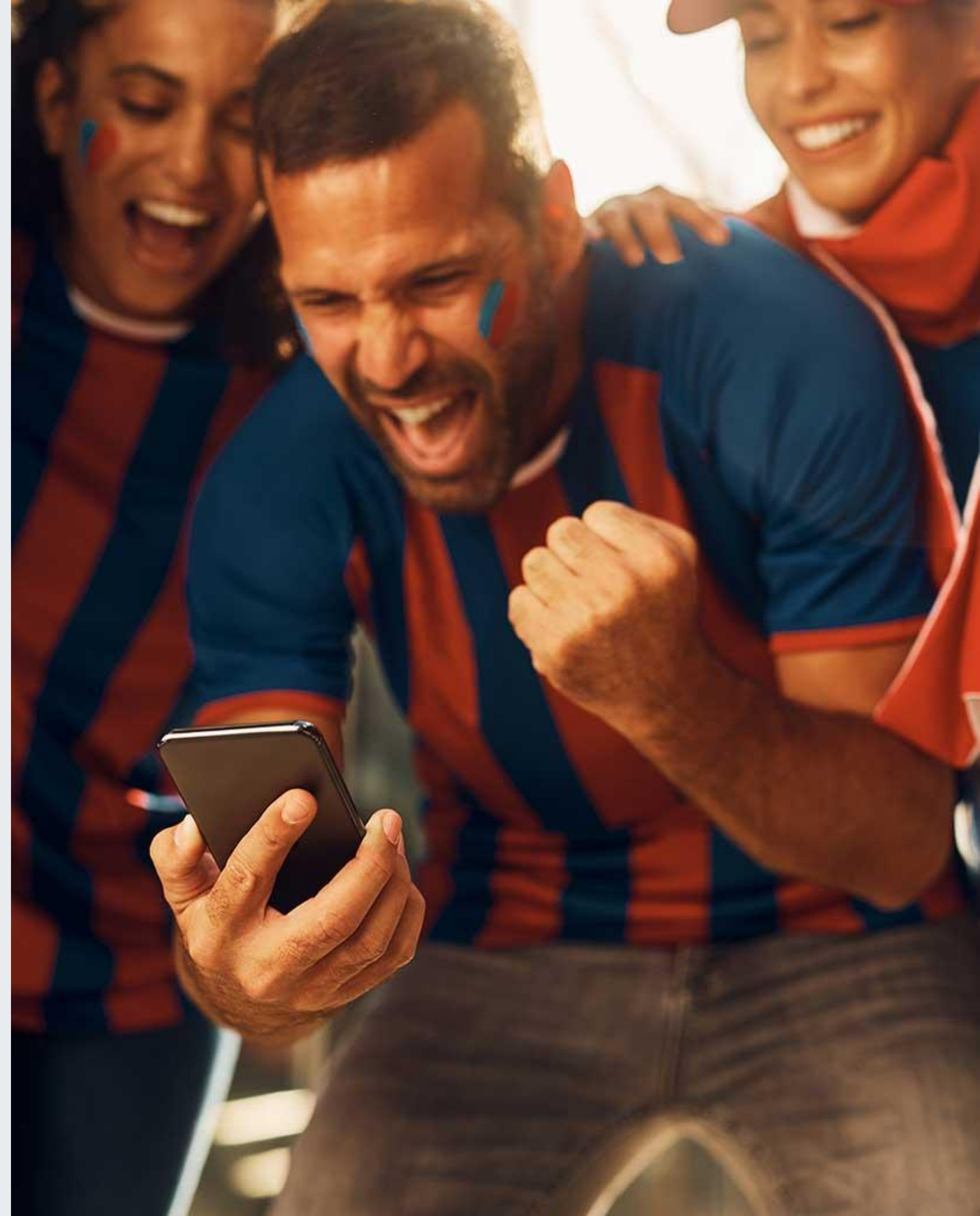
For instance, tourism boards, sports organizations, and global events provide perfect examples of sectors that will greatly benefit from our solution. These types of organizations have a strong need to foster a sense of community among their audience and customers, and Brane's unique platform will help them achieve this.

Our team, with its rich history of working with world renowned brands and extensive network of connections, is uniquely positioned to reach out to potential clients and execute our go-to-market strategy. Our team members have built relationships with the decision makers from various industries throughout their careers. These relationships give us a unique advantage in accessing potential clients and presenting them with our innovative solutions for their community and businesses.

Importantly, our business development strategy is a win-win for all parties involved.

Our partners are provided with a powerful tool for community building and engagement, their audience gets a more personalized and meaningful experience, and Brane gets the opportunity to grow.

We have also signed key strategic partnerships with Pranos.ai (marketing technology), Pretzl Digital (sports OTT provider), and We Are Cinematic (events and marketing), providing our Community as a Service solution to their clientele. Please refer to page 34 for more information.



SECTION 2.4.2

SERVICE AGREEMENTS

As part of our go to market strategy (see Section 2.4.1) we have signed service agreements with key strategic partners to couple our offering with theirs, and grow our market share by adding value to their client's business.

We will continue to explore key partnerships like this in the future as a way to increase our market share and enter new markets, and to secure recurring long term revenue.

We're excited to work with each of these partners to provide a new way for all of their clients, and their client's customers, to interact and connect with one another easily and securely without having to reveal personal information.



Pretzl Digital is a smart over-the-top (OTT) platform provider focused on the sports, events, and influencer markets. They provide bespoke content streaming apps for their clients and Brane embeds directly into these apps, allowing fans to continually engage with one another and with the teams/events the app is built for.

Users within these client apps and within the core Brane app are able to connect instantly and seamlessly across apps.

This leads to increased fan engagement for our joint clients, and the adoption of large already active fan bases into the Brane eco-system.



Pranos.ai are a Y Incubator backed marketing technology provider based in San Francisco.

Pranos have developed a hologlass display that turns vehicles into moving digital billboards with a growing business supplying marketing during major events.

Brane's Crowds are group chats pinned to a particular location, stationary or moving, and so we are able to create Crowds attached to these vehicles and activations creating unique branded pop-up community experiences for brands and advertisers.

Brane then feeds richer data back to Pranos and our joint clients.

This partnership provides us with user growth, marketing, and our own brand recognition.



Based in Los Angeles, **Cinematic** is one of the world's leading event production companies with a focus on cutting edge technology and interactive experiences.

Through this partnership, Brane is able to provide their events with instant interactive communities that thrive beyond just the initial experience. This becomes exciting for the event itself, adding a new depth of connection, but also adds longer life to the experience perfect for partners wanting longer engagement, brand recognition, and community building.

Cinematic collaborates with the world's most prestigious and innovative brands, such as Porsche, Ferrari, Warner Brothers, Uber, Maxim, Pandora, CES, and more, as well as celebrities for high-profile parties, concerts, and charity events.

SECTION 2.4.3

MARKETING

Social Media

Running a modest social media campaign, by smartly targeting under developed but active niches, (ie. padel in Australia) we have established a cost per install average across Facebook and Instagram of AUD\$1.22. This allows us to run efficient and effective social media campaigns during key points of the year and across our roadmap milestones that drive targeted acquisition aimed at specific audiences.

Outdoor Advertising

Negotiating OOH advertising, we expect to pay on average AUD\$0.14 per display for targeted interest based ads at airports, gyms, and places of interest driven social gathering. ie. "Find someone to gym with."

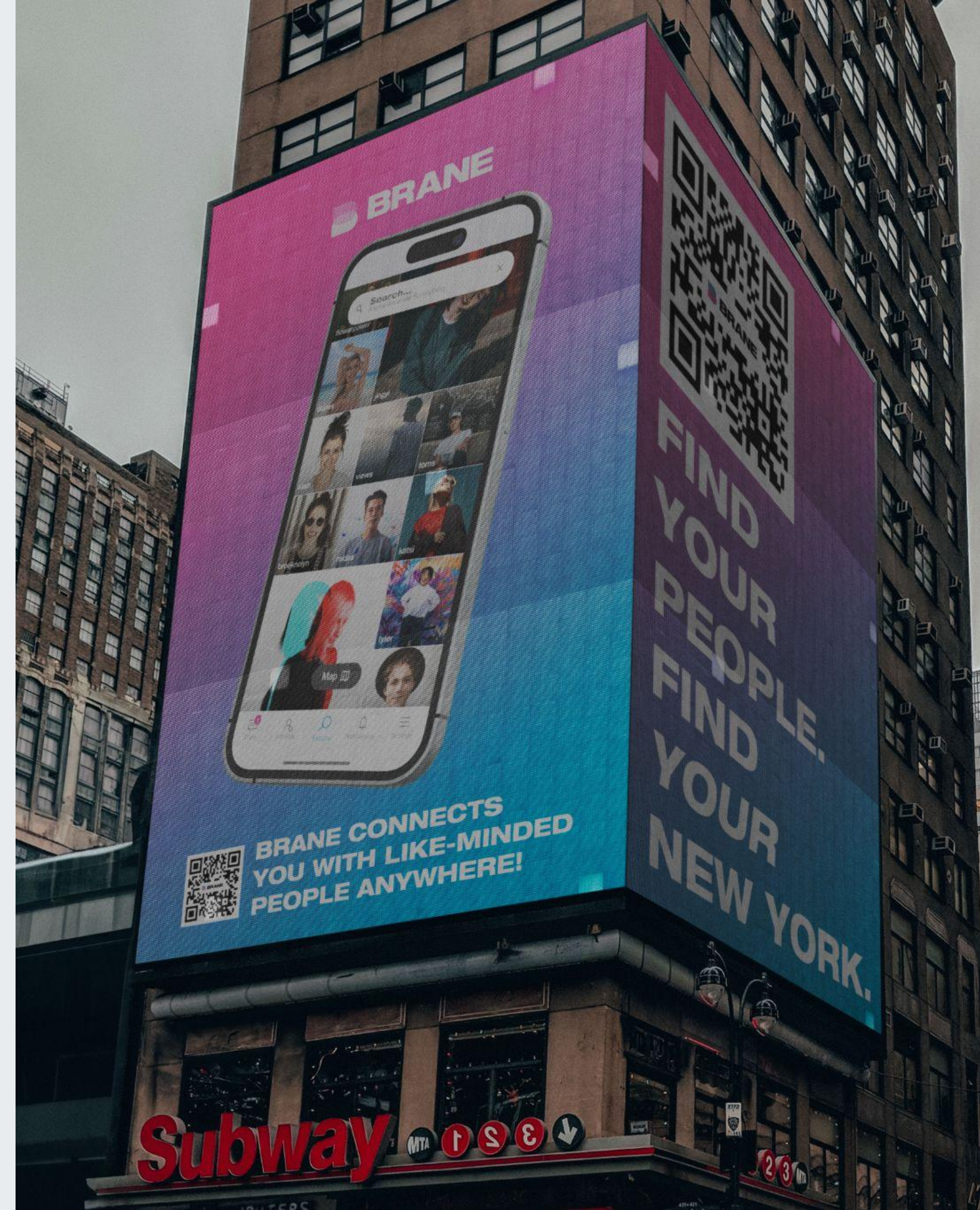
We will also post large "tour posters" across key demographics around high traffic tourist locations, as well as partner with Hotels, Cafes, and local tourism spaces and events to cross promote.

Key Strategic Partnerships

We have begun partnering with key strategic businesses and events to offer our Premium Crowd and Community as a Service. Please refer to our Go To Market Strategy on page 33.

- All of these conversations are already in market, and waiting to active post crowdfunding.

[You can watch our first TVC, "Friends should be easy as Pizza," here.](#) The goal of this campaign is to show that friendship should be as comforting as pizza, and as easy to find as your favorite local delivery. It also targets a specific interest group, with "food" trending as an interest in the top 10 on our platform in almost every region.





SECTION 2.5

OUR
TEAM

SECTION 2.5.1

OUR TEAM

The founding team at Brane is a unique blend of talent, experience, and vision.

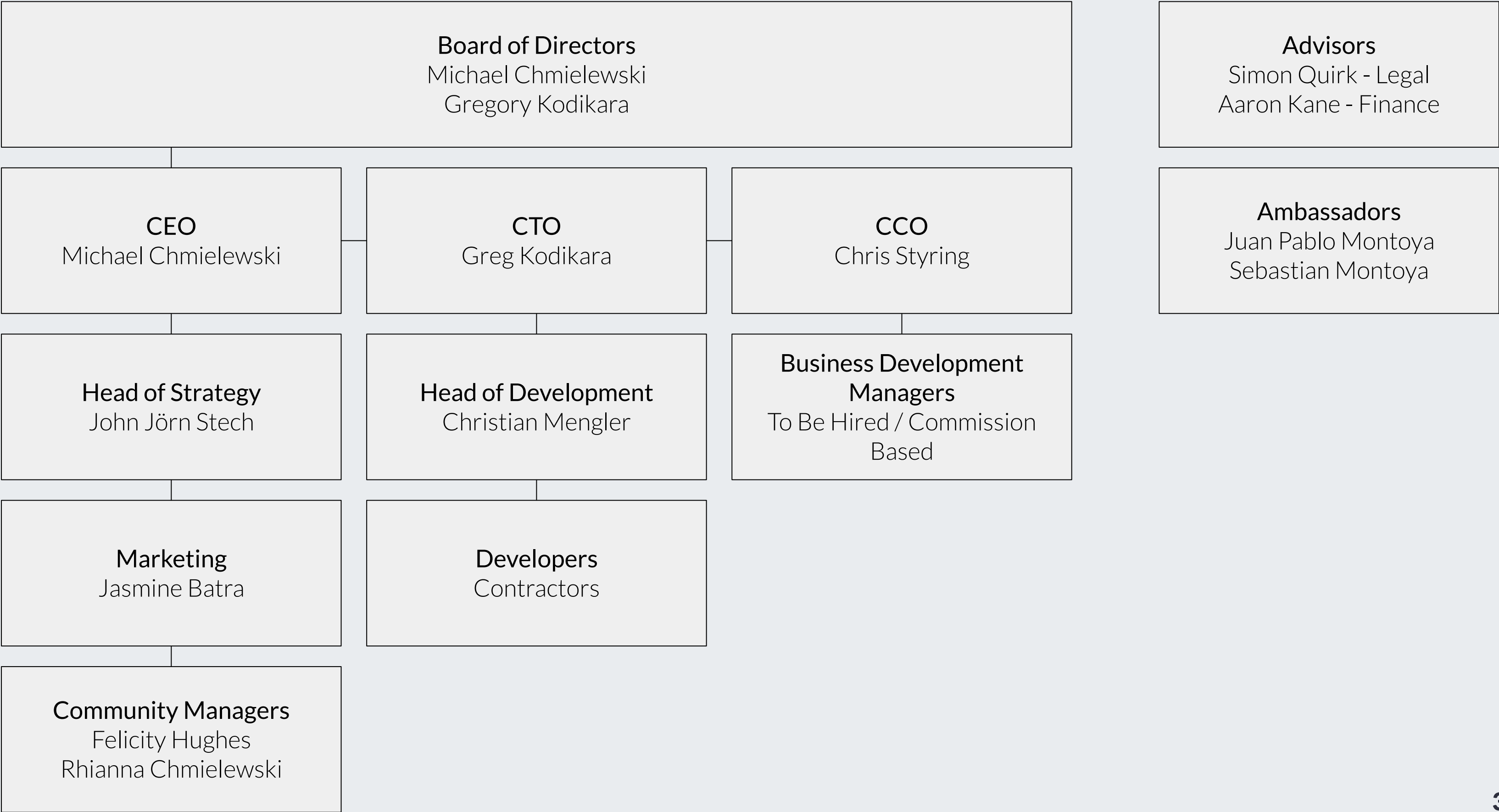
Our team members have a rich history of working with some of the world's most prestigious brands, bringing a wealth of knowledge and connections to the table.

Our team's diverse background spans many and varied industries, from technology, marketing and management consulting, to community building and data analysis.

This diversity allows us to approach growth from multiple angles, ensuring that we can cater to a wide range of needs and preferences.

Our strength lies not just in our individual skills and experiences, but also in our shared vision for Brane.

We believe in the power of communities and are committed to providing a platform that facilitates authentic connections and meaningful interactions.



SECTION 2.5.2 DIRECTORS & SENIOR MANAGERS

OUR TEAM



Michael Chmielewski

Managing Director & CEO (Co-Founder)

Michael is responsible for the strategy of the products and brand, as well as overseeing team, commercial, and partnership growth. He also represents the company at various fireside chats, universities, and conferences.

Experience:

Former Director of Creative & Brand Marketing for VinFast Automotive, Chief Product Officer at e-Mersion Media & Head of Product for FIFA, Formula 1, and Liverpool FC apps. Strategist at Fairfax Media, The Guardian, and Nine Entertainment.



Greg Kodikara

Director & CTO (Co-Founder)

Greg is responsible for the technology stack, technical direction and compliance, and client integration.

Experience:

Seasoned technology lead who has developed technology solutions for Baby Bunting, Fernwood Fitness, Formula 1, University of Melbourne, Victorian Chamber of Commerce and Industry, and Lufthansa Group. GM of Technology for the National Basketball League.



Christian Mengler

Head of Development, Senior Manager (Co-Founder)

Christian is the lead engineer, and responsible for managing the development of app features, and managing the dev team's day-to-day operation.

Experience:

Developed bespoke social media platform in partnership with 3 Mobile, and one of the world's pioneering Flutter and cross-platform developers. Built technology solutions for Liverpool FC, Formula 1, and more.



Christopher Styring

Head of Commercial, Senior Manager

Chris is responsible for executing the go-to-market strategy, securing commercial partnerships and sponsorships, and overseeing the ambassador strategy.

Experience:

Former board member of national tourism authorities and Olympic sports, global management consultant for EY's Sports, Events and Venues practice, held senior commercial roles with Ford, Tennis Australia, Williams F1 and AFL.

SECTION 2.5.3 ADVISORS & AMBASSADORS

OUR TEAM



Jasmine Batra

Marketing & Scalability

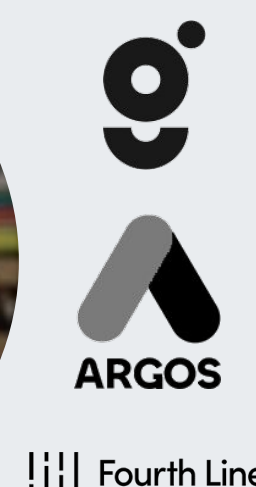
A visionary entrepreneur, astute strategist, and seasoned business mentor. Since co-founding the multi-award-winning digital growth agency Arrow Digital in 2007, she has propelled companies through early-stage market validation, crafted powerful go-to-market strategies and steered founders towards international scalability.



John Jörn Stech

Head of Strategy

With experience on multiple continents in the global automotive industry, John brings solutions to the table on the commercial and marketing side of the business. Using experience garnered at VinFast, Mercedes-Benz, Chrysler/FCA, and Volvo Car Group.



Simon Quirk

Advisor

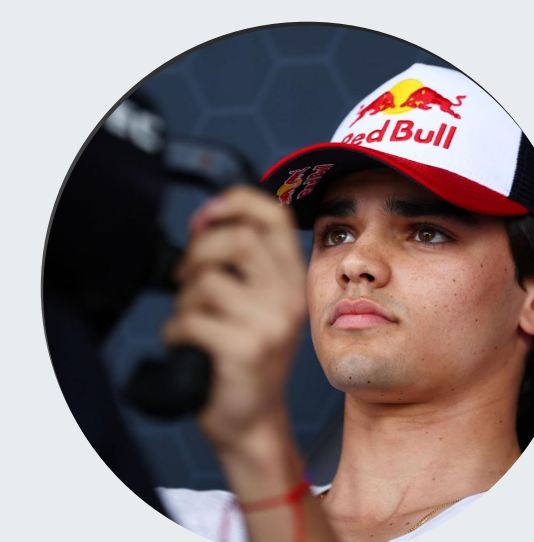
A dynamic leader in legal and AI. He serves as CEO at Gracenote, harnessing AI for legal compliance, and as a Non-Executive Director at Argos Reg-Tech, focusing on regulatory updates. He co-founds Fourth Line, leading AI-driven solutions for financial advice compliance, and is Venture Partner at R3i Ventures.



Juan Pablo Montoya

Advisor & Ambassador

Universally considered one of the best racing drivers of his era, winning the most prestigious races in the world as well as testing, developing and creating technology with the top racing teams on the planet. Juan understands the need for connection when travelling and community building for sport.



Sebastian Montoya

Ambassador

Currently competing in the 2024 FIA Formula 3 Championship with Campos Racing and the Red Bull Junior Team. As a driver he travels most of the year and understands the need to connect with locals, and also understands the importance of building a community around his personal brand.



SECTION 2.6

**CAPITAL
STRUCTURE**

SECTION 2.6.1

ISSUED CAPITAL (BEFORE & AFTER THE OFFER)

As at the date of this Offer Document, the Company has 10,310,000 ordinary shares on issue. The majority of shares are held by the Company’s founders/directors.

The Company also has the authority to issue up to 15% of the Company’s issued share capital under the Company’s Employee Share Option Plan.

Table 1 sets out the issued capital of the Company before the Offer.

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

Table 1

Shareholder	Share Type	Shares	%
Michael Chmielewski	Ordinary	4,000,000	38.8%
Gregory Patrick Kodikara	Ordinary	3,000,000	29.1%
Christian Carl Mengler	Ordinary	3,000,000	29.1%
Micjud Pty Limited	Ordinary	310,000	3.01%
Total	Ordinary	10,310,000	100%

Table 2

Shares	Minimum Subscription	Maximum Subscription
Existing Founder Shares	10,000,000 (82.9%)	10,000,000 (77.5%)
Existing Ordinary Shares	310,000 (2.6%)	310,000 (2.4%)
ESOP Shares (Unallocated)	1,546,500 (12.8%)	1,546,500 (12.0%)
Offer Shares	208,333 (1.7%)	1,041,667 (8.1%)
Total Shares	12,064,833 (100%)	12,898,167 (100%)

SECTION 2.6.2

RIGHTS & LIABILITIES ASSOCIATED WITH SECURITIES

As at the date of this Offer, the only class of shares on issue are ordinary shares.

The Company has also adopted an Employee Share Option Plan.

Set out below is a summary of the rights and liabilities associated with the securities in the Company.

A copy of the Company's Constitution is available on the Intermediary's platform.

Ordinary Shares

The rights and liabilities associated with the ordinary shares are set out in the Company's constitution, including:

- All ordinary shares have the same voting rights and the same rights to receive dividends.
- Restrictions on the sale or transfer of shares, including drag and tag rights and exit provisions.
- The Board has the power to refuse a transfer of shares to a third party.

The shares offered under this Offer are ordinary shares.

A more detailed description of the rights and liabilities associated with the ordinary shares is set out in Section 3.3 below.

Employee Share Option Plan (ESOP)

The Company has implemented an employee share option plan (ESOP) to attract, retain and incentivise key employees.

The maximum number of options that can be issued under the existing ESOP is 15% of the share capital of the Company.

As at the date of this CSF Offer Document, the Company has issued and allocated a total of 0 options under the Company's existing ESOP.

Shareholders Agreement

Other than the Constitution, there is no shareholders agreement or other agreement between the existing shareholders of the Company.

SECTION 2.6.3

SOURCES OF FINANCING, INCLUDING DEBT FINANCING & OTHER FINANCING

To date, the business has been funded through a combination of early investors

Equity

To date, the Company has raised approximately \$140,000 from professional investors. See section 2.6.1 for more information.

Founder loans

To date, the founding shareholders have loaned funds of \$15,000 (interest free) in total to the Company.

The founder loans will not be repaid with the funds raised under the Offer. This loan will be repaid at the discretion of the Company.

Debt funding

As at the date of this Offer, the Company has not relied on debt financing to fund its business activities.

Convertible notes

The Company has NOT issued any convertible notes.

Grant funding

The Company has not received any government funding, but is currently applying for the Research and Development Tax Incentive grant.

SECTION 2.7

KEY RISKS FACING THE BUSINESS

An investment in the Company 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
Early Stage Startup	<p>Brane has a limited operating history and we aim to build the business with the funds raised through this crowd-sourced funding offer.</p> <p>As an early stage business, the Company is subject to all of the risks associated with early stage companies, including uncertainty around the volume and origin of revenue streams, size and existence of repeat customers, and risks associated with evolving technology. In particular, the Company is not yet profitable and is yet to generate revenue through certain anticipated revenue streams.</p> <p>The commercial success of the business will depend on many factors including the Company’s ability to attract and retain quality staff and loyal customers.</p>
Funding	<p>Brane is not yet profitable. The Company is in the process of raising funds to achieve its strategic business objectives and to cover its projected operating expenses.</p> <p>We may not raise all of the required funding and therefore not achieve all of our business objectives.</p> <p>It is likely that Brane may also need to raise additional funds in the future from investors or third parties, to fulfill our expansion into new markets and new technology plans. There is no guarantee that Brane may be able to obtain additional rounds of funding, and the Company’s value may be materially affected.</p>
Cashflow	<p>Brane is a pre-revenue start-up and is establishing its revenue streams with the funds raised in this CSF. Our operating activities involve a series of cash inflows and outflows. Although we seek to manage our cash flow efficiently, there is a risk that Brane may not achieve these revenue streams in a timely manner, and therefore won’t have sufficient cash or working capital, at times, to fund both its operations and its expansion plans. This could affect our profitability, future prospects and ability to meet our business objectives.</p>

SECTION 2.7

KEY RISKS FACING THE BUSINESS

Risk	Description
Cyber risk	<p>Brane is built on a technology platform of custom software and third party services. The information it holds about users must be protected at all times and the services must be always available.</p> <p>While the company uses industry standard practices for data security and service integrity, attacks by third-parties on the platform are a possibility and pose a risk to business continuity.</p>
Technology Risk	<p>Brane relies on the internet, as well as a number of custom and third party software for delivery of our services.</p> <p>Despite our measures to effectively manage these systems and risks, if any of these technologies were to fail without notice, it could interrupt our delivery, and therefore have direct impact on revenue and profitability.</p> <p>In addition, Brane is in an online environment, therefore there is 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>
Brand risk	<p>If Brane does not maintain consistent levels of quality and service in its offering, 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.</p>

SECTION 2.8

FINANCIAL INFORMATION

Below are the financial statements of the Company for the financial years ended 30 June 2022 and 30 June 2023 which have been prepared in accordance with the Accounting Standards.

Financial information for the 8 months ended 29 February 2024 have also been included. The information has been prepared on a consistent basis based on management accounts, and accordingly may be subject to change.

SECTION 2.8.1

BALANCE SHEET

	2024 29 February	2023 30 June	2022 30 June
Assets			
Current assets:			
Cash	\$38,143	\$28,946	\$85,933
Accounts Receivable	\$0	\$0	\$0
Total current assets	\$38,143	\$28,946	\$85,933
Property & Equipment	-	-\$1,619	-\$3,047
Total Assets	\$38,143	\$27,327	\$82,887
Liabilities			
Current liabilities:			
Founder Loans	\$15,000	\$10,000	\$5,000
Total Liabilities	\$15,000	\$10,000	\$5,000
Net Assets	\$23,143	\$17,328	\$77,887
Equity			
Current Year earnings	-\$34,185	-\$60,559	-\$23,113
Retained Earnings	-\$83,672	-\$23,113	
Share Capital	\$141,000	\$101,000	\$101,000
Total Equity	\$23,143	\$17,328	\$77,887

SECTION 2.8.2

PROFIT & LOSS STATEMENT

	2024 29 February	2023 30 June	2022 30 June
Revenue			
Freemium Revenue	-	-	-
CaaS Revenue	82,225	-	-
Other Revenue	42,598	-	-
Total Revenue & Gains	\$124,823	\$0	\$0
Expenses			
Advertising	\$6,869	\$39,305	\$2,934
Insurance	\$936	\$936	\$936
Office Supplies & Hardware	-	\$1,619	\$3,047
Rent/Lease	-	-	\$219
Travel	\$1,561	\$110	-
Wages	\$145,163	\$19,696	\$12,592
Subscriptions & Software	\$3,815	\$1,107	\$2,329
Utilities/Telephone Expenses	\$664	-	-
Other Expenses	-	-	\$1,056
Total Expenses	\$159,008	\$60,559	\$23,113
Income before tax	-\$34,185	-\$60,559	-\$23,113
Net Profit / Loss After Tax	-\$34,185	-\$60,559	-\$23,113
Net Profit (Loss)	-\$34,185	-\$60,559	-\$23,113

SECTION 2.8.3

CASH FLOW STATEMENT

	2024 29 February	2023 30 June	2022 30 June
Operating Activity			
Customers	\$124,823	-	-
Net Cash from Operations	\$124,823	-	-
Payment to suppliers and contractors	\$160,626	\$60,368	\$16,020
Cash receipts from other operating activities	-	-	-
Net Cash Flows from Operating Activities	-\$35,803	-\$60,368	-\$16,020
Investing Activities			
Cash receipts from			
Purchase of equipment	-	-\$1,619	-\$3,047
Total Cash from Investing Activities	-	-\$1,619	-\$3,047
Financing Activities			
Founder Loans	\$5,000	\$5,000	\$5,000
Issue of Shares	\$40,000		\$100,000
Total Cash from Financing Activities	\$45,000	\$5,000	\$105,000
Cash at beginning	\$28,946	\$85,933	\$0
Net change in cash for period	\$9,197	-\$56,987	\$85,933
Ending Cash	\$38,143	\$28,946	\$85,933

SECTION 2.8.4

STATEMENT OF
CHANGE IN EQUITY

Account	2024 29 February	2023 30 June	2022 30 June
Equity			
Opening Balance	\$17,328	\$77,887	\$1,000
Current Year Earnings	-\$34,185	-\$60,559	-\$23,113
Share Capital (movement in share capital / issue of shares	\$40,000	-	\$100,000
Total Equity	\$23,143	\$17,328	\$77,887

SECTION 2.8.5

MANAGEMENT COMMENTS

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 the Company and has not been validated by an independent third party.

Up until recently we have bootstrapped the development of Brane, and largely relied on founder skills to get us to where we are. With only \$140,000 in investment to date, we have managed to develop and launch an MVP product, refine and release 39 versions since launch, respond to user feedback with new features, and cater towards commercial requests, even integrating our technology into client apps.

From September 2023 until February 29 2024 we have generated \$124,823 in revenue from key clients. It is important to note that while our payroll/development expenses have also gone up during this period with the requirement to employ outside developers, we do not expect payroll to be proportional to revenue in the future. This initial cost was research and development and we have ensured that moving forward our B2B Community as a Service platform is scalable and replicable (a SaaS). This results in substantially less work needed for each

subsequent client as the platform and processes are now in place, therefore we expect our profit margin to grow with each new client.

Our major expenditure for the future will be BDM and marketing. To assist with marketing, we have structured our Premium Crowd fees in such a way that a proportion is automatically allocated to advertising - promoting our client's Brane community (a win for them) while ultimately funneling users into our ecosystem (a win for us).

As a result each subsequent client pays for its production, and a substantial percentage of our marketing strategy to maximise growth.

As founders we are excited to take what we have developed and grow it to a global scale.

We believe we have a world class product and have worked hard to ensure our go to market strategy is as agile as our development, and as smart as our platform.



SECTION 3

INFORMATION ABOUT THE OFFER

SECTION 3.1

TERMS OF THE OFFER

The Company is offering up to 1,041,667 shares at an issue price of \$0.48 per share to raise up to \$500,000.

The key terms and conditions of the Offer are set out here.

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.

Retail 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.

Term	Details
Shares	Fully-paid ordinary shares
Price	\$0.48 per share
Minimum Subscription	\$100,000
Maximum Subscription	\$500,000
Opening date	April 16, 2024
Closing date	May 2, 2024

SECTION 3.2

USE OF FUNDS

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

The Offer costs include 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 \$1,900 for administration and setup costs. The Offer costs are exclusive of GST.

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 24 months.

If this CSF Offer is unsuccessful, or if only the Minimum Subscription amount is raised, the Company will require further funding to be able to carry out our intended activities over the next 18 months. In such circumstances, the Company may consider alternative sources of funding, such as undertaking a further CSF offer under the CSF regime or other debt or equity funding.

Until additional funding is obtained, we will scale back marketing and continue to focus our cash resources on revenue generating CaaS clients.

Intended use	Minimum Subscription	Maximum Subscription
Staff Hire	\$50,000 We will hire one full time offshore dev to service integration of our technology into CaaS clients. This will ensure that investment is spent on revenue generating opportunities.	\$250,000 1x CaaS focused dev 1x Full Stack Dev 1x Business Development Manager focused on Partnerships
Omni channel marketing promotional strategy including the purchase of various digital advertising assets, event sponsorships and trade events	\$42,100 Niche targeted social media ads to support ads paid for by our CaaS partners (top tier CaaS packages include a built in marketing budget designed to drive traffic to partner Crowds on Brane).	\$218,100 Expanded social media ads, and sponsorship of key events. Our platform provides us with data on what users are interested in, which allows us to target niche events that resonate with a look-a-like target audience.
Offer costs	\$7,900	\$31,900
Total	\$100,000	\$500,000

SECTION 3.3

RIGHTS ASSOCIATED WITH SHARES

Immediately after issue, the shares under this Offer will be fully-paid ordinary 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

Each shareholder has one vote on a show of hands and, on a poll, one vote for each share held.

Dividends

All shareholders have a right to receive any dividends declared and paid by the Company. The directors have a discretion and may resolve to pay dividends, subject to their obligations under the Corporations Act (for example, they cannot pay dividends unless the Company's assets are sufficiently in excess of its liabilities immediately before the dividend is declared and where it may materially prejudice the Company's ability to pay its creditors).

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.

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. Holders of fully-paid ordinary voting shares rank ahead other classes of shares (if any).

SECTION 3.3

RESTRICTIONS ON SALE AND TRANSFER

Drag along and tag along rights

The Constitution contains drag and tag-along rights, as follows:

- **Drag rights** - If Shareholders who together hold 75% of the shares on issue propose to sell all of their shares to a third party, they can 'drag' the remaining 75% to sell their shares on the same terms. The pre-emptive rights process does not need to be undertaken in order for the drag along to be triggered.
- **Tag rights** - If Shareholders who together hold 75% or more of the shares on issue propose to sell their shares to a third party under one transaction (or series of transactions) the remaining 75% may also 'tag'-along and sell their shares on the same terms.

Pre-emptive rights on transfer

If a Substantial Shareholder provides a notice to transfer its shares (other than as a permitted disposal), the Company must first offer each other Substantial Shareholder the right to purchase those shares. The Board may vary this procedure, provided that each Substantial Shareholder has an opportunity to acquire their pro rata entitlement to the Sale Shares and there is no material adverse impact on a Substantial Shareholder.

Escrow arrangements in an IPO

If an Exit Proposal is approved under the Constitution and that Exit Proposal involves an IPO, each shareholder agrees to enter into any required escrow arrangements as may be required by law, the rules of the relevant stock exchange, or as may be recommended by the relevant financial adviser to enable the success of the IPO.

Discretion to refuse to register a transfer of shares

The Board has the power to refuse a transfer of shares to a third party.

On-sale restrictions under the Corporations Act Shares acquired under the Offer may not be on-sold within 12 months of their issue without a prospectus or other disclosure document, unless an exemption under section 708 of the Corporations Act 2001 (Cth) applies (e.g. sales to sophisticated or professional investors) or unless ASIC gives relief from the requirement to provide such prospectus or other disclosure document.

SECTION 3.3

PRE-EMPTIVE RIGHTS/ANTI-DILUTION ON ISSUE OF SHARES

If the Board resolves to issue new Equity Securities (which includes shares, options, warrants, convertible notes or any other instrument convertible into shares), it must first offer the new Equity Securities to each Substantial Shareholder (as defined in the Constitution) unless one of the following exceptions apply:

- The Board resolves to make a CSF offer
- The issue of Equity Securities is a public offer of securities
- The Board resolves to issue up to 20% in aggregate of the issued share capital of the Company, provided such issuances are not exercised more than once in any 12 month period
- The Substantial Shareholders waive (by Substantial Shareholder Majority) the pre-emptive rights provisions related to the issuance of new Equity Securities
- The Equity Securities are issued as part of an approved ESOP
- The Equity Securities are issued as part of an Exit Event approved in accordance with the Constitution
- The Equity Securities are issued as part of an arm's length commercial agreement, provided that such issuances in any 12 month period are in aggregate not more than 25% of the issued share capital of the Company;
- The Equity Securities are issued as part of the consideration for an acquisition of an interest in any business, entity or company approved by the Board by Special Resolution Vote.

Amendments to the Constitution

To vary the Constitution or adopt a new constitution, the Company must pass a special resolution at a general meeting. At least 75% of the voting members of the Company must vote in favour of the resolution for it to pass.

SECTION 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 their investment in the Company. These include:

- 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.

SECTION 3.5

ESIC SUPPLEMENT

Early Stage Innovation Company

From 1 July 2016, if you invest in a qualifying early stage innovation company (ESIC), you may be eligible for tax incentives. The incentives provide eligible investors, who purchase new shares, with:

- a non-refundable carry forward tax offset equal to 20% of the value of their qualifying investments. This is capped at a maximum tax offset amount of \$200,000 for sophisticated investors and their affiliates and \$50,000 for retail investors and their affiliates.
- a modified capital gains tax (CGT) treatment, under which capital gains made or accrued on qualifying shares that are continuously held for at least 12 months and less than ten years are exempt from CGT. Capital losses made or accrued on shares held less than ten years are also disregarded.

Based on an objective self-assessment with the assistance of advisors, the Company has assessed itself and believes that it meets the criteria as a qualifying ESIC for the purposes of this Offer. Investors who purchase new shares in qualifying ESICs may be eligible for certain early stage tax incentives.

The Company does not warrant or guarantee that it will qualify under relevant rules as an ESIC, and is not able to form a view or give investors tax advice as to whether they are eligible for any tax incentives. Neither the Company nor Birchall Financial Services Pty Ltd take any responsibility for investors that invest on the assumption that ESIC will apply to them or the Company. We recommend that investors seek independent tax advice about their investment.

More information about the ESIC regime is available from the [ATO website here](#).

SECTION 4

INFORMATION ABOUT INVESTOR RIGHTS

SECTION 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.

SECTION 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.

SECTION 4.3

PROPRIETARY COMPANY CORPORATE GOVERNANCE OBLIGATIONS

4.3.1 Annual report

While the Company is currently a small proprietary company that is not required to prepare annual financial reports and directors' reports, if we successfully complete this Offer, then we will be required to prepare and lodge these annual reports 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.

Our financial reports are currently not required to be audited as we are a small proprietary company. This means that the Company's financial reports will not be subject to auditor oversight and, therefore, there will be no independent assurance of the Company's financial statements. However, the directors are still required to ensure 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.

We may be required to have our financial reports audited in the future if we raise more than \$3 million from CSF offers (including this current offer and any future offers) or otherwise become a large proprietary company.

4.3.2 Distribution of annual report

The Company 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 Company's share registry website at the following address [<https://orchestra.io/>] (free of charge) or can purchase the report from ASIC.

4.3.3 Related party transactions

If we successfully complete this Offer, the rules on related party transactions in Chapter 2E of the Corporations Act will apply to the Company (for so long as we continue to have CSF shareholders). This means that the Company is required to obtain shareholder approval before giving financial benefits to related parties of the company (e.g. directors and their spouses, children or parents), subject to certain exceptions (such as reasonable remuneration provided to directors).

4.3.4 Takeovers

If we successfully complete this Offer and have more than 50 shareholders, the takeover rules in the Corporations Act will only apply to the Company in a very limited way. If someone wants to buy more than 20% of the voting shares in the Company, they will be able to do so without complying with the takeover rules.

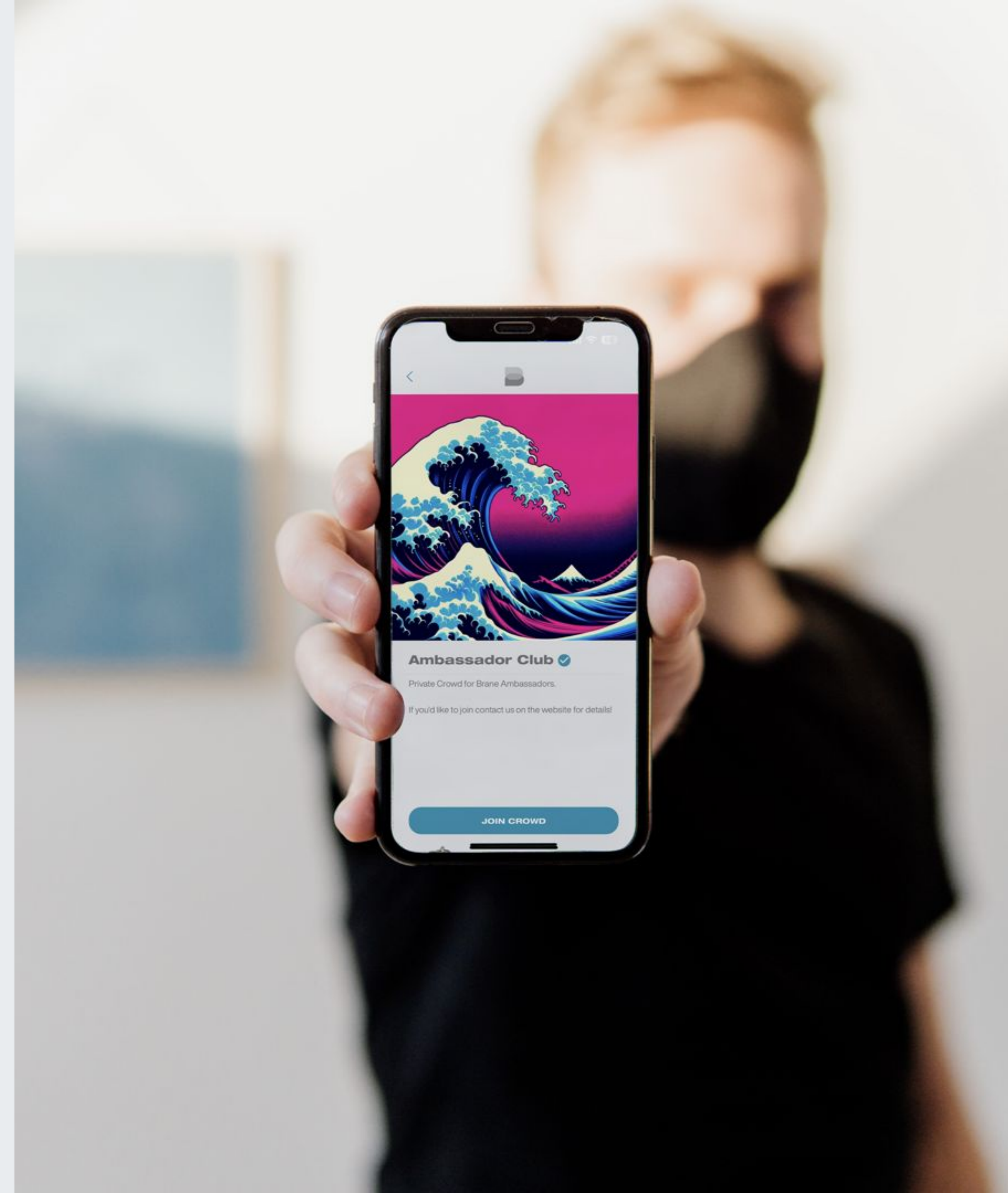
This means a person may be able to get control of the Company without making a formal takeover bid to all shareholders or without seeking shareholder approval.

Shareholders will not have the benefit of the full protections under the takeover rules, which means you may not have the right to vote on or participate in a change of control of the company. However, the general principles of ensuring shareholders have sufficient information and time to consider a change of control, and all have a reasonable and equal opportunity to participate in any benefits, will apply to the Company. In addition, the Takeovers Panel has jurisdiction to hear disputes relating to control of the Company.

SECTION 4.4

COMPANY UPDATES

The Company will provide regular updates to investors on the Company's website at the following address www.brane.app, via the Company's share registry website at the following address www.orchestra.io, and via the Intermediary's platform.



SECTION 5

GLOSSARY

Company means Brane Labs Pty Ltd ACN 641942270.

Cooling-off Period means the period ending five business days after an application is made under this Offer, during which a retail 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 Birchall Financial Services Pty Ltd ACN 621 812 646 AFSL 502618

Maximum Subscription means the amount specified in this CSF offer document as the maximum amount sought to be raised by the Offer. The Maximum Subscription is subject to rounding based on the share price of the Offer.

Minimum Subscription means the amount specified in this CSF offer document as the minimum amount sought to be raised by the Offer. The Minimum Subscription is subject to rounding based on the share price of 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



**THANK
YOU.**