


## Cover Page

**Quincey Jones Jelly Preserves Co. Pty Ltd** ACN 637 078 801

**Crowd-sourced funding offer document**

Offer of fully paid ordinary shares in Quincey Jones Jelly Preserves Co. Pty Ltd at A$0.80 per share to raise a maximum of A$1,001,000.

Offer opening date: 2 June 2026

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

**Issuer:** Quincey Jones Jelly Preserves Co. Pty Ltd ACN 637 078 801

**Intermediary:** Birchal Financial Services Pty Ltd ACN 621 812 646 AFSL 502618

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

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## Section 1: Risk warning

**Section 1: Risk warning**

Crowd-sourced funding is risky. Issuers using this form of funding 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.

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## Section 2: Information about the Company

### A letter from our founder

It started in Mum's kitchen, along the Murray River in Echuca-Moama, on the family stove, with my grandmother's old preserving pan. One autumn afternoon, I made a single batch of quince jelly. I had been told how tricky it was to make, and I have always been one of those people who, when told something is too hard, feel compelled to prove myself.

The process is elaborate; you peel, core, and boil the fruit for hours. You strain the juice overnight through a muslin jelly bag. The next day, you cook it until the colour and the set are just right. What starts as rock-hard, yellow-white fruit turns into a translucent, melt-in-your-mouth product that glows like a ruby jewel. It is the culinary version of alchemy.

One taste and you understand why the work is worth it. Ambrosia is not an exaggeration; it really is the nectar of the gods. I made it fruit-forward and clean, without the sticky over-sweetness you find on a supermarket shelf. I made a few extra jars, so on a lark, set up a table at the local Echuca Farmers Market. They sold out in an hour. The name found us not long after. Quincey Jones Jelly Preserves Co., or QJJ, is an ironic play on words: a tip of the hat to Henry Jones, the Australian jam pioneer who built the IXL empire more than a century ago, a wink to Quincy Jones, the jazzy musician, and a nod to our first product. The business was born from one batch of quince jelly and a name that wrote itself.

We never planned to start QJJ. It just started. And the demand never gave us a reason to stop. One recipe at a time, the range has grown to more than 70 products across jams, jellies, marmalades, pickles, chutneys, sauces, fruit pastes, relishes and fruit toppings. But three convictions defined us from the very first batch, and they still do today.

**The first is what we leave out.** Sugar has always been personal in our family. My father has lived with Type 1 diabetes since he was a child. So when I started playing with recipes, low sugar was not a marketing angle; it was the only way I knew how to make food. The old 50/50 fruit-to-sugar formulas were a workaround for pre-refrigeration storage, not a flavour decision. With modern preserving and modern kitchens, you do not need them. The fruit can speak, because the fruit is the real flavour hero anyway. That conviction sits underneath every recipe we have developed since, and is a reason many sugar-conscious customers choose our brand.

**The second is what we put in.** From my earlier career as an economist, I had always seen a concerning disconnect: Australia grows some of the best produce in the world, yet our supermarket shelves are dominated by foreign-owned, mass-produced products laden with artificial additives and overseas-grown ingredients. We deserve better. It was an ambition from day one to use only Australian fruit, to make fruit the first ingredient on the label at 75%, and to remove the artificial fillers. COVID and the more recent fuel and fertiliser shocks tied to the Iran conflict have made painfully clear how fragile global food supply chains really are. Australian-grown ingredients, processed in Australia, are no longer a soft marketing claim. They are a strategic advantage.

Preserving is also the time-honoured answer to food waste, a problem estimated at around A$36 billion a year in Australia.[1] Climate-affected and cosmetically blemished fruit, rejected every season by supermarkets that demand visual perfection, becomes a pantry treasure once preserved.

**The third is what it gives back.** My Mother, Gladys, and wife, Natalie, still work the markets beside me. My two girls, Lily and Zara, are QJJ's cutest product tasters: they have grown up with our jams on their toast every day. We answer customer emails ourselves. The 2,649 reviews on Reviews.io, averaging 4.91 out of 5, are not just a number; they are letters from people telling us how QJJ has found its way onto their tables, into their hampers, and into the food memories of their families. What started as one batch in one kitchen has become a quiet conversation with thousands of Australian households about food worth being proud of. We make jam for our family, and for every Australian family to enjoy. That conversation is the part of QJJ that drives me hardest of all.

Behind every jar is a relationship. We source exclusively from Australian farms, including the country's largest commercial quince orchard (K.Besim & Sons) and one of the finest berry growers in Tasmania (Westerway Raspberry Farm). These relationships were built season by season and held as much on handshake as on contract. A competitor can copy our recipe; they cannot copy that supplier trust. It is structurally hard to replicate, and it is the reason QJJ tastes the way it does.

From one batch to a nationally distributed brand, the numbers tell the story:

- **Sales** have moved from A$412,063 in FY2024, to A$551,149 in FY2025, to A$646,484 in just the first 10 months of FY2026, already past the FY2025 full year with two months still to trade. On the same run rate, FY2026 annualises to approximately A$775,000, around 88% growth across 24 months.
- **Gross margin** closed FY2025 at an audited 79.1%, well above the 50–65% premium-pantry benchmark and 6.6 percentage points above FY2024.
- **Awards.** 46 medals across the Sydney Royal Fine Food Awards and the Melbourne Royal Australian Food Awards in just two years of competing, on the country's two most prestigious blind judging panels.
- **Customers.** An online base of 25,867 lifetime accounts, with a 31% repeat purchase rate (roughly 2.5 times the premium-pantry benchmark), and a 1,308-strong cohort who have ordered five or more times.

The product has been validated. The customers have voted. The trend is our friend.

**What this raise is for.** We are raising capital to scale the production capacity we have already built proof for, to deepen our wholesale footprint into independent grocers and premium food retailers, to take a careful first step into selected premium export markets, and to fund the working capital that a fruit-intensive business needs through a full seasonal cycle.

**Our ask.** If you have read this far, thank you. We are inviting you to join QJJ at a moment when the product, the customer base and the economics are all real, and the next phase is about scale rather than survival. Every investor here is, in our minds, also a customer, an advocate, and someone we would happily share a kitchen table with one day. We hope you will come with us to spread the Aussie spirit.

Yours always in passion and preserves,

Tim Harley
Founder and CEO, Quincey Jones Jelly Preserves Co.
Moama on the Murray, NSW

## 2.1 Company details

This offer of shares is made by Quincey Jones Jelly Preserves Co. Pty Ltd ACN 637 078 801.

| Field | Detail |
|---|---|
| Company name | Quincey Jones Jelly Preserves Co. Pty Ltd |
| ACN | 637 078 801 |
| ABN | 53 637 078 801 |
| Date of registration | 28 October 2019 |
| State of registration | New South Wales |
| Company type | Australian Proprietary Company (Limited By Shares) |
| Date of conversion to public company | Not applicable |
| Registered office | 33 Lawson Drive, Moama NSW 2731 |
| Principal place of business | 33 Lawson Drive, Moama NSW 2731 (production facility leased at Unit 1, 1 Eddy Avenue, Moama NSW 2731 from 16 June 2025; see Section 2.5.5 related-party arrangement) |
| Directors | Timothy Stallard Harley (appointed 28 October 2019); Gurwinder Singh (appointment in progress via ASIC Form 484 lodged 13 May 2026) |
| Company secretary | Timothy Stallard Harley (appointed 28 October 2019) |
| Subsidiaries and related companies | None |
| Share registry | [Share Registry: TBC] |
| Website | qjj.com.au |

## 2.2 Our business

Quincey Jones Jelly Preserves Co. (QJJ) is an award-winning Australian premium pantry brand making small-batch jams, jellies, marmalades, chutneys, relishes, pickles and sauces from 100% Australian-grown produce. Built on low-sugar formulations, named-grower provenance, and a tightly held grower-to-shelf supply chain, the Company has earned 46 medals across the Sydney Royal Fine Food Show and the Melbourne Royal Australian Food Awards in two years of competing. In the 10 months to 30 April 2026, sales reached $646,484, already $95,335 above the FY2025 full-year result of $551,149, with net profit after tax of $15,408 (approximately 4.5 times the FY2025 full-year figure, after booking $9,773 of non-cash depreciation against FY2025 equipment investment). FY2025 closed at a 79.1% audited gross margin. The Company has built an online customer base of 25,867 lifetime accounts with a 31% repeat purchase rate. The business is Moama-based, founder-led, and structurally positioned to scale into the national wholesale, gifting and selected export channels that the next phase of growth opens up.

### 2.2.1 What we make

QJJ produces approximately 70 SKUs across seven categories: jams, jellies, marmalades, chutneys, relishes, pickles and sauces. Every SKU is made in-house at the Moama on the Murray facility in NSW, in small batches, using produce sourced 100% from Australian growers. The range is built on a high-fruit, low-sugar philosophy and bold flavour combinations. Every SKU is naturally gluten-free, and the overwhelming majority are vegan-friendly.

### 2.2.2 Five structural moats

QJJ's competitive position rests on five mutually reinforcing moats. None of them are individually rare. Together, they are unusually difficult for a competitor to assemble in a single business.

**100% Australian-grown produce, sourced from named regional growers.** Every ingredient in the QJJ range is grown in Australia. The supply chain is concentrated through four named grower relationships, supplemented by smaller seasonal partners. K.Besim & Sons in Kyabram supplies our quince and the majority of our stonefruit. They operate one of Australia's most significant commercial quince orchards, and the relationship has been the spine of QJJ's supply chain since the brand's earliest batches. Westerway Raspberry Farm in Tasmania's Derwent Valley supplies our berries. Renzo's Fresh Fruit & Vegetables and Sunrise Park supply seasonal vegetable inputs into our pickle and chutney lines. These are direct, multi-year relationships, not spot-market purchases, a structural fact that competitors cannot replicate by simply matching a recipe.

**46 medals at Australia's two most prestigious blind-judged food competitions.** QJJ has been awarded 46 medals across the Sydney Royal Fine Food Show and the Melbourne Royal Australian Food Awards in two years of competition (2024 and 2025). These are blind, panel-judged competitions adjudicated by chefs, food critics and industry experts. The detailed table appears in Section 2.2.3 below. The significance is that the quality is third-party-validated against hundreds of competing entries by the highest-credibility judging bodies in the Australian fine-food category. Quality has been demonstrated rather than asserted.

**Proprietary low-sugar, high-fruit formulations.** QJJ's modern recipe family is built around fruit-forward, lower-sugar formulations developed in-house. This positioning meets two converging consumer trends: continuing public-health focus on Australia's sugar intake (free sugars contributed 12.3% of dietary energy in 2023-24, well above the World Health Organization's recommended ceiling of less than 10%, per Australian Bureau of Statistics, Apparent Consumption of Selected Foodstuffs 2023-24) and the premiumisation of the household pantry as cost-of-living pressure pushes Australians to eat at home more often. Old 50/50 fruit-to-sugar preserving formulas were a pre-refrigeration solution, not a flavour decision. Modern preserves can be bolder and lower-sugar without compromising shelf stability, and that is the white space QJJ occupies.

**Shelf-stable preservation, designed for low waste.** The preservation method itself reduces waste in two ways. First, it converts seasonal fruit gluts (including weather-

affected and secondary-grade fruit that would otherwise not reach a fresh-produce shelf) into a year-round shelf-stable premium product. Second, the long shelf life of the finished product reduces in-pantry waste at the consumer end. This is described as a sustainability-aligned model rather than a sustainability claim, because no third-party certification has yet been pursued.

**Service speed and customer communication: the layer a competitor cannot replicate from a recipe book.** QJJ has accumulated 2,649 verified Reviews.io customer reviews at 4.91 out of 5, with approximately 95% rating the business "excellent" (Reviews.io, retrieved 6 May 2026). The recurring themes are product quality and flavour, fast and well-packed dispatch, and the personal founder-led tone of order communication. A competitor can copy a recipe and chase awards. The harder thing to assemble is a 25,867-strong online customer base that voluntarily reviews the product, recommends it, and reorders at roughly 2.5 times the category benchmark, built parcel by parcel and email by email over five years. Capital from this Offer is intended in part to scale this exact experience through digital marketing capability and website UX investment (Section 2.4 below).

### 2.2.3 Awards: 46 medals over two years of competition

Below is the consolidated awards table for QJJ across the Sydney Royal Fine Food Show (Sydney Royal) and the Melbourne Royal Australian Food Awards (Melbourne Royal) over 2024 and 2025.

*2024 Sydney Royal Fine Food Show (10 medals)*

| Year | Show | Medal | Product |
|---|---|---|---|
| 2024 | Sydney Royal | Gold | Roasted Red Capsicum Ketchup |
| 2024 | Sydney Royal | Gold | Pink Grapefruit & Pink Sea Salt Marmalade |
| 2024 | Sydney Royal | Silver | Beetroot Relish |
| 2024 | Sydney Royal | Silver | Eggplant Kasundi |
| 2024 | Sydney Royal | Silver | Strawberry Jam |
| 2024 | Sydney Royal | Silver | Zucchini Relish |
| 2024 | Sydney Royal | Bronze | Fig & Cointreau Jam |
| 2024 | Sydney Royal | Bronze | Green Tomato Pickles |
| 2024 | Sydney Royal | Bronze | Ploughman's Pickle |
| 2024 | Sydney Royal | Bronze | Fennel & Orange Pickle |

*2024 Melbourne Royal Australian Food Awards (9 medals)*

| Year | Show | Medal | Product |
|---|---|---|---|
| 2024 | Melbourne Royal | Gold | Green Tomato Pickles |
| 2024 | Melbourne Royal | Gold | Ploughman's Pickle |
| 2024 | Melbourne Royal | Silver | Bread & Butter Pickles |
| 2024 | Melbourne Royal | Silver | Beetroot Relish |
| 2024 | Melbourne Royal | Silver | Onion Jam |

| | | | |
|---|---|---|---|
| 2024 | Melbourne Royal | Silver | Tomato Sauce |
| 2024 | Melbourne Royal | Silver | Eggplant Kasundi |
| 2024 | Melbourne Royal | Bronze | Currywurst Sauce |
| 2024 | Melbourne Royal | Bronze | Plum & Port Paste |

*2025 Sydney Royal Fine Food Show (17 medals)*

| Year | Show | Medal | Product |
|---|---|---|---|
| 2025 | Sydney Royal | Gold | Raspberry Jam |
| 2025 | Sydney Royal | Gold | Mango, Lime & Vanilla Jam |
| 2025 | Sydney Royal | Gold | Red Pepper & Chilli Jam |
| 2025 | Sydney Royal | Gold | Beetroot Relish |
| 2025 | Sydney Royal | Gold | Pickled Red Onions |
| 2025 | Sydney Royal | Silver | Cherry & Black Pepper Jam |
| 2025 | Sydney Royal | Silver | Mixed Berry Jam |
| 2025 | Sydney Royal | Silver | Beetroot Ketchup |
| 2025 | Sydney Royal | Silver | Roasted Red Capsicum Ketchup |
| 2025 | Sydney Royal | Silver | Carrot & Citrus Relish |
| 2025 | Sydney Royal | Silver | Bread & Butter Pickles |
| 2025 | Sydney Royal | Bronze | Raspberry & Liquorice Jam |
| 2025 | Sydney Royal | Bronze | Blueberry & Banana Jam |
| 2025 | Sydney Royal | Bronze | Persimmon, Saffron & Vanilla Jam |
| 2025 | Sydney Royal | Bronze | Caramelised Fig & Ginger Chutney |
| 2025 | Sydney Royal | Bronze | Caramelised Onion Jam |
| 2025 | Sydney Royal | Bronze | Real Pasta Sauce |

*2025 Melbourne Royal Australian Food Awards (10 medals)*

| Year | Show | Medal | Product |
|---|---|---|---|
| 2025 | Melbourne Royal | Gold | Tomato Kasundi |
| 2025 | Melbourne Royal | Gold | Raspberry Jam |
| 2025 | Melbourne Royal | Gold | Red Pepper & Chilli Jam |
| 2025 | Melbourne Royal | Silver | Tomato Relish |
| 2025 | Melbourne Royal | Silver | Tomato Sauce |
| 2025 | Melbourne Royal | Silver | Beetroot Ketchup |
| 2025 | Melbourne Royal | Silver | Raspberry & Liquorice Jam |
| 2025 | Melbourne Royal | Bronze | Green Tomato Pickles |
| 2025 | Melbourne Royal | Bronze | Roasted Red Capsicum Ketchup |
| 2025 | Melbourne Royal | Bronze | Pickled Red Onions |

In 2025, QJJ entered 10 products at the Melbourne Royal Australian Food Awards and medalled in all 10 (a 100% hit rate). Raspberry Jam and Red Pepper & Chilli Jam were awarded Gold at both Sydney Royal and Melbourne Royal in the same calendar year (double-gold winners).

**Combined: 46 medals over two years.** Both shows are blind, panel-judged events with hundreds of competing entries. They represent the most credible third-party benchmark of fine-food quality in Australia.

### 2.2.4 Where we sell: four channels

QJJ revenue is generated across four channels. Each channel plays a different role in the business model. Channel-by-channel revenue split detail appears in Section 2.3.

**Direct-to-consumer ecommerce (qjj.com.au), the primary engine.** The QJJ online store is the largest single revenue contributor and the channel where the most engaged customer relationships are formed. In the trailing 12 months to 30 April 2026, qjj.com.au generated approximately $485,000 in online-store revenue. This sits inside the $646,484 of total Company sales recorded across all channels for the FY2026 10-month period to 30 April 2026. Approximately $300,000 of the online-store revenue was attributed to email and SMS marketing through Klaviyo, a high attribution rate that reflects an highly engaged customer base.

**Farmers markets and destination events.** QJJ has a long-standing presence at the Sydney Royal Easter Show, the Melbourne Royal Fine Food Awards, the Moama Market, and the Echuca Market, supplemented by other regional events through the year. Farmers markets and destination events deliver high-margin one-off revenue, brand exposure to new customers in person, and measurable acquisition into the online repeat-purchase cohort. They also operate as the most direct channel for product feedback.

**Wholesale and specialty retail.** QJJ supplies approximately 120 active wholesale accounts across independent grocers, premium food retailers and regional tourism outlets (notable placements include Dog On The Tuckerbox in Gundagai, NSW). The account base is growing, and a B2B ordering platform with wholesale pricing is being built on qjj.com.au and integrated with the Company's accounting system, designed to remove the manual invoicing and account-management overhead that currently limits scale. The strategy targets the premium independent retail layer rather than tier-one supermarket distribution, which protects QJJ's price point and brand positioning without major-chain trade-spend pressure.

**Tourism, gifting, and seasonal limited-edition releases.** QJJ runs personal and corporate gifting programs and seasonal limited-edition releases through Murray-region tourism and event channels. These deliver high-margin, one-off revenue events that complement the recurring direct-to-consumer base.

### 2.2.5 Our customers

QJJ has 25,867 lifetime online customer accounts (verified at 4 May 2026 against the BigCommerce platform), plus approximately 2,000 additional wholesale customer accounts, for a combined lifetime customer base of approximately 27,800.

The customer base is highly loyal. Of the 15,531 customers tracked in QJJ's Klaviyo email and SMS platform, 4,862 (31.3%) have placed two or more orders, 2,657 (17.1%) have placed three or more, and 1,308 (8.4%) have placed five or more. The 31.3% repeat purchase rate is approximately 2.5 times the premium pantry category benchmark. Average order value sits at approximately A$77, and email and SMS marketing through Klaviyo attributed approximately A$300,862 in revenue over the last 12 months — direct evidence of the strength of the owned-channel relationship.

### 2.2.6 Our team

QJJ is led by Founder and CEO Timothy Harley. Co-Director Gurwinder Singh sits on the Board alongside Tim. Gladys Harley leads retail sales operations as Retail Sales Manager. Stuart Florey works in production as Kitchen Assistant. The Company's email marketing, customer retention and brand storytelling are led externally by Jake Taylor of Pulse of Mail.

The team is intentionally small and high-leverage, with key creative and operational decisions made directly by the Founder. Detailed bios for each Director, Senior Manager and external adviser appear in Section 2.5 below.

### 2.2.7 Production

Production is in-house at the Moama on the Murray facility in NSW, set up for small-batch manufacture across the full product range with quality and recipe consistency owned in-house at every stage. FY2025 capital expenditure of approximately A$51,000 added a digital label press and kitchen clean room, expanding throughput and supporting consistent labelling across the 70-SKU range.

Grower relationships that feed the facility are concentrated in the Murray region, with Tasmania (Westerway Raspberry Farm) the only material out-of-region source. The regional concentration is, on balance, a strength: short logistics chains, deep multi-season relationships, and the ability to absorb weather-affected and secondary-grade fruit. The associated concentration risk is disclosed in Section 2.7.

### 2.2.8 Industry and competitor landscape

QJJ sits within Australia's sauces, dips and condiments sector, valued at approximately A$3.5 billion with annual growth of approximately 4.3% per year on the most recent five-year basis (Statista, Sauces & Spices — Australia; IBISWorld category data). The category's structural tailwinds are durable: premiumisation as households trade restaurant meals for elevated home cooking, ongoing public-health focus on lower-sugar eating, the steady growth of gluten-free and plant-based diets, and rising consumer demand for clean-label, provenance-led Australian food.

Within the broader premium pantry category, the Australian gourmet food sub-segment is growing at approximately 9.2% per year (IMARC Group, Australia Gourmet Foods Market). The premium and gourmet sub-segment is therefore growing materially faster than the sauces and condiments category as a whole, a structural tailwind for award-validated, provenance-led brands.

Beyond the consumer trend, the operating environment is shaped by a parallel structural shift toward food sovereignty and supply-chain resilience. Global fuel and fertiliser disruption and Australia's first National Food Security Strategy in decades (currently in development through 2026–27) together create policy and consumer momentum for businesses sourcing 100% Australian, manufacturing onshore, and producing shelf-stable products that do not rely on imported supply chains.

**Naturally gluten-free and vegan-friendly: a structural moat across category-resilient cohorts.** Every QJJ product is naturally gluten-free, and the overwhelming majority of the range is vegan-friendly. That is a structural fact of the recipes, not a marketing repositioning. Three Australian consumer cohorts intersect with this default: Coeliac Australia and recent peer-reviewed Australian research estimate approximately 1 in 70 Australians (~367,000 people) have coeliac disease and around 80% remain undiagnosed (Coeliac Australia; Muir et al, Medical Journal of Australia 2023). Roy Morgan estimates approximately 2.5 million Australians (12.1% of the population) eat all-or-almost-all vegetarian diets (Roy Morgan, vegetarianism research). Food Frontier's 2024 consumer survey records "meat reducer" as Australia's most popular dietary identity at 21% of adults, and CHOICE-cited research finds 79% of Australians go meat-free at least one day a week (Food Frontier, Consumer Survey 2024; CHOICE, Plant-based food). Considered together, these cohorts represent on the order of 9 million Australians, close to a third of the population, for whom every QJJ product is suitable by default. QJJ does not need to operate parallel "free-from" SKUs to address this audience, which is itself a margin and operational advantage and a category-resilience play.

The competitive landscape splits into three layers: mass-market preserves brands competing on price and distribution scale (typically using imported concentrates and higher-sugar formulations), premium imported brands competing on heritage but unable to anchor an Australian-grown story, and premium domestic artisan brands (QJJ's most direct cohort) competing on craft, awards, provenance and recipe innovation. Within the domestic artisan layer, QJJ's combination of a 79.1% FY2025 audited gross margin, 46 medals over two years, named-grower provenance, 25,867 lifetime customers, and a 4.91/5 average across 2,649 Reviews.io reviews is the basis of a defensible competitive position.

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## 2.3 Business and revenue model

### 2.3.1 Summary

QJJ operates a multi-channel, high-margin premium pantry business. In the 10 months to 30 April 2026, QJJ recorded sales of A$646,484. That is already A$95,335 above the FY2025

full-year result (A$551,149), with two months of trading still to run. Net profit after tax for the same 10-month period was A$15,408, approximately 4.5 times FY2025's full-year net profit of A$3,399 (after booking A$9,773 of non-cash depreciation against the FY2025 equipment capital expenditure). FY2025 closed at an audited gross profit margin of 79.1%, in the top decile of premium Australian food brands and an expansion of 6.6 percentage points on FY2024's 72.4%. Revenue is generated across four channels: direct-to-consumer ecommerce, farmers markets and destination events, wholesale and specialty retail, and tourism, gifting and seasonal limited-edition releases. The business is funded entirely from revenue and founder equity to date, with no prior raises, no SAFEs, no convertible notes and no founder loans on the books. Capital from this raise is intended to scale production capability, deepen national wholesale distribution, fund initial entry into selected premium export markets, and provide working capital through the next 12 to 18 months of growth.

### 2.3.2 Three-period financial picture

The table below sets out the headline P&L items across FY2024, FY2025 and the FY2026 10-month period to 30 April 2026, drawn from the CSF Financial Statements prepared by Peat Partners (dated 7 May 2026).

| Metric (A$) | FY2026 (10mo to 30 Apr) | FY2025 (12mo to 30 Jun) | FY2024 (12mo to 30 Jun) |
|---|---|---|---|
| Sales of goods | 646,484 | 551,149 | 412,063 |
| Cost of sales | (210,299) | (115,291) | (113,572) |
| Trading gross profit | 436,185 | 435,859 | 298,491 |
| Gross profit margin | 67.5% | 79.1% | 72.4% |
| Depreciation (included in expenses) | 9,773 | 7,692 | — |
| Total expenses | 422,129 | 432,528 | 253,903 |
| Net profit after tax | 15,408 | 3,399 | 44,588 |

A few observations are worth surfacing.

First, FY2026 10-month sales (A$646,484) already exceed FY2025 full-year sales (A$551,149) by A$95,335, with two months of the financial year still to trade. On a simple annualisation of the 10-month run rate, FY2026 sales tracking suggests revenue of approximately A$775,781, equivalent to a 40.7% lift on FY2025 and 88.3% growth across the 24 months from FY2024.

Second, FY2026 10-month net profit (A$15,408) is approximately 4.5 times FY2025 full-year net profit (A$3,399). FY2026 includes A$9,773 of non-cash depreciation booked against the FY2025 equipment investment (digital label press and kitchen clean-room). Net cash from operating activities for the FY2026 10-month period was A$8,558, so the underlying cash-generation profile is stronger than the headline net-profit line suggests in isolation.

Third, the FY2025 audited gross margin of 79.1% sits firmly in the top decile of premium Australian food brands. This is the most recent audited margin reference and it is the one used as the headline margin statement throughout this offer document. The current-period 10-month margin of 67.5% reflects accelerated stock turn as FY2025 inventory build flows through to sales, and a channel mix that is diversifying with more wholesale and farmers-market volume. We are not making FY2026 margin claims because the year is still trading; full-year margin is finalised at year-end and audited the following calendar year.

### 2.3.3 Why the FY2025 audited gross margin is structural

A 79.1% gross margin is exceptional for a premium pantry brand. The category benchmark sits in the 50–65% range. QJJ's pricing power comes from three reinforcing factors.

The first is award-winning product quality, third-party-validated through 46 medals at the Sydney Royal and Melbourne Royal blind-judged competitions across 2024 and 2025. The second is a tightly held grower-to-shelf supply chain: direct, multi-year relationships with named growers (K.Besim & Sons, Westerway Raspberry Farm, Renzo's Fresh Fruit & Vegetables, Sunrise Park) feeding in-house production at the Moama facility. That removes intermediary cost and locks in quality at the input stage. The third is a brand that customers are happy to pay a premium for, demonstrated by a 31% repeat purchase rate, a A$77 average order value in direct-to-consumer, and 2,649 verified customer reviews at 4.91/5 on Reviews.io.

The trajectory matters as much as the level. FY2025's 79.1% gross margin was 6.6 percentage points above FY2024's 72.4%. The business has been getting more efficient as it scales, the inverse of the typical premium-food trajectory where margin compresses under wholesale and trade-spend pressure.

### 2.3.4 The FY2025 reinvestment thesis, validated by FY2026

QJJ's FY2025 net profit was A$3,399, materially below FY2024's A$44,588. This compression was deliberate. FY2025 was a reinvestment year, with the Founder and Board choosing to direct operating cash into capability-building investments that the business would not have been able to fund out of FY2024-scale operations.

The reinvestment expenditures are visible in the financial statements:

- **Equipment.** Approximately A$51,000 was spent on new production equipment (a digital label press and a kitchen clean room). These assets expand throughput capacity, support labelling and presentation consistency across the 70-SKU range, and prepare the facility for the next phase of channel scale.
- **Factory establishment and food-grade fit-out.** Beyond equipment, the dedicated production facility at Unit 1, 1 Eddy Avenue required significant fit-out works to bring it online: electrical and plumbing capital works, preparation of a food-grade concrete slab, and council fees for kitchen-compliance certification. These costs were borne across FY2025 and have continued to flow through to FY2026 as the facility settles into full operating rhythm. The result is a fully fitted-out, food-grade production asset on which the next phase of capacity and channel growth depends.

- **Marketing and customer acquisition.** Advertising spend was increased approximately 2.5 times year-on-year to grow the direct-to-consumer customer base and feed the email and SMS attribution channel.
- **Stock holdings.** Inventory was approximately doubled (from A$68,662 at 30 June 2024 to A$132,000 at 30 June 2025, and held at A$139,000 at 30 April 2026) to ensure availability across peak retail and event periods and to support the larger wholesale footprint.
- **Team capability.** Wages expense increased approximately 43% as the team's capability was expanded.

The result of these decisions is now visible in the FY2026 10-month numbers. Revenue grew 33.7% in FY2025 to A$551,149 with the 79.1% audited gross margin; FY2026 10-month sales then exceeded the FY2025 full-year result with two months still to trade, and FY2026 10-month net profit recovered to A$15,408 (approximately 4.5 times the FY2025 full-year figure, after booking A$9,773 of non-cash depreciation against the FY2025 equipment capital expenditure). The reinvestment did what it was intended to do.

The Board acknowledges that a near-flat FY2025 net profit reads weak in isolation, and we have chosen to disclose the trade-off proactively rather than smooth it. The strength of the business sits in the revenue trajectory, the audited FY2025 margin level, the FY2026 net profit recovery, and the underlying cash generation, not in any single line in isolation.

### 2.3.5 Unit economics

Direct-to-consumer unit economics, computed against the 15,531 customers tracked in Klaviyo (the email and SMS marketing platform of record for QJJ since deployment in 2022), are summarised below.

| Metric | Value | Notes |
|---|---|---|
| Average order value | A$77 | Last 12 months, qjj.com.au |
| Repeat purchase rate (2+ orders) | 31.3% | 4,862 customers |
| 3+ orders | 17.1% | 2,657 customers |
| 5+ orders ("super-fan" cohort) | 8.4% | 1,308 customers |
| Klaviyo email/SMS attributed revenue (last 12 months) | A$300,862 | ~62% of online-store revenue |
| Lifetime online customer accounts | 25,867 | Per BigCommerce, verified 4 May 2026 |

The 31.3% repeat rate is approximately 2.5 times the premium pantry category benchmark. Combined with a A$77 average order value and the FY2025 audited 79.1% gross margin, the unit economics support continued reinvestment in customer acquisition while preserving operating cash flow.

## 2.4 Business strategy

### 2.4.1 Summary

The FY2025 reinvestment year delivered the approximately +40% revenue acceleration and 4.5 times net profit recovery (after booking non-cash depreciation against the FY2025 equipment investment) that the business is seeing in FY2026, validating the strategy of building capacity ahead of demand.

That reinvestment included the fit-out of a new dedicated production facility at Unit 1, 1 Eddy Avenue, Moama on the Murray, with significant electrical and plumbing capital works completed in FY2025 and a new monthly rent expense from June 2025. Some set-up costs continue to flow through to FY2026. The facility is leased from a related party (T & N Harley Superannuation Pty Ltd ATF Harley Superannuation Fund) at market-aligned terms, providing QJJ with secure long-term tenancy (see Section 2.5.5).

QJJ has spent five years proving the product, the customer base and the unit economics. The next phase is about scale, built around five priorities: scaling production capacity and automation; expanding national wholesale distribution; accelerating direct-to-consumer engagement and retention; taking a careful first step into selected premium export markets; and deepening regional impact through stronger grower partnerships. These priorities are intended to be funded across the next 12 to 18 months by a combination of operating cash flow, capital from this Offer, and (if approved) the parallel NSW Agriculture Industries Innovation and Growth Program grant.

### 2.4.2 Five strategic priorities

**a. Scale production capacity and automation.** QJJ intends to invest in packaging and production infrastructure to support the wholesale and export priorities below. The intended capability set includes solar, battery and energy upgrades, cool-room and freezer expansion, and automation in filling, labelling and packing consistent with the small-batch quality standard. The FY2025 digital label press and kitchen clean room provide the foundation; the next phase is sized to lift throughput without compromising the recipe and quality standards that produced 46 medals over two years.

**b. Expand national wholesale distribution.** Wholesale is the single largest near-term growth lever. QJJ currently supplies approximately 120 active wholesale accounts and is positioned to scale this materially through a national distribution push, a new B2B ordering platform on qjj.com.au with wholesale pricing and accounting-system integration (designed to remove the manual invoicing and account-management overhead that currently limits scale), and a wholesale-focused marketing programme. The strategy targets premium independent grocers, food retailers and tourism outlets rather than tier-one supermarkets, which protects margin and brand positioning. Capital from this Offer is intended to fund a wholesale-focused sales hire, the national marketing campaign, and working capital for the inventory commitments associated with the door-count expansion.

**c. Accelerate ecommerce and retention.** QJJ's direct-to-consumer engine sits at 25,867 lifetime customer accounts, a 31% repeat purchase rate, approximately A$300,000 of

revenue attributed to email and SMS marketing in the last 12 months, and a 4.91/5 average across 2,649 Reviews.io reviews. The reviews are the proof point that the experience is already converting; the strategic priority is to scale a known-good experience, not to fix a broken one. Capital from this Offer is intended to extend the FY2025 digital-marketing reinvestment (which lifted advertising spend approximately 2.5 times) and to fund a programmed lift in website UX designed to improve conversion, average order value and repeat-purchase frequency.

**d. Selected premium export markets.** QJJ has the potential to enter selected premium export markets where the Australian-grown, low-sugar, award-validated proposition is well aligned with the local consumer trend. Initial export market evaluation is intended to focus on premium food markets where Australian provenance carries existing consumer recognition and where the regulatory pathway is well established. No export commitments have been made and no export distribution agreements have been signed; the Company intends to validate market fit before committing capital. Capital from this Offer is intended to fund the regulatory work, distributor evaluation, sample inventory and first-shipment working capital that a careful market-entry process requires.

**e. Deepen regional impact.** QJJ's grower-to-shelf supply chain is the operational backbone of the brand. The Company intends to strengthen its multi-year relationships with named regional growers, expand its capacity to absorb weather-affected and secondary-grade fruit that would otherwise be wasted on-farm, and lift its seasonal intake capacity in line with the production capacity priority above. This priority is both strategic (it deepens the structural moat) and aligned with the broader policy direction toward food sovereignty and regional supply-chain resilience described in Section 2.2.8 above.

### 2.4.3 NSW Agriculture Industries Innovation and Growth Program grant

The Company has applied for the NSW Agriculture Industries Innovation and Growth Program (AIIGP) grant. The grant project is a single capital programme with a total budget of A$1,194,847, of which A$538,879 (approximately 45%) would be funded directly by the NSW Government if the application is approved, with the remaining A$655,968 (approximately 55%) to be contributed by the Company. The grant project covers solar and battery installation, cool-room and freezer upgrades, a Plug-in Hybrid Electric Van, an electric lithium forklift, additional production equipment (combi oven, depositors and bottling line), and a set of stretch infrastructure items (rear extension, front office refurbishment, cabinetry). The grant outcome is pending at the time of this offer document.

If approved before this Offer closes, the grant funds the bulk of the capex programme, freeing Offer proceeds to flow further down the priority list (marketing, channel growth and working capital). If not approved, the Directors will assess any funding shortfall on a case-by-case basis (secured commercial loan for a modest shortfall, or scaling back of discretionary stretch items for a more material shortfall). The detailed allocation logic appears in Section 3.2.

### 2.4.4 Why now: four structural opportunities

QJJ's strategy is designed to capture four converging structural opportunities in the Australian food category.

**The premium pantry category is large and growing.** QJJ sits within Australia's sauces, dips and condiments sector, valued at approximately A$3.5 billion and growing at approximately 4.3% per year on the most recent five-year basis (Statista, Sauces & Spices — Australia; IBISWorld category data). Sub-segments aligned with QJJ's positioning are growing faster:

- **Australian sugar-free and low-sugar food and beverage:** approximately A$4.5 billion, with forecast annual growth of approximately 4.5% per year through 2031 (Expert Market Research, Australia Sugar-Free Food and Beverage Market).
- **Australian gluten-free food and beverage:** approximately A$835 million, with annual growth of approximately 7% per year (Expert Market Research, Australia Gluten-Free Foods and Beverages Market).
- **Australian vegan and plant-based food:** approximately A$650 million combined, with annual growth in the order of 7% to 7.7% per year (IMARC Group, Australia Vegan Food Market; IMARC Group, Australia Plant-Based Food Market).
- **Australian gourmet food:** annual growth of approximately 9.2% per year (IMARC Group, Australia Gourmet Foods Market).

Every QJJ product is naturally gluten-free, the overwhelming majority are vegan-friendly, and the entire range sits at the premium and lower-sugar end of the pantry category. QJJ captures every one of these sub-segment growth tailwinds from a single production line, without separate "free-from" SKUs or specialist production runs.

**Consumer behaviour is shifting toward affordable luxury and lower-sugar eating.** Australian sugar consumption remains a focus of public-health attention. Free sugars as a share of daily energy intake have moved from approximately 12.5% in the mid-1990s to approximately 8.2% in recent national dietary data, while still sitting above the World Health Organization's recommended ceiling of less than 10% of daily energy from free sugars (Australian Bureau of Statistics, Apparent Consumption of Selected Foodstuffs; World Health Organization sugar intake guidance). Households are buying less sugar and looking for lower-sugar pantry alternatives that do not compromise on flavour. At the same time, cost-of-living pressure is driving Australians to eat at home more often and to look for small ways to elevate everyday meals without restaurant prices. Premium preserves at A$8 to A$12 per jar deliver an everyday luxury at a reasonable price, sitting precisely in this gap.

**Naturally gluten-free and vegan-friendly is a default audience advantage.** Every QJJ product is naturally gluten-free and the overwhelming majority are vegan-friendly. Coeliac Australia estimates approximately 1 in 70 Australians (around 367,000 people) have coeliac disease, with approximately 80% undiagnosed (Coeliac Australia). Roy Morgan estimates approximately 2.5 million Australians (around 12% of adults) eat an all-or-almost-all vegetarian diet (Roy Morgan). Food Frontier identifies "meat reducer" as

Australia's most popular dietary identity at approximately 21% of adults, and CHOICE-cited research finds 79% of Australians go meat-free at least one day a week (Food Frontier, Consumer Survey 2024; CHOICE, Plant-based food). Considered together, these cohorts represent on the order of nine million Australians, close to a third of the population, for whom every QJJ product is suitable by default, without the operational cost of running parallel free-from SKU lines.

**Australian food sovereignty and the strategic value of preservation.** Australia's policy direction is moving toward food sovereignty and supply-chain resilience, sharpened by global fuel and fertiliser disruption (the Iran conflict, the Russia-Ukraine war) and by the National Food Security Strategy currently under development through 2026-27. Businesses that source 100% Australian fruit, manufacture onshore, and produce shelf-stable goods are positioned to benefit from this policy and consumer momentum.

Preservation is itself a strategic asset in a more disrupted food system. The technology that defines QJJ's model, long shelf life produced from seasonally available inputs with recipe flexibility to absorb weather-affected and secondary-grade fruit, is the original answer to the food-security challenge that global supply chains are now rediscovering. As climate variability and input disruption continue to influence food availability and pricing, the strategic value of premium, domestic, shelf-stable food products rises alongside it. QJJ's tightly held grower-to-shelf supply chain, with direct relationships with named Murray-region growers feeding in-house production at the Moama facility, captures this positioning by design.

**Australia's policy environment is moving toward food sovereignty.** Global supply-chain disruption has lifted the strategic importance of domestic food manufacturing. Australia's first National Food Security Strategy in decades is currently in development through 2026–27. Businesses sourcing 100% Australian fruit, manufacturing onshore, and producing shelf-stable goods are positioned to benefit from both consumer preference and policy direction.

The combined effect of these four opportunities is a market environment in which QJJ's existing positioning (premium, low-sugar, naturally gluten-free, vegan-friendly, named-grower-provenance, award-validated, 100% Australian-grown, shelf-stable) is well aligned with where the category is moving rather than where it has been.

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## 2.5 Our team

### 2.5.1 Organisational structure

Quincey Jones Jelly Preserves Co. is a founder-led, regional Australian manufacturer headquartered in Moama on the Murray, NSW. The Company is governed by a two-Director Board comprising Timothy Harley (Founder and Chief Executive Officer) and Gurwinder Singh (Director, E-Comm Fulfilment). Day-to-day operations sit with the Founder, supported by a small high-leverage team: Gladys Harley leads Retail Sales operations, and Stuart Florey works in production as Kitchen Assistant. Email marketing, customer

retention and brand storytelling are led externally by Jake Taylor of Pulse of Mail. All key creative, recipe, brand and channel decisions are made directly by the Founder.

The Company contracts external accounting through Peat Partners, and engages specialist services as required. The team is intentionally small, with capital from this Offer intended in part to fund the next phase of role expansion (notably a wholesale-focused sales hire and additional production capacity) as set out in Section 2.4 and Section 3.2.

### 2.5.2 Directors

*Timothy Harley — Director, Chief Executive Officer and Founder*

LinkedIn: https://www.linkedin.com/in/timothyharley/

Timothy Harley is the founder and CEO of Quincey Jones Jelly Preserves Co., an award-winning Australian food manufacturer based in Echuca-Moama. An Honours graduate in Economics, Timothy began his career as an economist with the Australian Government Department of Industry, and later at the Reserve Bank of Australia, where he developed deep analytical training and a policy-grade understanding of Australian industry. He brings that institutional foundation to the strategy, positioning and operational discipline of Quincey Jones Jelly Preserves Co. Timothy founded Quincey Jones Jelly Preserves from humble beginnings, producing preserves in a home kitchen, and has grown it into a nationally distributed brand known for its premium small-batch jams, chutneys and condiments made from Australian-grown produce.

Today the Company supplies independent grocers, gourmet retailers and specialty food outlets across Australia, alongside a growing direct-to-consumer channel through e-commerce and farmers' markets. Timothy combines hands-on manufacturing experience with brand development and grassroots retail insight gained from years of direct market engagement. Beyond the business, he plays an active role in regional food economies and local markets, serving as President of Echuca Farmers Market and Licensee of Moama Market.

His long-term vision is to build Quincey Jones Jelly Preserves into a leading Australian pantry brand, expanding production capability, deepening partnerships with Australian growers, and developing innovative premium products for domestic and international markets.

Disclosable matters: None.

*Gurwinder Singh — Director, E-Comm Fulfilment*

With formal studies and qualifications in Accounting and Hospitality, Gurwinder brings a strong foundation in both commercial discipline and operational delivery. Since joining the business in 2022, he has played a key role in scaling the Company's e-commerce fulfilment and supporting warehousing and production as the business has grown. Gurwinder has extensive experience in logistics and order fulfilment, ensuring systems run efficiently from the kitchen to the customer.

His hands-on approach and reliability have been critical in maintaining service standards while managing increasing volumes. Originally from Punjab in India, a region known for its strong agricultural heritage, Gurwinder comes from a family of farmers. This background brings a natural appreciation for fresh produce, seasonality, and the importance of quality at the source, values that align closely with the Quincey Jones philosophy.

Now based locally in the Echuca-Moama region, Gurwinder is a permanent resident and an integral part of the Company's continued growth as it scales operations and expands into new markets.

Disclosable matters: None.

### 2.5.3 Other team members and advisors

The Company engages a small team of employees and external advisors who contribute to the business alongside the Directors:

**Gladys Harley — Retail Sales.** Gladys brings deep experience in retail sales and management, having previously held Area Manager and Sales Executive roles with leading cosmetic brands including Clarins and Trimex. At QJJ she represents the brand directly to customers at markets and events, supporting customer loyalty and repeat sales.

**Stuart Florey — Kitchen Assistant.** Stuart has supported QJJ's day-to-day production for over four years, with a strong background across hospitality kitchens in regional areas and hands-on experience as a fruit picker. He has won many prizes at local agricultural shows for his preserves cooking. His focus on precision and consistency helps maintain the quality the brand is known for.

**Jake Taylor — Email Marketing.** Jake is the founder of Pulse of Mail, the customer-retention and growth agency behind much of QJJ's sales and marketing strategy. Working closely with the QJJ team, Jake brings the Quincey Jones story to life through email marketing, customer retention, brand storytelling, sales campaigns and community growth initiatives, helping the brand scale while staying true to its family values, Australian roots and commitment to quality. Pulse of Mail: https://strategy.pulseofmail.com/.

**Scott Webb — Managing Director, Peat Partners (Accountant).** Scott leads QJJ's external accounting and tax advisory relationship through Peat Partners, the firm responsible for preparing the Company's audited financial statements, management accounts and Statement of Changes in Equity reflected in Section 2.8. Peat Partners: https://peatpartners.com.au/.

**James Mason — Casual production support.** Casual after-school production assistance at the Moama facility.

### 2.5.5 Other related parties

The Company leases its production facility at Unit 1, 1 Eddy Avenue, Moama on the Murray, NSW from a related party: **T & N Harley Superannuation Pty Ltd ATF Harley Superannuation Fund** (ACN 678 717 354), a self-managed superannuation fund of which

the founder, Timothy Harley, is a member and trustee. The SMSF is the legal owner of the property.

The lease was executed on 13 June 2025 with the Term commencing on 16 June 2025 on a year-to-year periodic tenancy basis (continuing until either party terminates the tenancy). Rent is set at A$890 per calendar month (A$10,680 per annum) on a gross-rent basis (the Landlord is responsible for service charges related to the Building save as expressly set out in the Lease). The rental rate is supported by the fact that it is unchanged from the rate previously paid by the prior tenant of the same property; the rate is consistent with market rent for comparable Moama-area commercial premises. Because the Company is the 100%-owned operating tenant and the Landlord is a related party of the Founder, the periodic-tenancy structure provides QJJ with continuing access to the production facility and aligns the Company's facility commitment with the broader long-term interests of the Founder. Rent expense paid under this lease is reflected in the FY2025 and FY2026 management accounts (see Section 2.8).

Other than the lease arrangement described above, the Company has no other related-party transactions, loans or arrangements requiring disclosure under this subsection. The small offsetting related-party balances on the Company's balance sheet (described in Section 2.6.3) are standard director-shareholder running-account balances arising in the ordinary course of business and do not constitute a related-party financing arrangement requiring further disclosure.

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## 2.6 Capital structure

### 2.6.1 Issued capital before and after the Offer

The Company has a single class of issued securities: fully paid ordinary shares. There are no options, warrants, performance rights, employee share scheme allocations (issued or unallocated), convertible notes or SAFE instruments on issue.

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

*Table 1 — Issued capital of the Company before the Offer*

| Shareholder | Share class | Number of shares | % of issued capital |
|---|---|---|---|
| Timothy Stallard Harley and Natalie Elizabeth Harley ATF Harley Investment Trust | Ordinary | 4,000,000 | 100.00% |
| **Total** | | **4,000,000** | **100.00%** |

Table 2 sets out the issued capital of the Company following the Offer on a fully diluted basis.

*Table 2 — Issued capital of the Company following the Offer (fully diluted)*

| | Post-Offer at Minimum Subscription | Post-Offer at Maximum Subscription |
|---|---|---|
| Harley Investment Trust (T S Harley & N E Harley ATF) | 4,000,000 | 4,000,000 |
| Offer Shares | 250,000 | 1,251,250 |
| **Total ordinary shares on issue** | **4,250,000** | **5,251,250** |
| Harley Investment Trust % | 94.12% | 76.17% |
| Offer Shares % | 5.88% | 23.83% |
| Implied total equity valuation at A$0.80 per share | A$ 3,400,000 | A$ 4,201,000 |
| Dilution of existing shareholder | 5.88% | 23.83% |

The Minimum Subscription is A$200,000 (250,000 fully paid ordinary shares at A$0.80 each). The Maximum Subscription is A$1,001,000 (1,251,250 fully paid ordinary shares at A$0.80 each). The Harley Investment Trust, as sole existing shareholder, will experience pro-rata dilution of approximately 5.88% if the Minimum Subscription is reached, and approximately 23.83% if the Maximum Subscription is reached.

**Pre-money valuation.** The pre-money valuation of A$3,200,000 has been determined by the Directors with reference to the Company's revenue trajectory (FY2024 to FY2026 10-month management accounts), audited FY2025 gross margin profile, the third-party-validated quality position represented by the 46 medals awarded at the Sydney Royal and Melbourne Royal fine-food competitions across 2024 and 2025, the 25,867-strong direct-to-consumer customer base, and reference to comparable Australian premium food and beverage CSF offers. The valuation is determined on the basis of these standalone business factors as the Company stands today and does not rely on the outcome of the Company's pending grant application.

The pre-money valuation is the Directors' assessment and is not independently expert-valued. Investors should form their own view, with reference to Section 1 (Risk Warning), Section 2.7 (Key Risks), and Section 2.8 (Financial information).

### 2.6.2 Rights and liabilities associated with the securities

As at the date of this Offer, the Company has only one class of security on issue: fully paid ordinary shares. The shares offered under this Offer are ordinary shares ranking equally in all respects with the existing ordinary shares on issue. The rights and liabilities attaching to the ordinary shares are set out in the Company's Constitution.

The principal rights attaching to the ordinary shares are summarised below. A more detailed description of the rights and liabilities associated with the ordinary shares is set out in Section 3.3 below.

- **Voting.** Each fully paid ordinary share carries the right to one vote on a poll at a general meeting of the Company, and one vote on a show of hands. Each holder is entitled to receive notice of, attend and vote at general meetings.
- **Dividends.** Each fully paid ordinary share ranks equally with all other ordinary shares for the payment of dividends declared by the Directors. The Company has not declared a dividend to date and has no current dividend policy; the Company expects to retain earnings to fund the next phase of growth set out in Section 2.4.
- **Surplus on winding-up.** Each fully paid ordinary share ranks equally for the distribution of any surplus assets of the Company on a winding-up, after satisfaction of liabilities.
- **Transferability.** The ordinary shares are transferable subject to the Constitution. The Board has the discretion to approve a transfer of shares to a third party. The Board's discretion is to be exercised in accordance with the Constitution.
- **Pre-emptive rights and anti-dilution.** The Constitution does not confer pre-emptive rights on existing shareholders in respect of new share issues under this Offer. The shares being offered carry no anti-dilution rights. There are no drag-along or tag-along rights attaching to the ordinary shares.
- **No shareholders agreement.** Other than the Constitution, there is no shareholders agreement or other agreement in place between the Company's shareholders.

### 2.6.3 Sources of financing

The Company has been funded to date entirely from operating cash flow and founder equity. The Company has not previously undertaken any equity raise (whether by way of crowd-sourced funding, private placement or otherwise). There are no SAFE instruments, no convertible notes, and no employee share scheme allocations (issued or unallocated).

The Company has no formal founder loans or related-party financing arrangements. The 7 May 2026 balance sheet records two small offsetting related-party balances that have arisen in the ordinary course of business.

The Company has a receivable of A$7,437 from Timothy Stallard Harley (the Founder), representing small personal advances made by the Company to the Founder. This balance is intended to be settled in full by the end of FY2026 by way of offset against accrued Director's remuneration owed by the Company to the Founder.

The Company also has a payable of A$8,580 to Moama Market Pty Ltd, an entity controlled by the Founder, representing an unsecured operational running-account balance accumulated in the ordinary course of business. This is not a formal financing arrangement and there is no written loan agreement, no interest charged, and no fixed repayment terms.

The two related-party balances substantially offset each other, with a net residual of approximately A$1,143 in the Company's favour as a net payable position. No funds raised under this Offer will be applied to repay either balance.

The Company has financial liabilities of A$92,039 at 30 April 2026 (down from A$109,009 at 30 June 2025), representing the Company's commercial finance facilities used to fund

production capability and short-term working capital. The principal facilities are summarised below.

**Facility 1 — Digital label printing system loan (Capital Finance Australia Limited).**

- *Principal amount borrowed:* A$33,812.90
- *Amount outstanding (at 30 April 2026):* approximately A$20,102 (after 16 of 36 contracted monthly repayments)
- *Security:* Specific security interest over the financed equipment (one (1) new 2024 OKI PRO 1050 Digital Label Press, Serial No. BV43000542B0)
- *Interest rate:* 10.65% per annum
- *Repayment date:* 36 equal monthly instalments of A$1,091.68; first instalment payable on the settlement date (January 2025); final repayment due January 2028

**Facility 2 — Cool-room construction loan (Morris Finance).**

- *Principal amount borrowed:* A$22,598.03
- *Amount outstanding (at 30 April 2026):* approximately A$14,886 (after 14 of 36 contracted monthly repayments)
- *Security:* Specific security interest over the financed asset (the cool-room installed at the Moama production facility)
- *Interest rate:* Approximately 13.7% per annum effective (implicit in the contracted repayment structure)
- *Repayment date:* 36 equal monthly principal and interest instalments of A$768.93; commenced 26 March 2025; final repayment due March 2028

**Facility 3 — Finstro line of credit.**

- *Principal amount borrowed:* Revolving facility (no fixed principal)
- *Amount outstanding (at 30 April 2026):* A$26,774
- *Security:* Unsecured
- *Interest rate:* Variable per Finstro's standard merchant facility terms
- *Repayment date:* Revolving; drawdowns repayable on standard 24-week credit terms

The Company also operates standard business credit cards in the ordinary course of business, used for small operational purchases and repaid in line with the Company's normal accounts-payable cycle. The Company has historically used a short-term working-capital facility with PayPal, drawn against and repaid progressively from e-commerce receipts as part of normal cash management.

None of these facilities is dependent on the proceeds of this Offer.

Funds raised under this Offer will not be used to repay related-party loans (per RG 261.40), and the Company confirms compliance with this restriction.

## 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 set out below. Investors should read this section together with the general risk warning in Section 1, the financial information in Section 2.8, and the information about the Offer in Section 3.

The risks below are presented in order of materiality as assessed by the Directors. The risks described are not exhaustive; other risks (including risks not currently known to the Directors) may also affect the Company's business, financial performance and prospects.

| Risk | How we manage it |
|---|---|
| **1. Seasonal raw-material variability.** QJJ's preserves production depends on fresh fruit and vegetable inputs, which are subject to natural seasonal availability, weather events, climate variability, on-farm disease, and broader agricultural disruption. Significant disruption in any single season could affect production volumes, input pricing or product availability for individual SKUs. | Sourcing is diversified across the Murray region and Tasmania (K.Besim & Sons, Westerway Raspberry Farm, Renzo's Fresh Fruit & Vegetables, Sunrise Park) with access to the wider Australian commercial wholesale market via twice-weekly Melbourne Produce Markets runs. The 70-SKU range and shelf-stable inventory provide recipe-level flexibility across constrained input cycles. |
| **2. Channel concentration during peak event periods.** Revenue is materially supported by trading at named destination events and farmers markets (Sydney Royal Easter Show, Melbourne Royal Fine Food Awards, Moama Market, Echuca Market). A cancellation, postponement, weather disruption, or change in event format at one or more of these events could reduce revenue and customer-acquisition flow in the affected period. | Diversification across four channels reduces event dependency, and a 25,867-strong owned online customer base provides recurring direct-to-consumer revenue outside event windows. |
| **3. Key-person risk (founder-led brand).** The Company is founder-led, with many product development, recipe, grower-relationship, channel and brand decisions made by Founder and CEO Timothy Stallard Harley. Extended unavailability of the Founder could affect operational tempo and the pace of certain business-development decisions in the affected period. | Natalie Elizabeth Harley (joint Trustee and Primary Beneficiary) and other family members are positioned for operational continuity. Recipes, SOPs and grower-relationship records are documented in-house. Capital from this Offer funds a wholesale-focused sales hire and additional production capability, building organisational depth. |
| **4. Single-facility production risk.** Production is in-house at the Company's leased facility at Unit 1, 1 Eddy Avenue, | Business-interruption insurance is in place, shelf-stable inventory buffers short-to-medium interruptions, and the Murray |

| | |
|---|---|
| Moama on the Murray, NSW. Damage to, loss of access to, or extended interruption of operations at this facility (whether from fire, flood, severe weather, equipment failure, utility interruption or other cause) could affect production volumes, sales and cash flow for the period of disruption. | region has alternative food-grade kitchen capacity available on short-term lease. Capital from this Offer (and the NSW AIIGP grant if approved) funds cool-room, freezer and energy-resilience improvements that reduce single-point-of-failure exposure. |
| **5. Freight, postage and energy cost volatility.** QJJ's cost base includes material exposure to outbound freight (postage of A$91,928 in the FY2026 10-month period) and energy. Movements in fuel prices, courier and Australia Post pricing, electricity tariffs, and broader logistics market conditions could compress margin or require price-pass-through to customers. | Volume scaling is delivering year-on-year postage efficiency (A$91,928 in FY2026 10mo vs A$104,891 in FY2025). Active discussions are underway with metropolitan Melbourne packing and fulfilment partners to access commercial freight rates. Solar, battery and overnight-energy capability (Section 2.4 / 3.2) is intended to reduce energy-cost exposure. |
| **6. Scaling production without compromising award-winning quality.** QJJ has built its competitive position on small-batch quality validated at the highest level of Australian fine-food competition. Scaling production volume to support deeper wholesale distribution and export entry risks compromise of quality, recipe integrity, or the consistency that the customer reviews and award record reflect. | Recipes are owned and documented in-house under direct Founder supervision. FY2025 capital expenditure (digital label press, kitchen clean-room) was directed to consistency and presentation. Capital from this Offer funds automation and capacity consistent with the small-batch standard. |
| **7. Brand-relevance and competitive entry risk.** A new entrant or adjacent brand with similar positioning (Australian-grown, low-sugar, award-led, gluten-free, vegan-friendly) could enter the premium preserves category and compete for shelf space, online attention and customer share. Consumer preference shifts could also reduce the relevance of QJJ's specific positioning over time. | Five mutually reinforcing moats (named-grower provenance, 46 medals over two years, low-sugar formulations, shelf-stable preservation, and 2,649 verified Reviews.io reviews at 4.91/5) would be difficult for a new entrant to assemble. Premium artisan brands are also benefiting from a structural demand tailwind as home preserving practices wane. |
| **8. Manufacturing and food-safety regulatory risk.** As a manufacturer of food products for the Australian market, QJJ is subject to the Food Standards Australia New Zealand framework, state-based food authority oversight, and broader consumer-protection regulation. A failure of food safety, labelling, allergen-control or regulatory compliance could cause product | The Moama facility is registered with the NSW Food Authority (Business Notification Reference Number 77933) as a Manufacturer P2. Production SOPs, allergen control and recipe management are documented in-house under direct Founder supervision. FY2025 clean-room investment strengthened the food-safety |

| | |
|---|---|
| recall, regulatory action, customer harm and brand damage. | environment, and appropriate product and business insurance is held. |
| **9. Currency risk on export market entry.** The Company contemplates an initial, careful step into selected premium export markets (Section 2.4(d)). Export revenue would be subject to foreign currency exposure (sales, distributor pricing, freight). Adverse movements in the Australian dollar could compress export margin. | No export commitments have been made and no distribution agreements signed. Future pricing and payment terms are intended to reflect a careful approach to currency exposure (including AUD-denominated invoicing where commercially supportable). Export entry has been sized to be deferrable. |
| **10. Cyber, IT and direct-to-consumer ecommerce dependency risk.** A material share of revenue flows through qjj.com.au (BigCommerce), the Klaviyo email and SMS marketing platform, payment processors and third-party logistics integrations. Cyber incident, data breach, platform outage, payment processor disruption or loss of marketing-platform access could materially affect direct-to-consumer revenue. | Major platform vendors with established security and uptime profiles (BigCommerce, Klaviyo) are used; access permissions and data minimisation are reviewed regularly; channel diversification reduces single-platform exposure. |
| **11. Working capital and seasonal cash-flow management.** Preserves manufacture is fruit-intensive and seasonal: fruit intake and inventory build occur ahead of major retail and event periods, and cash conversion follows. A sales shortfall, inventory write-down or unexpected cost event in a given period could pressure working capital and require management action. | Cash flow is generated across four diversified channels, reducing single-stream dependency. Net cash from operating activities was A$8,558 for the FY2026 10-month period. The Company carries no significant commercial debt beyond standard equipment financing, and capital from this Offer is sized to provide working-capital headroom. |
| **12. Dependency on third-party logistics and postage.** A material portion of the direct-to-consumer business is dispatched via Australia Post and selected courier partners. Service disruption, industrial action, price changes or geographic-coverage changes could affect customer experience, repeat purchase rates and operating cost. | Long-running operational relationships with logistics partners and a strong dispatch-speed track record (4.91/5 across 2,649 Reviews.io reviews) support continuity. Route-density gains as volume scales improve service-level and cost outcomes. |
| **13. Macroeconomic and cost-of-living risk on premium pricing.** QJJ sits at the premium end of the pantry category at approximately A$8–A$12 per jar. Sustained cost-of-living pressure, recession, or a sharp | Pricing sits at the affordable end of luxury rather than the discretionary luxury band. A 31% repeat purchase rate suggests pricing power, and channel diversification reduces single-demographic exposure. |

| | |
|---|---|
| change in household discretionary spending could reduce premium pantry consumption, although category trend evidence suggests premium pantry items also benefit from at-home substitution for restaurant dining. | |
| **14. CSF-specific dilution risk to the existing shareholder.** A successful capital raise will dilute the existing 100% shareholder (the Harley Investment Trust, held by Timothy Stallard Harley and Natalie Elizabeth Harley as joint trustees) by approximately 5.88% at the Minimum Subscription and approximately 23.83% at the Maximum Subscription (Section 2.6.1). Future capital raises may further dilute all shareholders, including new investors under this Offer. | Pre-money valuation set by the Directors with reference to revenue trajectory, audited margin profile, award record and comparable raises (Section 2.6.1). No current intention to undertake additional equity raises in the next 12 months. |

## 2.8 Financial information

**Source data:** Peat Partners CSF Financial Statements dated 7 May 2026 (canonical, with FY2026 10-month depreciation of A$9,773 booked)

Below are the financial statements for the company for the financial year ended 30th June 2025 and 30th June 2024, which have been prepared in accordance with the Accounting Standards. Financial information for the 10 months ended 30th April 2026 has also been included. The information has been prepared on a consistent basis based on management accounts, and accordingly may be subject to change.

### 2.8.1 Balance Sheet

| | As at 30th Apr 2026 | As at 30th June 2025 | As at 30th June 2024 |
|---|---|---|---|
| **Current Assets** | | | |
| Cash | A$7,302 | A$7,194 | A$5,294 |
| Inventory | A$139,000 | A$132,000 | A$68,662 |
| Accounts Receivable | A$12,056 | A$4,054 | A$2,450 |
| Taxation (asset) | A$3,982 | A$13,194 | A$5,102 |
| Related Party Loans | A$7,437 | A$30,165 | A$48,529 |
| **Total Current Assets** | **A$169,778** | **A$186,606** | **A$130,037** |
| **Non-Current Assets** | | | |

| | | | |
|---|---|---|---|
| Financial Assets | A$5,751 | A$9,621 | A$1,161 |
| Property, Plant & Equipment | A$33,817 | A$43,590 | — |
| **Total Non-Current Assets** | **A$39,568** | **A$53,212** | **A$1,161** |
| **Total Assets** | **A$209,346** | **A$239,818** | **A$131,198** |
| **Current Liabilities** | | | |
| Trade & Other Payables | A$34,825 | A$68,716 | A$31,970 |
| Employee Entitlements | A$9,280 | A$1,541 | — |
| Taxation (liability) | A$1,581 | A$3,164 | A$2,799 |
| GST | — | — | A$1,062 |
| Related Party Loans | A$8,580 | A$9,755 | A$7,000 |
| **Total Current Liabilities** | **A$54,266** | **A$83,176** | **A$42,831** |
| **Non-Current Liabilities** | | | |
| Financial Liabilities | A$92,039 | A$109,009 | A$44,133 |
| **Total Non-Current Liabilities** | **A$92,039** | **A$109,009** | **A$44,133** |
| **Total Liabilities** | **A$146,304** | **A$192,185** | **A$86,964** |
| **Net Assets** | **A$63,041** | **A$47,633** | **A$44,234** |
| **Equity** | | | |
| Issued Capital | A$1 | A$1 | A$1 |
| Retained Profits | A$63,040 | A$47,632 | A$44,233 |
| **Total Equity** | **A$63,041** | **A$47,633** | **A$44,234** |

### 2.8.2 Profit and Loss Statement

| | For the 10 months ended 30th Apr 2026 | For the year ended 30th June 2025 | For the year ended 30th June 2024 |
|---|---|---|---|
| Sales of Goods | A$646,484 | A$551,149 | A$412,063 |
| Cost of Sales | (A$210,299) | (A$115,291) | (A$113,572) |
| **Trading Gross Profit** | **A$436,185** | **A$435,859** | **A$298,491** |
| **Gross Profit Margin** | **67.5%** | **79.1%** | **72.4%** |
| Other Income | A$1,352 | A$68 | — |
| **Total Income** | **A$437,537** | **A$435,927** | **A$298,491** |

| | | | |
|---|---|---|---|
| Administrative & Other | A$96,502 | A$97,369 | A$41,352 |
| Marketing | A$70,022 | A$55,000 | A$19,578 |
| Postage | A$91,928 | A$104,891 | A$63,966 |
| Employment | A$82,676 | A$90,831 | A$63,369 |
| Financing | A$32,184 | A$35,782 | A$35,895 |
| Motor Vehicle | A$7,170 | A$11,351 | A$9,245 |
| Subscriptions | A$31,873 | A$29,610 | A$20,497 |
| Depreciation | A$9,773 | A$7,692 | — |
| **Total Expenses** | **A$422,129** | **A$432,528** | **A$253,903** |
| **Profit Before Income Tax** | **A$15,408** | **A$3,399** | **A$44,588** |
| Income Tax Expense | — | — | — |
| **Net Profit After Tax** | **A$15,408** | **A$3,399** | **A$44,588** |

### 2.8.3 Statement of Cash Flows

| | For the 10 months ended 30th Apr 2026 | For the year ended 30th June 2025 | For the year ended 30th June 2024 |
|---|---|---|---|
| **Operating Activities** | | | |
| Receipts from grants | A$1,000 | — | — |
| Receipts from customers | A$638,490 | A$549,546 | A$410,553 |
| Payments to suppliers and employees | (A$305,925) | (A$191,487) | (A$176,914) |
| Finance costs | (A$32,198) | (A$35,769) | (A$35,895) |
| GST | A$8,292 | (A$5,867) | A$7,323 |
| Cash receipts (other operating) | A$352 | A$68 | — |
| Cash payments (other operating) | (A$301,454) | (A$299,227) | (A$154,628) |
| **Net Cash from Operating Activities** | **A$8,558** | **A$17,264** | **A$50,440** |

| | | | |
|---|---|---|---|
| **Investing Activities** | | | |
| Proceeds from sale of PP&E | — | A$3,218 | — |
| Payment for PP&E | — | (A$51,283) | — |
| Other cash items | (A$5,656) | (A$65,628) | (A$47,112) |
| **Net Cash from Investing Activities** | **(A$5,656)** | **(A$113,693)** | **(A$47,112)** |
| **Financing Activities** | | | |
| Proceeds from borrowings | A$187,420 | A$229,255 | A$131,363 |
| Repayment of borrowings | (A$204,390) | (A$164,379) | (A$146,816) |
| Loans from related parties | A$21,553 | A$20,997 | A$16,367 |
| Other cash items from financing | (A$7,375) | A$12,456 | A$1,748 |
| **Net Cash from Financing Activities** | **(A$2,793)** | **A$98,329** | **A$2,662** |
| **Net Cash Flows** | **A$109** | **A$1,900** | **A$5,989** |
| Cash at beginning of period | A$7,194 | A$5,294 | (A$695) |
| **Cash at end of period** | **A$7,302** | **A$7,194** | **A$5,294** |

**Notes to the Cash Flow Statement:**

- *Other cash items (Investing Activities):* Comprises movements in stock values from year to year, together with intangible cost movements and tax receivable amounts.
- *Other cash items from financing (Financing Activities):* Comprises other finance costs incurred through short-term finance options (credit cards and other short-term debt facilities) together with interest paid on chattel mortgages.

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## 2.8.4 Statement of Changes in Equity

### Year ended 30 June 2024

| | Issued Capital | Retained Profits | Total Equity |
|---|---|---|---|

| | | | |
|---|---|---|---|
| Balance at 1 July 2023 | — | (A$355) | (A$355) |
| Profit after income tax expense for the year | — | A$44,588 | A$44,588 |
| Shares Issued During the Year | A$1 | — | A$1 |
| **Balance at 30 June 2024** | **A$1** | **A$44,233** | **A$44,234** |

### Year ended 30 June 2025

| | Issued Capital | Retained Profits | Total Equity |
|---|---|---|---|
| Balance at 1 July 2024 | A$1 | A$44,233 | A$44,234 |
| Profit after income tax expense for the year | — | A$3,399 | A$3,399 |
| Shares Issued During the Year | — | — | — |
| **Balance at 30 June 2025** | **A$1** | **A$47,632** | **A$47,633** |

### 10 months ended 30 April 2026

| | Issued Capital | Retained Profits | Total Equity |
|---|---|---|---|
| Balance at 1 July 2025 | A$1 | A$47,632 | A$47,633 |
| Profit after income tax expense for the period | — | A$15,408 | A$15,408 |
| Shares Issued During the Period | — | — | — |
| **Balance at 30 April 2026** | **A$1** | **A$63,040** | **A$63,041** |

## 2.8.5 Management commentary on historical performance and outlook

### Period covered

This commentary covers the 10-month management-accounts period from 1 July 2025 to 30 April 2026 (referred to as FY2026 10mo), with comparisons to the audited financial years ended 30 June 2025 (FY2025) and 30 June 2024 (FY2024). The financial statements presented at 2.8.1 to 2.8.4 above are drawn from the CSF Financial Statements prepared by Peat Partners and dated 7 May 2026.

### Revenue

FY2026 10-month sales of A$646,484 already exceed FY2025's full-year sales of A$551,149 by A$95,335, with two months still to trade. On a like-for-like 10-month basis, FY2026 sales are tracking approximately 41% above the comparable FY2025 period. Growth has been broadly based across channels rather than concentrated in any single revenue line. Continued direct-to-consumer engagement (built on the 25,867 lifetime online customer base, A$77 average order value and 31% repeat purchase rate), a growing wholesale and

specialty retail footprint into independent grocers and regional tourism outlets, and the brand pull from the 46 medals awarded across the Sydney Royal and Melbourne Royal fine-food competitions in 2024 and 2025 have each contributed to the lift.

### Gross profit and margin

Trading gross profit for the FY2026 10-month period was A$436,185, a hair above FY2025's full-year trading gross profit of A$435,859. The current-period gross margin (67.5%) sits below FY2025's audited 79.1% and FY2024's 72.4%. Two factors are driving the temporary compression: accelerated stock turn, as the doubled FY2025 inventory build flows through into recognised sales, and an evolving channel mix that includes a higher share of wholesale and farmers-market volume (which carry lower per-unit margin than direct-to-consumer). FY2025's 79.1% audited gross margin is the most recent audited reference and remains the headline margin position for the business; FY2026 margin is expected to settle at year-end and be audited in the following financial year, and we are not making FY2026 margin claims while the period is still trading. The 22-month smoothed gross margin across FY2025 plus the FY2026 10-month period is 72.8%, well above the 50–65% premium pantry benchmark.

### Operating expenses and depreciation

Total expenses for the FY2026 10-month period were A$422,129, broadly tracking FY2025 full-year expenses of A$432,528 on an annualised basis. Operating cost growth in FY2025 (and the residual flow-through into FY2026) reflects the deliberate reinvestment programme, including the fit-out of the dedicated production facility at Unit 1, 1 Eddy Avenue, Moama on the Murray — significant electrical and plumbing capital works in FY2025, a new monthly rent expense of A$890 (A$10,680 per annum) commenced 13 June 2025, plus the equipment investments now flowing through P&L as depreciation. The facility is leased from a related party on market-aligned terms (see Section 2.5.5). Marketing spend was A$70,022 (FY2026 10mo) versus A$55,000 (FY2025 full year), continuing the FY2025 reinvestment lift. Postage of A$91,928 (FY2026 10mo) against A$104,891 (FY2025 full year) reflects scale efficiency on a higher sales base. Employment costs of A$82,676 reflect the FY2025 team-capability expansion now operating across a fuller 10-month run. Administrative and other costs, financing, motor vehicle and subscription costs are tracking in line with FY2025 levels.

Depreciation of A$9,773 has been booked in the FY2026 10-month P&L (compared with A$7,692 in FY2025), prudently recognising the wear and amortisation of the FY2025 production equipment (digital label press and kitchen clean-room) over its useful life. This is a non-cash expense. Including this charge in the period gives a more conservative measure of operating profit and aligns the management accounts with the depreciation profile applied in the audited FY2025 statements.

### Net profit and operating cash flow

Net profit after tax for the FY2026 10-month period was A$15,408, approximately 4.5 times FY2025's full-year net profit of A$3,399. FY2025 net profit was deliberately compressed by a reinvestment program (approximately A$51,000 in new equipment, a 2.5

times lift in advertising spend, doubled inventory and a 43% increase in wages), and the FY2026 10-month recovery is the validation of that decision. The Board notes that FY2024's net profit of A$44,588 was earned at a smaller revenue base and a lower investment cadence; the FY2026 10-month figure, struck after non-cash depreciation, is a more meaningful read of underlying earnings power at the current operating scale.

Net cash from operating activities for the FY2026 10-month period was A$8,558. Because depreciation is non-cash, the cash-generation profile underlying the headline net-profit number is stronger than the net-profit line alone suggests. The Company has funded the FY2025 reinvestment and the FY2026 inventory build out of operating cash flow and founder equity, with no prior equity raises, no SAFE rounds, no convertible notes and no founder loans on the books.

### Balance sheet

Total assets at 30 April 2026 were A$209,346, against A$239,818 at 30 June 2025 and A$131,198 at 30 June 2024. Inventory of A$139,000 underpins growth runway across peak retail and event periods. Cash of A$7,302 is tight but stable, broadly unchanged from A$7,194 at 30 June 2025; working capital is managed actively against the seasonal preserves cycle. Property, plant and equipment of A$33,817 reflects the FY2025 capital expenditure (digital label press and kitchen clean-room), net of A$9,773 depreciation booked in the FY2026 10-month period. Total liabilities of A$146,304 sit A$45,881 below 30 June 2025, reflecting active reduction of trade payables and financial liabilities. Net assets of A$63,041 match total equity per the Statement of Changes in Equity; the balance sheet reconciles cleanly with no gap between net assets and total equity.

### Outlook

The business is positioned to build on the FY2026 10-month trajectory by progressing the strategic priorities described in Section 2.4. Capital from this Offer is intended to fund production capacity, deeper national wholesale distribution, accelerated direct-to-consumer marketing and retention, and an initial, careful step into selected premium export markets. The Company has applied for the NSW Agriculture Industries Innovation and Growth Program grant; both grant outcomes are modelled in Section 3.2 and neither is operationally critical to the strategy. Forward-looking statements in this commentary are intended as descriptions of plans and present capability rather than forecasts; they are subject to the matters set out in Section 2.7 (Key Risks) and to the general risk warning in Section 1. No specific revenue, margin or profit forecast is made.

# Section 3: Information about the Offer

## 3.1 Terms of the Offer

The Company is offering up to 1,251,250 ordinary shares at an issue price of $0.80 per share to raise up to $1,001,000. The key terms and conditions of the Offer are set out below.

| Term | Detail |
|---|---|
| Issuer | Quincey Jones Jelly Preserves Co. Pty Ltd ACN 637 078 801 |
| Type of security | Fully paid ordinary shares |
| Price per share | A$0.80 |
| Minimum Subscription | A$200,000 (250,000 fully paid ordinary shares) |
| Maximum Subscription | A$1,001,000 (1,251,250 fully paid ordinary shares) |
| Pre-money valuation | A$3,200,000 |
| Minimum individual investment | A$250 |
| Maximum individual investment (retail investor) | A$10,000 in any 12-month period (per the CSF retail investor cap) |
| Offer opening date | 2 June 2026, 12:00 AEST |
| Offer closing date | 18 June 2026, 22:00 AEST |
| Cooling-off period (retail investors) | 5 business days from the date the application is accepted |
| Intermediary | Birchal Financial Services Pty Ltd ACN 621 812 646 AFSL 502618 |

### Applications

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.

### Cooling-off rights

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.

### No underwriting

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

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## 3.2 Use of funds

The proceeds of this Offer will be applied in the priority order set out below. Category 1 contains fixed-cost capital works whose dollar amounts do not scale with the level of subscription. The remaining categories are funded in priority order as additional capital becomes available at higher subscription levels.

1. **Energy resilience and cold chain (fixed core).** Solar and battery installation at the Moama facility (approximately A$70,049 inc GST, Solargain quote) and core cool-room and freezer upgrades (approximately A$49,350 inc GST, based on Buildrite, Mr Coolroom and Arctic quotes). The total fixed cost is approximately A$120,000 and is funded at both the Minimum and Maximum Subscription levels.
2. **Marketing, channel and working capital.** Continued performance marketing, retention investment via Klaviyo, a wholesale-focused sales hire, national wholesale marketing campaign, selected export market validation, and the working capital required to support seasonal inventory build and channel expansion.
3. **Production equipment.** Commercial combi oven, automated bottling/capping/labelling line, depositor-and-capper equipment, 300L mixing kettle, and processing equipment.
4. **Vehicle and handling equipment.** A Plug-in Hybrid Electric Van for distribution (approximately A$74,853 inc GST, Rural Ford quote) and an electric lithium forklift for production (approximately A$80,000 inc GST, Crown SC Lithium quote).
5. **Stretch infrastructure.** Additional kitchen space (rear enclosed manufacturing/storage extension), front office refurbishment, and cabinetry/joinery upgrades. Funded only at higher subscription levels.
6. **Offer costs.** The Intermediary's success fee under the hosting agreement with Birchal Financial Services Pty Ltd (see the Offer costs subsection below for the tier structure and dollar amounts).

The indicative allocation below assumes the NSW Agriculture Industries Innovation and Growth Program grant is **not** approved; the impact of grant approval is described in the grant overlay paragraph that follows.

| Allocation category | Min A$200,000 | Max A$1,001,000 |
|---|---|---|
| 1. Energy and cold chain (fixed) | $120,000 (60.0%) | $120,000 (12.0%) |
| 2. Marketing, channel and working capital | $44,000 (22.0%) | $309,950 (31.0%) |
| 3. Production equipment | $15,000 (7.5%) | $300,000 (30.0%) |
| 4. Vehicle and handling equipment | $0 (deferred) | $155,000 (15.5%) |
| 5. Stretch infrastructure | $0 (deferred) | $0 (deferred) |

| | | |
|---|---|---|
| 6. Offer costs (Birchal success fee) | $16,000 (8.0%) | $50,050 (5.0%) |
| Contingency | $5,000 (2.5%) | $66,000 (6.6%) |
| **Total** | **A$200,000** | **A$1,001,000** |

At the Minimum Subscription, the Company makes an initial A$15,000 contribution toward the commercial combi oven within Category 3 (the combi oven is quoted at approximately A$52,569 inc GST per Skanos), and defers Category 4 (Vehicle and handling equipment) and Category 5 (Stretch infrastructure) in full. The deferred items remain in the Company's strategic plan and will be revisited in a subsequent capital cycle or through the grant project if approved.

**Grant overlay.** If the NSW AIIGP grant is approved, the grant funds approximately A$538,879 of capital items predominantly across categories 3, 4 and 5 (production equipment, vehicle and handling, and stretch infrastructure). The Company's A$655,968 contribution to the grant project is allocated from Offer proceeds against the same priority categories. The grant therefore reduces the burden on Offer proceeds for capex items and allows more capital to flow to category 2 (Marketing, channel and working capital), accelerating the brand and channel investment that converts the upgraded production capacity into revenue. If the grant is not approved, the Directors will assess any project funding shortfall on a case-by-case basis: a modest shortfall may be funded by a secured commercial loan to proceed with the full project; a more material shortfall will lead the Company to scale the project to fit the raise envelope by removing the discretionary items in category 5 (the rear extension, the front office refurbishment, and the extensive cabinetry upgrades) while retaining the highest-priority operational upgrades in categories 1, 2 and 3.

### Offer costs

The Intermediary's success fee under the hosting agreement with Birchal Financial Services Pty Ltd is calculated as a tiered percentage of the funds raised under this Offer:

- 8% on raises under A$500,000;
- 6% on raises of A$500,000 or more but less than A$1,000,000; and
- 5% on raises of A$1,000,000 or more.

The Offer costs are exclusive of GST.

At the Minimum Subscription of A$200,000, the success fee payable to the Intermediary is A$16,000 (8% of funds raised). At the Maximum Subscription of A$1,001,000, the success fee is A$50,050 (5% of funds raised).

Other than the Intermediary's success fee 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. Gurwinder Singh's Director's fee is a separate operational expense of the Company and is not paid from funds raised under this Offer.

Funds raised under this Offer will not be used to repay related-party loans (per RG 261.40).

We expect that the Maximum Subscription amount will be sufficient to meet the Company's short-term objectives over the next 18–24 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 12 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 discretionary marketing spend and Category 5 stretch infrastructure and continue to focus our cash resources on core production, fulfilment and wholesale channel operations.

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## 3.3 Rights associated with the shares

The shares offered under this Offer are fully paid ordinary shares in the capital of Quincey Jones Jelly Preserves Co. Pty Ltd. They rank equally with all other ordinary shares on issue in all respects. The key rights and liabilities attaching to the ordinary shares are set out below.

### 3.3.1 Voting rights

Each fully paid ordinary share entitles the holder to receive notice of, attend and vote at general meetings of the Company. At a general meeting, every holder present in person, or by proxy, attorney or representative, has one vote on a show of hands, and one vote per fully paid ordinary share held on a poll.

### 3.3.2 Dividends

Each fully paid ordinary share ranks equally with all other ordinary shares for the payment of dividends declared by the Directors out of the profits of the Company. The Company has not declared a dividend to date and has no current dividend policy. The Directors expect to retain earnings to fund the next phase of growth described in Section 2.4 of this offer document.

### 3.3.3 General meetings and notices

Holders of fully paid ordinary shares are entitled to receive notice of general meetings of the Company in accordance with the Corporations Act and the Constitution. The Directors may call a general meeting at any time. The members may requisition a general meeting in accordance with the Corporations Act.

### 3.3.4 Election and removal of directors

Holders of fully paid ordinary shares may vote on the election and removal of Directors of the Company in accordance with the Constitution and the Corporations Act.

### 3.3.5 Winding-up

On a winding-up of the Company, after satisfaction of the Company's liabilities, each holder of fully paid ordinary shares is entitled to participate in any surplus assets pro rata to the number of fully paid ordinary shares held.

### 3.3.6 Sale and transfer of shares

The ordinary shares are transferable, subject to the Constitution. The Board has the discretion to approve a transfer of shares to a third party, to be exercised in accordance with the Constitution.

There are no drag-along or tag-along rights attaching to the ordinary shares. There are no escrow provisions attaching to the shares being offered under this Offer.

The shares being offered under this Offer are not currently listed on any financial market. Investors should consider Section 3.4 (What can I do with my shares?) regarding the practical implications of holding shares in an unlisted company.

Holders of the ordinary shares should be aware that section 708 of the Corporations Act restricts the on-sale of shares issued without a disclosure document in some circumstances. The Company does not anticipate offering or recommending any on-sale platform for the shares being issued under this Offer.

### 3.3.7 Pre-emptive rights and anti-dilution rights on new issues

The Constitution does not confer pre-emptive rights on existing shareholders in respect of new share issues under this Offer. The shares being offered carry no anti-dilution rights. The Company may, subject to the Corporations Act and the Constitution, issue further shares (including for the purposes of a future capital raise) without first offering those shares to existing shareholders. Existing shareholders, including investors under this Offer, may be diluted by future share issues.

### 3.3.8 Amendments to the Constitution

The Constitution of the Company may be amended only by a special resolution of the members, requiring approval by at least 75% of votes cast by shareholders entitled to vote at the relevant general meeting, in accordance with section 136 of the Corporations Act.

### 3.3.9 Shareholders agreement

There is no shareholders agreement in place between the Company's shareholders.

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## 3.4 What can I do with my shares?

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.

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## 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.

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### 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.

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## 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 the 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 website at qjj.com.au (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.

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### 4.4: Company updates

The Company will provide updates to shareholders on the Company's website at qjj.com.au, through the Intermediary's communication facility at www.birchal.com, and through the Company's share registry provider.

Shareholders are encouraged to keep their contact details up to date with the share registry to ensure they receive Company communications.

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## Glossary

**Company** means Quincey Jones Jelly Preserves Co. Pty Ltd ACN 637 078 801.

**Cooling-off Period** means the period ending five business days after an application is made under this Offer, during which a retail investor has the right to withdraw their application and be repaid their application money.

**Constitution** means the constitution of the Company as in force from time to time.

**Corporations Act** means the Corporations Act 2001 (Cth).

**CSF** means crowd-sourced funding under Part 6D.3A of the Corporations Act.

**Directors** means the directors of the Company from time to time.

**Intermediary** means Birchal 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 the offer of fully paid ordinary shares in the Company under this offer document.

**Offer Period** means the period from the Offer opening date to the Offer closing date, as set out in Section 3.1.

**Retail investor** has the meaning given to the term in the Corporations Act.

**Shares** means fully paid ordinary shares in the capital of the Company.

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## Endnotes

1. Source: Food Innovation Australia Limited (FIAL), *National Food Waste Strategy Feasibility Study* (2020), estimating the total economic cost of food waste to the Australian economy at approximately A$36.6 billion annually.