



Alt Saints Pty Ltd

Growd-sourced funding offer document.

Dated 11 May 2021



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Offer of fully-paid ordinary shares in Alt Saints Pty Ltd at \$0.50 per share to raise a maximum of AUD \$2,000,000 with a minimum of AUD \$150,000.

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

Isuer

Alt Saints Pty Ltd ACN 634 889 464

Intermediary

Birchal Financial Services Pty Ltd AFSL 502618

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FIGURE | Section 1:SRINTS | Risk warning

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

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

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

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

Even though you have remedies for misleading statements in the offer document or misconduct by the company, you may have difficulty recovering your money. There are rules for handling your money. However, if your money is handled inappropriately or the person operating the platform on which this offer is published becomes insolvent, you may have difficulty recovering your money.

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

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Letter from the founder

Thank you for your interest in Alt Saints; I'm excited to present you with our vision. Alt Saints is indeed a unique company, bringing together purpose, design, storytelling and collectibles in a way that hasn't been done before.

Being purpose-driven, we pledge 1% of our revenue to support environmental organisations in their efforts to improve life on the planet.

We are a food company with cereals as our core product. Our first range of cereals has gained national interest from distributors, supermarket groups and food service providers since launch in 2019. Our 2020/21 roadmap gave us space to experiment with a number of products including juices, smoothies, coffees & non dairy milks and some great experiments with high-end cereals.



FLT | Section 2: SAINTS | Information About the Company

We're design-led in that we create delightful customer experiences across all touch points, combining purpose, exceptional food, design, storytelling, meaningful, collectible content, and NFTs for more information. This content has been in creation for the past 2 years, where we have hundreds of assets, telling a simple, nonjudgemental and non-dramatic story about the state of the environment for general interest and education.

The combination allows us to have a clear and unique position in the food/cereals market. Our primary target market for cereals is all major national retailers and local chains, which have responded very positively to the unique position of food + purpose + design & technology. This position will allow us to roll out additional food lines subsequently on the same premise.

The cereal market is established, large (>\$1.4bn in Australia in 2020*) but ripe for innovation. This is true globally with the market, with the total size being \$54.31bn.

There are no competitors who position themselves as purpose led, nor any who are actively using technology, but the acceptance of use of collectibles in this market is long and established. The opportunity to create value through innovating around purpose, design and technology in a large market is significant.

Our decision to focus purely on cereals for now was twofold (1) focusing on less perishable ambient product lines affords us more predictable revenue lines, better margins and is less wasteful than highly perishable products and (2) our national distributors and supermarkets such as Foodworks and IGA Romeo unanimously feel that the cereals are our greatest disruption opportunity.

Sales are a combination of direct from store, online and via retail channels, all of which are already in place. Alt Saints has its own Sales

Director with 20 years experience in FMCG Sales and has experienced considerable success since joining in March 2021. Additionally, Alt Saints third-party logistics partner has committed to sharing their sales team of 15 to drive product sales.

In our business model, we outsource the operations of manufacture, distribution & logistics to third parties to manage risk. With Operations executed by third parties, this allows us to concentrate on its core skills: Design, product innovation, marketing and content/technology strategy to ensure we maintain the clear and unique position for our products.

There is a large available space for consumers to make different, deliberate decisions that have a visible and measurable impact on the environment.

With a love for food, community and the environment, I'm building on my past business wins, hospitality successes and global design & technology experience to take Alt Saints to a new level. We cannot stop our efforts to improve all life. Our wellbeing is linked to the wellbeing of our planet and every living thing we share the planet with. The choices we make today become the reality for our future and the future of all living things.

Alt Saints brand family is exciting. With a shortage of conscious, active consumer food brands, we're confident that by taking a designled, purpose-driven approach to quality, popular food, we're poised for rapid, manageable growth.

With love, always, Charbel

FLT | Section 2: SAINTS | Information About the Company

About the Founder - Charbel Zeaiter

With over 30 years of experience in food, design, tech and startups and a proven ability to create meaningful companies and with them, build communities, Alt Saints is a culmination of my many years of experience across a range of industries.

Founder's credentials

Extensive and successful business experience as founder in:

- Hospitality
- Design & Technology
 - Apparel

Founded, bootstrapped and took the last company to Series B, raising over AUD \$5.7 million, expanding into Melbourne and online. Successfully exited from this company in Oct 2019.

In 2010, won TimeOut Sydney's award: Top 5 Cafes in Sydney. Owned two successful delis in Australia, one of which was the largest seller of Lindt chocolates in the Southern Hemisphere.



2.1 Company details

This offer of shares is made by Alt Saints Pty Ltd ACN 634 889 464 (the Company). The Company was incorporated on 16 July 2019.

ACN 634 889 464

Offer Type Crowd-sourced funding

Offer Date 11 May 2021

Offer Details Offer of fully-paid ordinary shares in

Alt Saints Pty Ltd at \$0.50 AUD per

share to raise a maximum

of \$2,000,000

Registered office Kelly Partners (Northern Beaches) Pty Ltd

and contact details 13/117 Old Pittwater Road,

Brookvale NSW 2100

+61 2 8001 2999

Principal place Alt Saints

of business 1555 Botany Road,

Botany NSW 2019





2.2 Description of the business

Alt Saints are an early stage purpose-driven food and beverage company that was founded in Sydney Australia in July 2019.

Alt Saints' mission is to build a unique progressive, creative, global brand that engages people and their communities, leaving a positive and measurable environmental impact.

With 8 months of product development, two years of investment in content and character development, we're converting our collection of animals from 2D into non-fungible tokens (NFTs) and evolving some into animations.

The link between product, storytelling, collectible cards and NFTs is an important part of our vision, positioning Alt Saints uniquely in three verticals:

- 1. Food and beverages
- 2. Content and media
- 3. NFTs/blockchain



2.2.1 Scorecard

In 2020 we ran a successful crowd-sourced funding offer on Birchal that attracted 257 investors from Australia and around the world raising more than \$500,000.

We've achieved some significant operational and relationship milestones since the last crowd-sourced funding offer and with our newly formed distribution partnerships, we're confident that we can achieve significant revenue milestones.

Strategic focus	Strategic Objective stated in last offer document	Progress	Future
Product roadmap	Identified a number of product launches throughout 2021/2022	The 2021 products have been created and tested and apart from cereals and related items, we've delayed the launch of other products.	It's critical that we prove one category and drive that to profit. Working with our distributors, our cereal range is our most powerful path to growth. Once we achieve profitability, we will assess other products
Retail	Original roadmap flagged Q2 2021 for the launch of our first juice and smoothie bar.	The cost analysis of retail operations was too high and risky.	As above, all non-cereal products/retail have been moved to 2022 and will be assessed after we reach profit in cereals
Multi-brand approach	Launch 4 sub-brands under our Alt Saints umbrella.	We conducted a series of interviews showing brand concepts for Frankie, Dottie, Buzz, Estelle and the feedback was good, but customers felt overwhelmed with the stories.	All food products are now Alt Saints and the characters are spokespeople for their environmental categories.
Growth	Conservative growth for Q4 2020 and Q1 2021.	Delays in packaging and contract manufacturing agreements slowed our revenue forecasts.	Our Q3/Q4 2021 predictions have been brought forward to Q2/Q3 2021 given sooner than expected sales and distribution partnerships
Distribution	As above, we'd planned for Q3/Q4 distribution partnerships to help scale our range and sales team.	A key 3PL partnership has been brought forward into Q2 2021	Continue in this mode and release more products that fit this distribution model.

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2.2.2 The problems we're solving

Few for-profit food brands are actively working with environmental organisations to support their work to improve life on the planet. When it comes to ecological challenges, there's not one single problem that can be isolated and solved without uncovering more problems to solve; we're faced with urgent, wickedly complex challenges that require a concerted effort to create awareness, consumer interest and most importantly, direct action.

2.2.3 The Solution

We've looked hard and we couldn't find any consumer brands combining clear purpose, exceptional food, design, storytelling, meaningful and collectible content, and the emerging power of NFTs as an education, engagement and revenue model.



Love the planet: our 1% pledge

Alt Saints is a purpose-driven food company that shares 1% of top-line revenue with grassroots environmental organisations to support their important ecological work.

We've signed a partnership agreement with the Jane Goodall Institute of Australia and as we grow, our support and commitment to them and their programs - and other organisations - grows accordingly.



2.2.4 Products / Services

As we closed our last crowd-sourced funding offer, we began speaking about Alt Saints as three companies: we're a food company, a content company and tech company.

We've invested months of time into F&B product development, we've invested in more content and intellectual property and are now in the process of establishing an NFT marketplace for our hundreds and hundreds of unique digital assets.

Our current and future products are supported by many things that are missing from peer brands:

- 1. Design
- 2. Storytelling
- 3. Purpose
- 4. Brand extensibility











Review product roadmap Q4 2021

2021							2022				
FEB	MAR	APR	MAY	JUN	JUL	AUG	SEP	ост	NOV	DEC	JAN

We've experimented, tested and evolved a range of food & beverage products, and the market speaks: cereals & cereal products are the categories that distributors and buyers want right now.



2.2.4.1 Cereals first, then other categories

After many trials, tests and feedback from customers and the industry at large, we've put our focus into cereals and related products. We'll expand our wholesale footprint and once we're established in that category, we will assess our product and retail roadmap and apply rigorous testing and analysis to determine our next move.

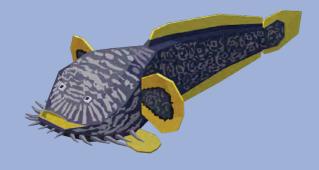
These <u>beautifully designed cereals</u> are premium and very tasty. They're handmade in small batches and the process for baking the granolas is a 4-stage process. The layering of flavours and textures is sublime.



We're also working on a range of children's cereals that are exciting, visually engaging and tell important stories. We expect to launch these by July 2021.

Putting our focus on cereals also gives us the space to concept new cereals and related product lines; this increases efficiency with design, marketing and distribution.

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FILT | Sneak Preview: SHINTS | Dino X Dino

We're fast-tracking our children's range of cereals, Dino X Dino. Key distributors and retailers have seen the concepts and have expressed incredible interest in getting this onto shelves. The message is "don't let our animals become dinosaurs" and the model is similar: great food, content and media, followed by an NFT collectible strategy.





2.2.4.2 Content & Media

Unique and extensible IP and stories. We've been creating content and stories for two years now. We've further refined the brand, the content strategy and are now trialing different animation styles.

2.2.4.3 Technology via NFTs

Collectibles: cards with unique identifiers and regular NFT 'drops' for trading and as new gaming standards emerge, allowing transferability of avatars in games.

What's an NFT?

An NFT is a Non-Fungible Token is a one-of-a-kind digital asset that's enabled by Blockchain technology; only one person can own the specific digital asset and trade it on an NFT marketplace. The creator of the NFT can earn a royalty every time the NFT is traded or exchanged. This has and is having important implications for art, artists, content creators and brands.

In our context, an Alt Saints NFT will be a unique digital asset that only one person can collect, own and trade in the soon to be formed Alt Saints Marketplace. We're replacing the redundant and wasteful nature of plastic collectibles with digital; a world that people are already immersed in. Beeple's \$69m NFT sale, NBA
NBA
Topshots and Crypto Kitties are clues that we're entering a new movement in content, stories and collectibles.

We're replacing the redundant and wasteful nature of plastic collectibles with digital; a world that people are already immersed in.

Yes, it's a revenue model and it's another way we can use our IP, food products and the emerging Web 3.0 to engage and educate the world about the state of our environment and at the same time, opening us to a global market.

2.2.5 Key differentiators

Purpose

Alt Saints mission & purpose is clear and built into the heart of the organisation: "to build a uniquely progressive, creative, global food brand that engages people and their communities, leaving a positive and measurable environmental impact. We do this by pledging 1% of revenue to support grassroots environmental organisations"

Deloitte Insights states: 'Purpose-driven companies witness higher market share gains and grow on average three times faster than their competitors, all the while achieving higher employee and customer satisfaction. Today's consumers often identify with a brand's purpose, seeking to connect at a deeper level even as the brand reciprocally aligns with who they are and who they want to be.'

According to the 'Kantar Purpose 2020' report, brands with a high commitment to Purpose have grown at more than twice the rate of others, with 84% of consumers preferring brands with a purpose, employees 3 x more likely to stay with such a brand and delivering \$6tn in revenues in the US. Similarly, Forbes reports in the "Strength of Purpose" study of 8,000 global consumers and 75 companies and brands found that when consumers know a brand has a strong Purpose, they are:

- 4 times more likely to purchase from the brand;
- 6 times more likely to protect that brand in a challenging moment;
- 4.5 times more likely to recommend (champion) the brand to friends and family;
- 4.1 times more likely to trust the brand.

Moving an existing company from one without purpose to one with purpose is no small or inexpensive task. In establishing Alt Saints from the ground up as an organisation whose purpose and mission is to improve life on the planet and building that into the life and operations of the business, is not easy for existing competitors to replicate or adapt to. It's a genuine and sustainable advantage.



Partnerships & Collaborations

Purpose-driven, design led and tech shaped, our partnerships and collaborations are as exciting as they are meaningful:

Jane Goodall Institute of Australia

We've signed a partnership with the Jane Goodall Institute of Australia and we're supporting two important programs: Roots & Shoots and their Africa program



the Jane Goodall Institute Australia



Pepe Saya Butter

We're launching a product collaboration with Pepe Saya Butter - a delicious cultured plant based butter that looks, smells, tastes and melts like butter.



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Customer experience (CX) design

With CX Design at its very core, Alt Saints was borne out of the founder's 22 years of global experience in CX.

CX design encapsulates the disciplines of Service Design and User Experience Design. With these disciplines integrated into the core of how we create and deliver Alt Saints' vision, we set the scene to create exceptional experiences at every touchpoint on our Alt Saints service journey.

Design-led, data informed

With an embedded design and customer experience skills, the next evolution for Alt Saints is to create an integrated human-centred service experience and digital engagement platform. We're taking a design-led approach to product development; concepting, testing and validating a product before we attempt scale.

Unique brand design

Our visual design is currently two-dimensional and ready to be adapted for 3D and immersive experiences.

Alt Saints' brand approach is an invitation to learn about the environment and endangered animals. The brand tone is factual, non-dramatic and non-judgemental, with a gentle invitation to be part of a movement that triggers positive change.

Story-telling

We've already invested in creating unique IP content for <u>Saint Frankie</u>; while our backlog of stories is growing, we're aiming to build a global picture of the state of the world, knowing that key data points change frequently.

Character development

Aligned to our story-telling is our investment in creating unique Intellectual Property (IP). We currently have about 400 characters, including each of the Alt Saints, designed and ready for conversion into digital and physical collectibles.

Brand extensibility

NFTs are our first step in edging out our brand to create a unique engagement model. At this stage, NFTs are a unique yet unproven model, so our primary goal remains: to establish our product ranges and gain realistic market share in each of the categories, getting us to a cash flow positive position as soon as we can reasonably.





2.2.6 Marketing & distribution

An omni-channel approach is critical and once funded, we will develop a unique online and cross-channel membership and rewards strategy, tied to our collectibles and NFT strategy. Our current marketing efforts are focused on increasing our social media activities to build awareness, gain followers and to drive online sales. Post-raise, we're investing in above the line marketing and furthering our digital and Growth Marketing investment.

We're working with a national third-party logistics (3PL) company who is also bolstering our sales team with their 15 on the ground sales people. As we gain more traction, create a more consistent supply model and subsequently increase sales we'll boost our marketing efforts in the following ways:

Increase our direct to consumer product sales

- Boost our social media efforts
- Start our above the line marketing strategy
- Continue working with retailers to support their overall sales
- Invest in PR and digital/collectible engagement strategies

2.2.6.1 Third party distribution

We've partnered with a 3PL distributor to support our growth with:

- Warehousing and inventory management
- Increase retail partnerships
- Share sales team of 15, supplementing our internal team
- Distribution of all ambient lines



2.2.6.2 Current wins and live opportunities

Confirmed







Coming up





Dino X Dino presentation coming up







- Confirmed and in-system: Foodworks (300+ stores), IGA Romeo (40+ stores) & QE Food stores (11 stores)
- Waiting confirmation: Go Vita (120+ stores), Foodland SA (94 stores)
- Presenting next month (Dino X Dino range): Woolworths, CostCo & Harris Farm



2.2.7 Market & competitors

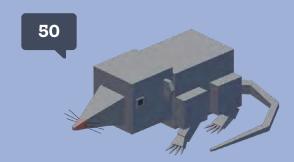
As lucrative as the market is for F&B, it's also a fiercely competitive space with large players having substantially more buying and marketing power than Alt Saints. This makes our purpose-driven, design-led and tech shaped approach more vital.

The NFT market is still in its infancy, the data we have is inconsistent and likely inflated with the current and sudden interest in the category. We've deliberately left out any TAM analysis of NFTs.

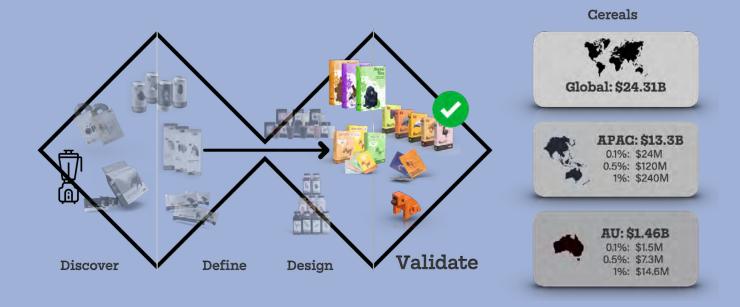
Market size: TAM (Global, USA, APAC, Australia)

Note: figures are in \$USD





Cereals are our focus



Product	Global	USA	APAC	Australia	
Cereals	\$54.31 billion (source)	\$19.22 billion (source)	\$13.36 billion (source)	\$1.457 billion (source)	

Serviceable Obtainable Market (APAC)

Product	0.1%	0.5%	1.0%
Cereals	\$13,360,000	\$66,800,000	\$133,600,000

Serviceable Obtainable Market (Australia)

Product	0.1%	0.5%	1.0%
Cereals	\$1,457,000	\$7,285,000	\$14,570,000

Competitors: Breakfast cereals

Most competitors are either privately owned and unlisted, or part of a larger brand group so it's difficult to find specific data on brand revenue and valuation.

One of our benchmark competitors is Carman's Muesli. With 82 SKUs in their range, they've reached a point where their sales are over \$150 million per annum with a 20% gross profit. The brand has a 17.5 per cent share of Australia's snack bar market, second behind Nestlé, according to IRI MarketEdge supermarket data, and 4.4 per cent of the breakfast cereal market (source).

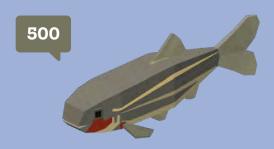
Freedom Foods is another benchmark competitor in this category. <u>A recent 2021 half yearly report shows</u> that they've generated \$291.4m in revenue, annualised to \$582.8m. This revenue is broader than cereals and is supplemented by contract manufacturing.

Carman's

For 25 years, Carman's Fine Foods has been selling good quality muesli products. After successfully launching it's products overseas in 2002, Carman's is now taking advantage of Australia's Free Trade agreement with China to build its business in a growing market hungry for healthy food. Who would have thought Founder, Carolyn Creswells university 'side hustle' would grow into Australia's top selling muesli brand. Turning over an excess of \$150 million annually by exporting muesli, muesli bars, rounds, oats, porridge and clusters to over 32 countries around the world in over 5,000 outlets. Working with 6 contract manufacturers, Carmans has managed to keep expenses low. The company has strategically positioned itself as being a flexible and dynamic business, growing even further through the COVID pandemic, with increased revenue of 50%.

Other competitors include:

- Brookfarm
- Farmer Jo
- Byron Bay Muesli co



Competitors: future products

Plant-based Milks: Oatly

The Swedish oat milk brand that is taking over the world. Whether it's the yummy dairy-alternative products or their 'nonsensical' advertising strategies, we're not sure. one thing is for certain, Oatly is making it big. It's hard to believe that they first tiptoed their way into the American market by persuading small coffee shops to use their products. Today, Oatly is expanding their product line in the US and are slowly popping up in coffee shops all around the world.

By fully committing to their noble cause and carefully crafting their brand image to be relevant yet emotionally resonant. Oatly has achieved great success in a market where consumers are more conscious than ever of their purchases.

Recently, <u>Oatly sold a minority \$200m stake</u> to a group of high-profile investors that include superstars Jay-Z & Oprah Winfrey in a deal that has left the organisation <u>valued at USD \$2 billion</u>.

Juices & Salads: Top Juice & Sweetgreen (USA)

Looking locally, a <u>2015 Smart Company article</u> indicates that Top Juice's annual revenue sits at approximately \$30,000,000 and, after many administrative troubles, Sumo Salad's annual revenues have been <u>reported to be \$57.5 million</u> (2017 financial data).

Should we enter the salad market, it's interesting to pay attention to the USA company positioning itself as a tech company, not a restaurant chain. Sweetgreen is the first-ever unicorn salad start-up, luring lunchtime crowds across the USA with its millenial- and Gen Z-friendly \$12 salads. Now the brand that brought the farm-to-table trend to fast-casual dining wants to be "the Starbucks of salads."

Sweetgreens considers itself a tech company with over 90 locations in 8 USA states. In 2019 they raised \$150 million, bringing the valuation of the company to \$1.6 billion (source), solidly in "unicorn" territory.

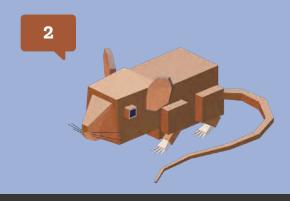


Juices & Smoothies: Boost

The idea behind Boost Juice was simple: make healthy living tasty and fun. Founder, Janine Allis, took her idea about how to make the perfect smoothie from the kitchen and transformed it into a multi-million dollar juice empire. Now the juice chain has turned over more than \$2 billion in sales since their inception in 2000. Operating out of more than 550 stores in 17 different countries, the model is a perfect example of simplicity, scalability, profitability and of course, consumer engagement.

Tea: Chatime

Hole-in-the-wall bubble tea outlets have seemingly burst onto the Australian scene, spurred on by our substantial Asian youth population. Originally a Taiwanese drink, the popularity of bubble tea and flavoured teas have gone from strength to strength in Australia. Bubble tea's increasing popularity among non-Asian consumers has seen the drink enter a new phase of growth; Chatime has over 100 stores in Australia and as a franchise group is reportedly generating over \$100,000,000 in annual revenue (although this is not an official company figure).



2.2.8 Business and revenue model

By focusing our funds into product innovation, wholesale, distribution, brand, customer experience, design, content and marketing, we're confident we can gain sufficient revenues, a unique positioning and brand advocacy.

Contract Manufacturing

In order to limit capital expenditure and reduce risk, we're adopting a model similar to Carman's Muesli. Carman's generates over \$150m p.a. using 6 key contractors to manufacture their products. This outsourced model will apply for our entire CPG product range as we activate new product lines and categories.

3PL Distribution

We've partnered with a 3PL distributor to support our growth with:

- Warehousing and inventory management
 Increase retail partnerships
- Share sales team of 15, supplementing our internal team
 - Distribution of all ambient lines

Online sales

At time of writing, we've shipped almost 300 online orders around Australia and we've shipped a number of merchandise items to the USA and UK. As we grow, we will offer subscriptions, online-only versions of our products, member incentives and gifts for birthdays and well as time-limited online offers.

Retail sales

Our first concept of a cafe-style tasting room wasn't working from our space in Botany. We've since revised the concept and have converted our Botany HQ space to a General Store, showcasing our product range and allowing customers to buy directly at the door.

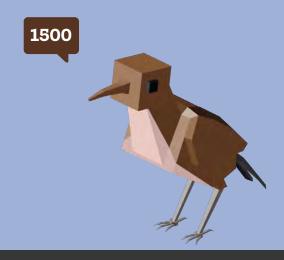
2.2.9 Business strategy

Lead with purpose, quality and brand

Alt Saints brands are purpose-driven and entering high gross margin, largely under-innovated CPG categories. With our unique layer of content, media and NFTs, our strategy is to create an engagement model that opens international revenue opportunities.



Leading with purpose, quality, design and a strong brand story, Alt Saints is adopting an omni-channel approach to growing sales, customer engagement and international reach in areas we can't access as a CPG brand.



Changes in B2C purchasing patterns

We've had modest online sales and know we can go further. We're confident we can take advantage of the widely adopted work from home changes that have shifted purchasing behaviours; an example being that Carman's Muesli revenues increased by 50% last year to \$150m, largely driven by the new mode of professionals who were able to work from home.

The market for breakfast cereals is large (forecast at AU \$1.457bn in 2021), established, global (forecast at US\$21.2bn in US in 2021) and highly competitive. DataMIntelligence reports that the compound annual growth rate (CAGR) will be 5% globally 2020-2027, although that is likely to be driven higher during covid because people working from home are eating breakfast at home, instead of ordering from cafes. The trend of the homeworker is likely to be permanent.

While the global and local market for cereals is large, innovation in this market is limited. Differentiation has occurred to date in format (ie Carmen's bars), nutrition (Freedom's gluten/nut free), tactical marketing (collectibles, promotions etc). This leaves a significant opportunity for a new entrant to gain market share through innovation that substantially alters the way the market traditionally operates.

Production

We're working with a Sydney-based manufacturing company for our premium lines and have engaged a Melbourne-based contract manufacturer to develop our children's range of cereals as well as future ranges of moderately priced cereals.

Unit economics

By increasing our production capacity, we also lower the cost of production, therefore increasing gross margins. We're currently sitting at a 10% gross margin, which is not sustainable and by increasing our production and lowering our costs, we're aiming for 70% gross margins for direct to consumer sales and 40% gross margins for wholesale.



Wholesale

We're currently working with a number of tier 2 & 3 retailers, cafe groups and food service groups. Every buyer we've worked with has reacted positively to the entire vision with one major grocery store chain wanting our children's range of cereals - even though it's still in concept mode. With our 3PL partners on board, we're working directly with the chains to expand our footprint.

Online sales

We need to ensure that our online strategy doesn't cannibalise our wholesale strategy. To that end, we're working on a model where our online channel offers unique, online only products. At this stage, we're separating NFTs so we can assess the strategy and viability of this investment.

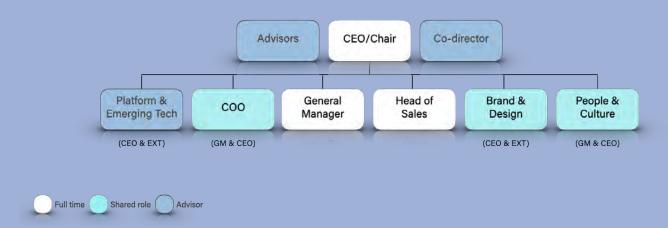
Social media

The intent behind our brand identity is to create space for meaningful storytelling that goes beyond the product. As we grow, we'll create even more intricate content and invest in our in-house content marketing team to engage our customers and followers with the following key themes:

- 1. Product
- 2. Ecological Purpose
- 3. Initiatives: showing how Alt Saints are living to their brand promise
- 4. Customers: user generated content linked to competitions



2.2.10 Organisational structure







2.3 Capital structure

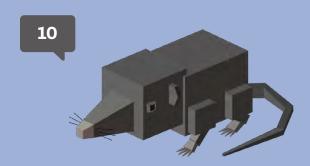
As at the date of the Offer, the only class of shares the Company has on issue are ordinary shares. There is no shareholders agreement in place between the existing shareholders, and as such, the rights and liabilities attaching to the ordinary shares on issue are as set out in the Company's constitution.

2.3.1 Issued capital

"Alt Saints Pty Ltd has 15,514,000 ordinary shares on issue." The Company has also allocated (but not issued) 1,200,000 options under the Company's Employee Share Option Plan (ESOP). Table 1 below sets out the issued capital of Alt Saints Pty Ltd.

Table 1: Issued capital of the Company before the Offer

Shareholder	Share Type	Shares	Options
Charbel Anthony Pty Ltd	ORD	13,200,000 (85.08%)	
CSF shareholders	ORD	2,314,000 (14.92%)	
ESOP (no options have vested)			1,200,000 (100%)
Total		15,514,000 (100%)	1,200,000 (100%)



2.3.2 Equity (pre- and post-offer)

Table 2 sets out the issued capital of the Company following the Offer.

Table 2: Issued capital of the Company following the Offer

Shares	Minimum Subscription	Maximum Subscription
Existing Shares	15,514,000 (91.18%)	15,514,000 (74.9%)
Offer Shares	300,000 (1.77%)	4,000,000 (19.3%)
ESOP Shares	1,200,000 (7.05%)	1,200,000 (5.8%)
Total shares on issue	17,014,000 (100%)	20,714,000 (100%)

2.3.2.1 Employee Share Option Plan (ESOP)

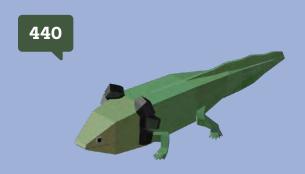
The existing management team and advisors have been allocated options under a Employee Share Option Plan (ESOP). These options will convert into ordinary shares. Eligible future hires will be offered equity in the business under the same ESOP. To ensure Alt Saints has flexibility in attracting the right talent an unallocated pool of 1,200,000 options has been set aside and this will be issued on a case-by-case basis.

Vesting

Management and employees under the SOP agree to have their options vest over a period

of time to promote longevity and consistency in the team as per the following plan:

- Indicatively, 25% will vest on the date that is 12 months after the employee start date; and
- At a rate of 1/6th of the balance at the end of each six-monthly period thereafter, provided that the relevant employees remain engaged or employed by Alt Saints to provide services, whether as a contractor or employee at the date of vesting.



2.3.2.2 Rights and liabilities associated with securities

As at the date of this Offer, the only class of shares on issue are ordinary shares. There is no shareholders agreement between the existing shareholders and as such, the rights and liabilities associated with the shares are as set out in the Company's constitution. Under the Constitution, the Company has the discretion to approve a transfer of shares to a third party. A more detailed description of the rights associated with the shares is set out in Section 3 below.

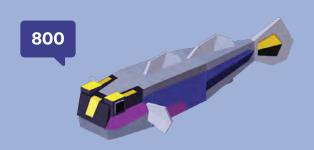
2.3.3 Debt funding and other sources of funding

Loans

The balance sheet shows a loan of \$52,305 payable to Charbel Zeaiter, founder of Alt Saints. This loan will not be repaid from this CSF raise.

Government grants

It's too early to explore international markets; once we do we will engage with Austrade to explore Export Market Development Grants and similar government support incentives.



2.4 Directors and senior managers

2.4.1 Our directors and management

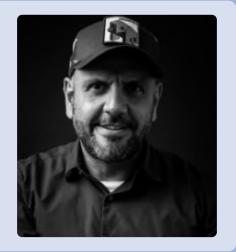
Charbel Anthony Zeaiter | CEO & Director

With a deep and varied background in food, product design, technology and customer experience, Charbel brings with him a wealth of experience in creating brands and building businesses.

With a love for food, for sustainability, for purpose and for people, Charbel has brought to a life a new company that marries food, design, technology and storytelling into a compelling vision that has incredible global potential: great food and great impact.

Alt Saints is an important vision for Charbel as he brings together his many years of experience to create a purpose-driven company intent on Improving All Life and Elevating the Human Experience: People, Planet & Prosperity.

To date, Charbel has been responsible for the inception of the company, the food, design, branding, personal branding, investment raise and limited fulfilment.



Meg Barbic | Director

Co-Founder & Owner of One Drop Brewing Co., a brewery on the South side of Sydney brewing award winning beer.

Meg is a Visual & Experiential Designer with a healthy 15+ years creating experiences for companies of all sizes, now creating and designing life in general.

We're excited to have Meg on board - not only has she created impressive retail experiences, we're already exploring collaborations as we evolve Alt Saints.







2.4.2 The team

Leyda Jiménez-Brown | General Manager

Leyda wears many hats at Alt Saints. Leading our Operations, she's also in charge of team, administration, product roadmap planning with the sales and kitchen teams and is leading our recent in-house approach to digital marketing.

"My heart is set on helping Alt Saints create a team and product experience that is deeply customer- and planet-centric, as well as meaningful, aligned partnerships."



Wayne Holdsworth | Head of Sales

Wayne brings many years of experience at all levels of FMCG business development and has helped launch and grow many notable F&B brands in Australia.

He's also a cricket coach and hails from the halls of fame in Australian International Cricket, regaling the team with stories, sharing his experiences and knowledge.



Matt Townsley | Brand & Experience Design

Matt has been working with Alt Saints in evolving our packaging design, brand and is currently working with us on our next version of customer experience design.

A creative thinker, passionate designer and advocate for brand and storytelling, Matt is passionate about Alt Saints' brand design, ethos, storytelling, mission and our foray into the world of immersive experiences and NFTs.



Jasmine Jauw | Design & Social Media

Jasmine, aka Jas, joined Alt Saints to help out on our social media campaigns. A talented designer, her passion for design and meaningful content has seen her work on packaging, promotional materials and is busy refining concepts for a new product line of children's cereals.

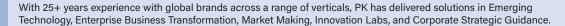




2.4.3 Advisors

PK Rasam | Blockchain & Business Advisor

Based in Melbourne, PK has been at the forefront of Blockchain and its implications for over 7 years, specialising in commercially viable blockchain products, protocol standards, mechanism design, smart contract development, blockchain strategy, and blockchain infrastructure services.





Gisele Gambi | Business Coach

Gisele has been an active coach with Alt Saints founder for many years, with many companies. As a professional and personal development coach, she brings a new level of coaching with her premise "An act of self-worth is benevolent in nature. Whilst it appears to be an act directed for self, the paradox of self-worth is that you give to others through the very act of giving to yourself."

We're excited to have her involved in the guidance, vision setting and energetic expansion of Alt Saints.



Kristy Dixon | Legal Counsel

Kristy has the energy of 1,000 people and brings many years of experience with her, in particular her deep understanding of the complexities and challenges for startups.

As Partner at Marque Lawyers, she's been guiding Alt Saints through a number of projects including IP management, management and the legals required for the operation and growth of our company.

Being an official BCorp, her firm is a natural, easeful and purposeful fit for Alt Saints.



Tim Sexton | Business Advisor

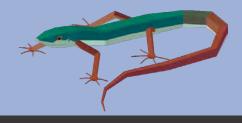
Tim has been acting as a business and operations advisor for Alt Saints and has offered invaluable guidance.

For over 20 years, Tim has earned his experience in founding, leading and exiting two successful businesses, as well as working as a senior executive and consultant to several others, in a career that kicked off when seeing the opportunities that digital technologies could deliver.

"I'm galvanised by being part of a team bringing a business vision to life and enabling the people I work with to perform at their best."







2.5 Risks facing the business

FMCG is a highly competitive space with larger players having a distinct advantage over new entrants such as Alt Saints. With the addition of collectibles and NFTs, we're creating a unique engagement and content model, which comes with risks.

read this section carefully before deciding to apply for shares under the Offer. There are also other, more general risks associated with Alt Saints Pty Ltd (for example, risks relating to general economic conditions or the inability to quickly or easily sell your shares).

An investment in Alt Saints Pty Ltd should be seen as high-risk and speculative. A description of the main risks that may impact the Company's business is below. Investors should

Risk

Complex model

Supply chain risk

Pricing risk

Scale risk

External conditions

Business model risk

Cash flow risk

Funding risk

Technology risk

Description

Being first to market, we have an holistic, globally unique, yet unproven model linking food, packaging, collectible physical content and blockchain's collectible NFTs.

Covid-19 effects on the supply chain linger; risking some inputs that aren't made locally.

Current premium product lines limit our reach. We need to fund products that have a higher gross margin.

We need economies of scale for better margins and more reach in tier 1 and 2 supermarkets and grocery stores.

Witnessing the recent COVID challenges has highlighted that we need to have the right tech and distribution platform to ensure we can meet consumer demand during significant unplanned events. Even with current market analyses and positive forecasting, the recent challenges highlight the vulnerability of our current employment systems and we will depend on current and future customers remaining employed so they can afford to purchase Alt Saints products.

The Company is at an early stage of the business cycle. As such, it carries the risks of a start-up business. Given the limited trading history of the company, no assurance can be given that the Company will achieve commercial viability.

The Company's operating activities involve a series of cash inflows and outflows. Although the Company seeks to manage its cash flow efficiently, there is a risk that the Company may not have sufficient cash or working capital, at times, to fund both its operations and its expansion plans. This could affect the Company's profitability, future prospects, and its ability to meet its business objectives.

Alt Saints is in the process of raising funds to achieve its strategic business objectives and to cover its projected operating expenses. We may not raise all of the required funding and therefore not achieve all of our business objectives. Alt Saints may also need to raise additional funds in the future from investors or third parties. There is no assurance that the Company will be able to obtain additional rounds of funding on substantially the same terms as outlined in this Offer Document or at all. The Company's value may be materially affected if the required additional funding is not available.

Crytpo and NFTs are new, volatile and niche.

2.6 Financial information

Below are the financial statements of the Company for the financial year ended 30 June 2020, which have been prepared in accordance with the Accounting Standards.

2.6.1 Balance sheet

Alt Saints Pty Ltd As at 30 June 2020

	30 Jun 2020
Assets	
Bank	
Business Account #771	330
Total Bank	330
Fixed Assets	
Less Accumulated Depreciation on Computer Equipment	(15,000)
Website at Cost	15,000
Total Fixed Assets	-
Non-current Assets	
Development Costs	10,000
Intellectual Property	30,000
Total Non-current Assets	40,000
Total Assets	40,330
Liabilities Current Liabilities	26
GST Total Current Liabilities	
Total current Liabilities	20
Non-Current Liabilities	
Loan - Charbel Zeaiter	52,305
Total Non-Current Liabilities	52,305
Total Liabilities	52,331
Net Assets	(12,001)
Equity	
Current Year Earnings	(22,001)
Issued Share Capital	10,000
Total Equity	(12,001)
Total Equity	(12,001)

2.6.2 Profit and loss statement

Alt Saints Pty Ltd 1 July 2019 to 30 June 2020

	30 Jun 20
Income	
Sales - Wholesale	776
Total Income	776
Less Cost of Sales	
Food Products (GST)	369
Ingredients (GST Free)	100
Total Cost of Sales	469
Gross Profit	307
Less Operating Expenses	
Bank Fees	80
Marketing Costs	7,055
Office Expenses	71
Postage	33
Shopify Fees	39
Staff Amenities	8
Subscriptions	22
Website Depreciation SBE	15,000
Total Operating Expenses	22,308
Net Profit	(22,001)

2.6.3 Cash flow statement

Alt Saints Pty Ltd For the year ended 30 June 2020

	2020
Operating Activities	
Receipts from customers	854.05
Payments to suppliers and employees	(22,829.29)
Net Cash Flows from Operating Activities	(21,975.24)
Investing Activities	
Proceeds from sale of property, plant and equipment	15,000.00
Payment for property, plant and equipment	(15,000.00)
Other cash items from investing activities	(40,000.00)
Net Cash Flows from Investing Activities	(40,000.00)
Financing Activities	
Other cash items from financing activities	62,305.00
Net Cash Flows from Financing Activities	62,305.00
Net Cash Flows	329.76
Cash and Cash Equivalents	
Cash and cash equivalents at beginning of period	-
Net change in cash for period	329.76
Cash and cash equivalents at end of period	329.76

2.6.4 Statement of changes in equity

Alt Saints Pty Ltd For the year ended 30 June 2020

	2020	2019
Equity		
Opening Balance	-	-
Current Year Earnings	(22,000.84)	-
Issued Share Capital	10,000.00	-
Total Equity	(12,000.84)	-

2.6.5 Management comments on historical performance and outlook

As an early stage company, we're working towards establishing consumer and buyer mindshare and in that process, achieve consistent and predictable.

In the FMCG space, value is unlocked when we achieve reasonable economies of scale, taking advantage of economies of scale in product, packaging and distribution. By achieving favourable unit economics, we're able to expand our reach and become more price competitive.

By scaling our product range and staggering the launch dates, unit cost reduction opens up more opportunities to reinvest our revenue into product innovation, sales, marketing and distribution as well as taking advantage of more efficient internal operations. Depending on the level of investment, we will plan for a tighter timeline to release product lines and test the other brands.

The CSF investment is important as it gives us the space to focus on our 5 P's:

People:

- Hire key operations and sales team members
- Control headcount and work with partners and contractors to supplement team
- Establish onboarding, training, growth and company policies

Partners:

- Extend our distribution and wholesale partnerships
- Continue our work with contract manufacturing partners
- Partner with key environmental organisations

Places:

- Showroom as test space for new product lines.
- Experiment with and refine customer experience.
- Retail spaces for specific product lines such as Live Juices

Products:

- Focus on our cereal product range and adjacent products
- Further develop and monetize IP investment
- Evolve our NFT engagement model

Processes:

- Refine online ordering processes
- Establish membership and customer loyalty
- Develop internal procedures and systems for scalability

We're confident that by playing a steady game for the next 12 months of operations, we can streamline processes and establish systems that will support our scaling objectives.





3.1 Terms of the Offer

Alt Saints Pty Ltd is offering up to 4,000,000 shares at an issue price of AU \$0.50 per share to raise up to \$2,000,000.

The key terms and conditions of the Offer are set out in the table below.

A description of the rights associated with the shares is set out in Section 3.

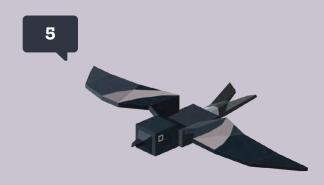
To participate in the Offer, you must submit a completed application form together with the application money via the Intermediary's platform. The Intermediary's website provides instructions on how to apply for shares under the Offer at www.birchal.com.

Term	Details	
Shares	Fully-paid ordinary shares	
Price	\$0.50 AUD	
Minimum Subscription	\$150,000 AUD	
Maximum Subscription	\$2,000,000 AUD	
Minimum parcel size	\$250.00	
Opening date	11 May 2021	
Closing date	3 June 2021	

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

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

The Offer is not underwritten.



3.2 Use of funds

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

Intended use	Minimum Subscription	Maximum Subscription
Sales & Marketing	\$37,500	\$400,000
Working capital	\$71,400	\$1,174,400
Production, R&D	\$30,000	\$260,000
Technology	-	\$40,000
Crowdfunding Fees	\$11,100	\$125,600
Total	\$150,000	\$2,000,000

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

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

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



3.3 Rights associated with the shares

Immediately after issue, the shares will be fullypaid shares. There will be no liability on the part of shareholders and the shares will rank equally with the shares currently on issue.

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

3.3.1 Voting rights

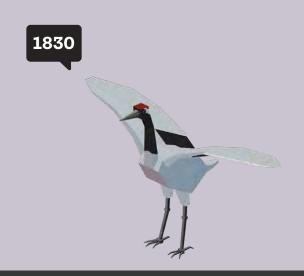
Each shareholder has one vote on a show of hands and, on a poll, one vote for each share held.

3.3.2 General meetings and notices

Directors have the power to call meetings of all shareholders or meetings of only those shareholders who hold a particular class of shares. Shareholders who hold at least 10% of the votes which may be cast at a general meeting of the Company have the power to call and hold a meeting themselves or to require the directors to call and hold a meeting.

3.3.3 Winding-up

If the Company is wound up and there are any assets left over after all the Company's debts have been paid, the surplus is distributed to holders of ordinary shares after secured and unsecured creditors of the Company. Holders of fully-paid ordinary voting shares rank ahead of other classes of shares (if any).



3.3.4 Restrictions on sale and transfer

The constitution details the Company's arrangements for approving the sale or transfer of your shares. For more information, please refer to section 127 (sale of shares) and section 126 (transfer of shares) in the Company's constitution, available on the Intermediary's platform.

3.3.5 Details of previous CSF Offers

In August 2020, Alt Saints launched its first CSF Offer. At that time, the Directors were Charbel Zeaiter and Meg Barbic (information about these directors has been provided above in Section 2.10).

In the first CSF offer, Alt Saints offered up to 2,000,000 fully-paid ordinary shares at an issue price of \$1.00 per share to raise up to \$2,000,000. That CSF offerwas completed successfully raising \$503,500.

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3.4 Investor rewards

As part of our Alt Saints Pty Ltd investor family, you'll receive the following rewards based on your investment amount.

	\$250+ investor	\$2,500+ investor	\$5,000+ investor	\$10,000+ investor
	Shares in The Company	Shares in The Company	Shares in The Company	Shares in The Company
Online store	\$25 voucher	\$100 voucher	\$250 voucher	\$500 voucher
Gear		1 x Limited Edition Trucker Hat + Patches	1 x Limited Edition Trucker Hat + Patches + T-shirt	1 x Limited Edition Trucker Hat + Patches + T-shirt

3.5 What can I do with my shares?

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

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



FLT | Section 4: Information about investor rights

4.1 Cooling-off rights

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

You must withdraw your application via the Intermediary's platform as follows: by following the link and instructions on the CSF Offer page on the Intermediary's platform.

After your withdrawal has been processed, the Intermediary will refund the application money to your nominated account as soon as practicable.

4.2 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.



FLT | Section 4: Information about investor rights

4.3 Proprietary company corporate governance obligations

4.3.1 Annual report

While the Company is currently a small proprietary company that is not required to prepare annual financial reports and directors' reports, if we successfully complete this Offer, then we will be required to prepare and lodge these annual reports with ASIC (within four months of the financial year end). The Company has a 30 June year end and its financial reports must be lodged by 31 October each year.

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

are still required to ensure that the financial statements give a true and fair view of the Company's financial position and performance and that the financial statements comply with the accounting standards.

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

4.3.2 Distribution of annual report

Provided the Company continues to meet the eligibility requirements under the CSF regime, 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 the following address <u>altsaints.com</u> (free of charge) or can purchase the report from ASIC.



FLT | Section 4: Information about investor rights

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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ALT Glossary

Company means Alt Saints Pty Ltd

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

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

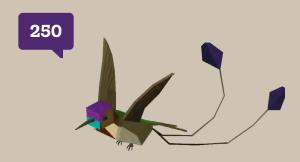
Intermediary means Birchal Financial Services Pty Ltd AFSL 502618

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

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

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

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



FALT | Thank SAINTS | You

Conversations aren't enough. Campaigns aren't enough. Protests aren't enough. The only thing that will effect change are organisations, companies, communities and people that are willing to create and embrace brands with an active, visible and measurable commitment to improving all life.

Alt Saints' mission is to build a uniquely progressive, creative, global food brand that engages people and their communities, leaving a positive and measurable environmental impact. We do this by pledging 1% of revenue to support grassroots environmental organisations such as the Jane Goodall Institute of Australia.

We're uniquely positioned as three companies in one:

- Plant-based food
- Content and media
- Collectibles and trading via NFTs

As we approach this new chapter for Alt Saints, our engagement model is critical: linking the products that customers buy from our retail partners to our content and with that, giving customers the opportunity to collect and trade their physical and digital collections.

Shall we?

Thank you, Charbel

