

# FLORCITA PTY LTD



## CROWD-SOURCED FUNDING OFFER DOCUMENT

Dated 8<sup>th</sup> July 2025

Offer of fully-paid ordinary shares in Florcita Pty Ltd at  
**\$1.75 per share to raise a maximum of \$400,000**

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

**Issuer**

Florcita Pty Ltd ACN 674 249 033

**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 I: RISK WARNING**

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

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

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

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

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

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

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

## **SECTION 2: INFORMATION ABOUT THE COMPANY**

### **LETTER FROM THE FOUNDERS**

Hi there!

We're Pat and Louise Neale, the founders of Florcita Tequila—a premium spirits brand born from a shared passion for exceptional agave, quality, and beautifully balanced drinks. From the heart of Mexico to the shores of Australia, we're on a mission to deliver a tequila experience that's confident, clean, and perfect for the Australian way of life.

#### **Our Story**

Florcita's journey began in the agave fields of Jalisco, where we built a lasting partnership with the García Ramírez family—sustainable farmers who share our deep respect for the land and its legacy. Together, we've created a range that honours traditional tequila-making techniques while evolving them with clarity and purpose.

In 2025, we have achieved full certification as producers of 100% Blue Agave Tequila (being both produced and bottled in Mexico to be called 100%), planning to also extend this to our ready-to-drink ranges—all produced in Mexico, with the exception of our 'Flor de Noche' coffee tequila, proudly produced in NSW. This milestone affirms our commitment to quality and our place among tequila makers who lead with integrity.

#### **Award-Winning Innovation**

Just recently, Florcita earned three medals from the International Wine & Spirits Competition (IWSC), placing us among the most recognised tequila mixers globally. These accolades reflect the care behind every recipe and reinforce our belief that premium mixers can—and should—meet the same standards as the spirits they support.

#### **Our Product Range**

Florcita's range is a study in balance. Each product is crafted to deliver complexity and approachability, whether served straight or simply chilled:

- Florcita 100% De Agave Tequila Blanco – Pure agave expression: smooth, structured, and built for sipping or mixing.
- Flor de Noche Coffee Tequila – Rich and aromatic with gentle sweet notes of caramel and agave syrup that rounds into warmth.
- Sparkling Margarita Range – lime, watermelon, passionfruit, lemon (limonquila) and paloma
- Florcita Mezcal – launching in 2026, our mezcal will provide unique agave notes in line with our flavour profile
- Florcita Reposado / Anéjo – our reposado and anéjo range will launch towards mid-late 2026/ early 2027 aged in French oak cognac barrels for an unsurpassed smoothness

## Why Partner with Us?

Florcita is at the starting line, ready to launch of the cusp of what we will anticipate will be an agave boom over the next 5 – 10 years. We're building something with longevity—premium in process, contemporary in energy, and designed for global relevance.

- **Certified Authenticity:** The barrier to entry to be certified legally as 'tequila' is incredibly high, given the duration and complexity of certification. Florcita Tequila has two certifications to legally be called 'tequila', taking over 18 months to secure:
  - 100% Blue Agave certification in **two** distilleries – meaning our tequila is bottled and produced in Mexico, as well as our ready-to-drink (RTD) range
  - Bulk Tequila export and the ability to bottle in Australia, and be called tequila – allowing us to open a wholesale arm of the business, as well as produce and bottle our 'Flor de Noche' coffee tequila and future products as 'tequila
- **Growing Retail Presence:** Stocked by major liquor stores and distribution partners; soon to be featured by high-end hotels, international airline partnerships and at recent social media sponsorship as an example.
- **Award-Winning Recognition:** Triple IWSC medallists across multiple formats, including outright gold for Tequila & Tonic, and silver for Paloma mixer and outright spirit.
- **International Growth:** With strong local momentum, we're preparing for strategic international launch in 2026 at key locations aligning with the brand, beginning with the UK and Asia-Pacific regions.

## What's Next?

We're raising capital to scale production, enhance our direct-to-consumer and wholesale capabilities, and increase brand visibility through deliberate, design-led marketing. These efforts will strengthen our foundation for international expansion while protecting what makes Florcita distinct: understated elegance, thoughtful flavour, and a voice that cuts through the noise.

We're excited to shape the future of premium agave together.

Cheers!

*Pat & Louise Neale  
Founders & Chief Tequila Enthusiasts  
Florcita Tequila*

### Florcita Tequila Scorecard

*Since raising funds in December 2024, we have established significant traction and continue to build on that momentum. Below is a scorecard that details how we used the funds raised to fund operations and working capital. Total raised in December 2024 - \$95,538*

<b>Strategic Focus</b>	<b>Strategic Objective</b>	<b>Progress</b>
Sales & Distribution	Reduce supply chain cost	Florcita successfully reduced supply chain costs through key partnerships, including two distilleries in Mexico, to minimise pressure on supply, as well as minimise costs through volume agreements.
Production	Reduce cost to manufacturing	Florcita has switched all manufacturing (with the exception of our 'Flor de Noche' coffee tequila) to Mexico, resulting in a cost reduction of ~60% on cost-of-goods-sold (COGS).
Research & Development	Increase product range	Florcita has increased its range with three new NPD underway to support and strengthen its growth.
Company Valuation	Increase profitability	In addition to a reduction in COGS, Florcita has been signed off by El Consejo Regulador Del Tequila (CRT) to bottle and ship 100% Blue Agave tequila from Mexico and legally be called 'tequila', as well as being awarded 3 x International Wine & Spirits Competition (IWSC) awards including outright gold for tequila mixer (Tequila + Tonic), and silver for tequila mixer (Paloma) and outright spirit.
Market Penetration	Increase partnerships	Florcita has partnered with Dan Murphy's, ALM, Paramount, and built partnerships with Singapore Airlines (Kris+), TikTok and W Hotels for example, as well as key venues across Sydney & Melbourne.

## 2.1 COMPANY DETAILS

This offer of shares is made by Florcita Pty Ltd ACN 674 249 033 (Company).

Company name	Florcita Pty Ltd
ACN	674 249 033
Date of incorporation	17 <sup>th</sup> January 2024
Registered office	68 Reynolds Street, Balmain NSW 2041
Principal place of business	68 Reynolds Street, Balmain NSW 2041
Directors	Patrick William Neale Louise Marie Neale
Company secretary	Patrick William Neale
Subsidiaries	Florcita Tequila Pty Ltd ACN 678 568 271 (100% wholly-owned) Florcita IP Pty Ltd ACN 678 532 306 (100% wholly-owned)
Share registry	Cake Equity <a href="http://www.cakeequity.com">www.cakeequity.com</a>
Website	<a href="http://florcita.com.au">florcita.com.au</a>

## 2.2 OUR BUSINESS

### About the Company

Florcita is a pioneering tequila brand dedicated to transforming the Australian beverage market. Our mission is to bring the authentic taste and vibrant spirit of premium tequila to discerning consumers who value quality and innovation. We believe that tequila, despite its global popularity, remains undervalued in Australia. Our goal is to change this perception by offering high-quality, authentic tequila products that elevate the drinking experience.

**Mission:** Florcita is dedicated to capitalising on the identified growth of the Australian tequila market by offering premium, authentic tequila products that elevate the drinking experience. We aim to provide a superior drinking experience that combines convenience with sophistication, catering to a growing demand for well-crafted, less-artificial options.

**Vision:** Our vision is to become a household name in the premium tequila and cocktail space, spreading good vibes from Australia to the rest of the world. We aspire to be recognised for our commitment to quality, innovation, and customer satisfaction.

**Impact Statement:** Florcita exists to fill the gap in the market for high-quality, authentic tequila products. By providing a superior drinking experience that combines convenience with sophistication, we cater to a growing demand for well-crafted, less-artificial options. Our products are designed to bring joy and memorable experiences to our customers, enhancing their social gatherings and celebrations.

### Milestones/Timeline to Date

We have secured an ongoing exclusive agreement with a premium tequila distillery in Zapotlan del Rey, Mexico, an hour out of Guadalajara in the famous Jalisco region. This partnership ensures that we have access to the highest quality tequila, which forms the foundation of our product range. We have also developed now seven unique product lines (soon to be ten), including five ready-to-drink (RTD) tequila cocktails and a coffee tequila.

Our journey has been marked by several important milestones. We successfully tested the market with our 100% Blue Agave Tequila Blanco and 'Flor de Noche' coffee tequila at the Fine Food and Good Food & Wine expos, establishing a strong demand in both the direct-to-consumer and wholesale markets and achieving \$10,000 in pre-orders across two weekends most recently in June.

Most recently, Florcita Tequila has won the following awards at the International Wine & Spirits Competition 2025:

- Outright Gold: Tequila/Mezcal & Tonic
- Silver: Tequila/Mezcal Paloma
- Silver: Outright Spirit

## Our Products

### 100% De Agave Tequila Blanco

Our 100% De Agave Tequila Blanco is a testament to the art of distillation and the rich heritage of Mexico's finest spirits. Crafted with handpicked blue agave plants grown in Jalisco, our tequila embodies tradition and excellence. Each sip delivers a smooth and satisfying experience, transporting you to the heart of Mexico, where the air is filled with the earthy aroma of agave and the spirit of celebration is in the air. Our tequila has quite a floral profile, with notes of lavender, jasmine, apple, pear, citrus and white pepper.

### 'Flor de Noche' Coffee Tequila

Our 'Flor de Noche' Coffee Tequila brings the distinct Florcita Tequila Blanco taste to the forefront. At 35% alc/vol, this product is a tequila-lover's dream, combining the rich, smooth notes of natural coffee essence with the bold character of our premium tequila. Whether enjoyed neat, on the rocks, or as a key ingredient in creative cocktails, Flor de Noche Coffee Tequila offers a versatile and luxurious drinking experience.

### Ready-To-Drink (RTD) Range

Our ready-to-drink range (5.0% alc/vol) includes five delightful flavours:

- **Sparkling Lime Margarita:** Crafted with premium tequila, zesty lime, and a touch of agave syrup, this pre-mixed delight offers a refreshing take on a beloved favourite. With lively fizz and a vibrant flavour profile, each sip delivers a perfect balance of tart citrus and smooth sweetness.
- **Sparkling Passionfruit Margarita:** A tantalising blend of tangy passionfruit and premium tequila, fizzed up to perfection. Our sparkling passionfruit marg offers a refreshing twist on the classic margarita experience, perfect for laid-back gatherings and lively celebrations.
- **Sparkling Watermelon Margarita:** A mouth-watering concoction that captures the essence of summer in every sip. Crafted with the perfect blend of juicy watermelon, premium tequila, and a touch of effervescence, there is no better way to celebrate refreshing flavours and convenience.
- **Sparkling Lemon Margarita:** A new release, our lemon margarita capitalises on drinking-trends in 2025 with a balance of bold citrus and sparkling fizz. This flavour remains completely unique to our traditional lime margarita, lending itself more towards a Limoncello Margarita
- **Sparkling Paloma:** The Paloma as a cocktail remains somewhat underrated and unknown in the Australian market. Our sparkling paloma will act as the perfect entry point for curious drinks with a subtle pink grapefruit and natural sweet flavour; perfect for any occasion.

## **Industry Overview**

The global ready-to-drink (RTD) cocktails market was valued at USD \$1.1 billion in 2023 and is projected to grow at a compound annual growth rate (CAGR) of 14.20% until 2030<sup>1</sup>. The Australian market is poised for a tequila boom, with expected growth between 7% and 9% until

2027; this growth rate is ahead of the global spirits volume rate, which is expected to grow by 2% in a similar timeframe<sup>2</sup>. This presents Florcita with the opportunity for to capture a share of the market.

## **Competitor Landscape**

Our key differentiators include our commitment to quality, authenticity, innovation, and exclusivity. We prioritise quality and authenticity, using premium ingredients and traditional distillation methods. Our unique product offerings, such as the sparkling margarita range, cater to a growing demand for convenient yet sophisticated drinks. Additionally, our 3 x award winning tequila should help our products stand out in the market.

By leveraging these strengths, Florcita is well-positioned to capture a share of the Australian tequila market and establish itself as a leader in the premium spirits industry. We are committed to continuous improvement and innovation, ensuring that our products meet the evolving needs and preferences of our customers.

## **2.3 BUSINESS AND REVENUE MODEL**

### **Overview of the Business Model**

#### **Direct-to-Consumer (D2C)**

Florcita intends to operate a robust direct-to-consumer (D2C) model, primarily through our website. This platform would allow customers to purchase our premium tequila and ready-to-drink (RTD) cocktails directly from us. This model not only offers higher margins compared to traditional retail but the intention is that it will also enable us to engage directly with our customers, fostering brand loyalty and gathering valuable feedback.

#### **Business-to-Business (B2B)**

In addition to D2C, Florcita has already built a strong business-to-business (B2B) presence. We are establishing relationships with boutique liquor stores, bars, and high-end restaurants, and plan to continue to prioritise this aspect of the business model. We have secured commitments for distribution starting next year. We have also expanded our network to include larger distributors, such as Paramount Liquor and ALM, to further scale our business.

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<sup>1</sup> Phagare, 2024, 'Ready-To-Drink Cocktails Market Report 2024'

<sup>2</sup> ISWR, 2022, 'What's next for Tequila?'

## **Overview of the Revenue Model**

### **E-commerce Sales**

We intend that a key revenue stream will come from e-commerce sales through our website. This channel will offer higher margins and direct customer engagement, which is crucial for building a loyal customer base.

### **On-Premise Sales**

We have begun to generate revenue through on-premise sales to bars and restaurants. Initially, we plan to target boutique and high-end venues that align with our brand's premium positioning.

### **Wholesale Sales**

As mentioned, we have partnered with larger distributors. The intention is that this will allow us to enter full-scale wholesale agreements, for easy reach and accessibility for customers. This also includes the sale of bulk agave spirit.

## **Key Metrics for Traction**

### **Volume and Revenue**

Tracking the volume of sales and revenue generated is essential for understanding our market penetration and financial health. We aim to increase our sales volume consistently to achieve economies of scale and improve profitability.

### **Customer Acquisition and Retention**

Customer acquisition costs and retention rates are critical metrics. By focusing on direct customer engagement through our D2C model, we will aim to lower acquisition costs and increase retention rates, ensuring long-term customer loyalty.

### **Growth**

Monitoring growth in terms of market share, product range, and geographical reach could help us gauge our expansion and identify new opportunities. We aim to grow our presence in both the D2C and B2B markets.

## **Key Value Drivers**

### **Quality and Authenticity**

Our commitment to quality and authenticity sets us apart. We use premium ingredients and traditional distillation methods to create products that offer a superior drinking experience.

## **Innovation**

Innovation is at the heart of Florcita. From our unique product offerings like the sparkling margarita range to our future plans for potential revenue-sharing models, we continuously seek to meet and exceed customer expectations.

## **Customer Engagement**

Direct engagement with our customers through our website and social media channels allows us to build strong relationships and gather valuable feedback, driving continuous improvement.

## **Key Sales / Distribution Channels**

### **Digital Marketing**

We have begun to leverage digital marketing to reach a broad audience, using targeted ads and social media campaigns to drive traffic to our website. We intend that this will be a core part of our marketing strategy in the future, to increase sales.

### **Word of Mouth**

Word of mouth is a powerful tool for us. By delivering exceptional products and customer service, we aim to encourage our customers to share their positive experiences with others.

### **Website**

Our intention is for our website to be the primary sales platform for our D2C model. It provides a seamless shopping experience and serves as a hub for customer engagement and brand storytelling.

### **Future Physical Location**

In the future, we plan to explore the possibility of opening a physical location to enhance our brand presence and provide an immersive customer experience.

### **Stocked in Retail Stores**

As we expand our B2B model, our aim is to secure more large stockists such as Coles Liquor, stores and high-end bars, increasing our visibility and accessibility.

## **Main Components of the Business**

### **Partnership with United Beverage Co-packers**

Our partnership with United Beverage Co-packers is a key component of our business. This collaboration ensures that our products are manufactured to the highest standards, which we intend to leverage to help us scale production efficiently. By leveraging their expertise and facilities, we can focus on innovation and market expansion while maintaining product quality.

### **Partnership with Tequila Distillery in Mexico**

A cornerstone of our business is our exclusive partnership with a premium tequila distillery in Zapotlan del Rey, Mexico. This partnership guarantees that we have access to the finest quality tequila, which is essential for maintaining the authenticity and excellence of our products. The distillery's commitment to traditional methods and high standards aligns perfectly with our brand values, ensuring that every bottle of Florcita tequila delivers a superior drinking experience.

This partnership provides exclusivity of the distillery's tequila blanco to be used within Australia for a minimum order of 3,000L at 55% Alc./Vol. In the event that the partnership is terminated, Florcita will seek alternate supply our other distillery in the tequila highlands.

By balancing our D2C and B2B models, leveraging multiple revenue streams, and focusing on key value drivers and sales channels, we intend to position Florcita to capture a share of the Australian tequila market.

## **2.4 BUSINESS STRATEGY**

### **What is Next for the Business?**

#### **Product Expansion**

Florcita is committed to expanding its product range to capture a larger market share. Our plans include scaling the production of our 100% Blanco Tequila and our 'Flor de Noche' Coffee Tequila (35% ABV). By summer 2025, we plan to introduce three new RTD cocktail variants, from our product range (and potentially have these on-tap).

Looking ahead to 2026 - 2027, we aim to introduce a smaller, curated premium cocktail range, including chilli-infused options. Our ambition is to expand our tequila line with the anticipated launch of our Mezcal and Reposado Tequila by March 2026, and Anéjo Tequila by 2027.

#### **Market Penetration**

Our immediate focus is intended to be on penetrating the Australian market, particularly in key metropolitan areas such as Sydney and Melbourne. We plan to leverage direct

partnerships with boutique liquor stores and bars to build our presence in high-demand venues. We anticipate that local marketing and brand-building activities, such as tastings and sampling events at boutique liquor stores and expos (e.g., Good Food & Wine Expo and Fine Food Expo), could be leveraged to establish our brand and drive sales. We will then explore strategic international expansion across Europe and South-East Asia in 2026 with venues that align with our brand.

### **Why These Objectives are Prioritised**

These objectives are prioritised to align with our mission to capitalise on the identified growth within the Australian tequila market by offering premium, authentic tequila products that elevate the drinking experience. Expanding our product range is designed to cater to diverse consumer preferences and capture a larger market share.

Focusing on domestic market penetration is expected to help establish a strong presence in key metropolitan areas, contributing to brand recognition and loyalty.

Operational scalability is anticipated to be essential for meeting increasing demand and maintaining product quality, which aligns with our vision of becoming a household name in the premium tequila and cocktail space.

### **How We Plan to Use the Funds Raised**

#### **Sales and Marketing**

We plan to allocate \$20,000 to \$100,000 towards sales and marketing efforts. We intend to allocate these funds toward local marketing and brand-building activities, including tastings, sampling events, and participation in expos. Digital marketing campaigns and influencer partnerships are also expected to play a role in driving online sales and brand awareness.

#### **Production**

A significant portion of the funds, anticipated to range from \$40,000 to \$200,000, is expected to be dedicated to production. This includes scaling the production of our Blanco Tequila, launching our products, and ensuring we have the capacity to meet increasing demand. Investing in production is crucial for maintaining product quality and supporting our expansion plans.

#### **Working Capital**

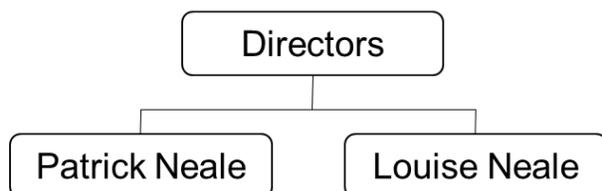
We expect to allocate \$14,000 to \$70,000 towards working capital, covering overhead expenses, employee wages, and director remuneration. This ensures that we have the necessary resources to support our operations and manage day-to-day expenses effectively.

## Summary

Florcita's strategy over the next 12-18 months focuses on product expansion, domestic market penetration, and operational scalability. By prioritising these objectives, we aim to achieve our mission of capitalising on the identified growth of the Australian tequila market and becoming a household name in the premium tequila and cocktail space. The funds raised are intended to support our sales and marketing efforts, scale production, and help provide the necessary working capital to sustain our operations. We expect this approach to aid in capturing a larger market share, building brand recognition, and driving long-term growth.

## 2.5 OUR TEAM

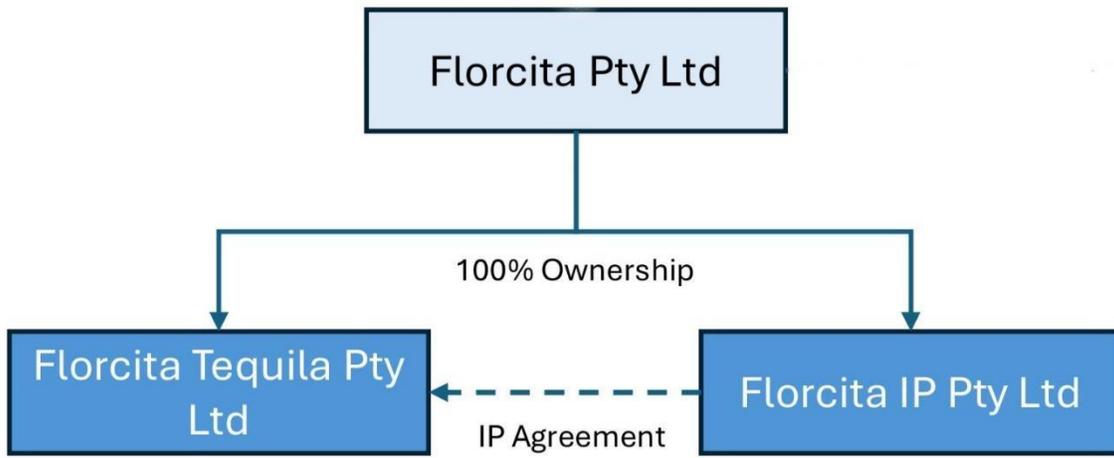
### 2.5.1 Organisational structure



### 2.5.2 Directors

Patrick (Pat) William Neale	Louise Marie Neale
<b>Role</b> Founder & Director	<b>Role</b> Founder & Director
<b>Description of duties</b> As a founder and director of Florcita Tequila, Pat shares equal responsibilities in driving the company's vision and strategy. His duties include overseeing product development, ensuring quality and innovation, and managing financial planning and fundraising. He is responsible for building and maintaining strategic partnerships, particularly with suppliers and distributors. Additionally, he leads marketing and brand-building efforts, engages directly with customers, and ensures compliance with legal and regulatory requirements. Pat also focuses on team leadership, fostering a positive work environment, and guiding the company towards achieving its long-term goals.	<b>Description of duties</b> As a founder and director of Florcita Tequila, Louise is integral to defining the company's vision and strategic direction. Her responsibilities include managing product development, ensuring top-notch quality and innovation, and overseeing financial planning and fundraising activities. Louise is pivotal in forging and maintaining strategic partnerships, particularly with suppliers and distributors. She engages with customers and is dedicated to team leadership, fostering a positive work environment, and guiding the company towards achieving its longterm goals.
<b>Skills and experience</b> Pat has almost a decade of commercial experience in the FMCG sector, and has experienced the full spectrum of operations, buying, logistics, and project management. Holding a Masters of Business Administration (MBA) from the University of New South Wales, coupled with his wealth of industry knowledge and skills, Pat's experience has laid the foundations for launching a company of his own.	<b>Skills and experience</b> Louise has a PhD in psychology and cognitive neuroscience research, and is driven by a passion for understanding human behaviour. This unique perspective, coupled with Pat's industry training and experience, translates to a brand that is committed to the ultimate customer experience.

### 2.5.3 Group structure



## 2.6 CAPITAL STRUCTURE

### 2.6.1 Issued capital (before and after the Offer)

As at the date of this Offer Document, the Company has 2,000,000 ordinary shares on issue. All shares are held by the Company's founders/directors.

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 Type	Shares
PLN Pty Ltd ATF Neale Family Trust (Company)	Ordinary	1,854,284 (92.71%)
Ordinary Shareholders	Ordinary	50,178 (2.51%)
Crowd-Sourced Funding	Ordinary	95,538 (4.79%)
Total Shares		2,000,000 (100%)

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

**Table 2: Issued capital of the Company following the Offer (on a fully diluted basis)**

Shares	Minimum Subscription	Maximum Subscription
Existing Ordinary Shares	2,000,000 (97.76%)	2,000,000 (88.57%)
Offer Shares	45,714 (2.24%)	228,571 (11.43%)
Total Shares	2,045,714 (100%)	2,228,571 (100%)

## **2.6.2 Rights and liabilities associated with securities**

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

Set out below is a summary of the rights and liabilities associated with the securities in the Company. A more detailed description of the rights and liabilities associated with the ordinary shares is set out in Section 3.3 below. A copy of the Company's Constitution is available on the Intermediary's platform.

### **Ordinary Shares**

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

- All ordinary shares have the same voting rights and the same rights to receive dividends as each other ordinary share.
- Restrictions on the sale or transfer of shares, including the obligation to offer shares to the 'Founder Member, being PLN Pty Ltd as at the date of the Offer, prior to selling to any other third party.
- The right to exercise drag rights and to approve the Company undertaking an exit event (for ordinary shareholders who (together or alone) hold more than 50% of the total shares on issue).
- The Company has the power to decline a transfer of shares to a third party.
- The Constitution includes a definition of a "Special Resolution" which means a resolution approved by shareholders who together hold at least 75% of the voting rights of shareholders.
- The Special Resolution concept, as far as it relates to shareholders, relates to:
  - approving the rights attaching to any preference shares to be issued by the Company;
  - varying the rights attaching to ordinary shares;
  - the distribution of assets on the winding up of the Company; and
  - amending the Constitution.

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

### **Employee Share Option Plan (ESOP)**

The Company has not yet, but may in the future, implement an employee share option plan (ESOP) to attract, retain and incentivize key employees.

### **2.6.3 Sources of financing, including debt financing and other financing**

To date, the business has been funded through a combination of founder loans and bank-funded loans.

#### **Founder loans**

To date, the founding shareholders have loaned funds of \$220,724 in total to the Company.

The key terms of these loans are set out below. The founder loans will not be repaid with the funds raised under the Offer.

- Amount outstanding- \$220,742
- Interest - Interest-free
- Repayment date - At the discretion of the Company
- Security - Nil

#### **Debt funding**

As at the date of this Offer, the Company has the following outstanding loans:

- Description - Working capital facility
- Principal amount borrowed - \$200,000.00
- Committed limits where debt is undrawn - \$0
- Amount outstanding - \$179,677.36
- Interest - 11% fixed
- Repayment date – Monthly, \$3,402.80
- Security - Nil

- Description - Working capital facility
- Principal amount borrowed - \$55,000
- Committed limits where debt is undrawn - \$0
- Amount outstanding - \$52,360
- Interest – 2.4% fixed monthly
- Repayment date – Monthly, \$1,320
- Security - Nil

- Description - Working capital facility
- Principal amount borrowed - \$30,000
- Committed limits where debt is undrawn - \$0
- Amount outstanding - \$30,000
- Interest – 0.0%
- Repayment date – 1<sup>st</sup> August (GST Refund)
- Security - Nil

## 2.7 KEY RISKS FACING THE BUSINESS

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

Risk	Description
Market competition	The alcoholic beverage industry is known for its intense competition. To mitigate this risk, Florcita Tequila intends to employ vigilant market monitoring, allocate resources for strategic marketing and branding initiatives, and differentiate itself by emphasising our commitment to premium craft tequila
Supply chain disruptions	Any disruptions in our supply chain, such as tequila shortages or packaging delays, can substantially impact our production. To counter this risk, we aim to foster strong relationships with our suppliers, explore alternative supply sources, and maintain a contingency plan to minimise disruptions
Regulatory changes	Changes in alcohol-related regulations or taxation can have a profound effect on our business operations. To navigate this risk, Florcita Tequila is cognoscente of remaining well-informed about industry regulations, collaborate closely with legal experts to interpret and implement new requirements, and adapt our strategies accordingly
Consumer preferences	The ever-evolving preferences of consumers can significantly influence product demand. To mitigate this risk, Florcita Tequila intends to conduct regular market research to stay attuned to changing tastes and preferences, allowing us to flexibly adjust our product offerings to meet evolving consumer demands
Cash flow risk	The Company's operating activities involve a series of cash inflows and outflows. Although the Company seeks to manage its cash flow efficiently, there is a risk that the Company may not have sufficient cash or working capital, at times, to fund both its operations and its expansion plans. This could affect the Company's profitability, future prospects, and its ability to meet its business objectives.

Funding risk	<p>The Company is in the process of raising funds to achieve its strategic business objectives and to cover its projected operating expenses. The Company may not raise all of the required funding and therefore not achieve all of its business objectives.</p> <p>The Company may also need to raise additional funds in the future from investors or third parties. There is no assurance that the Company will be able to obtain additional rounds of funding on substantially the same terms as outlined in this Offer Document or at all. The Company's value may be materially affected if the required additional funding is not available.</p>
Insolvency risk	<p>The Company is not yet profitable. The Company is seeking to obtain further funding to achieve its objectives. There is no guarantee that funding will be available on favourable terms or that the Company will receive any level of funding at all.</p>
Startup risk	<p>The Company is a pre-revenue startup and will build the business with the funds raised through this crowd-sourced funding offer.</p> <p>As an early stage business, the Company is subject to all of the risks associated with early stage companies, including uncertainty around the volume and origin of revenue streams, size and existence of repeat customers, and risks associated with evolving technology. In particular, the Company is not yet profitable and is yet to generate revenue through certain anticipated revenue streams.</p> <p>The commercial success of the business will depend on many factors including the Company's ability to attract and retain quality staff and loyal customers.</p>
Outsourcing risk	<p>The Company's business structure also involves several outsourced functions. If the providers of these services ceased working with the Company, they would need to be replaced. A failure to replace a suitable provider on suitable terms may have a significant adverse impact on the Company's operations and ability to execute its plans.</p>
Ability to scale	<p>If costs to achieve the Company's targeted revenue growth are more than estimated, the profitability of the company may be reduced and/or the company may have insufficient cash reserves to achieve its planned product rollout.</p>
Distribution risk	<p>The Company relies on third party distributors and vendors to sell its product. If suitable third parties are not found on favourable terms,</p>

	<p>this may negatively affect the margins and profitability of the Company.</p>
<p>Partnership risk</p>	<p>The Company relies on the ongoing partnership with NOM 1571 distillery in Zapotlan del Rey, Mexico for the supply of tequila blanco. In the event of termination of this partnership by either party, the Company would outsource tequila from an alternate source which may lead to operational delay.</p>
<p>Dilution risk</p>	<p>If, in the future, the Company undertakes further funding activities, a shareholder's interest may be diluted (if they do not participate in future fundraising).</p>
<p>Environmental impact</p>	<p>Increasing environmental concerns, such as climate change and sustainability, are of growing importance to consumers. To address this risk, we are committed to adopting sustainable practices in our production processes and eco-friendly packaging to align with the expectations of environmentally conscious consumers.</p>

## 2.8 FINANCIAL INFORMATION

Below are the financial statements of the company for the period from the incorporation date to 30 June 2025, which have been prepared in accordance with the Accounting Standards

### 2.8.1 Balance sheet

#### **Balance Sheet**

FLORCITA TEQUILA PTY LTD

As at 30 June 2025

<u>Account</u>	<u>30 June 2025</u>
<b>Assets</b>	
Bank	
Cash at Bank	5
<b>Total Bank</b>	<b>5</b>
Fixed Assets	
Computer Equipment	3,095
Less Accumulated Depreciation on Computer Equipment	(3,042)
Motor Vehicle	40,326
Less Accumulated Depreciation on Motor Vehicles	(4,419)
Office Equipment	571
<b>Total Fixed Assets</b>	<b>36,532</b>
Non-current Assets	
Trademark	1,688
<b>Total Non-current Assets</b>	<b>1,688</b>
<b>Total Assets</b>	<b>38,224</b>
<b>Liabilities</b>	
Current Liabilities	
Accounts Payable	23,720
American Express	29,304
Square Balance	8,104
External Loans	30,000
GST	(38,047)
Wages Payable - Payroll	(1,311)
<b>Total Current Liabilities</b>	<b>51,771</b>
Non-current Liabilities	
Founders Loan Funds	220,742
Motor Vehicle Lease	33,349
External Loans	232,037
<b>Total Non-current Liabilities</b>	<b>486,128</b>
<b>Total Liabilities</b>	<b>537,899</b>
<b>Net Assets</b>	<b>(499,674)</b>
<b>Equity</b>	
Current Year Earnings	(415,636)
Retained Earnings	(219,827)
Share Capital	135,788
<b>Total Equity</b>	<b>(499,675)</b>

## 2.8.2 Profit and loss statement

### **Profit and Loss**

FLORCITA TEQUILA PTY LTD

For the year ended 30 June 2025

<b>Account</b>	<b>2025</b>
<b>Trading Income</b>	
Interest Income	37
Other Revenue	43,288
Sales	1,098
Square Discounts	(5)
Square Sales	127
<b>Total Trading Income</b>	<b>44,545</b>
<b>Cost of Sales</b>	
Cost of Goods Sold	53,141
<b>Total Cost of Sales</b>	<b>53,141</b>
<b>Gross Profit</b>	<b>(8,596)</b>
<b>Operating Expenses</b>	
Advertising	20,989
Bank Fees	5,524
Branding	33,881
Consulting & Accounting	93,134
Entertainment	1,241
Expo Costs	51,873
Freight & Courier	3,016
General Expenses	17,883
Insurance	3,832
Interest Expense	20,765
Legal expenses	85,826
Loss on sale of MV	13,769
Motor Vehicle Expenses	6,304
Office Expenses	6,457
Printing & Stationery	1,966
Social Media Marketing	7,467
Square Fees	122
Subscriptions	11,101
Telephone & Internet	908
Travel - International	10,939
Travel - National	10,042
<b>Total Operating Expenses</b>	<b>407,040</b>
<b>Profit / (loss) before income tax expense</b>	<b>(415,636)</b>
<b>Income tax expense</b>	<b>0</b>
<b>Net Profit / (Loss)</b>	<b>(415,636)</b>

## 2.8.3 Cash flow statement

### Statement of Cash Flows

FLORCITA TEQUILA PTY LTD

For the year ended 30 June 2025

<u>Account</u>	<u>2025</u>
<b>Operating Activities</b>	
Receipts from customers	2,653
Payments to suppliers and employees	(466,065)
Cash receipts from other operating activities	76,419
<b>Net Cash Flows from Operating Activities</b>	<b>(386,994)</b>
<b>Investing Activities</b>	
Payment for property, plant and equipment	(625)
<b>Net Cash Flows from Investing Activities</b>	<b>(625)</b>
<b>Financing Activities</b>	
Proceeds from share capital issuance	135,788
Proceeds from director and external loans	219,103
<b>Net Cash Flows from Financing Activities</b>	<b>354,891</b>
<b>Net Cash Flows</b>	<b>(32,727)</b>
<b>Cash and Cash Equivalents</b>	
Cash and cash equivalents at beginning of period	32,732
Net change in cash for period	(32,727)
Cash and cash equivalents at end of period	5

## 2.8.4 Statement of changes in equity

### Movements in Equity

FLORCITA TEQUILA PTY LTD

For the year ended 30 June 2025

<u>Equity</u>	<u>Share Capital</u>	<u>Retained Earnings</u>	<u>Total Equity</u>
Opening - 1 July 2024	0.01	(219,827)	(219,827)
Current Year Earnings	-	(415,636)	(415,636)
Increase / (decrease) in Share Capital	135,788	-	135,788
<b>Closing - 30 June 2025</b>	<b>135,788</b>	<b>(635,463)</b>	<b>(499,675)</b>

## **2.8.5 Management comments on historical performance and outlook**

### **Management Comments on Historical Performance and Outlook Historical Performance**

Over the past 18 months, Florcita has strategically invested in several key areas to establish a strong market presence and build a solid foundation for future growth. Our expenditure reflects our commitment to quality, innovation, and compliance, which are essential for our long-term success. The below commentary reflects recent performance from 1<sup>st</sup> July 2024 – 30<sup>th</sup> June 2025

#### **Branding and Advertising**

We allocated \$20,998 to advertising and \$33,851 to branding. These investments were critical in establishing Florcita's market presence and building brand recognition. Effective branding and advertising campaigns have helped us reach our target audience, create brand awareness, and differentiate our products in a competitive market.

#### **Consulting and Accounting**

We spent \$93,133 on consulting and accounting services. These services were vital for developing accurate financial models and applying for research and development grants, which generated additional revenue of \$42,833. This investment has ensured that our financial planning is robust and that we can secure necessary funding to support our growth initiatives.

#### **Legal Expenses**

Legal expenses amounted to \$85,825 reflecting our commitment to operating within the legal framework. These costs were essential for obtaining our NSW liquor licence, establishing key policies, drafting contracts, conducting label reviews and numerous domestic and international trademarks to protect IP. This rigorous approach to legal compliance underscores our dedication to running a responsible and sustainable business.

#### **Research and Development**

We invested \$53,140 in the cost of goods sold, primarily for the procurement and development of further product development. These products form the core of our range and provide a competitive advantage due to the high quality achieved. Our focus on R&D ensures that we continue to innovate and meet the evolving preferences of our customers.

## **Outlook Ahead**

Looking ahead, Florcita's strategy focuses on product expansion, domestic market penetration, and operational scalability.

### **Product Expansion**

We plan to scale the production of our 100% Blanco Tequila to 10,000 litres by March 2026 and increase production on our 'Flor de Noche' Coffee Tequila by a similar amount by March 2026. By mid next year, we intend to introduce three new RTD cocktail variants, including our RTD Paloma targeted for Q4 2025. Additionally, we intend to expand our tequila line with the launch of our Mezcal and Reposado Tequila by March 2026 and Anéjo Tequila by 2027.

### **Market Penetration**

Our immediate focus is on penetrating the Australian market, particularly in key metropolitan areas such as Sydney and Melbourne. We aim to secure stockists such as boutique liquor stores and bars to build our presence in high-demand venues. We have already seen that local marketing and brand-building activities, such as tastings and sampling events at boutique liquor stores and expos, will be important in establishing our brand and driving sales. We will also then look to expand in strategic locations internationally.

### **Operational Scalability**

Florcita's supply chain processes are designed to scale efficiently. Our current tequila supply is set to reach 10,000 litres by March 2026, with the capacity to grow as demand increases. By hitting volume targets, we can justify entering full distribution agreements, allowing for a larger presence in retail locations without sacrificing margins.

## **Summary**

In summary, our historical investments have laid a strong foundation for Florcita's growth. By focusing on product expansion, market penetration, and operational scalability, we are well-positioned to achieve our mission of capitalising on the intended growth of the Australian tequila market and becoming a household name in the premium tequila and cocktail space.

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

## SECTION 3: INFORMATION ABOUT THE OFFER

### 3.1 TERMS OF THE OFFER

The Company is offering up to 228,571 shares at an issue price of \$1.75 per share to raise up to \$400,000. The key terms and conditions of the Offer are set out below.

Term	Details
Shares	Fully-paid ordinary shares
Price	\$1.75 per share
Minimum Subscription	\$80,000
Maximum Subscription	\$400,000
Opening date	8 July 2025
Closing date	24 July 2025

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

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

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

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

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

## 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 and marketing	\$20,000	\$100,000
Production	\$40,000	\$200,000
Working capital	\$14,000	\$70,000
Offer costs	\$6,000	\$30,000
Total	\$80,000	\$400,000

### 3.2.1 Use of Funds

We plan for the funds raised to be allocated as follows:

- **Sales and Marketing:** \$20,000 to \$100,000 towards marketing and brand-building activities, digital marketing campaigns, and influencer partnerships.
- **Production:** \$40,000 to \$200,000 dedicated to scaling production, launching new product variants, and ensuring we have the capacity to meet increasing demand.
- **Working Capital:** \$14,000 to \$70,000 for overhead expenses, employee wages, and director remuneration.
- **Offer Costs:** \$6,000 to \$30,000 to cover the costs associated with the fundraising process.

Details of payments to be made to directors out of the funds raised under the CSF Offer are as follows:

- **Directors' remuneration:** Up to \$6,000 (Minimum Subscription) & \$9,000 (Maximum Subscription) monthly salary; Patrick Neale only.

The Offer costs includes the Intermediary's fees under the hosting agreement between the Company and the Intermediary. These fees are up to 7.5% of all funds raised by the Company through Birchal Financial Services Pty Ltd (Intermediary).

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. The above figures are subject to change at the discretion of the Company.

We expect that the Maximum Subscription amount will be sufficient to meet the Company's short-term objectives over the next 6-12 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 intend to scale back sales and marketing costs and continue to focus our cash resources on production and working capital.

### **3.3 RIGHTS ASSOCIATED WITH THE SHARES**

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

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

#### **3.3.1 Voting rights**

Where the Corporations Act provides that a shareholder is entitled to vote on a matter, each shareholder has one vote on a show of hands and, on a poll, one vote for each share held.

#### **3.3.2 Dividends**

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

#### **3.3.3 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. Further, as set out in the Corporations Act, shareholders who hold at least 5% of the votes which may be cast at a general meeting of the Company have the power to require the directors to call and hold a meeting.

#### **3.3.4 Winding-up**

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

#### **3.3.5 Restrictions on sale and transfer**

##### **Right of refusal**

A shareholder who wishes to transfer their shares to a third party, must first offer those shares to Founder Member(s) (being PLN Pty Ltd as at the date of the Offer) before it can transfer them to any other party. The process for transferring shares in this way includes:

- give a notice to the Company offering to sell its shares to the Founder Member and specifying, amongst other things:

- the number of shares that shareholder proposes to sell;
- the proposed transfer price for each share; and
- the identity of the third party;
- the Founder Member must notify the shareholder within one month whether it accepts any of the shares;
- if the Founder Member does not agree to accept some or all of the shares on offer, the shareholder must then offer any unallocated shares to each other Founder Member who has agreed to buy all of the Transfer Shares. As at the date of the Offer, there is only one Founder Member, so this step would not be necessary.
- if any of the shares remain unallocated, the shareholder must then serve a notice on the Company either:
  - withdrawing all offers of the shares (which means the shareholder would cancel the transfer request and continue to own their shares); or
  - stating that the shareholder wishes to proceed with the sale of the shares to the Founder Member, and (if there are any shares left after the Founder Member has exercised it's 'first right') to any other third party.

This process means that the Founder Member has the ability to maintain its majority ownership and may limit a shareholder's ability to sell its shares to a third party.

#### **Drag along rights:**

The Constitution contains 'drag along' rights, as follows:

- If Shareholders who together hold more than 50% of the shares on issue (**Transferring Shareholder**) have received an offer to sell all of their shares to a third party, then, within 10 Business Days, the Transferring Shareholder may give a notice to the other shareholders setting out:
  - the proposed price per share being transferred;
  - the number of shares to be sold to the third party;
  - the terms and conditions of the third party's offer to purchase the shares (which must be in good faith and on arm's length); and
  - a description of the details of the proposed purchaser (including name, ACN (if applicable) and address).
- The Transferring Shareholder has the right, within 30 Business Days, to require that the other shareholders sell all of their shares to the third-party purchaser on the same terms and conditions as the Transferring Shareholder.

This means that minority shareholders may be forced to sell their shares by the owners of the majority of shares.

#### **Exit provisions:**

The directors may determine that the Company undertake certain 'Exit Events'. This includes an IPO, a sale of more than 50% of the shares in the Company to a third-party buyer or a sale of the assets and/or the business of the Company (and any subsidiaries). If this occurs, the Exit Event must first be approved by shareholders holding at least 50% of the shares. If approved, all shareholders (and directors) must exercise all rights and do all things to enable

the Exit Event to occur. This may include passing resolutions to reduce the capital of the Company or to otherwise facilitate the distribution of the proceeds to the shareholders.

This means that minority shareholders may be forced undertake an 'Exit Event' by the owners of the majority of shares.

#### **Discretion to refuse to register a transfer of shares**

The directors have the power to decline a transfer of shares to a third party. This means that shareholders may have limited opportunities to sell their shares.

### **3.3.6 Issue of shares**

The Board may issue shares to any person on the terms, with the rights, and at the times that the Board decides. If the Company issues preference shares (including preference shares that are liable to be redeemed) the rights attached to such preference shares must be approved by a Special Resolution of the shareholders.

### **3.3.7 Amendments to the Constitution**

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

### **3.4 WHAT CAN I DO WITH MY SHARES?**

Shares in the Company are considered illiquid as they cannot easily be transferred or sold.

However, there are numerous possible circumstances that may create an opportunity for shareholders to exit their investment in the Company. These include:

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

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

### **3.5 DETAILS OF PREVIOUS CSF OFFERS**

On 3<sup>rd</sup> December 2024, the Company made a CSF Offer on the Intermediary's platform.

Under that CSF offer, the Company offered up to 2,000,000 ordinary shares at a \$1.00 share price. The CSF Offer was successfully completed and \$95,538 was raised.

Under that CSF offer, the directors of the Company were Patrick Neale and Louise Neale.

## **SECTION 4: INFORMATION ABOUT INVESTOR RIGHTS**

### **4.1 COOLING-OFF RIGHTS**

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

You must withdraw your application via the Intermediary's platform. You will be able to withdraw your application within the Cooling-off Period by following the link and the instructions within your portfolio on the Intermediary's platform.

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

## **4.2 COMMUNICATION FACILITY FOR THE OFFER**

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

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

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

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

## **4.3 PROPRIETARY COMPANY CORPORATE GOVERNANCE OBLIGATIONS**

### **4.3.1 Annual report**

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

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

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

### **4.3.2 Distribution of annual report**

The Company is not required to notify shareholders in writing of the options to receive or access the annual report. Shareholders will not be able to elect to receive a copy of the annual report by way of email or post. However, shareholders will be able to access the annual report on the Company's share registry website at the following address [www.cakeequity.com](http://www.cakeequity.com) (free of charge) or can purchase the report from ASIC.

### **4.3.3 Related party transactions**

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**

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.

## **4.4 COMPANY UPDATES**

The Company will provide regular updates to investors via the Company's share registry website at the following address [www.cakeequity.com](http://www.cakeequity.com) and via the Intermediary's platform.

# GLOSSARY

**Company** means Florcita Pty Ltd ACN 674 249 033

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

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

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

**Retail investor** has the meaning given to the term "retail client" under the Corporations Act

**RTD** means ready-to-drink