

CROWD SOURCED FUNDING

OFFER DOCUMENT

DATED 3 MAY 2022

Offer of fully-paid ordinary shares in
Zea Australia Pty Ltd (T/A Zea) at \$0.80 per share
to raise a maximum of \$2,000,000

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

ISSUER: Zea Australia Pty Ltd ACN 658 792 191

INTERMEDIARY: Birchall Financial Services Pty Ltd AFSL 502618

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





Invest in Tasmania’s Best-Kept Natural Secret, Kunzea!

We acknowledge the Traditional Custodians of the lands on which we work and live throughout Australia and recognise their continuing connection to land, waters and culture. We pay our respects to their Elders past, present and emerging. We also recognise the resilience and strength of Aboriginal and Torres Strait Islander communities and acknowledge that sovereignty was never ceded.

We are committed to creating a safe and welcoming environment that embraces all backgrounds, cultures, sexualities, genders and abilities.

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SECTION 1

RISK WARNING

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

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

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

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

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

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

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



INFORMATION ABOUT THE COMPANY

LETTER FROM THE FOUNDER

Dear Future Investors,

I'm Hayden, the Managing Director and Founder of Zea.

Launching Zea almost six years ago was about helping thousands of people across the globe become healthier and happier. To this day, our mission has not changed. But our reach has grown exponentially.

It all began during travel with my parents throughout Tasmania and Australia, promoting and selling health and wellness products at markets and expos. During this time, we learnt about a mysterious Australian plant called Kunzea (kun-zee-ya) ambigua - a native Tasmanian bush that flourishes in the pristine wilderness of North-East Tasmania. Having not heard of it before, we began investigating the benefits of this native botanical and became inspired by its impressive therapeutic and aromatic properties¹.

I saw the potential in this spectacular plant, and decided to take a family project and transform it into a business that would deliver its healing properties to people around the world.

After several years of testing, promoting and learning about Australian Kunzea, we developed our bespoke range of natural Kunzea products.

What followed was Zea Relief: personal care products that contain the natural benefits of Kunzea Oil. Zea has since extended its range to include three new sub-brands. The first is Zea Essentials, a range of 100% pure essential oils and aromatherapy products. The second is Zea Gourmet, delicious Australian Native Honeys and condiments. And most recently, Zea Active, for pre and post-workout muscle and body recovery.

Zea has improved the lives of over 100,000 happy customers by delivering a full range of Zea products each with their own unique properties and uses, from pain management to aromatherapy to sports recovery. The demand for natural, sustainable and ethically made products has seen an increase in sales of 168% year-on-year since inception. With over 7,500 5 star reviews², we have turned over \$4 million in 12 months with a product flying off shelves every 4 minutes.

Our vision is to improve the quality of life and enrich the wellbeing of 10 million people worldwide by 2030 - by way of product sales, supported by compelling digital content and eco-conscious philanthropy.

It's time to cultivate the full medicinal potential of this extraordinary Australian native, while protecting its surrounding natural ecosystem, at a global level. We need to get our products into the hands of the people who need them most.

As a company that prides itself on its community of loyal customers - our Zea Family - we want to give you the opportunity to own a piece of our growth journey, by becoming a shareholder and co-owner in Zea.

Becoming a co-owner is about more than just owning equity in Zea, it's about positively changing the lives of millions of people throughout the world, building a profit-for-purpose business and sharing one of Australia's best-kept natural secrets.

We can't wait to do this with you!

Hayden Brass

- Hayden Brass
Founder and Managing Director, Zea



In Memory of Simon Brass *Founding Member, Horticulturist*

Sadly, Simon (Hayden's Dad) passed away a month after Zea was launched in August 2016, leaving an indelible legacy on Zea and the broader world of horticulture. Whilst he is no longer with us, his contribution to the company lives on, having passed on his extensive knowledge of Australian Flora and key relationships with key suppliers and producers we still work with to this day. Simon's passion and love for the Tasmanian Kunzea plant and products form the foundations of Zea.



2.1 COMPANY DETAILS

This offer of shares is made by Zea Australia Pty Ltd ACN 658 792 191 (Company).

Company name	ZEA AUSTRALIA PTY LTD
ACN	658 792 191
Date of incorporation	14 / 04 / 2022
Registered office	SUITE 9/1020 DONCASTER ROAD, DONCASTER EAST VIC 3109
Principal place of business	SUITE 9/1020 DONCASTER ROAD, DONCASTER EAST VIC 3109
Subsidiaries	AUSTRALIAN KUNZEA PTY LTD (100% WHOLLY-OWNED)



2.2 DESCRIPTION OF THE BUSINESS

ABOUT ZEA

At Zea, we are committed to improving the health and wellbeing of our customers. That’s what really makes a difference and excites us every day.

We are an Australian family-owned profit-for-purpose business that developed the very first commercial product range to contain the natural benefits of Australian Kunzea¹. We’re inspired by the infinite wisdom of nature and its ability to have a positive impact on both people and the planet.

We are proud to bring our four trusted brands to thousands of homes in Australia, and across the world:

zea[®] | RELIEF

Zea Relief is the first range of natural remedies in the world to contain the unique therapeutic benefits of Kunzea Oil¹. The products are designed to relieve, protect, heal and soothe.

zea[®] | ACTIVE

Zea Active is for those within the Zea community living an active lifestyle. The products are focused on blending the benefits of Magnesium and Kunzea for pre and post-workout body recovery.

zea[®] | GOURMET

Zea Gourmet celebrates the nutritious and wholesome flavours of Australia’s homegrown native ingredients, bringing an authentic taste of Australia to homes across the world.

zea[®] | ESSENTIALS

Zea Essentials is a range of 100% pure essential oils, lifestyle blends and aromatherapy products that have been developed to support your physical and emotional wellbeing, naturally.



As a Certified B Corporation, we have a firm commitment to ethical trade and sustainable practice. We hold ourselves to uncompromisingly high standards—for you and the greater good of this earth.

We aspire to be the world’s leading provider and knowledge base of natural, effective, sustainable Australian Kunzea health and wellness products.



OUR PHILOSOPHY

OUR VISION

To improve the
quality of life and
enrich the wellbeing
of 10 million people
globally by 2030.

OUR PURPOSE

To empower people to take the best care of themselves, the people they love and the world around them.

OUR MISSION

To have a positive impact on people, our planet and environment through natural, Australian made products that are built on exceptionally high standards of quality, purity, safety and sustainability. We believe passionately in the power of Kunzea and other Australian natives to support this mission, now and for future generations.

When a brand has a strong purpose, consumers are:



More likely to purchase from the brand.



More likely to trust the brand.



More likely to protect that brand in a challenging moment or from public criticism.



More likely to recommend (champion) the brand to friends and family.

(Source: The Zeno Group, "Strength of Purpose" research report, 2020)

ZEA CORE VALUES

1. RESPECT

WE RESPECT ALL PEOPLE, ANIMALS, PLANTS AND THE PLANET

We show respect and gratitude to all people, animals, plants and the planet. We implement company-wide diversity and ensure the inclusive representation of all humans. We always strive to act with integrity and be authentic and approachable in our relationships with others. We treat everyone as though they are part of the Zea family, because they are.

2. REINVENT

LEAD THE WAY, REINVENT THE WAY

We like to do things differently; it's in our DNA and part of our creativity. We use time-honoured ingredients from the Australian flora and scientific innovation to create pure, potent, one-of-a-kind wellness products that have a lasting positive impact on people's lives.

3. RESULTS

PRODUCTS WITH PURPOSE THAT WORK, NATURALLY

Our simple, pure remedies are safe and effective, with ingredients backed by research. They are formulated by an elite team of botanists, scientists and experts to deliver exceptional results. We are not interested in false claims or miracle cures. Just natural products brimming with active ingredients from the Australian flora, to help better people's lives. Because nature knows best.

4. RESOURCEFUL

HIGHER STANDARDS FOR A HEALTHIER PLANET

We love the earth and we're always thinking of our communities' future. We strive to consistently improve the impact we make on the planet by using sustainable production processes and environmentally friendly practices wherever possible. When you shop with Zea, you are not only improving your health by going natural; but improving the earth, too.

5. RELIABLE

HELPFUL, FRIENDLY AND DEPENDABLE, ALWAYS

We believe reliability is key to building trust. A helpful, human and dependable customer service team is what differentiates us in a world gone digital and ensures that our friendly service is as superior as our products.

6. REAL

REAL PEOPLE HAVING A REAL POSITIVE IMPACT

In an industry that has a lot of hype, we're always up front, even on the back of the box – all natural ingredients and no surprises. We pride ourselves on being transparent about who we are and what we do. We are real people, on a real mission to create natural products with a purpose. We believe that being open helps us build trust and eliminates unfairness and inequality.



WHY KUNZEA?

♥ OUR ZEA HEART - KUNZEA

Until recently, the benefits of Kunzea Oil had been kept relatively secret, however, studies continue to be conducted worldwide to determine the full potential of Kunzea and the key components within the pure plant oil[®].

WILD HARVESTED AND DISTILLED IN TASMANIA

ORGANICALLY AND SUSTAINABLY SOURCED

NATURAL THERAPEUTIC PROPERTIES

AROMATICALLY UPLIFTING AND INVIGORATING

Whilst many people have heard of common oils such as Lavender, Tea Tree and Eucalyptus, Kunzea is an Australian native that has yet to be utilised to its full potential. Zea has the first-to-market advantage of leveraging its benefits.

WHAT IS KUNZEA?

Australian Kunzea is the signature ingredient at Zea.

Kunzea ambigua - sometimes referred to as tick bush or white cloud - is a rare genus of plant that is endemic to Australasia. It flourishes in the pristine wilderness of North-East Tasmania. It has a naturally pleasant aroma with clean, fresh and invigorating undertones. It is a member of Myrtaceae (Myrtle family), the small creamy-white, honey-scented flowers flourishing in the midst of Spring.

*Tasmania's Best-Kept,
Natural Secret!*

WHY KUNZEA OIL?

It is the organic composition of Kunzea Oil that makes it so unique. A high content of several important C15 compounds gives Kunzea its therapeutic benefits. Eight of the key compounds include alpha-pinene (35-65%); 1,8 cineole (9-16%); globulol (7-22%); alpha-terpineol (1-3%); bicyclogermacrene (4-5%); viridiflorol (7-12%); calominene (1-2%)*.

There are three notable reasons why we choose to use it as an active ingredient in many of our Zea products:



01 SCIENCE

A higher content of active constituents embedded within the oil that are known for their therapeutic properties, such as antimicrobial, anti-bacterial and anti-inflammatory'



02 SCENT

A clean, fresh, invigorating aroma that is considered by many to be pleasantly reminiscent of the Australian bush, and less overpowering than other active ingredients.



03 SAFETY

A non-irritant that has only a very mild sensation when applied topically to the skin⁵. Many industry experts identify Kunzea Oil as one of nature's most effective multi-use oils.



KEY DIFFERENTIATORS

1. PURPOSE-LED BRAND WITH LOYAL FOLLOWING

Zea is a Pty Ltd Company, which exists to make profit for its shareholders. However, it does so with purpose at its core: to improve the health and wellbeing of millions of people worldwide through natural ingredients, sourced via ethical means. This is verified by its status as a Certified B Corporation.

Because of this, Zea has amassed a large, loyal and valuable fan base of customers (the 'Zea Family'). The brand has over 7,500+ verified 5 star product reviews, over 50K subscribers to its mailing list and over 45K followers across its social media channels. Zea's best-selling product, Kunzea Pain Relief Cream, is a household essential for tens of thousands of Australians - with over 2,500+ product reviews to date.

7500+

over 7500+ verified 5 star product reviews

50K

over 50K subscribers to its mailing list

45K

over 45K followers across its social media channels

2. LOCALLY MADE AND OWNED

We are proud to be an Australian family business that develops and manufactures all of our Zea products right here in our beloved homeland. We retain profits within Australia and create employment opportunities for those within our local community. To date, all manufacturing, testing, packing, warehousing and distribution is conducted in Australia.

We develop products that promote the benefits of Australian Kunzea and the abundance of locally sourced, native treasures found in our own backyard. We always aim to select ethically, sustainably sourced ingredients—ensuring that both the growers, environment and the people are treated with respect and paid a high premium for the ingredients they provide.

Naturally, not all ingredients are cultivated in Australia (such as Shea Butter, Coconut Oil and Ylang Ylang). When this is the case, we responsibly source internationally from suppliers in their native country of origin.





3. EXCELLENT CUSTOMER EXPERIENCE

Zea is led by a broad network of experts across marketing strategy, branding, sales, business development and logistics. Our team's expertise is completed by its extensive experience in the health and wellness industry.

A helpful, human and dependable customer success team is what differentiates us in a world gone digital and ensures that our service is as superior as our products. If customers are unsatisfied for any reason, we have a 100% customer satisfaction guarantee on all orders.



4. SUSTAINABLE PRACTICES

From the way we recycle to the packaging we use to our production processes, we ensure our actions do not come at the cost of the earth. We work with farmers and producers that avoid the use of pesticides, herbicides or any other harmful chemicals. We give back to nature by donating to charities focused on regenerating natural habitats and restoring biodiversity. We aim to work with suppliers who operate on ethical principles and share the same love for the land as we do.

5. CREDIBILITY AND INTEGRITY

We believe in high-performance products that marry nature, research and science. Our formulations draw on expertise gained from over 30 years in the industry. All Zea products go through strict quality assurance and testing protocols to maintain their quality and safety.

Our products are manufactured to comply with the standards of Good Manufacturing Practices (GMP). Our product tests include, but are not limited to stability, preservative efficacy, microbiological efficacy, quality control and Gas Chromatography Mass Spectrometry (GC-MS)⁶.

Zea's flagship product (the 'Kunzea Pain Relief Cream') is a multi-active formulation that combines the unique natural benefits of Tasmanian Kunzea with three complementary active ingredients. It is the first topical analgesic cream listed on the Australian Register of Therapeutic Goods (ARTG), containing this ingredient⁷.

Additionally, Zea works with an Australian-based Therapeutic Goods Association (TGA) accredited manufacturer, to broaden its range within therapeutic guidelines.

6. NATURAL, TOXIN-FREE, CRUELTY-FREE

We only use high quality natural ingredients that are sustainably sourced, cruelty-free, and intended to be safe on all skin types.

Our suppliers do not test on animals, and we also ensure our third-party manufacturing and testing processes are completely free from animal testing. Currently, we are in the process of obtaining our Leaping Bunny Accreditation.

We always preferentially utilise Australian made or grown ingredients whenever possible and are committed to using ethically and sustainably harvested ingredients.

The ingredients in our formulations such as emollients, humectants, emulsifiers, and preservatives are made from plant-based materials, though on occasion, we may use 'nature-identical' compounds to provide greater benefit or safety to the product, the people using it and the planet.

We are highly committed to staying up to date with Green Chemistry ingredient technology that ensures less waste, smarter production, and circular sourcing of naturally based ingredients. We constantly endeavour to deliver highly innovative, effective, and sustainable products to our valued Zea Family.



OUR PRODUCTS

Our line of Australian made products blend Kunzea and other native Australian botanicals with the best of green science, to help our customers harness the remarkable properties of nature.

We have four distinct Zea sub-brands for health, wellness and lifestyle - Zea Relief, Zea Active, Zea Essentials and Zea Gourmet. Each brand embraces the same overarching qualities, core values, promises and ethos, while also having its own unique qualities.

We specialise in a diverse range of natural products, fit for the whole family. From products that soothe and relieve, to pure essential oils, to gourmet kitchen condiments and sports recovery - we've ensured that our quality offerings can help with a wide range of needs within your household.

USE OF KUNZEA

We primarily use the Kunzea ambigua plant for its pure oil extract in our Zea Relief, Zea Essentials and Zea Active sub-brands, but we also proudly produce Kunzea Honey in our Zea Gourmet range and its dried leaves as a unique seasoning product for cooking.



Zea Relief is the first range of natural remedies in the world to contain the unique therapeutic benefits of Kunzea Oil - Tasmania’s Best-Kept, Natural Secret! It is the key active ingredient in our signature range of Zea Relief personal care products, designed to relieve, protect, heal and soothe.

Kunzea Pain Relief Cream

(AUST L 360 331)

Kunzea Pain Relief Cream is the signature and best-selling product in the Zea Relief range


It is an anti-inflammatory formulation that contains 100% natural active ingredients, plus Vitamin E, for muscles and joints. It has been listed on the ARTG for the following therapeutic indications⁷:

- ✓ Muscle aches, pains and soreness
- ✓ Symptoms of muscle sprains, strains and injury
- ✓ Mild arthritis, joint pain and rheumatic aches
- ✓ Mild sciatica, nerve pain and mild neuralgia
- ✓ Feelings of general malaise


It also has the dual benefit of helping soothe skin inflammation, support skin health and increase vitality⁷.




2500+ Verified 5 Star Reviews ★★★★★




Natural Active Ingredients




Australian Made & Owned



Cruelty Free Brand



No Artificial Parabens or Nasties



100% Satisfaction Guarantee

Always read the label. Follow the directions for use.
If symptoms persist, talk to your health professional.

KUNZEA CONCENTRATED MASSAGE OIL

A therapeutic blend for acute conditions and localised areas of discomfort throughout the body. Formulated with several key native botanicals.

KUNZEA ROLL ON LINIMENT

An all-natural formulation that has been developed in a lightweight, no-mess applicator. Designed for soothing hard-to-reach areas of the body.

KUNZEA MUSCLE BALM

An all-natural body balm that contains 100% natural, Australian native ingredients for reviving tired muscles and calm bruises⁸.

KUNZEA BATH SALTS

An invigorating blend of natural ingredients to help replenish the minerals and nutrients your body needs to live a full and active lifestyle.



zea® | ESSENTIALS



Zea Essentials is a range of pure essential oils, aromatherapy products and botanicals rooted in the enduring wisdom of nature. Our collection are of therapeutic quality, organically grown, sustainably sourced and affordably priced to support your physical and emotional wellbeing, naturally.

KUNZEA ESSENTIAL OIL

Kunzea Oil is the signature ingredient in many Zea products. This multi-use oil has begun to attract the attention of health and wellness professionals across the globe³.

While several oils can lay claim to similar benefits to that of Kunzea, it is the high content of several important C15 compounds in Kunzea Ambigua that give it its special therapeutic benefits¹.

Other products within the Zea Essentials brand include: Australian Native Essential Oils, International Essential Oils, Lifestyle Blends, Chakra Blends and Aromatherapy Accessories.

zea® | GOURMET



Zea Gourmet celebrates the nutritious and wholesome flavours of Australia's homegrown native ingredients, bringing an authentic taste of Australia to homes across the world. While the range is only in its infancy, the end vision is a line of Native Raw Honeys and Condiments brimming with locally grown, sustainably sourced and wild harvested ingredients.

KUNZEA HONEY

Kunzea Honey is organically harvested from happy bees foraging in the remote and pristine wilderness of Tasmania. We work with a beekeeper to be one of the first in the world to supply native honey produced from the nectar of the Kunzea ambigua flower – 100% raw, cold-extracted and unprocessed, the natural goodness of raw honey has been preserved for your enjoyment.

Other products within the Zea Gourmet brand include: Dried Kunzea Leaves, Manuka Bioactive Honey, Island Blend Honey, Raw Honeycomb, Native Blend Pink Lake Salt, Tasmanian Native Pepper Medley.

zea® | ACTIVE



Zea Active is for those within our Zea community living an active lifestyle, and is targeted at a younger demographic. Our Zea Active products are focused on pre & post-workout muscle and body recovery. We saw an opportunity to launch a brand that could claim market share of magnesium-based products.

MAGZEA™ SPORTS COOLING SPRAY

The first product of its kind on the market to contain the natural benefits of Kunzea, Magnesium and Peppermint in one. We have specifically formulated it for pre or post-exercise to refresh and cool tired, aching bodies. It combines the natural benefits of Kunzea¹, our signature ingredient, with the well-known muscle relaxant properties of Magnesium and the cooling sensation of Peppermint.

Other products within the Zea Active brand include: Magnesium Oil Topical Spray, MAGZEA™ Sports Recovery Salts.

ACHIEVEMENTS & TIMELINES



JULY 2017
Listed the first Kunzea Pain Relief Product on the ARTG

\$500K

MAY, 2019
Achieved \$500K in annual revenue

APRIL 2020
Launch of Zea Gourmet Kunzea Honey

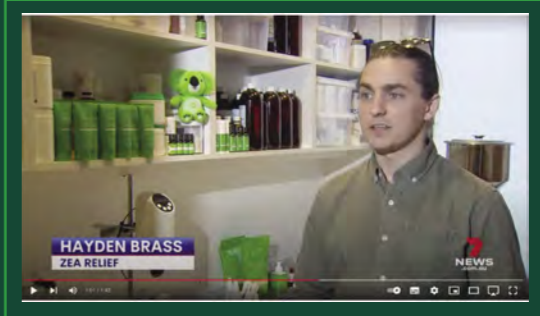


1%
FOR THE PLANET

OCTOBER 2020
Officially Join 1% for the Planet

\$3MIL

MAY 2021
Achieved \$3 million in annual revenue



FEBRUARY 2022
Nationwide media coverage (including 7 NEWS)

APRIL 2022
Launch of Birchal Expressions of Interest (EOI)



JULY 2016
Zea was established



APRIL, 2018
Finalist in the Naturally Good Expo Pitchfest



SEPTEMBER, 2019
Receive \$100K from the Queensland Government Ignite Ideas Fund

JUNE 2020
Achieved \$1 million in annual revenue

\$1MIL

APRIL 2021
Receive over 5000+ Verified 5 Star Product Reviews

★ ★ ★ ★ ★
5000+

NOVEMBER 2021
Become Certified B Corporation



MARCH 2022
Become signatory in the UN Global Compact

OUR CERTIFICATIONS AND ACCREDITATIONS

We pride ourselves on not only talking the talk, but walking the walk. Our certifications and accreditations give our customers the third-party assurance that we comply with the highest standards in the industry.

CERTIFIED B CORPORATION

Zea is officially part of the global B Corp movement for a more sustainable and inclusive economy. This means we have met some of the highest standards of verified social and environmental performance, public transparency, and legal accountability to balance profit and purpose.



1% FOR THE PLANET

We are proud to be officially partnered with 1% for the Planet. We are committed to donating 1% of our Zea product sales to approved nonprofit partners each year, with 100% of contributions going directly to environmental and social partners of our choosing.



AUSTRALIAN MADE & OWNED

We are an Australian owned and operated family business with all of our products made right here in Australia. Zea puts funds straight back into the Australian economy. We are proud to support local manufacturers, growers and suppliers, and we are deeply committed to standing with the people and culture of Australia in every facet of our company.



CLEAN & PURE QUALITY ASSURANCE PROGRAM

The Clean and Pure Quality Assurance program guarantees purity and cleanliness. From developing sustainable farms, communities and reducing our earthly footprints, to in-house batch testing, accountable warehouse management and offering transparency, NOA Clean and Pure covers the full circle of production.



Certifications and Accreditations we are working towards:

- Certified Carbon Neutral
- Leaping Bunny Cruelty-Free Certification
- Australian Allergy Certified
- MADE SAFE Non-Toxic Certified

AWARDS & RECOGNITION

2017

Winner of the John Ross Commercial Exhibitor Award **Sydney Royal Easter Show**

2018

Finalist in the Naturally Good Pitchfest **Naturally Good Expo**

Finalist in the GC Young Entrepreneur of the Year **Business News Australia**

2019

Finalist in the Retail Business of the Year **MyBusiness Awards**

Finalist in the B2C Business of the Year **MyBusiness Awards**

Finalist in the Young Leader of the Year **MyBusiness Awards**

Grant Recipient of the Advance Queensland Ignite Ideas Fund **Queensland Government**

2020

Winner of the Emerging and Micro Business Awards **GC Business Excellence Awards**

Finalist in the Australia's Favourite Family Business Awards **Kochie's Business Builders**

Finalist in the **Australian Small Business Champion Awards**

2021

Became a **Certified B Corporation** with B Lab

2022

Finalist in the Home & Living Product Category [Kunzea Pain Relief Cream] for the **Naturally Good Awards** - Winner Announced in June 2022

Finalist in the Socially Conscious Brand [Zea] for the **Naturally Good Awards** - Winner Announced in June 2022



AUSTRALIAN SMALL BUSINESS
CHAMPION AWARDS 2020
FINALIST



Proudly supported by:



OUR IMPACT

Zea is more than just a brand - we're a movement for global sustainability grounded in tangible action. Our responsibility is to ensure we have a positive impact on people and the planet at every touchpoint of the Zea journey.

NOT-FOR-PROFIT PARTNERS

We donate directly to the following organisations as part of the 1% for the planet program. Last FY we donated to several other charities which can be found in our 2020/21 Impact Report¹⁰.

GREENFLEET

Greenfleet is a leading not-for-profit organisation and Australia's first carbon offset provider, committed to protecting our climate by restoring our forests. They plant native biodiverse forests in Australia and New Zealand to restore critical ecosystems and capture carbon emissions on behalf of their supporters. We have plans to engage our team in tree planting with Greenfleet in the future.



KARRKAD KANJDJI TRUST

The Karrkad Kanjdji Trust (KKT) was established by the Traditional Owners of Warddeken and Djelk Indigenous Protected Areas (IPAs) in 2010. The KKT works with Indigenous ranger groups in one of the most culturally rich and biodiverse regions of Australia: West and Central Arnhem Land. They bring rangers and philanthropists together to address environmental conservation, ranger employment, and the intergenerational transfer of Indigenous knowledge. Zea is currently in conversations with KKT's senior managers to support specific projects to deepen our team's involvement with their important work.



WHEEN BEE FOUNDATION

The Wheen Bee Foundation is an Australian not-for-profit charity that promotes awareness of the importance of bees for food security, and raises funds for research that addresses the national and global threats to bees. We couldn't think of a more perfectly aligned charity to engage with, given our interest in gourmet honey and ethical beekeeping!



UNITED NATIONS GLOBAL IMPACT

Zea became a signatory to the UN Global Compact in early 2022. In doing so, we joined 13,000 companies and 3,000 non-business signatories. Together we're committed to creating a sustainable future for our planet.



United Nations
Global Compact



Global Compact
Network Australia



CARBON NEUTRAL

Zea is committed to reaching net zero emissions as part of our broader environmental impact strategy. We are in active talks with partners including Greenfleet and Evaluate8, to help us achieve this ambitious goal. Minimising our greenhouse gas emissions is a core component of our long-term strategy, which we are actioning by obtaining carbon neutral certification and automating carbon monitoring and environmental footprinting.

MARKETING & DISTRIBUTION

Prior to our official launch in 2016, we spent five years testing and trialling our original formulations in the public, giving us a strong sense of market knowledge. From these beginnings, we have been able to build up:

- 1. Strong, positive online presence
- 2. Proven market demand for our products
- 3. Strong return customer loyalty
- 4. High quality, scalable website
- 5. Scalable revenue model
- 6. Effective and scalable promotional strategies
- 7. Long-term relationships with key stakeholders
- 8. Memorable and distinctive brand
- 9. Logistics and distribution system ready for scale
- 10. Knowledgeable, experienced A player team

All of this, together with the commencement of a contract with an experienced strategy and commercial advisor in the B2B space, is allowing us to complete a comprehensive strategic review.

The outcome, a granular 5 year sales plan, will allow us to capitalise on existing opportunities.

This includes our Go-To-Market strategy, competitive landscape and category development models, finance, resourcing, goods sourcing, cost model, as well as claims, regulatory and brand protection methods. And a New Markets Plan which includes a review of additional markets (e.g. Asia, US, UK), which markets are most suited and launch models requirements including regulatory support.

Our 2022-23 FY Go-To-Market and New Markets strategy includes:

Launching wide reaching advertising strategies on live and digital TV such as television commercials and home shopping networks

Negotiating with major online marketplaces, such as Flora & Fauna and Healthy Life, to reach new audiences

Replicating proven digital marketing tactics that have had demonstrable results for Zea over the last 6 years across key international markets

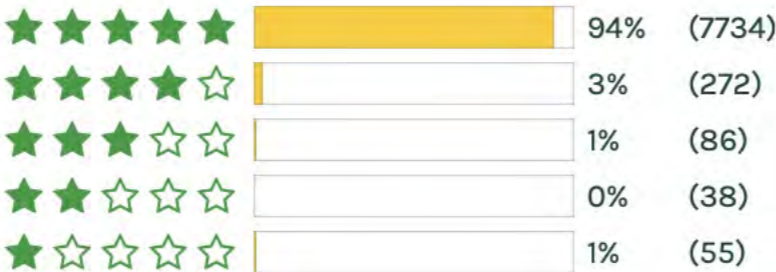
A key focus of the 2022-23 FY will also be expanding our wholesale footprint into pharmacy and natural health stores. Our distribution strategy includes:

Partnering with distributors to expand our retail store presence nationwide in pharmacies, natural health stores allied health practitioners

Negotiating with national buyers from Wizard Pharmacy, Terry White, Star Pharmacy, Caremore and Pharmacy4Less

Developing actionable strategies to expand our wholesale market penetration with our wholesale advisory team

★★★★★
Based on 8185 reviews



TRACTION

We've received over 100,000 orders - with sales increasing every year, as our loyal customer base grows. This has resulted in \$8M+ in sales since inception and over 7500+ verified 5-Star product reviews.



E-COMMERCE

We are a digitally native e-commerce company at our core. Our strength to date has been our ability to attract, engage, convert and retain visitors to our world-class website. One key metric that we track that demonstrates this is our Customer Lifetime Value to Customer Acquisition Cost (LTV:CAC) ratio of approximately 3.5. This is above industry standard and indicates a strong product to market fit, with a dedicated, growing and loyal community.

Consumable products like Zea products, lean on a strong LTV:CAC to scale profitably long-term. This strong metric implies there is a reliable and profitable growth trajectory, that has the right direct-to-consumer mix between new customer acquisition and retention - allowing for strong, profitable and sustainable revenue growth.

Some of the othey key e-commerce metrics to date include:



B2B DISTRIBUTION

We are only just getting started with our growth in B2B, however the last two financial years have seen significant growth in this distribution channel. As we continue to expand our physical brick and mortar presence, it will open us up to a wider customer demographic and target market that may not have been accessible through solely digital marketing. The combination of building a brand presence in both B2C and B2C will provide an effective means of sustainable growth and diversification.

We have 500+ stockists throughout Australia including:



And with proven success at Trade Conferences, we will have ongoing presence at APP and Naturally Good Expo annually.

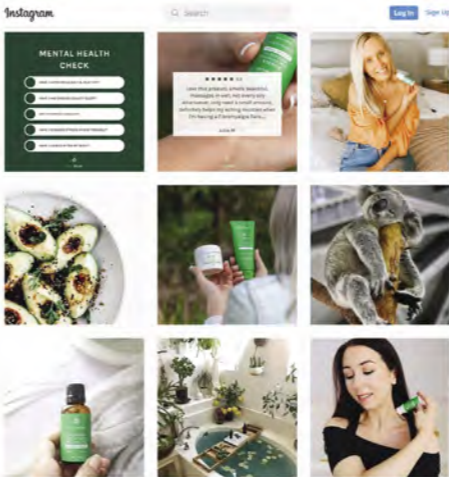


MEDIA AND PUBLICITY

As Seen In...



Zea has enjoyed an increasing amount of media attention as the interest in Kunzea and our product ranges grows. From national news broadcasts, to print and digital media, we have been featured widely across the country.



COMPETITORS

Extensive primary and secondary competitor research has helped us analyse the trends in the market, our customers’ wants and needs and our competitors’ market share and traction.

Research has included direct observation, surveys, internet research, SWOT analysis, competitor profiling, pricing comparisons, distribution channel analysis, target customer comparisons, media scanning and customer needs analysis.

The scope of our market and competitor research has been conducted over several years and has been updated as new competitors enter the market.

This has helped us to better understand the following:

- 1. **Untapped market potential for Kunzea Products**
- 2. **Demand for effective, natural health remedies (particularly topical pain relief)**
- 3. **Increasing demand for sustainable, authentic Australian made products**
- 4. **Increasing popularity and demand for new Australian Native Oils**

The findings from this research have helped us to identify gaps in the market, uncover market trends and position our products in the market more effectively. Innovation is a key competitive advantage for Zea and we are continually monitoring the market.

The following graphic demonstrates one example of how Zea Relief Kunzea Pain Relief Cream differentiates itself from a majority of the competitors on the market:

	Zea Relief Kunzea Pain Relief Cream	Most Pharmacy Brands Regular Pain Relief Product
Anti-inflammatory & Pain Relieving Benefits	✓	✓
Proudly Australian Made & Owned	✓	Rarely
Non-Burning & Suitable for All Skin Types	✓	Sometimes
100% Natural Active Ingredients	✓	Sometimes
Contains the Natural Benefits of Kunzea Oil	✓	✗
Donate 1% to The Planet	✓	✗
2000+ Verified 5 Stars Product Reviews	✓	✗
100% Customer Satisfaction Guarantee	✓	✗

OPPORTUNITY

The key driver of our success to date has been the market opportunity in the arthritis, inflammation and chronic pain management sector.

The demand for natural over-the-counter topical pain relief products has propelled Kunzea Pain Relief Cream sales and allowed us to continue high levels of growth, whilst developing and producing complementary products to encourage brand loyalty and repeat purchases.

We have identified the following key market opportunities and growth trends:

AGEING POPULATION: 4.2M Australians were aged 65 and over in 2020; expected to grow to 8.7M by 2056 [AIHW, 2021]¹¹

INCREASE IN CHRONIC PAIN SUFFERERS: 3.37 million Australians were living with chronic pain in 2020. This is expected to increase to 5.23 million by 2050. In 2020, the health system costs for chronic pain in Australia was estimated to be \$12.64B [Deloitte]¹²

PREVALENCE OF ARTHRITIS SUFFERERS: 1 in 7 Australians have some form of arthritis [AIHW, 2020].¹³ There are 350+ million arthritis sufferers worldwide [Global RA Network, 2021]¹⁴. There are increasing number of arthritis sufferers with depression and life dissatisfaction, impacting their personal and working lives¹³

NATURAL/ORGANIC PRODUCTS: Growing demand and preference for natural/organic/vegan products in Australia and globally¹⁸

AUSTRALIAN MADE: 90% of Australians prefer to buy locally-made. The demand for Australian made products is a growing trend worldwide¹⁵

FAMILY BUSINESS: Positive association with supporting a family business in Australia and globally²⁶

AUSTRALIAN NATIVE OILS: Worldwide demand for Australian native oils¹⁶

SUSTAINABILITY: 9 in 10 Australians prefer ethical and sustainable products²⁷

HEALTH & WELLNESS: The global wellness economy is valued at \$4.4T, with annual growth of 5-10%¹⁷

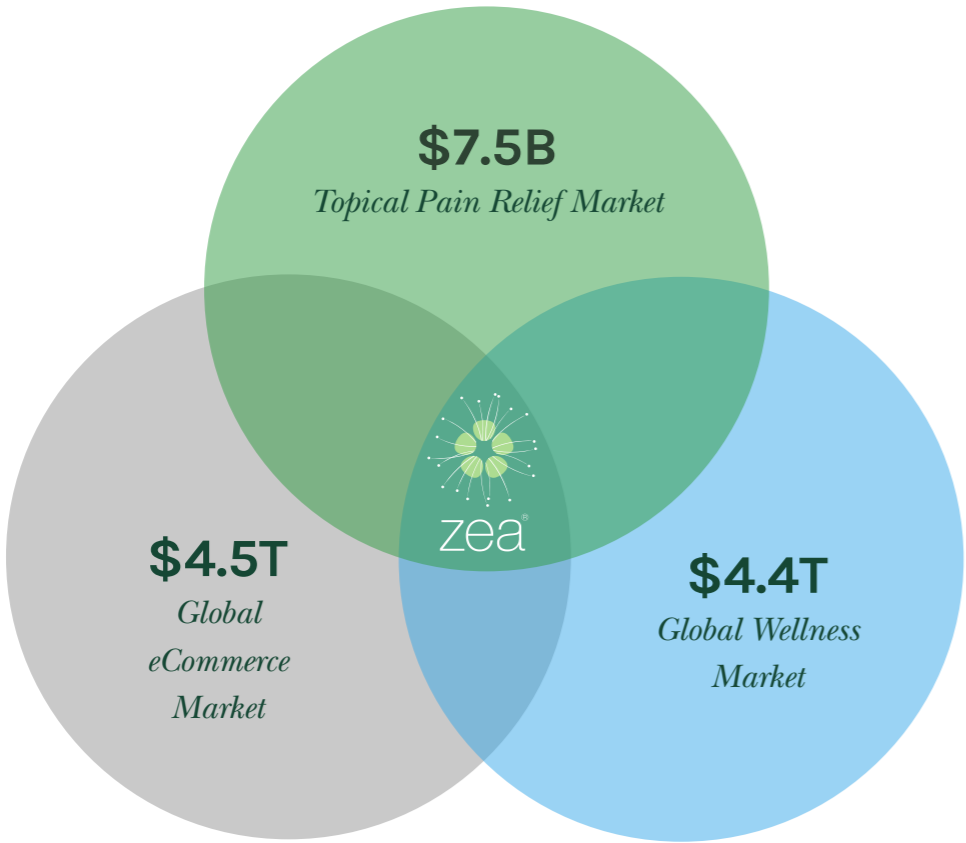
These trends demonstrate the commercial need and market potential of our full suite of naturally focused products.

With the global wellness market being valued at \$4.4 trillion and estimated to reach 7 trillion by 2025¹⁷, we are well placed to capitalise on growth trends in multiple parts of the health and wellness space.

This allows us the ability to take up a bigger market share of the wellness industry as a whole and expand into new verticals that are substantially aligned with our customers values and buying habits.



ZEA IS UNIQUELY POSITIONED AT THE INTERSECTION TO ACCELERATE GROWTH INTO THE FUTURE



All Zea sub-brands target specific global market opportunities. In the venn diagram above, the green circle is interchangeable with any of the following global markets we are currently targeting with our suite of Zea health and wellness products:

ZEA RELIEF

Topical Pain Relief market valued at	\$7.5B ¹⁸
Herbal Medicine market valued at	\$185.86B ¹⁹
Personal Care & Beauty market valued at	\$955B ¹⁷
Traditional & Complementary Medicine market valued at	\$413B ¹⁷
Public Health, Prevention, & Personalized Medicine market valued at	\$375B ¹⁷
Inflammation market valued at	\$98B ²¹

ZEA ESSENTIALS

Global Essential Oil market valued at	\$18.6B ²⁰
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ZEA GOURMET

Global Honey market valued at	\$7B ²²
Australian Native Bushfoods Market Values at	\$20M ²⁴

ZEA ACTIVE

Global Magnesium Chloride	\$379M ²³
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RESEARCH ANALYSIS

Identifying our target audience early has allowed us to secure the benefits of immediate sales and gives us the ability to easily introduce and sell new products.

OUR RESEARCH HAS INCLUDED:

- Developing customer personas
- Testing market demand at shows/expos/festivals
- Acquiring demographic data
- Surveying current customers
- Analysing market opportunities and sustainable growth trends

GLOBAL MARKET POTENTIAL

The growth of Zea is sustainable and scalable, as our products satisfy several key global growth trends.

In order to expand into new markets, Zea needs to invest in stock, infrastructure and digital marketing.

With strong processes, systems, supplier relationships and promotional strategies carved out in the 5 years prior, our materials, manufacturing processes and subsequent digital campaigns can be quickly scaled to suit the growth and trajectory of the business.

We have begun laying the foundations for global expansion and for this reason, we intend to allocate a portion of the equity raised into rapidly expanding globally via the hiring of marketing and operations specialists. Without the injection of capital from the raise, growth would be slowed, thus making it essential to our expansion plans.

2.3 BUSINESS AND REVENUE MODEL

Zea is a health and wellness company that generates product sales through both direct-to-consumer channels and wholesale partnerships.

Our foundational strength is the connection of in-person retail sales at expos and physical marketplaces, digital and social advertising and our own D2C e-commerce sales. Zea’s growth today is delivered from strong repeat purchasers and a loyalty to the brand.

Our retail expansion opportunities are in physical health store and pharmacy channels, as well as pure-play e-commerce and marketplace retailers, where we have limited presence. The raise will significantly increase our brand awareness and physical availability.

B2C REVENUE MODEL

Our B2C revenue model is focused on:

DIRECT ONLINE SALES – eCommerce sales through our website (www.zea.com.au)

ONLINE MARKETPLACES - Online sales through established third party marketplaces (e.g. Buy Aussie Now, Kogan, Starts at 60, eBay)

RETAIL SALES - Retail Sales through shows/festivals Australia-wide (e.g., Sydney Royal Easter Show, Melbourne International Flower & Garden Show, Mind Body Spirit Festival, Every Women Expo, Royal Adelaide Show)

ONLINE SUBSCRIPTION [Launching Late 2022]
Product subscription model, where customers can subscribe to receive our products on a regular basis

The continued growth of our B2C revenue will see us to build brand recognition, brand awareness and communicate directly with our customers.

B2B REVENUE MODEL

Our B2B revenue model is focused on:

- Initially targeting pharmacists, health stores, and allied health professionals
- Selling to retailers directly
- Developing an online wholesale portal
- Launching new products into wholesalers that we both increase AOV and also increase our presence on the shelf
- Offering "welcome packs" and "expansion kits" that include free products that wholesale customers are incentivised to place larger orders
- Partnering with distributors so that we are rapidly expanding our capacity and sales as a team, while also remaining agile

Our B2B revenue will increase our distribution, improve operational efficiencies and increase our offer to the market.

We drive traffic to our distribution channels through social media, collaborations, PR, partnerships, outdoor advertising, paid online marketing and live events, as well as maintaining a passionate and active community across our social media platforms, resulting in a loyal customer base, who we are in regular contact with via email and sms.

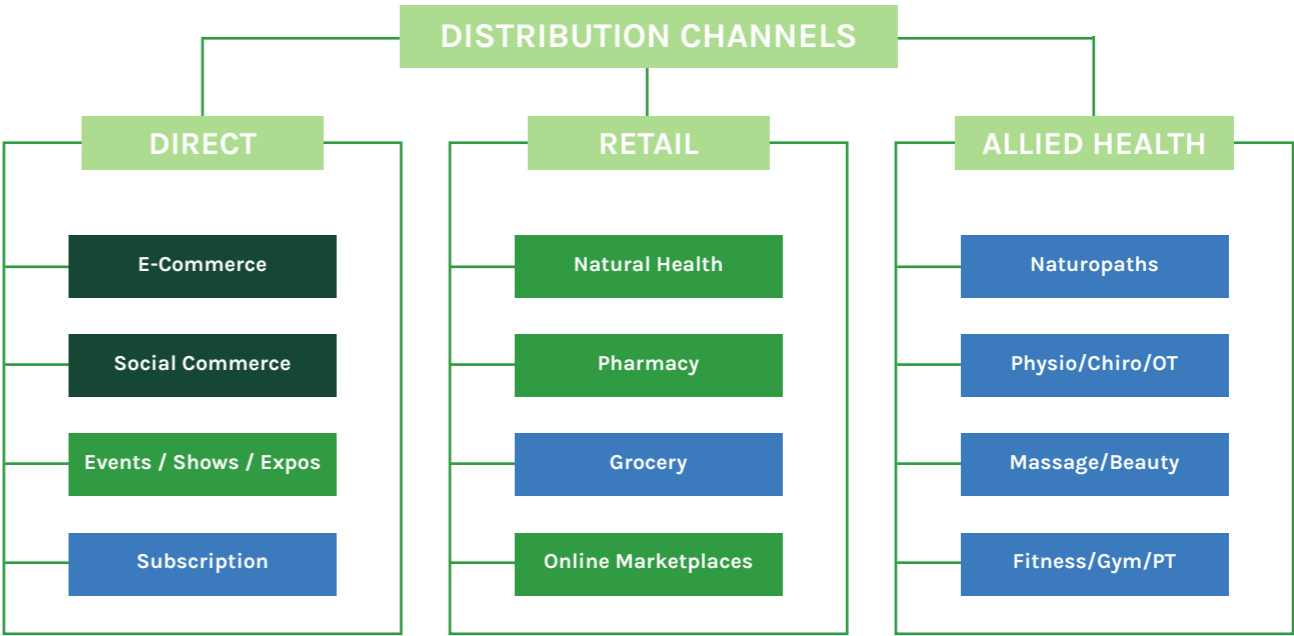
We focus on 3 key metrics to grow our e-commerce sales:

Number of Customers (C)

Frequency of Purchase (F)

Average Order Value (AOV)

By increasing one or more of these key metrics in the business, while maintaining other key metrics, we can substantially grow the size of the business.



ESTABLISHED

The strongest and most consistent revenue drivers for the company to date. While growth has been consistent, there is still a large opportunity to expand these channels further both in Australia and globally.

EMERGING

These front-facing and marketplace channels have started to get some great traction over the last 2-3 years. With products stocked in over 500 retail stores and negotiations currently underway with a national distributor, we are on track for expansion in these areas.

DEVELOPING

Although these distribution channels are still in their infancy, they present a promising opportunity for further growth. The allied health practitioner channel has particularly high potential as they have direct influence on consumer decision making.

Our strength lies in the repeat and frequency once trialed. This has been demonstrated in the last year, with our online store seeing an increase by 30% in total growth of returning customers. It is a demonstration that the product we are offering is a winning product, to have such a high increase of customers returning to purchase a product replenishment. Later this year we plan on launching a subscription option on our website with the purpose of further increasing the repeat purchase rate and frequency. Adding a new, recurring revenue stream to the business.

In addition, the plans to expand distribution beyond our strong direct to consumer approach to include more retail partners will expand our footprint to reach an even greater number of people. This has been demonstrated in strong sales from the small number of allied health practitioners that currently stock Zea products.

RETAIL CHANNEL	TOTAL IN AUSTRALIA	ZEASTOCKISTS	B2BTOTAL MARKET OPPORTUNITY
COMMUNITY PHARMACIES	5700+ ²⁹	249	5451 (99.06%)
NATURAL HEALTH/ALLIED HEALTH	7796+ ³⁰	269	7527 (99.07%)

2.4 BUSINESS STRATEGY

We have developed a three stage plan over the next 6 to 24 months, to capitalise on the injection of capital from this equity crowdfunding raise and to ensure we use the funds efficiently to effectively grow the business.

PHASE 1

MARKETING & SALES

Direct-to-Consumer e-commerce revenue has been our primary growth driver to date and will continue to be so, during Phase 1

Implementation of strategies including Subscription Offering and optimised customer loyalty program on our e-commerce website to increase customer attribution, lifetime value and gain which will result in recurring revenue opportunities

Pursue B2B leads in pharmacy, natural health, grocery and allied health sectors

Partner with key retail distribution partners in both the Australian and New Zealand markets to increase retail distribution, service additional health stores, pharmacies and allied health practitioners

OPERATIONS

Hire 'A Player' Staff to fill key team positions outlined in the Organisational Structure flow chart in Section 2.5

Release breakthrough skincare products that capitalise on the USD 6.7 billion global natural skin care product market²⁵

Two day workshop with commercial advisor to review the business in granular detail

PHASE 2

MARKETING & SALES

Build out website to account for expansion into new international markets including UK, US, NZ, Asia

Maintain and grow sales in Kunzea Pain Relief Cream in both B2C and B2B

Increase B2C sales in sub-brands Zea Essentials and Zea Gourmet to ensure we are seeing a consistent diversified revenue stream

Early-stage market research into the market response and demand for our products in new international markets

Expand our B2B distribution of Zea Active

OPERATIONS

Improve production planning, inventory management and sales forecasting to ensure stock is always available for the key revenue drivers

Ensure processes and operations are built for a scaling business

Explore 'joint venture' opportunities in the sustainable production of Kunzea with economically and ethically aligned businesses

Launch alternative product variations and lines within the pain management market

Research and partner with 3PL (third party logistics) providers in key target regions around the globe

PHASE 3

MARKETING & SALES

Strategic expansion and distribution of e-commerce offering into wellness markets globally

Trial new marketing channels in Australia such as TV advertising and morning show segments

Increase online and offline marketing efforts

Deepen our relationship with the Zea community by creating compelling educational content

OPERATIONS

Increase stock supply to meet demand generated from marketing and sales' drives in phases 1 & 2

Invest in R&D to formulate and launch new products from the existing pipeline that will improve people's quality of life

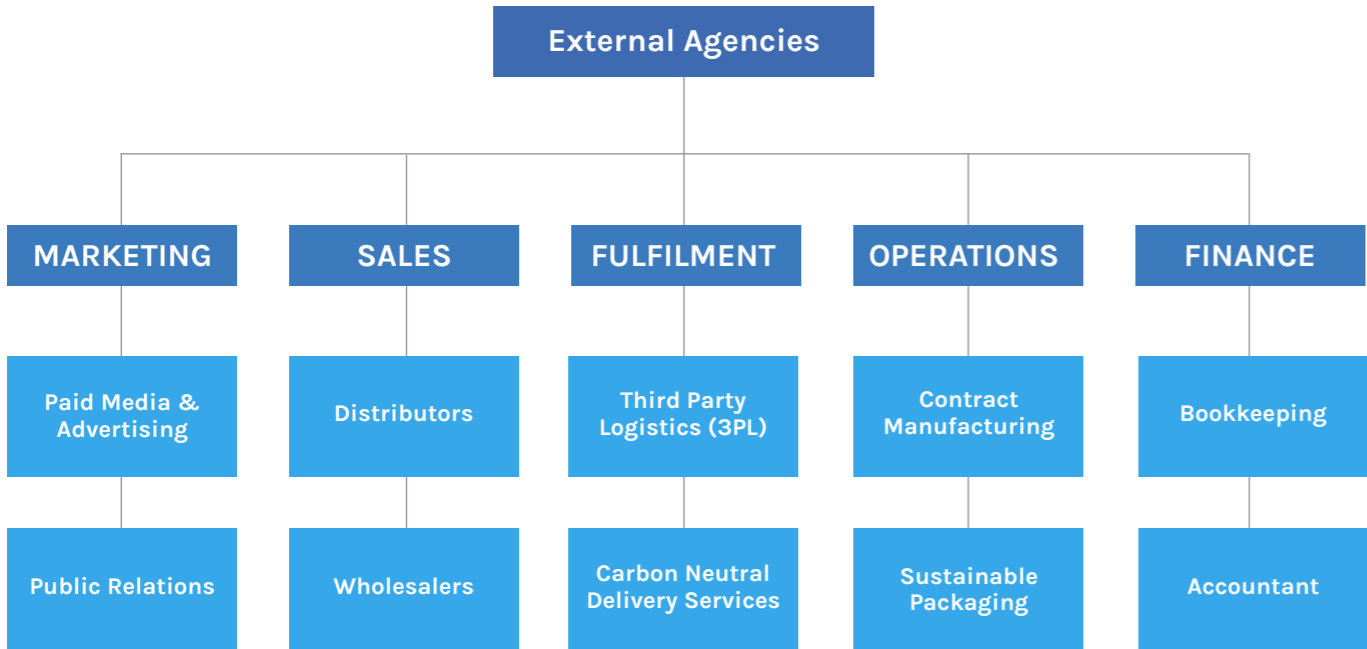
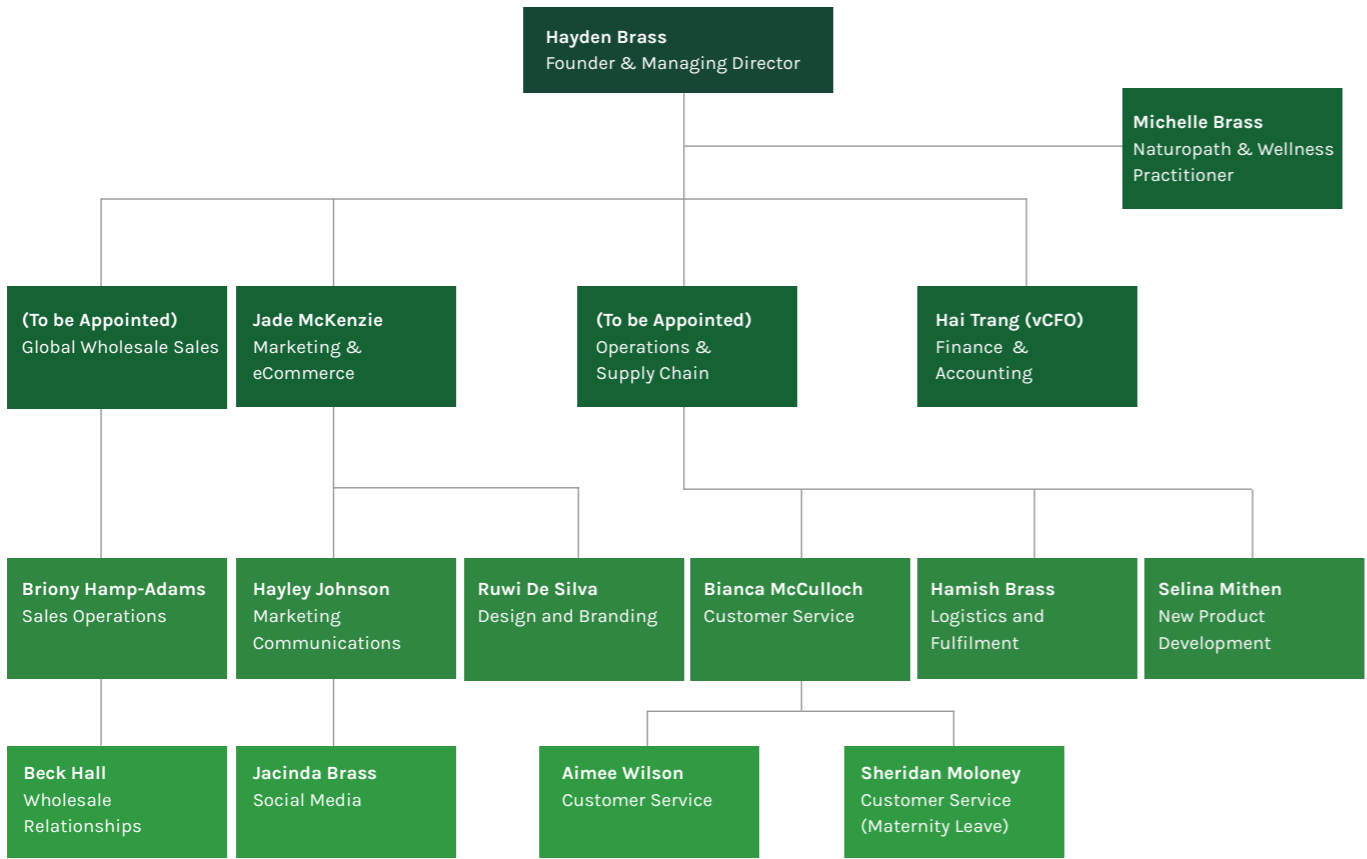
Partner with independent universities to conduct new research into Kunzea

Secure global network of 3PLs and distribution partners

Roll-out of Zea's cultural awareness goals



2.5 ORGANISATIONAL STRUCTURE



What started as a small Aussie family project is now a fast-growing company with twelve Zea Team members from around Australia. What we do at Zea would not be possible without our incredible team. Each member helps bring nature's benefits to your fingertips.

Our Zea Team is led from the front with our Directors.

DIRECTORS



HAYDEN BRASS (BCOMM)
Founder & Managing Director

Hayden has extensive experience in business growth strategy, identification of business needs and online marketing growth. In 2018 Hayden was a finalist in the GC Young Entrepreneur Awards. Hayden lives and breathes Zea. He has been the driving force behind transforming a family project into a thriving business that positively impacts thousands of people throughout the world. It is Hayden's personal mission to share natural and sustainable products that raise awareness for environmental issues, inspire ethical practices, and give back to nature.

Responsibilities:

- Developing and executing business strategies
- Preparing comprehensive business plans
- Managing assets and resources
- Monitoring budgets and ensuring that targets are met
- Building and maintaining an effective management team



JADE MCKENZIE
Sales & Marketing Director

Since Jade joined the team, Zea has grown from strength to strength. Smart strategy, big picture thinking, and analysing numbers are the things she loves doing the most. With a background in business development, entrepreneurialism and coaching in the corporate, not for profit and entrepreneurial sectors, Jade brings with her over a decade of experience in GM and Founder roles. Jade's passions include mentoring women in business, developing leadership in the workplace and empowering entrepreneurs to create impactful and sustainable businesses.

Responsibilities:

- Sales and Marketing department leadership
- Developing strategic marketing growth campaigns
- Managing wholesale and retail growth
- Monitoring departmental finances and reporting

Hayden and Jade's entrepreneurial spirit has led them to grow and develop Zea, as well as make them passionate about business in general. Between them, they own and run a number of small business projects, including Native Man Skincare, life coaching and event planning. However, Zea remains their number one priority for the foreseeable future, its IP is sufficiently protected and it does not share common resources with other business projects.

INDUSTRY EXPERTISE AND KNOWLEDGE



MICHELLE BRASS ND
Naturopath, Aromatherapist and Wellness Practitioner

A founding member of Zea (and mother of Hayden!), Michelle has 30+ years' experience in naturopathy, aromatherapy, massage therapy and product development. She has dedicated her life to natural medicine and was the first to formulate the 'Original Zea Cream'. Michelle has treated countless clients with various inflammatory conditions through her clinic, and intimately understands Zea's target demographic. For many years Michelle has used Kunzea Products as part of massage and reflexology on her clients. Michelle also has had extensive experience in retail sales, business operations, and staff training/recruitment – having been a business owner for 20+ years.



SELINA MITHEN ND
Head of New Product Development

Selina has worked in the medicated skincare market for over 10 years which includes a vast catalogue of research on skin conditions, skin physiology and ingredients intended for use on skin conditions. She started her career as a beauty therapist and went on to become a qualified Naturopath and Nutritionist. Skin health and skin disorders were a key focus for her as a clinician. Selina has worked as a Lecturer, Training Developer, Guest Speaker, Clinical Naturopath, R&D Manager, and is qualified in Cosmetic Formulation Science. She is responsible for developing all of the new and exciting Zea formulations, with some of the best cosmetic ingredients that nature has to offer.



JACINDA BRASS
Social Media Manager & In-House PT for Zea Active

A qualified Physical Training Instructor, Jacinda is the newest family member to join the Zea Team. With such a huge passion for health and wellness, she is the perfect person to assist the Marketing team. Her can-do attitude, drive and determination ensures both teams are supported and on track to do what we do best - help our customers stay happy and healthy. Her love for helping people stay active and healthy coincides perfectly with her inclusion to the Zea Active team.



RUWI DE SILVA
Head of Design & Branding

Ruwi de Silva is our exceptionally talented in-house graphic designer who brings our Zea visuals to life. From product packaging to expo backdrops to in-store materials and more, Ruwi takes care of it all! With a Bachelor of Visual Communication Design with Honours and over 10 years design experience working for both large global organisations and small local businesses, Ruwi provides authentic originality to effectively (and perfectly!) capture the essence of Zea.



HAMISH BRASS
Logistics Manager & In-House Chef for Zea Gourmet

Hamish goes above and beyond the status quo both as a logistics manager and Zea In-House Chef. He ensures each customer gets their order safely and is the friendly face you may recognise from Zea stalls at events and expos across the country. Hamish has a love for cooking healthy, nutritious food, and plays a key role in the development of the Zea Gourmet products.

EXTENDED ZEA TEAM



BRIONY HAMP-ADAMS
Sales Operations Manager

With nearly 10 years in sales and 10 years in HR Briony brings a variety of skills to the Zea team focusing on the relationship and human aspect of sales and how we can provide a solution to our customers. Briony was born in South Africa, grew up in Portugal, went to school in the UK and now lives in Australia. Briony's goal at Zea is to make sure that the customers' experience is as smooth and enjoyable as possible. In her spare time you can find Briony out on the Bay with her kids and dogs on a Paddle Board.



BECK HALL
Sales Relationship Manager

Beck has joined the Zea Team with extensive experience in the sales industry, in particular, the organic and health product sector. Regularly travelling between Tasmania and Queensland, Beck is assisting with the expansion of Zea into more retail stores throughout Australia. Building relationships is her superpower and from your initial enquiry to making sure your store is fully stocked and ready to go, she's got you covered. When Beck is not taking care of our amazing stockists, she runs incredible yoga retreats across Australia and South East Asia.



HAYLEY JOHNSON
Marketing Communications Manager

Hayley has recently joined the Zea Team having spent the last 8 years working across Marketing and PR, both in-house and agency. Hayley brings extensive knowledge to the Zea team across all facets of e-commerce, social and SEO. She loves an excel spreadsheet and if you ever need someone to proof check copy before it goes to print, then she's the best person for the job. In her spare time you can find Hayley hanging out with her French Bulldog, Nala.



BIANCA MCCULLOCH
Customer Service Manager

Bianca joins the Zea Team with years of experience across leadership, sales, customer service and operations. She leads arguably the most important aspect of the business helping our team deliver the best customer experience possible for our Zea community. Alongside her passion for customer service, Bianca is a Mum of 2, animal lover and basketball enthusiast.



AIMEE WILSON
Customer Service Representative

With a passion for customer service excellence and finding solutions for our customers, Aimee brings over 10 years retail and customer service experience to our Customer Care team at Zea. She is known for going above and beyond for our Zea customers and is a vital part of the customer success team. Aimee is also a Life Coach and Equine Assisted Learning Practitioner. When Aimee isn't at Zea she can be found having adventures with her husband and daughter or out at the paddock with her horses.

EXTERNAL ADVISORS & CONSULTANTS



HAI TRANG
(ONE LEDGER)

Accounts & Virtual CFO

Hai is an experienced Financial Accountant with over 13 years of Accounting experience in Chartered and Industry, with strong working knowledge across areas of external Auditing, Financial and Management Accounting, Compliance & Statutory Reporting.



EUGENE FERRARO
(MORE THAN TAX)

Tax Accountant

Eugene Ferraro is a current member of CPA Australia and the founding director of More Than Tax. With a Bachelor of Economics and a Postgraduate Diploma in Taxation he brings a wealth of knowledge and expertise to the firm. He has over 30 years experience in the public practice profession, developing relationships across a broad range of services and industries.



MARK WEBB
(AROMASCIENCEGUY)

Product Development Consultant

Mark has a Bachelors qualification in biochemistry and plant biology as well as a Diploma in Botanical Medicine. He has also worked as a clinical aroma therapist as well as a consultant for the essential oil industry as well as for growers. Thus Mark has an understanding of multiple aspects of this field.



GEORGE O'NEIL

Strategy & Commercial Advisor

With over 20 years experience in FMCG, Pharmacy and B2B, George has expertise in big data, insights, category management, sales, brand building, digital marketing and ecommerce. An inclusive and accountable leader with demonstrated success in strategy, P&L management and business transformation that delivers strong results.



JEREMY GOLDMAN
(MY LEGAL ADVISOR)

CSF Legal Advisor

Jeremy is one of Australia's rising legal stars and champions of Australia's flourishing startup community, with a particular focus on venture capital and fund raising advice (both crowd sourced equity funding and private capital). Jeremy has gained considerable experience advising companies throughout various stages of their life cycle, having commenced his legal career at one of Australia's largest firms.



ELLIOT MALCOLM
(M3 DIGITAL)

Paid Media Strategist

Elliott has spent the last 5 years dedicating his craft in end-to-end e-Commerce to some of Australia's fastest growing brands. Elliott and his team focus their energy to accelerating profitable e-commerce growth for an exclusive group of Australian brands. Focusing on strategy and implementing data-driven, hyper-growth strategies across both customer acquisition and retention channels.

INTELLECTUAL PROPERTY

WE HAVE THE FOLLOWING IP PROTECTIVE MEASURES IN PLACE:

IP ownership rights to the product formulation we have developed.

Trademark of "Zea" (Class 3, 5, 30 & 35) and the "Kunzea flower" logo (Class 3,5 & 30) that represents our brand in Australia.

Trademark pending for "MAGZEA" (Class 5).

Registration of Pty Ltd company in the name of "Zea Australia Pty Ltd" and "Australian Kunzea Pty Ltd" to ensure we build our company's reputation as the world's first leading provider of Australian Kunzea Products.

Non-disclosure agreements in-place with relevant stakeholders.

TGA listed products. The stringent nature of the TGA makes it difficult for competitors to enter the market without access to the right research, stakeholders and funding.

Ownership of 50+ domains relevant to the company.



2.6 CAPITAL STRUCTURE

ISSUED CAPITAL (BEFORE AND AFTER THE OFFER)

As at the date of this Offer Document, the Company has 20,000,000 ordinary shares on issue. The majority of shares are held by the Company's Founders/Directors. Table 1 below sets out the issued capital of the Company before the Offer.

Issued capital of the Company before the Offer:

SHAREHOLDER	SHARE TYPE	SHARES
Hayden Brass	Ordinary	19,000,000
Michelle Brass	Ordinary	1,000,000
TOTAL		20,000,000 (100%)

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

Issued capital of the Company following the Offer:

SHARES	MINIMUM SUBSCRIPTION	MAXIMUM SUBSCRIPTION
Existing Ordinary Shares	20,000,000	20,000,000
New CSF Offer Shares	500,000	2,500,000
Total Shares (fully diluted)	20,500,000	22,500,000

GROUP STRUCTURE

Zea Australia Pty Ltd is the sole shareholder of Australia Kunzea Pty Ltd, which operates Zea's operations.



RIGHTS AND LIABILITIES ASSOCIATED WITH SECURITIES

An investor subscribing for shares is bound by the Constitution (available on the Intermediary's platform). Set out below is a brief summary of the rights and liabilities associated with the Company's securities. For further information, including relating to restrictions on transfer and drag along and tag along rights, please refer to the Constitution.

ORDINARY SHARES

As at the date of this Offer, the only class of shares on issue are Ordinary Shares. The shares issued pursuant to this Offer Document will be fully paid Ordinary Shares. All Ordinary Shares have the same voting rights and the same rights to receive dividends. The Constitution (available on the Intermediary's platform) sets out the details of each of the rights and liabilities associated with Ordinary Shares. Under the Constitution, the Board may from time-to-time refuse to register a transfer of shares. Details of the Board's power to do so are set out in clause 13.15 of the Constitution

OPTIONS

As at the date of this Offer Document, no employee share option plan (ESOP) has been established and there are no vested, unvested or unexercised options on issue. However, pursuant to clause 26.3 of the Constitution, the Board has discretion to establish an ESOP in the future (which may allow the Board to issue share options representing up to a maximum of 10% of the fully diluted share capital of the Company). If the Board, pursuant to the power described above, resolves to establish and implement an ESOP plan, the share options issued under that ESOP would have a dilutionary impact.

SHAREHOLDERS AGREEMENT

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 Constitution.

OTHER RIGHTS

A more detailed description of the rights and liabilities associated with the shares is set out in Section [3.3] below. A copy of the Constitution is available on the Intermediary's platform.

SOURCES OF FINANCING, INCLUDING DEBT FINANCING AND OTHER FINANCING

To date, our activities are primarily funded by revenue generated from product sales. Consistently reinvesting revenue back into the growth of the business. Historically, activities were funded in part by founder and third party loans to ensure a healthy level of stock is maintained. Zea also successfully received funding from grants.

OPERATING INCOME

From inception on 4 June 2016 through to 31 March 2022, the business has generated income of \$8,292,469.16.

GOVERNMENT GRANTS

Zea secured \$99,928 under the fifth round of the Queensland Government Ignite Ideas Fund for the commercialisation of Kunzea products in Australia.

DEBT FINANCE

Occasionally debt financing has been used to maintain reasonable stock levels, and prevent inventory from being exhausted. This has been heightened during the pandemic, with the company having to order all products 6-9 months in advance, particularly the best-selling Kunzea Pain Relief Cream. We have maintained a perfect repayment record for all debt financing.

DIRECTOR LOANS

The company has a loan from the director (Hayden Brass) from when it was first established. The balance of this loan was \$104,451.73 as at 30 June 2021. The loan was for early stage business expenses incurred by the Founder that has yet to be reimbursed. No interest is payable on this loan and the loan will not be repaid with offer proceeds but rather once the company again has free cash flow from operating activities.

MEETING FINANCIAL OBLIGATIONS

The company has been meeting all financial obligations including repayments of debt finance out of its current resources from trading. It is anticipated that this will continue for the foreseeable future.

None of the funds raised from this offer will be utilised to repay debt to third-party lenders.

2.7 KEY RISKS FACING THE BUSINESS

An investment in Zea Australia 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 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).

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. The company has recently hired an experienced vCFO to help provided expertise in financial planning, forecasting and cash flow management.

FUNDING RISK

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.

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.

RAW MATERIAL RISK

The Company's products utilise formulations involving ingredients derived from the native Kunzea plant. The Company does not itself harvest Kunzea plants. Accordingly, the Company is reliant on accessing supply from third party suppliers and ensuring that there are supply agreements in place that align with the Company's growth trajectory. As the product is native to Australia, there are limited suppliers globally. The Company is aware that any changes to the wholesale market with respect to the supply and/or demand of Kunzea (as well as its other active ingredients) used to manufacture the Company's products will impact the Company's cost of goods sold and ultimately its profitability.

Additionally, as there are no like for like substitutes, if the availability of raw material of Kunzea oil and other active ingredients was to become limited or delayed (for example due to environmental issues or regulatory issues), the Company may not be able to procure the production of some of its products.

MANUFACTURER AND THIRD-PARTY RISK

The Company contracts with third party manufacturers and does not itself produce its products. Although, the production of the Company's products is specialised, the Company is confident that it could work with alternate manufactures if necessary. Importantly, the Company's product formulations are owned by the Company and are not exclusive to any third-party manufacturer.

The Company also relies on third-party providers to facilitate shipping and other critical components of its business model. If the cost of such services increases or availability of such services diminishes, the Company's profitability will be negatively impacted while the Company attempts to transition to alternative arrangements.

COMPETITION RISK

The Company operates in a highly competitive topical health and wellness product market, with several known competitors, and moderate barriers to entry that could give rise to new and unknown competitors.

There is a risk that existing competitors as well as new competitors, will have greater access to capital, economies of scale, resources and distribution compared to the Company.

If the Company is unable to successfully compete with existing and/or new competitors, this would have a negative impact on the revenue, profitability and future prospects of the business.

PRODUCT AND BRAND RISK

If the Company does not produce products that are consistent in respect of their quality, customers may become unhappy which in turn may damage the Company's brand and reputation. In an increasingly connected world, damage to a company's brand and reputation can be catastrophic. The Company is acutely aware of this risk and is vigilant to ensure that it maintains a consistently high level of product quality and customer service, with quality assurance measures in place.

REGULATORY RISK

The Company is aware that it must exercise caution with respect to any claims it makes as to the uses and effectiveness of its products. If regulation was to change, the Company's current packaging, marketing collateral, messaging and commercialisation strategy may need to change.

Some of the Company's products require listing with the Therapeutic Goods Administration (ARTG). Accordingly, the Company is aware that those products exist in a highly regulated space and regulatory compliance, is critical to their (and the Company's) success. Our growth strategy depends on compliance and maintaining listing from the relevant regulatory authorities.

TALENT RISK

The Company is susceptible to the loss of key team members who are considered critical to the continued success of the Company. If key personnel were to leave the organisation, they would need to be replaced in a timely fashion in order for the Company to achieve its business objectives.

The Company may fail to attract key personnel that are critical to the Company's growth and performance. Any delay in recruiting key personnel (or any failure to hire), may have a significant adverse impact on the management of the Company, and may, in turn, have adverse impacts on financial performance.

SALES CHANNEL RISK

The Company is heavily reliant on online e-commerce sales and has limited stock available through traditional bricks and mortar retail. Accordingly, if consumer willingness to transact via e-commerce diminishes, the Company may be at a disadvantage when compared to some of its competitors which have a stronger bricks and mortar retail presence.

Additionally, as the Company operates an e-commerce business, there is also a risk that any security breaches or other cybersecurity issues could impact on the Company's profitability, reputation and/or legal compliance.

2.8 FINANCIAL INFORMATION

FINANCIAL HIGHLIGHTS

Some key financial milestones achieved by the company include:

100,000+

orders from customers worldwide

\$8.2M

in sales since launch

\$500K

generated in one month*

7500+

Verified 5-Star Product Reviews

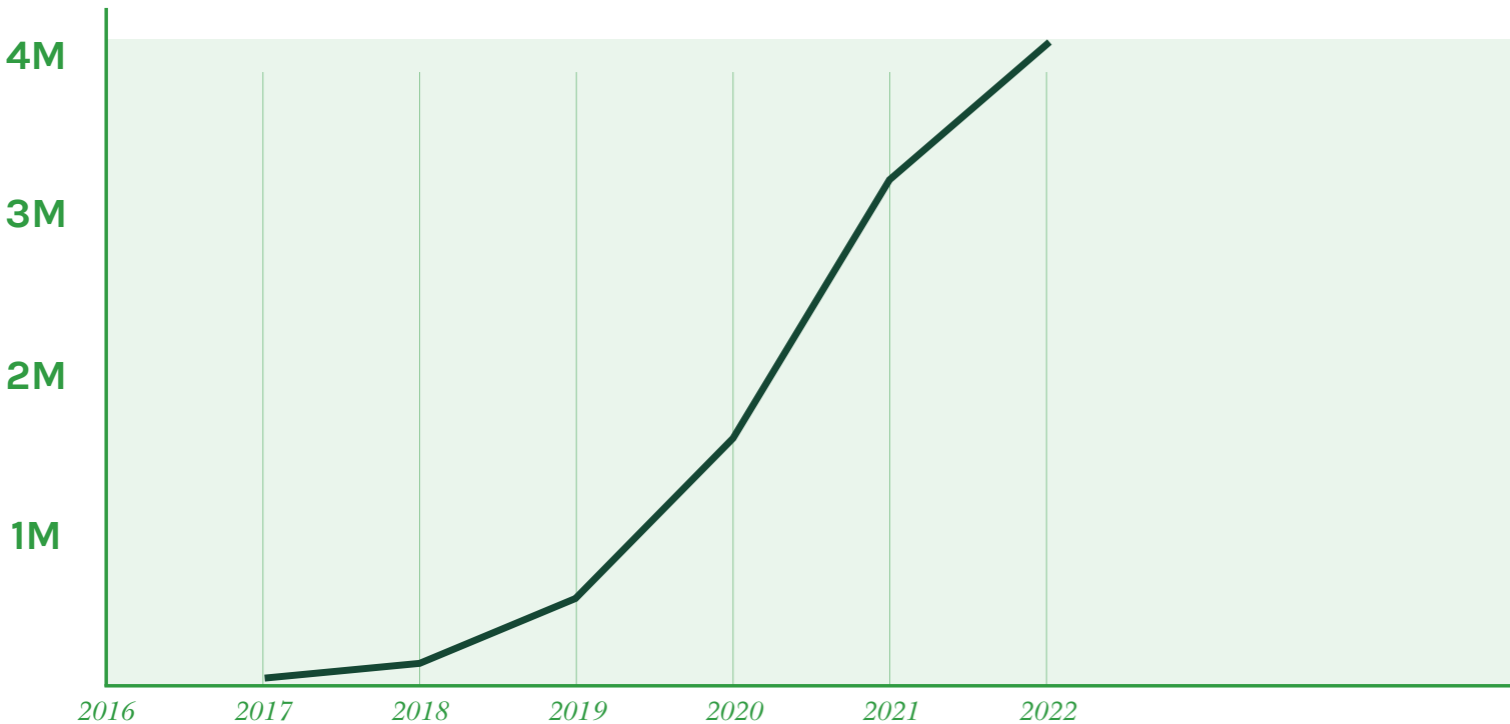
49%

Gross Profit Margin

168%

AVERAGE GROWTH

Year on year since launching in 2016



*November 2021 and February 2022

FINANCIAL STATEMENTS

A reorganisation of the group occurred on the 14 April 2022 where by Zea Australia Pty Ltd (Holding Company) acquired all the shares in Australian Kunzea Pty Ltd in exchange for issuing shares in Zea Australia Pty Ltd. The reorganisation of the group did not impact the underlying economic ownership of the group and is considered a continuation of the same economic group which is reflected in the financial statements.

Below is the balance sheet of Zea Australia Pty Ltd for 14 April 2022, which has been prepared in accordance with the Accounting Standards.

Also below are the financial statements of Australian Kunzea Pty Ltd for the financial years ended 30 June 2020 and 30 June 2021, which have been prepared in accordance with the Accounting Standards.

BALANCE SHEET

Zea Australia Pty Ltd - 14 April 2022

	14 APR 22
ASSETS	
INVESTMENT IN SUBSIDIARY	\$100.00
NET ASSETS	\$100.00
EQUITY	
SHARE CAPITAL	\$100.00

Zea Australia Pty Ltd was formed to interpose a single holding company separate to the trading entity of Australian Kunzea Pty Ltd. The original shareholders in Australian Kunzea Pty Ltd disposed of their shares to Zea Australia Pty Ltd in return for shares in Zea Australia Pty Ltd. This corporate restructure facilitates the ability to incorporate further subsidiaries such as an intellectual property company under the corporate group whilst protecting assets housed in each company.

PROFIT & LOSS STATEMENT

All figures, unless otherwise stated, are denominated in whole Australian dollars.

Australian Kunzea Pty Ltd - For the years ended 30 June 2020 and 30 June 2021

PERIOD ENDING	30 JUN 2021	30 JUN 2020
REVENUE	3,207,997.19	1,589,262.91
DIRECT COSTS	(1,537,511.90)	(758,701.14)
GROSS PROFIT	1,670,485.29	830,561.77
OTHER INCOME	46,074.00	104,989.12
ADMIN AND OPERATING	(113,721.40)	(56,174.46)
ADVERTISING AND MARKETING	(914,539.42)	(375,695.42)
CONTRACTORS	(192,832.48)	(156,468.96)
MERCHANT FEES	(83,990.12)	(48,937.38)
MOTOR VEHICLE EXPENSES	(19,535.68)	(2,064.31)
OCCUPANCY EXPENSES	(31,983.77)	(23,411.71)
PAYROLL EXPENSES	(497,095.90)	(163,519.58)
PROFESSIONAL FEES	(15,046.42)	(8,189.47)
SUBSCRIPTIONS	(41,577.95)	(23,135.83)
EBITDA	(193,763.85)	77,953.77
DEPRECIATION AND AMORTISATION	(12,647.24)	(551.56)
FINANCE COSTS	(34,366.38)	(33,395.84)
NPAT	(240,777.47)	44,006.37

BALANCE SHEET

All figures, unless otherwise stated, are denominated in whole Australian dollars.

Australian Kunzea Pty Ltd - For the years ended 30 June 2020 and 30 June 2021

PERIOD ENDING	30 JUN 2021	30 JUN 2020
CURRENT ASSETS		
CASH AND CASH EQUIVALENTS	\$106,558.25	\$155,068.38
TRADE AND OTHER RECEIVABLES	\$46,244.34	\$8,053.31
INVENTORIES	\$433,915.50	\$192,877.71
OTHER FINANCIAL ASSETS	\$3,283.61	\$1,277.28
NON-CURRENT ASSETS		
PROPERTY PLANT AND EQUIPMENT	\$56,076.52	\$10,286.74
LESS ACCUMULATED DEPRECIATION	\$(17,602.50)	\$(5,822.26)
INTANGIBLE ASSETS	\$3,550.00	\$3,550.00
TOTAL ASSETS	\$632,025.72	\$365,291.16
CURRENT LIABILITIES		
TRADE AND OTHER PAYABLES	\$(366,099.54)	\$(90,976.80)
SHORT TERM DEBT FACILITIES	\$(354,667.00)	\$(177,750.11)
EMPLOYEE ACCRUALS	\$(39,581.91)	\$(4,540.86)
NON-CURRENT LIABILITIES		
INTEREST BEARING LIABILITIES	\$(127,737.29)	\$(93,125.53)
OTHER FINANCIAL LIABILITIES	\$(104,451.73)	\$(118,632.14)
TOTAL LIABILITIES	\$(992,537.47)	\$(485,025.44)
NET ASSETS	\$(360,511.75)	\$(119,734.28)
EQUITY		
SHARE CAPITAL	\$100.00	\$100.00
RETAINED EARNINGS	\$(360,611.75)	\$(119,834.28)
TOTAL EQUITY	\$(360,511.75)	\$(119,734.28)

CASH FLOW STATEMENT

Australian Kunzea Pty Ltd - For the years ended 30 June 2021 and 30 June 2020

OPERATING ACTIVITIES	30 JUN 2021	30 JUN 2020
CASH RECEIPTS FROM CUSTOMERS	3,210,681.65	1,680,416.80
CASH PAID TO SUPPLIERS AND EMPLOYEES	(3,413,068.75)	(1,639,830.02)
NET CASH FROM OPERATING ACTIVITIES	(202,387.10)	40,586.78

STATEMENT OF CHANGES IN EQUITY

Australian Kunzea Pty Ltd - For the years ended 30 June 2021 and 30 June 2020

	30 JUN 2021	30 JUN2020
EQUITY AT START OF PERIOD	\$(119,734.28)	\$(163,740.65)
NET PROFIT / (LOSS)	\$(240,777.47)	\$44,006.37
SHARE CAPITAL RECEIVED	\$-	\$-
EQUITY AT END OF PERIOD	\$(360,511.75)	\$(119,734.28)

MANAGEMENT COMMENTS ON HISTORICAL PERFORMANCE AND OUTLOOK

The company has achieved considerable revenue growth in its products since its inception demonstrating strong recurring product demand. This performance is consistent with the Founder's vision for the company and affirms their dedication to bringing Zea products to as many people as possible.

Since July 2016, the company has achieved revenue of over \$8 million with year on year revenue growth averaging approximately 168% including 2020-21 FY growth of 102% to hit \$3.2m in sales. Whilst primarily a business-to-consumer (B2C) model, the wholesale segment has seen particularly strong growth in the last two financial years, growing from \$75,541 in 2019-20 to over \$480,000 in 2020-21. This growth occurred despite the disruptions caused by the COVID-19 pandemic. Further wholesale and channel partner growth worldwide represents a key opportunity

that Zea wishes to further explore. This is explained previously under Marketing and Distribution, Business and Revenue Model and Business Strategy.

The Gross Profit Margin ("GPM") across the Zea product range is approximately 49% factoring in manufacturing, ingredients, shipping, packaging and other direct costs. It is this healthy GPM that enabled the business to be initially funded through operational cash flow and director loans. As the business rapidly scaled, significant operational expenses have been incurred in people, systems, product IP and processes. This rapid growth required the use of short term debt facilities to supplement the operating cash flow. Credit cards have also been used by the business as a secure, convenient way of paying. The directors can gladly say that interest has not been paid on any of these cards since the company was formed.

These investments in people, processes, promotions and IP enabled the business to scale rapidly. Whilst these costs exceeded the gross profit generated in the early years of

operations, Zea attained a profit in 2019-20. This profit was on revenue \$1.6m for that year. Seeing the growth potential and market opportunity there, we further expanded the Zea Team and operational capacity in 2020-21 to achieve over 100% revenue growth to hit \$3.2m in revenue. As of March 2022, our revenue has already surpassed \$3m and on track for \$4m in this 2021-22 FY.

The majority of our expense base is not directly correlated to sales volumes and therefore will not increase proportionally with sales revenue. We believe we now have the base to continue to deliver continued growth and achieve profitability again as in the 2020 financial year. The impact on the expected timeframe for meeting monthly break-even revenue is a key decision factor when considering additional headcount or other operating spend. With the hire of a new vCFO in early 2022, this will be better managed on a much closer level going forward. Some of our larger expense lines are discussed below.

Advertising and Marketing has been a large expense line item for the business. It is key to our strategy to be the first mover in this segment and maintain our position as market leader. In 2021 and 2022 this has been due to three key reasons:

- 1. Navigating a changing advertising landscape with the iOS 14 update
- 2. Diversifying our marketing spend into new advertising channels
- 3. Uplevelling our brand in ways such as a worldclass website, refined business brand position and significant investment into premium content creation

Our customer acquisition costs have often broke even on initial purchases but we do this knowing the lifetime value of our customers is much higher and increasing with our branding and customer satisfaction. This has been demonstrated in the last 12 months, with \$1.5M+ of ecommerce sales attributed to returning customers (an increase of 30% compared to the previous year).

Changes in iOS 14, which are a well-documented challenge for many e-commerce businesses globally, and higher upfront costs contributed to the higher advertising spend during the period. Despite this, we have been successful in new tactics, hired a new PPC agency with a strong historical performance and are also exploring new advertising and distribution channels that better align with our target demographic. Such marketing channels include public relations, magazine advertising, native advertising, trade shows and sampling, engaging influencers and also television. Having a broader network of channels reduces the risk of a similar event, such as

the iOS 14 update, occurring again. Despite the business having revenue growth, our previous paid media agency could have handled this update better which was the major driver behind moving to a new agency who are already showing significant improvements and stability on the account. Together with our newly appointed vCFO we will be optimising advertising spending and making this a key KPI to be monitored to ensure the growth trajectory of the the company B2C strategy is on the right track to profitable and sustainable growth.

In 2020 and 2021, we have also invested significant amounts into building inventory supply, mainly due to three reasons:

- 1. COVID-19 delays which impacted packaging and ingredient shortages and longer lead times,
- 2. To keep up with fast growth of our product sales to avoid OOS, and
- 3. New set up costs associated with moving to new contract manufacturers who had a higher capacity to scale with us long-term

Both the increases in advertising and inventory resulted in more cash being paid out to suppliers and employees but again better positioned the business for the continued growth we see ahead. We see these two expense areas as a positive indicator as they promote the business and enable us to have the stock on hand to deliver on the expected sales.

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 Zea Australia Pty Ltd and has not been validated by an independent third party.

INFORMATION ABOUT THE OFFER

3.1 TERMS OF THE OFFER

Zea Australia Pty Ltd is offering up to 2,500,000 shares at an issue price of \$0.80 per share to raise up to \$2,000,000. The key terms and conditions of the Offer are set out below.

TERM	DETAILS
SHARES	FULLY-PAID ORDINARY SHARES
PRICE	\$0.80 PER SHARE
MINIMUM SUBSCRIPTION	\$400,000
MAXIMUM SUBSCRIPTION	\$2,000,000
MINIMUM PARCEL SIZE	\$250.00
OPENING DATE	3 MAY 2022
CLOSING DATE	19 MAY 2022 (unless closed earlier by the Intermediary)

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

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

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

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

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

3.2 USE OF FUNDS

The table below sets out the intended use of funds raised under this Offer, based on the minimum and maximum subscription amounts, over a three year period. The amounts allocated will vary depending on relative success of strategies and what we consider will best achieve our growth objectives. For example, if a particular strategy is exceeding our targets, we may choose to double-down on the strategy.

	Minimum Subscription		Maximum Subscription
Intended Use	\$400,000	\$1,250,000	\$2,000,000
Inventory purchase	\$100,000	\$400,000	\$600,000
Team expansion and infrastructure	\$80,000	\$150,000	\$200,000
Export consulting and compliance	\$30,000	\$50,000	\$100,000
Strategy and commercial consulting	\$30,000	\$60,000	\$80,000
New product and packaging development	\$20,000	\$20,000	\$50,000
Advertising and marketing expenses	\$80,000	\$300,000	\$500,000
Human resources	\$27,200	\$47,200	\$67,200
Kunzea supply and production	-	\$80,000	\$150,000
Kunzea research	-	\$50,000	\$100,000
Offer fees	\$32,800	\$92,800	\$152,800
Total	\$400,000	\$1,250,000	\$2,000,000

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

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.

Supported by local sales revenue, it is expected that the Maximum Subscription amount will be sufficient to meet Zea's objectives over the next 36 months.

If only the Minimum Subscription amount is raised, Zea may scale back its plans and seek to meet its objectives over a longer time frame (beyond 36 months) unless additional funding is obtained or revenue exceeds our targets.

3.3 RIGHTS ASSOCIATED WITH THE SHARES

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

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

ELECTION AND REMOVAL OF DIRECTORS

Pursuant to clause 25.4 of the Constitution, shareholders may vote to elect and remove some of the directors of the Company. The Constitution also provides certain other special director appointment rights. These are set out in clause 25.2 and clause 25.3 of the Constitution and include special appointment rights for major members and founders.

GENERAL MEETINGS AND NOTICES

Clause 22.1 of the Constitution sets out when and how general meetings may be called.

1. Directors have the power to call meetings of all shareholders or meetings of only those shareholders who hold a particular class of shares.
2. Shareholders may requisition the holding of a general meeting in accordance with the Corporations Act 2001.

Shareholders must be given notice of any meetings in the manner contemplated by clause 22.2.

VOTING RIGHTS

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

DIVIDENDS

All shareholders have a right to receive any dividends declared and paid by the Company. The directors have a discretion and may resolve to pay dividends, subject to their obligations under the Corporations Act (e.g. 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).

RESTRICTIONS ON SALES

Any CSF Shares acquired under the Offer must not be onsold within 12 months of their issue without a prospectus or other disclosure document, unless an exemption under section 708 of the Corporations Act 2001 (Cth) applies (e.g. sales to sophisticated or professional investors) or unless ASIC gives relief from the requirement to provide such prospectus or other disclosure document. The Constitution also outlines certain rules and processes pursuant to which you may dispose of your Shares. This means that, except in respect of certain Permitted Transfers (as described in the Constitution) and other permissible disposals (such as pursuant to a drag along or tag along event), Member’s wishing to sell shares must offer those shares to Eligible Members (as defined in the Constitution) before those shares can be sold to third parties.

Additionally, if a sale or disposal would result in the Company having to issue a disclosure document or a product disclosure statement under Chapter 6D or Chapter 7 respectively of the Act, the sale may only occur in accordance with clause 12.5.

DRAW ALONG

Pursuant to clause 15 of the Constitution, where Members holding more than 65% of the Shares in the Company receive an offer from a third party to acquire all of the issued shares in the Company, those Members may require all other Members of the Company to sell their Shares to that third party (or to another Eligible Member, if the Board implements an Alternate Offer Process, pursuant to clause 15.3).

TAG ALONG

Similarly, where transfer proposed by a Member (or group of Members) would result in a third party acquiring at least 65% of the issued Share capital in the Company, then Members (other than those who intend to sell to that third party) will have the right to tag along pursuant to clause 14 of the Constitution.

PRE-EMPTIVE RIGHTS ON ISSUE OF SHARES

Shares may only be issued by the Company in accordance the Constitution. This means that, except in respect of certain Excluded Issues (as described in the Constitution), where the Company wishes to issue new shares, the Company must follow the procedure set out in clause 5 of the Constitution, including by offering each Eligible Member (as defined in the Constitution) the right to acquire the new shares.

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 shares after secured and unsecured creditors of the Company.

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, but are not limited to:

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

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

3.5 INVESTOR REWARDS

ALL INVESTORS

- Receive Equity Ownership in Zea Australia Pty Ltd
- Access to Quarterly Zea Investor Updates
- Added to the "Kunzea Community" list for early exclusive access to new releases
- Invitation to join the Future Products Development & Testing Team

In addition, the table below sets out the investor rewards based on the amount invested.

					
zea SUPPORTER	zea LOVER	zea ADVOCATE	zea CHAMPION	zea GOLD	zea PLATINUM
\$15 Online Gift Voucher	\$50 Online Gift Voucher	\$150 Online Gift Voucher	2X \$150 Online Gift Voucher (Value \$300)	2X \$250 Online Gift Voucher (Value \$500)	5X \$250 Online Gift Voucher (Value \$1250)
3 Native Trees Planted	5 Native Trees Planted	10 Native Trees Planted	15 Native Trees Planted	30 Native Trees Planted	50 Native Trees Planted
Future Product Testing Team	Zea Tote Bag	Zea Tote Bag + Product Hamper	Zea Tote Bag + Product Hamper	Zea Tote Bag + Product Hamper	Zea Tote Bag + Product Hamper
	Future Product Testing Team	Future Product Testing Team	Future Product Testing Team	Future Product Testing Team	Future Product Testing Team
				Limited Edition Zea Gourmet Apron	Limited Edition Zea Gourmet Apron
				Video call with the Directors	Dinner with the Directors
\$250+	\$1,000+	\$2,500+	\$5,000+	\$10,000+	\$50,000+

*wholesale Investors Only

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

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.

DISTRIBUTION OF ANNUAL REPORT

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

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).

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.

COMPANY UPDATES

The Company will provide regular updates to investors on the Company's website at the following address www.zea.com.au, via the Company's share registry website and via the Intermediary's platform.

GLOSSARY

Company means Zea Australia Pty Ltd ACN 658 792 191

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 Birchall Financial Services Pty Ltd AFSL 502618

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

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

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

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

REFERENCES

1. See Appendix 1 for a brief list of publications
2. <https://www.zea.com.au/pages/reviews>
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APPENDIX 1

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