

AUSTRALIAN WELLNESS

Crowd-Sourced Funding Offer Document

Roogenic Pty Ltd Date: 18 April 2023

Offer of fully-paid ordinary shares in Roogenic Pty Ltd at \$0.29 per share to raise a maximum of \$1,650,000.

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

Issuer Roogenic Pty Ltd. ACN 612 354 104

Intermediary Birchal Financial Services Pty Ltd AFSL 502618

WELCOME TO COUNTRY

ROOGENIC OPERATES ON THE LAND OF THE WHADJUK NOONGAR NATION AND BUNDJALUNG NATION.

WEACKNOWLEDGE THE IMMENSEHISTORY AND KNOWLEDGE OF ABORIGINAL AND TORRES STRAIT ISLANDER PEOPLE AND ACKNOWLEDGE THAT SOVEREIGNTY WAS NEVER CEDED.

WE ARE GUIDED BY OUR CLOSE RELATIONSHIPS WITH TRADITIONAL OWNERS ON COUNTRY, AND PAY OUR RESPECTS TO ABORIGINAL ELDER'S PAST, PRESENT AND EMERGING.

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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.

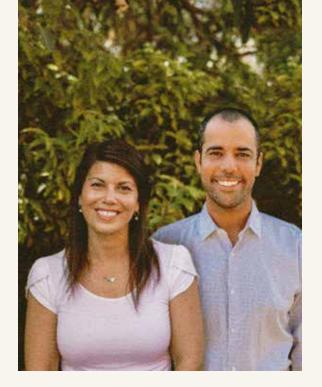
Your investment is unlikely to be liquid. This means you are unlikely to be able to sell your shares quickly or at all if you need the money or decide that this investment is not right for you.

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.





LETTER FROM THE FOUNDERS

On behalf of the team, thank you for your interest in Roogenic's equity crowd-sourced funding campaign. An exciting investment opportunity, this is your chance to share in our continuing success as we create new Australian-made health products and continue to expand globally.

Dear prospective Roogenic shareholder,

How it started

We, Oren & Adi, launched Roogenic with a mission to improve the health and wellness of people worldwide with natural remedies.

This inspired years of research into natural health and wellness, eventually leading to our focus on Australian medicinal bushfoods as we believe Australia is home to some of the world's most nutritionally dense plants — right here in our own backyard. What we couldn't believe was how underrepresented Australian bushfoods were in the global health and wellness market.

From there, we partnered with naturopaths, Indigenous growers and small farmers to create Australian-made teas, tonics and powders with functional health benefits.

We started by serving them at our Fremantle Markets store in Western Australia. Almost immediately, we were receiving feedback from customers who were experiencing significant gut improvements, transformative sleeping patterns, reduced inflammation and more. To us, it was clear that millions of people could benefit from Australian bushfoods worldwide.

Where we're heading

Over seven years on and we have now received over 300,000 orders and built a strong retail presence in Australia, Singapore and Japan, demonstrating proof of concept.

In the last 12 months alone, we have expanded our award-winning Australian tea range, revitalised our spice offering and launched a new Superfood Powder range with huge success. Additionally, taking on a new major domestic distributor has strategically expedited our retail presence in Australia.

But we don't want to stop here — hand in hand with our long-term Indigenous partners and small farmers, we're on a mission to keep growing with the goal to help millions of people across the world access the unique healing properties of Australian medicinal plants.

Warm regards

OREN BARAK – FOUNDER • ADI BARAK – FOUNDER

Since our first two rounds of Equity Crowdfunding, we've set out to achieve some ambitious goals.

Here is what we've achieved so far.

	1	Release 4+ new tea blends.
Increase retail distribution, servicing 500 additional health food stores or practitioners in Australia. Continue to strengthen our relationship with our community by creating compelling educational content. Progress with our ready to drink products. Develop our social community to over 110,00 community members Build stronger relationships and larger supply contracts with bushfood suppliers including new Indigenous growers. Develop relationships with distributors in new international markets. What's left to do: Release ready to drink products to the Australian and international market.	1	Release our new eco-friendly spice range.
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In January 2022, we launched our new naturopath-formulated functional superfood powders designed for sleep, gut health, inflammation and skin health.



It was an extremely successful launch selling over 2,500 powders within the first month alone. And we are now in our second production to support consistent sales.

This new range has helped us broaden our audience, appealing to younger demographics that are interested in natural health solutions.

We have successfully expanded further into the functional tea category with the addition of Menopause Day Tea, Menopause Night Tea, Focus Tea & Collagen Tea. The four new tea blends selling a total of 12,500 in the first 6 months alone.

As a potential investor, we're proud to share with you the continued growth of our product range and success.

Investing in the future of Australian Wellness: *functional drinks*

At Roogenic, we're always looking towards the future. That's why we're proud to give you insight into our next product creation: a new range of functional drinks that utilise the potent medicinal properties of native Australian plants.

This round of Equity
Crowdfunding will
support this project and
make it a reality.



*Conceptual render for illustrative purposes only

To make this project a reality, we're collaborating with leading researchers at the University of Queensland and Indigenous growers from the Nyul Nyul community.

Together, we're crafting powerful tonics that will be designed to support sleep, gut health, energy, focus, and more. With our innovative new range, we're excited to take Australian wellness to the world stage and create a product with an incredible economic scale.

Each drink will have a unique and flavorful formula designed to appeal to a global audience.

BOOKENK

BERICA



Company name	Roogenic Pty Ltd
ACN	612 354 104
Date of incorporation	12.05.2016
Registered address	NEXIA PERTH, Level 3, 88 William Street, PERTH WA 6000
Principal place of business	1/11 Roper Street, O'Connor WA 6163 AUS
NSW Manufacturing & Distribution Centre	70 Backmede Road, Backmede NSW 2470

ROOGENIC





We believe in the healing power of Australian bushfoods

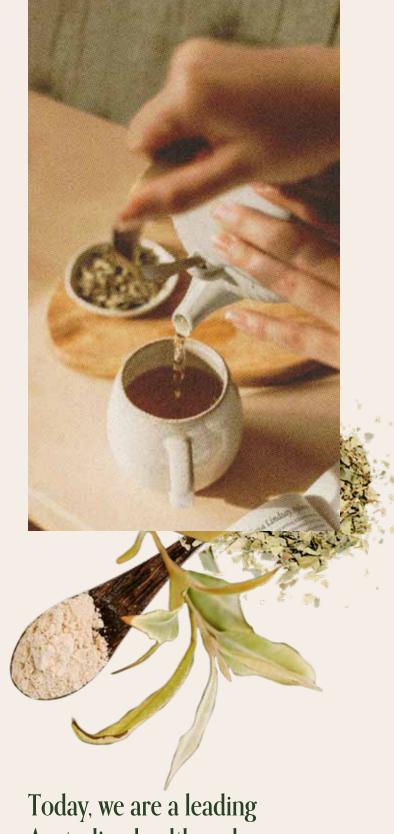
2.2.1 About the Company

We are a health-conscious bunch that passionately believe in the medicinal health properties of native Australian plants.

From the start, we have partnered with Indigenous communities and small farmers that share our vision of growing the bushfood industry so the people of Australia and the world can utilise their incredible health benefits.

We launched in 2015, serving iced teas brewed with native Australian plants at the Fremantle Markets in Western Australia. From there, we have experienced rapid growth, building our roo-community of health conscious tea lovers across the world.

All of this growth and support has enabled us to expand with manufacturing and distribution facilities in Western Australia and New South Wales.



Today, we are a leading Australian health and wellness company.

Proudly making functional products that marry the traditional medicinal use of bushfoods with scientific research to help improve the livelihood of people looking for natural health solutions.



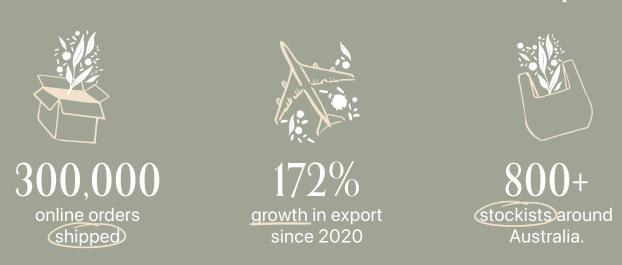
COMPANY OVERVIEW



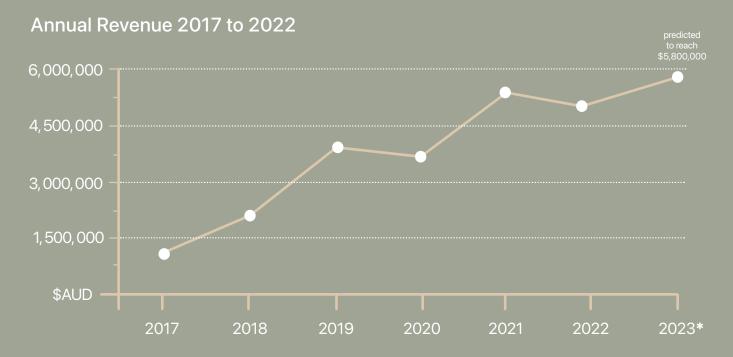
WE ARE A LEADING
AUSTRALIAN HEALTH &
WELLNESS COMPANY
MAKING FUNCTIONAL
PRODUCTS THAT MARRY
THE TRADITIONAL
MEDICINAL USE OF
BUSHFOODS WITH
SCIENTIFIC RESEARCH.

Brewing up success

We proudly launched in 2015 with a mission to put Australian medicinal bushfoods in homes across the world, empowering a healthier community while supporting Indigenous growers and small farmers. Since then, we've brewed up:



We've achieved strong revenue growth as we've pivoted to a focus on Wholesale and Online sales channels over the past seven years.



Projected 2023 Revenue is based on actual revenue for the 9 months to 31 March 2023, extrapolated out for 4Q23. We have adopted a conservative average of \$5,800,000 for FY2023 revenue.

The projected 2023 Revenue figure of \$5,800,000 is not guaranteed.

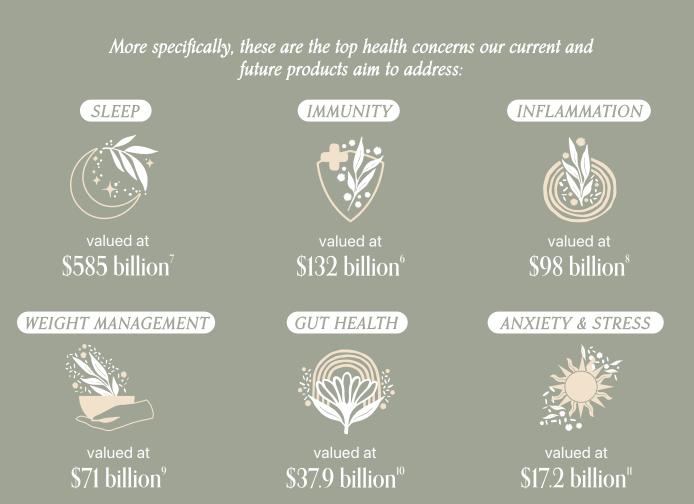
From bush to billions

It's time Australia got its fair share of the pepperberry & kangaroo pie.

It may be hard to believe but the global wellness industry is already worth 4.75 trillion dollars¹ and is estimated to reach 7 trillion by 2025².

Currently, Roogenic fits into the following categories:





Word on the gum tree

From the beginning, we have set out to create a community not a customer base.

We have been incredibly lucky to share tea with 10,000's of people across Australia, sharing stories, feedback and announcements. Without our Roogenic community, we know we wouldn't be here.





10,000+ five star reviews





(and counting) awards

For people & planet

We champion sustainability. At Roogenic, we're proud to be committed to using sustainable packaging options wherever possible.

From the start, we have partnered with Indigenous growers and small farmers that share our vision of growing the native Australian bushfood industry worldwide.

As a non-Indigenous owned company, we see choosing Indigenous growers over big commercial farms, wherever possible, as critical to not only honouring Indigenous culture but ensuring the continued inclusion of Indigenous growers in the bushfood supply chain. At Roogenic, we invest part profits into community.

To date, we have:



\$1.2 million

worth of bushfoods purchased from Indigenous growers



58%
of our bushfoods
are sourced from
Indigenous growers



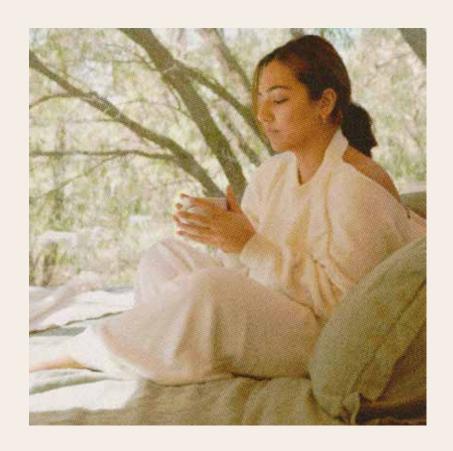
of our product packaging is plastic-free



10%

of profits are invested back into community.

OUR MISSION STATEMENT



TO SHARE AUSTRALIAN
WELLNESS WITH THE
WORLD TO CREATE
WIDESPREAD BETTER
HEALTH.

At Roogenic, we <u>partner</u> with naturopaths and Traditional Owners, to <u>consciously create</u> our range of Australian-made teas, tonics and powders <u>made</u> with native bush foods to <u>support key health</u> concerns including sleep, gut health, inflammation and immunity.



We currently have 19 unique tea blends available, each blend targets a specific health concern including sleep, gut health, inflammation, women's health and more.









In 2022, we released our new eco-friendly bushfood range. The new packaging for this range is 100% biodegradable.



Our new daily Superfood Powders have been designed by naturopaths to improve gut health, sleep, skin elasticity and inflammation.

Each blend contains the highest quality wild-harvested or organic bushfoods which work in synergy with prebiotics, probiotics and non-native ingredients to help support health outcomes.





This community is growing and is now at over 110,000 followers across social media and 90,000 email subscribers.

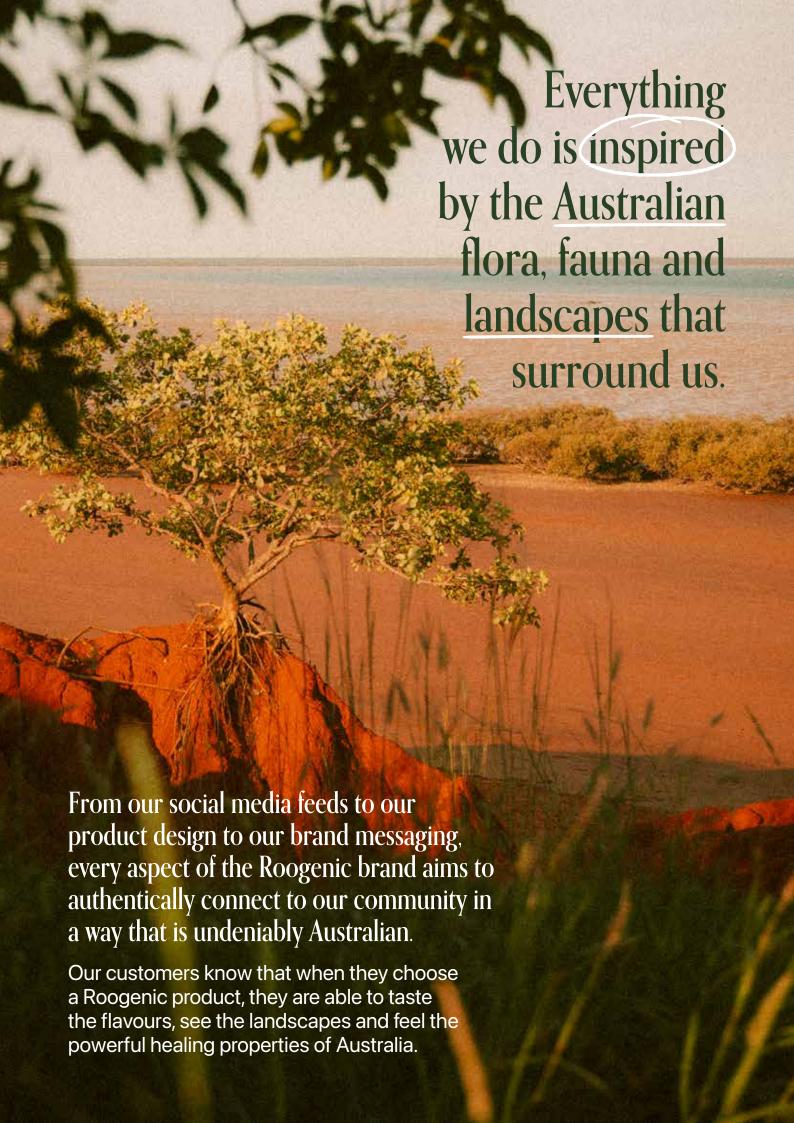


From the beginning, we have set out to build a community not a customer base.

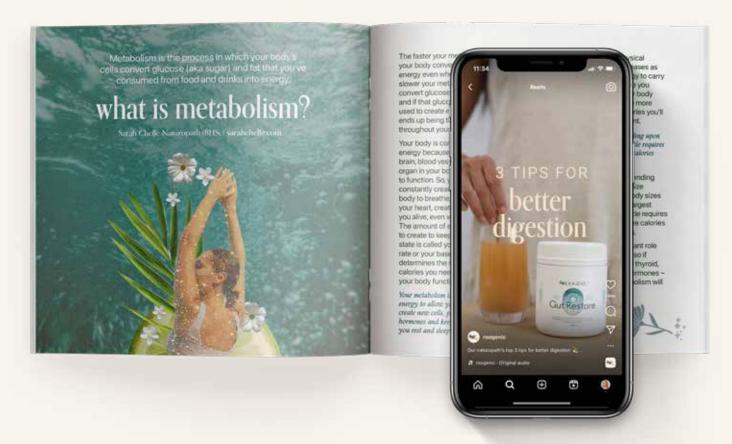
We understand that the Roogenic community wants more than a product but an effective health solution they can trust.

So we aim to engage with our community by educating them on the powerful health properties of Australian bushfoods and helping them solve their real life health concerns with these rare medicinal plants.

Many Roogenic customers have experienced relief from insomnia, inflammation and gut issues, culminating in a strong consumer to brand trust and appreciation for Australian bushfoods.



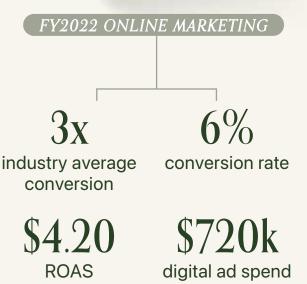
At Roogenic, we connect with our audience across digital media channels, sharing value-based content that inspires the use of Australian bushfoods.



Sharing a cuppa with our customers isn't always possible. So we've had to adapt.

At Roogenic, we connect with our audience across digital media channels, sharing value-based content that inspires the use of Australian bushfoods.

These channels are dynamic and allow us to tell a story that resonates with our community, creating virtual word of mouth that has culminated in over 10 million views and 70,000 Facebook likes.





Functional Natural Health

Many Roogenic customers have shared their experience of feeling increasing lifestyle-related health concerns such as interrupted sleep, immunity, gut issues and stress, they want to feel empowered in looking after their own health and wellbeing, seeking a natural alternative over conventional remedies. Roogenic consciously makes easy-to-use products with functional rare ingredients that meet all these needs.

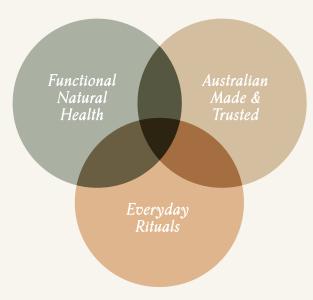
Australian Made & Trusted

When you brew Roogenic, you're choosing to celebrate Australian culture. With every sip, you can feel the benefits and connect to Australian stories. These products aren't just made in Australia, they were born here.

Everyday Rituals

We believe people are increasingly overwhelmed by stress and anxiety living in an overstimulated, complex world. With Roogenic products, we're encouraging people to pause, be present, pour a cuppa and share a moment with themselves or a loved one.





Made in Australia

Supporting Australian manufacturers and suppliers has always been important to us.

All Roogenic teas and spices are proudly designed, blended, produced and packaged in Australia within our New South Wales and Western Australian production facilities.

In 2023, we've partnered with 'Strive For Zero' - an Indigenous owned manufacturer - to produce all of our tea packaging locally with zero emissions.















From bush to beyond

We have intentionally secured supply to scale with our growth to international markets.

For the last 8 years, we have worked closely with our Indigenous growers and small farmers to build strong relationships and long term supply arrangements, increasing our purchasing power and ensuring the continued success of our farming partners. Strategically, Roogenic is also directly collaborating with our partners and new growers to increase crop plantations to further secure supply.

These relationships are key to the long term global success of the company, while also limiting new competitors entering the market.

As an example, Roogenic has secured a longterm contract for supply of Lemon Myrtle with a USDA organic certification and has secured supply of key bushfoods based on forecasted sales and growth.



Bushfoods have never been more accessible

Revenue & Distribution

We are both a direct-to-consumer and wholesale food and beverage brand selling through our e-commerce shop worldwide and to over 800 retailers in Australia, Singapore and Japan. Strategically, we have positioned our products in outlets that align with our market value and consumer interests.

Retail: Our flagship Roogenic store and pop up locations in key seasonal periods offer a dynamic in-person experience.

Online: Our e-commerce store offers a digital brand experience, delivering orders from two strategic locations in Western Australia and New South Wales.

Wholesale: We service greengrocers, supermarkets, gift shops and tourist outlets, distributing from both warehouses.

Third-Party Distribution: We have partnered with one of Australia's largest natural health distributors to service health food stores, pharmacies and practitioners.

Export: We have built a strong retail presence in Singapore and Japan while we are actively in negotiations with distributors & agents in Dubai, Hong Kong, China, Indonesia and Vietnam.

Science <u>meets</u> nature

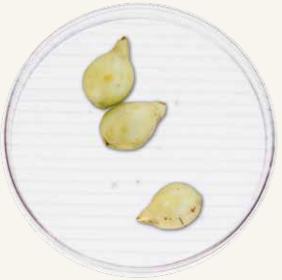
Roogenic is unique in the global marketplace as our products are designed in collaboration with naturopaths and focus on marrying the medicinal use of bushfoods with scientific research to create a powerful natural remedy that is extremely effective.

At this stage, we have a range of teas, tonics, powders and spices available, with each product targeting a specific health concern including sleep, immunity, weight loss, gut health, inflammation and more.

Roogenic has a strong Unique Value Proposition (UVP) which makes us leaders in the bushfood industry.

Although competition does exist, it is young and therefore less established by contrast.





Rare Australian bushfoods

Roogenic has supply and access to rare plants that are only available in Australia. We work closely with our Indigenous growers and small farmers to build strong relationships and supply contracts. These relationships are key to the long term global success of the company, while it also limits new competitors entering the market.

Health & wellness focus

We are uniquely positioned in the bushfood industry as we have a health and wellness focus. Our products are designed with naturopaths and traditional custodians to specifically address top health concerns facing consumers.

Multi-Channel business model

Roogenic operates a successful multi-channel business model with an established online shop, domestic and international wholesale presence and retail store.

Customer base

Roogenic has established extensive brand awareness and a loyal customer base. Roogenic has had firstmovers advantage in the industry, becoming a reputable household name across Australia.

Manufacturing & distribution

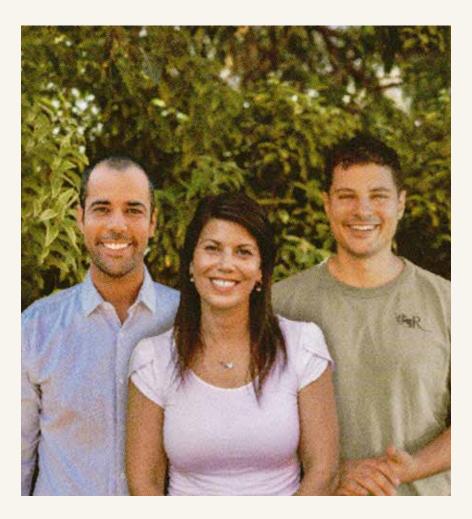
Roogenic has facilities in both Western Australia and New South Wales, allowing us to manufacture and distribute our products from two strategic locations, mitigating the risks of supply chain failures and COVID-19 impacts.

OUR TEAM



OUR TEAM IS COMMITTED
TO SHARING OUR
POWERFUL AUSTRALIAN
WELLNESS PRODUCTS
WITH THE WORLD.

OUR DIRECTORS AND SENIOR MANAGERS



Oren Barak

CEO & Co-Founder (Director)

A pioneer in the Australian health and wellness industry, Oren has dedicated his career to developing products that offer functional health solutions.

Since Roogenic's inception, he has been central to nurturing the company's vision and strategic positioning in the global market with unrelenting optimism.

Adi Barak

CFO & Co-Founder (Director)

A Chartered Accountant with a decade of experience in taxation, business development, sales and management, Adi has turned her attention to commercial enterprise where her passion for health and wellness products could be realised.

At Roogenic, Adi is actively involved in our financial management, strategy, commercial operations and business development.

Jordan Bruno

Marketing Director (Senior Manager)

Jordan joined Roogenic 5 years ago fresh off the heels of cooking reality tv, My Kitchen Rules, where he cooked up a storm with his beautiful Mum (hi Anna!).

From the get go, Jordan has sought to build an in-house marketing team with a range of key skills to help execute leading marketing strategies.



Kerrene Buford Marketing Manager



Chantelle Malone Senior Designer



Imogen Mason
Head Community Manager



Steph Cawley
Wholesale Relationships Manager



Melissa Zemanek
Product Manager



Victor Lim
Supply Chain Coordinator



Danjun Gong Company Accountant



Sari Manson Lead Naturopath

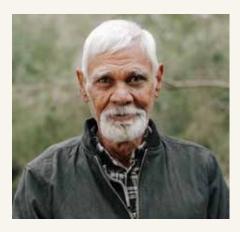


Danielle Cameron
Aboriginal Engagement Officer



Sarah Antcliffe
Administrator

OUR PARTNERS



Bruno Dann

Ambassador

Elder Bruno of the Nyul Nyul people is a custodian of Winawarl, the country also known as Twin Lakes Cultural Park. Elder Bruno started working with Roogenic in 2016, supplying Gubinge (Kakadu Plum) and Jilungin, the rare medicinal plant used in Roogenic's award-winning sleeping teas and other bushfoods.

Elder Bruno is a Roogenic Ambassador and farming community partner.



Michelle On

Ambassador

Michelle On of the Dak Djerait people is the founder of Kiril Park Wild Harvest, supplying winner of the 2022 Clean + Conscious Award for Superfoods, Kakadu Plum to Roogenic.

She is a Roogenic Ambassador and farming community partner.



Bruce Fielding

Board Advisor

Bruce, a Chartered Accountant and former CEO at Nexia Perth, enthusiastically joined Roogenic in November 2020 as a strategic advisor to help take the business to the next level of innovation and global expansion. He has worked closely with the team to develop a strategic plan and refine their priorities in the global wellness market where opportunity abounds.



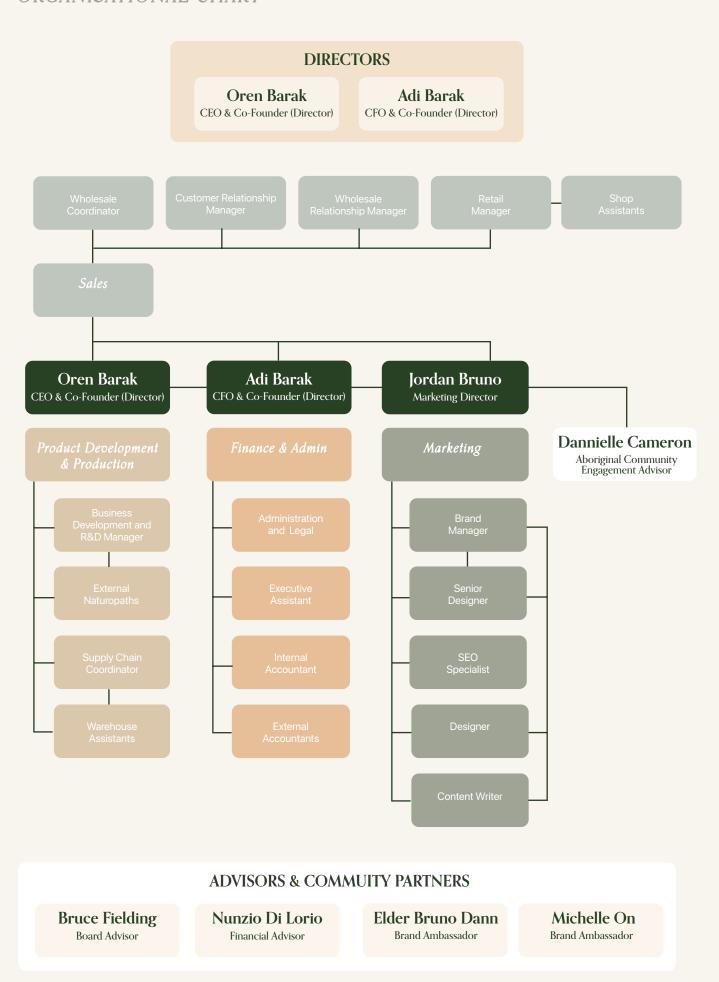
Nunzio Di Lorio

Financial Advisor

Nunzio has over 30 years' experience in taxation, beginning his career with the Australian Tax Office before joining one of the Big 4's tax consulting divisions.

Nunzio joined Roogenic as an advisor in 2016 and advises on complex tax issues, trusts and partnerships, international tax and expatriate related tax issues.

ORGANISATIONAL CHART



2.5 CAPITAL STRUCTURE

2.5.1 Issued capital (before and after the Offer)

As at the date of this CSF offer document, the Company has 109,531,276 ordinary shares and 11,595,364 options on issue. The ordinary shares and options on issue are held as follows on the assumption that all options will vest and be exercised when due:

Table 1: Issued capital of the Company before the Offer

Shareholder	Ordinary shares held	Options held	Total	% of Total
Baratan Pty Ltd (ACN 608 937 140) ATF Barak Matan Family Trust	52,179,138	-	52,179,138	43.1%
Pinetree Lightning Pty Ltd (ACN 612353 385) ATF Oreniko Family Trust	52,179,138	-	52,179,138	43.1%
Jordan Bruno		11,595,364	11,595,364	9.5%
Ordinary shares issued under CSF offers in 2022	5,173,000	-	5,173,000	4.3%
Total on issue	109,531,276	11,595,364	121,126,640	100%

The table below sets out the capital structure following this Offer on a fully diluted basis and assuming all options are exercised when due:

Table 2: Issued capital of the Company following the Offer

Shares/Options	Minimum subscription	Maximum subscription
Existing ordinary shares	109,531,276 89.2%	109,351,276 86.4%
Existing options	11,595,364 9.6%	11,595,364 9.1%
Offer shares	1,724,137 1.4%	5,689,655 4.5%
Total	122,850,777 (100%)	126,636,295 (100%)

2.5.2 Rights and liabilities associated with securities

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

Under the Constitution, the directors have the discretion to approve a transfer of shares to a third party. 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 Company's Constitution is available on the Intermediary's platform.

2.5.3 Sources of financing

LOANS FROM FOUNDERS AND RELATED PARTIES

Roogenic has been substantially self-funded since establishment, reliant only on some loans from the Founders, Adi Barak and Oren Barak, which the company has been progressively repaying from its trading profits. As at 30 June 2022 the balance outstanding in loans by the Founders was \$135,199 (2021 – \$215,904).

Commercial loans and chattel finance

In July 2021, a loan facility was obtained from Commonwealth Bank on the following terms:

- Limit of \$720,000
- Term of five years repayable by principal and interest instalments over that time
- Secured by a first ranking charge over Roogenic Pty Ltd's assets and undertakings and supported by personal guarantees of the Founders plus guarantees by their related entities.

The loan was obtained to support further expansion of production and warehousing facilities and inventory expansion in anticipation of growth in the business and as a precaution against supply chain interruption.

The balance outstanding as at 30 June 2022 was \$515,575 with \$85,000 available to redraw.

Commercial vehicle finance facilities (chattel mortgages) have been utilised for the purchase of 3 motor vehicles. As at 30 June 2022 the total balance outstanding was \$34,859 (2021 - \$51,945).

Meeting financial obligations

The Company has been meeting all financial obligations including repayment of loans out of its current resources from trading. It is anticipated that this will continue in future.

2022 First and Second round Crowd Sourced Equity raising

On 5 April 2022, Roogenic Pty Ltd issued an Offer Document and opened a Crowd Sourced Equity offer on the Birchal platform. This offer was fully subscribed on the same day - \$793,250 raised. Due to the overwhelming demand for the First offer, a Second-round offer was opened on 14 April 2022 and closed the same day raising a further \$500,000 on the same terms.

No Funds from this Offer to be used for loan repayments

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

2.6 RISKS FACING THE BUSINESS

An investment in Roogenic 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).

Economic Risk:

While the natural health & wellness market is growing globally, there is no guarantee that this will continue into the future, and the growth of Roogenic is subject to economic factors beyond our control. These factors include but are not limited to: economic outlook for Australia and overseas countries, consumer sentiment, unemployment rates and adverse exchange rate instability, any of which may affect consumer behaviour and contract the growth of the natural health & wellness industry.

Agricultural and Cultivation Risk:

Roogenic's business is based on the unique agricultural production and supply of Australian bushfoods. As a result, Roogenic is susceptible to risks that come with the native agricultural industry. These risks include:

- (a) Undersupply of crops due to natural causes including environmental factors such as disease, pests, drought or bush fires.
- (b) The geographical limitation of some bushfoods means certain plants cannot be mass commercialised outside of certain locations. Some bushfoods only thrive in certain environmental conditions and could hinder Roogenic's growth if undersupplied.

Roogenic has strategic plans in place to mitigate these risks but cannot guarantee the future supply of bushfoods in Australia.

Product Development Risk:

Roogenic's ability to execute new products that meet customers expectations and market trends is essential to the company's long term success. This process can require considerable financial and human resources that, if not successful, could hinder the sales growth, competitive advantage and ability to maintain margins.

Competition Risk:

The market for Australian bushfoods & health and wellness has been continuously growing, as new competitors are entering the market. Whilst we have first-mover advantage and a loyal customer base, new competition could negatively affect the business, taking market share from Roogenic. Strategically, Roogenic will continue to release new products and expand to new markets that capitalise on market trends to stay ahead of the competition.

Cash Flow Risk:

The Company has been operating profitably for a number of years fully funded by its existing capital base and financial resources. The funds raised under this Offer are intended to support plans for growth and expansion as detailed elsewhere in this Offer Document. Nevertheless, as with any commercial enterprise, market and economic conditions may impact future trading.

The Company is not immune to such risks and a significant change in trading conditions caused by economic downturn, competition, availability of raw materials or other factors may impact future trading and cause disruption to cash flow.

Dilution Risk:

In the event that the Company undertook a future capital raise by share issue and there was either no opportunity for existing shareholders to participate or a shareholder chose not to participate, then there is a risk that the shareholder's proportionate ownership of the Company may be diluted.



Following are the principal financial statements of the Company for the financial year ended 30 June 2022 and the principal restated financial statements for the financial year ended 30 June 2021.

The financial statements were prepared by the Company's external accountants and in accordance with accounting standards as a General Purpose Financial Report. The financial statements were not audited.

Financial information for the 6 months ended 31 December 2022 have also been included. The information has been prepared on a consistent basis based on management accounts, and accordingly may be subject to change.

2.7.1 Statement of Profit or Loss for the year ended 30 June 2022

		Restated
	30 June 2022	30 June 2021
	\$	\$
Revenue	5,048,873	5,449,837
Cost of sales	(1,274,236)	(2,111,839)
Gross profit	3,774,637	3,337,998
Other income	105,168	282,305
Crowd funding expenses	(224,132)	-
Administration expenses	(1,252,945)	(1,043,876)
Employee expenses	(2,177,466)	(1,990,849)
Depreciation and amortisation	(198,522)	(248,395)
Share based payments	(27,190)	-
Finance expenses	(58,079)	(75,241)
Other expenses	(177,480)	(105,782)
Profit / (loss) before income tax	(236,009)	156,160
Income tax	-	(78,779)
Profit / (loss) for the year	(236,009)	77,381
Other comprehensive income		
Net other comprehensive income for the year	-	
Total comprehensive income / (loss) for the year	(236,009)	77,381

COMMENTARY

- 2022 proved to be a challenging year for the business with Covid-19 Omicron severely impacting retail trade.
 Our experience was that the very significant increase in community infections concurrent with the relaxing of restrictions around the country in 2H22 resulted in substantial reductions in retail activity. This had a marked impact on our Wholesale trade.
- Business performance was, however, significantly enhanced by the improvement in Gross Profit from 61.2% (2021) to 74.8% (2022). This was the result of improved purchasing, manufacturing efficiencies from investment, and the implementation of the East Coast based distribution facility.
- 2H22 also saw the transition from direct distribution to a 3rd party distributor in the key markets of Health Stores, Pharmacies and practioners. Whilst this resulted in lower overall sales we have seen a substantial increase in retail outlets as a consequence and this is now being reflected in overall wholesale activity.
- Additional costs were incurred in Administration and Employee costs as the company recruited for key roles and improved systems to support future growth.

The 2022 Financial Statements were prepared as General Purpose Financial Statements in accordance with accounting standards. The 2021 comparative figures have been restated to the same standards.

2.7.2 Statement of Financial Position as at 30 June 2022

	30 June 2022 \$	Restated 30 June 2021 \$
Assets		
Current assets		
Cash and cash equivalents	1,033,725	135,188
Trade and other receivables	209,139	141,483
Inventories	1,188,585	431,488
Loan receivables	-	203,651
Other assets	59,535	9,211
Total Current Assets	2,490,984	921,021
Non-Current Assets		
Property, plant and equipment	371,652	345,186
Right-of-use assets	514,671	657,113
Financial assets	13,500	13,500
Intangible assets	34,348	34,561
Deferred taxes assets	_	
Total Non-Current Assets	934,171	1,050,360
Total Assets	3,425,155	1,971,381
Liabilities Current Liabilities		
Trade and other payables	255,200	257,100
Contract liabilities	103,216	-
Loans and borrowings	593,586	115,357
Lease liabilities	153,012	129,437
Employee benefits	154,236	126,495
Income tax payable	-	4,087
Total Current Liabilities	1,259,250	632,476
Non-Current Liabilities		
Loans and borrowings	155,613	260,031
Lease liabilities	439,039	592,052
Total Non-Current Liabilities	594,652	852,083
Total Liabilities	1,853,902	1,484,559
Net Assets	1,571,253	486,822
Equity		
Share Capital	1,293,350	100
Share based payments reserve	27,190	-
Retaining earnings	250,713	486,722
Total Equity	1,571,253	486,822

COMMENTARY

- The financial position of the company was significantly enhanced by the successful 2022 CSF issues adding \$1,293,000 of capital.
- Investments were made in securing critical inventory of Australian native ingredients to support new and expanded product ranges and growth in production.
- As at 30 June 2022 the company had an extremely healthy working capital position of \$1,231,734 up from \$288,545 the year prior.

The 2022 Financial Statements were prepared as General Purpose Financial Statements in accordance with accounting standards. The 2021 comparative figures have been restated to the same standards.

2.7.3 Statement of Changes in Equity as at 30 June 2022

Balance at 1 July 2021 Loss for the year Other comprehensive loss for the year	Share capital \$ 100	Share based payments reserve \$	Retained earnings \$ 486,722 (236,009)	Total equity \$ 486,822 (236,009)
Total comprehensive loss for the year		_	(236,009)	(236,009)
Transactions with owners in their capacity as owners: Issue of shares Issue of options	1,293,250	- 27,190	-	1,293,250 27,190
Dividends paid	-	27,100	_	-
Balance at 30 June 2022	1,293,350	27,190	250,713	1,571,253
	Sharo	Share based	Datained	

		Share capital	Share based payments reserve	Retained earnings	Total equity
	Note	\$	\$	\$	\$
Balance at 1 July 2020		100	-	388,541	388,641
Adjustment for correction of error	28	-	-	64,800	64,800
Balance at 1 July 2020 - adjusted		100		453,341	453,441
Profit for the year		-	-	77,381	77,381
Other comprehensive loss for the year		-	-	-	_
Total comprehensive profit for the year		-	-	77,381	77,381
Transactions with owners in their capacity as	owners:				
Dividends paid		-	-	(44,000)	(44,000)
Balance at 30 June 2021		100	-	486,722	486,822

COMMENTARY

• This statement reflects the successful CSF capital raise in 2022 being the issue of \$1,293,250 in new share capital.

The 2022 Financial Statements were prepared as General Purpose Financial Statements in accordance with accounting standards. The 2021 comparative figures have been restated to the same standards.

2.7.4 Statement of Cash Flows for the year ended 30 June 2022

	Note	30 June 2022 \$	30 June 2021 \$
Cash flows from operating activities			
Receipts from customer		5,136,183	5,602,286
Government subsidies		53,410	50,000
Interest Received		8	11,271
Payments to suppliers and employees		(5,887,838)	(5,103,250)
Interest paid		(58,079)	(75,241)
Income tax paid		(4,087)	(162,822)
Net cash used in operating activities	23	(760,403)	322,244
Cash flows from investing activities		(00.40.4)	(005.040)
Payment for property, plant and equipment		(82,124)	(295,213)
Proceeds from disposal of property, plant and equipment		-	-
Payment for intangible assets		(210)	(3,596)
Payment for financial asset		-	(13,500)
Net cash used in investing activities		(82,334)	(312,309)
Cash flows from financing activities			
Proceeds from issue of shares		1,293,250	_
Proceeds from loan and borrowings		765,790	33,946
Payment of dividends		-	(44,000)
Repayments of loan and borrowings		(241,937)	(57,488)
Repayment of lease liabilities		(129,438)	(149,287)
Proceeds from related parties		203,651	42,485
Repayment of loans to related parties		(150,042)	-
Net cash provided by financing activities		1,741,274	(174,344)
Net increase/(decrease) in cash and cash equivalents		898,537	(164,409)
Cash and cash equivalents at the beginning of the year		135,188	299,597
Cash and cash equivalents at the end of the year		1,033,725	135,188

COMMENTARY

- This statement highlights the very strong cash position of the company as at 30 June 2022.
- Also notable is the substantial inventory investment reflected in the Net Cash Used in Operating Activities 100% of this amount correlates to the increased inventory held as at 30 June 2022.

2.7.5 Management Profit & Loss Statement for 6 months to 31 December 2022

Total operating costs Earnings before interest, tax, depreciation & amortisation	\$2,195,376 -\$11,177	\$1,912,722 -\$324,940
All other expenses	\$77,764 \$2105.276	\$73,762 \$1,012,732
		·
Property expenses	\$129,943	\$108,480
Employment costs	\$1,150,737	\$1,121,456
Administration costs	\$836,931	\$609,024
Expenses		
Total income	\$2,184,198	\$1,587,782
Other income	\$50,351	\$10,453
	74%	58%
Gross profit	\$2,133,847	\$1,577,329
Cost of sales	\$759,618	\$1,151,473
Sales	\$2,893,466	\$2,728,802
	31.12.2022	31.12.2021

COMMENTARY

Current year trading - 6 months to 31 December 2022 (1H23)

- Roogenic has experienced a modest increase in Sales in 1H23 as against the comparable prior
 period (+6%). Improved trading conditions for the Fremantle Markets retail store due to post-CV19
 normalisation and strong Online sales performance were partly offset by difficult retail trading
 conditions impacting our Wholesale division.
- Gross profit improved substantially 74% up from 58% as a result of a number of innovations including establishing an East Coast distribution network, improved buying power and manufacturing efficiencies from investment in equipment.
- Costs were generally contained but reflected increases due to inflation and added resources including investment in employment of specific skills for future expansion.

Trading Update - Quarter 3 FY 2023

 We have achieved total revenue of 1,448,129 in Q3 of 2023 FY. We have achieved a 35.8% increase in sales (compared to Q3 2022 FY). Retail increased by 146%, online increased by 36% and wholesale decreased by 4%.

Trading income	Q3 FY22/23	Q3 FY21/22
Total trading income	1, 448, 129	1, 066, 117



3.1 TERMS OF THE OFFER

The company is offering 5,689,655 shares at an issue price of \$0.29 per share to raise up to \$1,650,000. The key terms and conditions of the offer are set out in the table below.

Terms of the Offer

Term	Details
Shares	Fully-paid ordinary shares
Price	\$0.29 per share
Minimum Subscription	\$500,000
Maximum Subscription	\$1,650,000
Opening date	18 April 2023
Closing date	4 May 2023, unless closed earlier by the Intermediary

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

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

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

The Offer is not underwritten.

3.2 USE OF FUNDS

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

Use of funds

Intended use	Minimum Subscription	Maximum Subscription
New Product Development	\$149,940	\$235,000
Ready to Drink Manufacturing	\$219,912	\$470,000
Ready to Drink (Marketing)	\$47,180	\$450,000
International expansion (Inventory)	\$50,168	\$244,700
Technology	\$0	\$148,500
Offer Cost	\$32,800	\$101,800
Total	\$500,000	\$1,650,000

As the Company has been and continues to operate on its existing capital base and financial resources, the items described as New Product Development, Manufacturing, Inventory and Marketing in the table above refers to expanded Working Capital required to fund the growth of the Company's operations.

Funds raised under this Offer are not required to meet existing obligations including remuneration or other benefits paid to related parties, shareholders, directors or management.

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

We expect that the Maximum Subscription amount will be sufficient to meet the Company's short-term objectives over the next 18–24 months.

Note that the Company has been operating and self-funded for a number of years and the funds raised through this Offer are not required to fund existing operations but to enable the Company to accelerate its growth and expansion as outlined elsewhere in this Offer Document

3.3 RIGHTS ASSOCIATED WITH THE SHARES

Immediately after issue, the shares 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 Company's constitution. A summary of these rights is set out below. A copy of the constitution is available on the Intermediary's platform.

In respect of all rights set out below, please refer to the comments in this document relating to special rights held by the Founders.

3.3.1 Voting rights

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

3.3.2 Election and removal of directors

Shareholders may vote to elect and remove directors at a general meeting by way of ordinary resolution (50%).

3.3.3 General meetings and notices

Directors have the power to call meetings of all shareholders or meetings of only those shareholders who hold a particular class of shares. Shareholders who hold at least 5% of the votes which may be cast at a general meeting of the Company have the power to call and hold a meeting themselves or to require the directors to call and hold a meeting.

3.3.4 Transfer of shares

As the Company is a Pty Ltd company, there is a general restriction on the transfer of shares in that all applications for transfer of shares may be approved or declined by the Directors at their discretion.

3.3.5 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).

Note that the Company and its Directors make no representations as to the likelihood of dividends being declared for the current or any future year.

3.3.6 Winding-up

If the Company is wound up and there are any assets left over after all the Company's obligations have been paid, including any employee entitlements, secured creditors and unsecured creditors, such a surplus is available to be distributed to shareholders of the Company. All holders of fully-paid ordinary shares (the shares to be issued pursuant to this Offer) rank equally with each other in such a distribution. At the time of this Offer, there are no classes of share on issue which have any priority over Ordinary shares in such a distribution nor is there any intention of issuing such shares at this time.

3.3.7 Tag and Drag Along Clauses

Tag and drag along clauses deal with scenarios where a majority of issued share capital is proposed to be sold to a third party. It allows for other shareholders to require their shares also be acquired as part of the deal (tag along) or forces the shareholder to sell their shares to the acquirer (drag along).

Where a shareholder is permitted to transfer their shares to a third party and those shares represent 70% or more of the total issued shares, the seller must advise all other shareholders of their intent to sell. The notice will give each other shareholder the right to tag along and require the proposed purchaser to also purchase their shares on the same terms.

Where the Company receives an offer from a third party to purchase all of the shares in the Company and shareholders representing at least 70% of the shares accept the offer, then that special majority of shareholders are entitled to issue a notice to all remaining shareholders (a Drag Along notice) requiring them to accept the offer on the same terms.

3.3 RIGHTS ASSOCIATED WITH THE SHARES (CONT.)

3.3.8 Founders Rights

A number of special rights exist for the Founders of the Company under the Constitution.

The Founders of the Company are Oren Barak and Adi Barak. Pursuant to the Constitution, the Founders are entitled to exercise certain rights so long as they continue to be shareholders of the Company either in their own right or via an entity in their control.

All of the Founders rights are detailed in the Constitution and include:

- · The right to nominate a Director
- The right to approve the appointment of any other Director (other than one nominated by a Founder)
- The right to approve a range of Critical Business Matters (as detailed in the Constitution) including but not limited to:
 - The sale of the whole or part of the business of the company
 - The issue of new shares
 - The payment of dividends
 - Borrowing of money
 - Entering into significant contracts
 - Incurring significant new capital or other expenditure

3.3.9 Pre-Emptioe Rights & Placements

The Constitution provides that the Directors, at their discretion, may make an issue of new securities without offering existing shareholders the opportunity to participate in that issue other than the holders of shares equivalent to at least 20% of the then issued shares.

The Company may also make issues of new securities equivalent to up to 20% of the shares on issue at the beginning of the financial year in which the issue is made without offering existing shareholders the opportunity to participate in the new issue.

3.4 WHAT CAN I DO WITH MY SHARES?

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

There are, however, possible circumstances that may create an opportunity for shareholders to exit their investment in the Company at some future time. These include, but are not limited to:

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

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

3.5 DETAILS OF PREVIOUS CSF OFFERS

Roogenic Pty Ltd made two CSF offers in 2022 as follows:

Date of offer	Number of shares issued	Price per share	Total raised
5 April 2022	3,173,000	\$0.25	\$793,250
14 April 2022	2,000,000	\$0.25	\$500,000





4.1 COOLING-OFF RIGHTS

If you are a retail investor, you have the right to withdraw your application under this Offer and to be repaid your application money.

If you wish to withdraw your application for any reason (including if you change your mind about investing in the Company), you must do so within five business days of making your application (Cooling-off Period).

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

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

4.2 COMMUNICATION FACILITY FOR THE OFFER

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

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

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

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

4.3 PROPRIETARY COMPANY CORPORATE GOVERNANCE OBLIGATIONS

4.3.1 Annual report

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

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

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

4.3.2 Distribution of annual report

The Company is not required to notify shareholders in writing of the options to receive or access the annual report. Shareholders will not be able to elect to receive a copy of the annual report by way of email or post. Shareholders wil be able to download the annual report from the share register at www.cakeequity.com/au (free of charge) or can purchase the report from ASIC.

4.3.3 Related party transactions

The rules on related party transactions in Chapter 2E of the Corporations Act 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).

Property lease

Note that at the time of this Offer, the Company is a party to an existing sub-lease of the NSW premises at 70 Backmede Road, Backmede NSW from AB Green Koala Pty Ltd ACN 632 152 213. AB Green Koala Pty Ltd holds a head lease from the owner of the property AB Green Kangaroo Pty Ltd ACN 628 476 657. Both AB Green Koala Pty Ltd and AB Green Kangaroo Pty Ltd are controlled by entities associated with the Founders.

The general terms of the lease held by the Company are: **Term** 5 years from 1 January 2022 with an option for a further 5 years

Rent \$44,196 pa with fixed annual increments of 3% Improvements Allowed within the defined area of the sub-lease with no rental increment but subject to reversion to the property owner on expiration of the lease

Intellectual property rights

As disclosed under Section 2.3 of this Offer, all registered Trademarks are currently held in the name of Founder Oren Barak. Oren has agreed and undertaken to transfer all of the registered Trademarks and any other Intellectual Property rights to the Company for no consideration.

4.3.4 Takeovers

The takeover rules in the Corporations Act 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 that a person may be able to get control of the Company without making a formal takeover bid to all shareholders or without seeking shareholder approval.

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

4.3.5 Trademarks

In preparation for expansion, Roogenic has registered trademarks in many countries around the world including Australia, New Zealand, UK, US, France, Japan, China, Singapore and more.

All Australian and international trademark registrations were initially recorded in the name of Roogenic Founder Oren Barak for convenience. Oren has provided a written undertaking to transfer ownership of all registered trademarks and any other registered Intellectual Property ("IP") into the name of Roogenic Pty Ltd.

Oren acknowledges that all interests in registered IP is for the exclusive benefit of Roogenic Pty Ltd and undertakes to do all things necessary to ensure that Roogenic Pty Ltd is recorded as the legal and beneficial owner of the IP.

GLOSSARY

Company means Roogenic Pty Ltd ACN 612 354 104

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

Founder(s) means Oren Barak and/or Adi Barak together or separately as the context implies

Intermediary means Birchal Financial Services Pty Ltd AFSL 502618

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

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

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

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

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11:	https://www.bccresearch.com/market-research/healthcare/stress-management-industry-report.html



We're so excited you have shown interest in our equity crowdfund campaign. We already consider you part of our community but would love to welcome you as a part-owner of our company, too. Let's do this together.

