



Hell Raiser Liquor Co Pty Ltd

Crowd-sourced funding offer document

Dated 17 September 2024

Offer of fully-paid ordinary shares in Hell Raiser Liquor Co Pty Ltd
at \$14.20 per share to raise a maximum of \$1,000,000

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

Issuer Hell Raiser Liquor Co Pty Ltd ACN 677 761 447

Intermediary Birchall Financial Services Pty Ltd ACN 621 812 646 AFSL 502618

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



Table Of Contents.

Section 1: Risk warning	3
Section 2: Information about the Company	4
Letter from the founders.....	5
2.1 Company details	6
2.2 Our business	7
2.3 Business and revenue model	18
2.4 Our team	19
2.5 Capital structure	22
2.6 Key risks facing the business	26
2.7 Financial information	32
Section 3: Information about the Offer	38
3.1 Terms of the Offer	39
3.2 Use of funds.....	40
3.3 Rights associated with the shares.....	42
3.4 What can I do with my shares?	50
Section 4: Information about investor rights	51
4.1 Cooling-off rights	52
4.2 Communication facility for the Offer.....	52
4.3 Proprietary company corporate governance obligations ...	53
4.4 Company updates	55
Glossary	56

Section One. Risk Warning.

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

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

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

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

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

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

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



Section Two. Information About The Company.

Letter From The Founder.



Dear Investor

It is with immense excitement and a fiery spirit that I welcome you to Hell Raiser Liquor Co.! For 25 years, I've been deeply immersed in the Australian Liquor Industry, and it's been quite a journey, one filled with passion, intensity, and a relentless drive to push the boundaries of what's possible. From pioneering the canning of Australian whisky to taking a brand public on the ASX, every step has been a testament to what happens when expertise meets daring ambition.

Today, I am thrilled to share with you an extraordinary opportunity: the chance to be part of a brand that is set to ignite the Australian Dark Spirit category like never before. Hell Raiser isn't just a name; it's a declaration. It embodies rebellion, passion, and the unyielding pursuit of excellence. Our distinctive whisky, bourbon, and rum represent a blend of rich traditions and groundbreaking innovation, capturing the essence of what makes a great dark spirit.

Our journey has been nothing short of spectacular, and word of Hell Raiser's unique character has already begun to spread like wildfire. Enthusiasts and connoisseurs alike are drawn to our bold flavors and captivating stories. And now, as we stand on the precipice of our next chapter, we are incredibly excited to have you join us.

At Hell Raiser, every bottle tells a story—a story of tradition intertwined with creativity, and a testament to the power of dreams and perseverance. With your investment, you're not just supporting a brand; you're becoming part of a movement that dares to defy convention and celebrate the extraordinary.

Thank you for choosing to be part of Hell Raiser Liquor Co. Together, let's continue to raise a little hell and make history.

Raise a glass to our promising future!

2.1

Company Details



This offer of shares is made by Hell Raiser Liquor Co Pty Ltd ACN 677 761 447.

Company name

Hell Raiser Liquor Co Pty Ltd

ACN

677 761 447

Date of incorporation

29 May 2024

Registered office

Level 4, 141 Walker Street, North Sydney, 2060, NSW

Principal place of business

Level 4, 141 Walker Street, North Sydney, 2060, NSW

Director 1

Jason Antony Redfern

Director 2

Samuel Neil Stringer

Company Secretary

Jason Antony Redfern

Website

www.hellraiserliquor.com

2.2 Our Business.

Welcome to Hell Raiser Liquor Co.

Hell Raiser Liquor Co. is an audacious and unconventional force poised to revolutionize the Australian Dark Spirit industry. Founded by Jason Redfern, a trailblazer renowned for his transformative impact on the liquor market, Hell Raiser emerges from a legacy of pioneering achievements. Jason's historic success with NED Whisky, where he made headlines as the first to can Australian whisky and created an entirely new category, sets the stage for Hell Raiser to dominate the dark spirit space.

About Us

Hell Raiser Liquor Co. is dedicated to redefining the dark spirit landscape through a bold and dynamic brand that caters to whisky, bourbon, and rum enthusiasts. Our mission is to deliver exceptional products that meet the diverse tastes of both traditional connoisseurs and modern consumers, offering premium experiences that are both accessible and affordable.

Our product range includes:

Whisky: Crafted with precision, Hell Raiser Whisky embodies Australia's rich whisky-making tradition, delivering robust flavors and unparalleled quality.

Bourbon: Sourced from the storied regions of Kentucky and Tennessee, our Hell Raiser Bourbon reflects the expertise of master distillers and a heritage of craftsmanship.

Rum: With a nod to traditional rum-making and a modern twist, Hell Raiser Rum offers a rich and satisfying profile for discerning palates.

Our Vision and Commitment

Hell Raiser is more than just a brand; it's a commitment to excellence and innovation. We are driven by a vision to create standout products in the dark spirit category, supported by a team with extensive industry experience and an enviable network. Every aspect of our business, from production to customer experience, is designed to exceed expectations and set new standards.

2.2.1 About The Company

Our Story

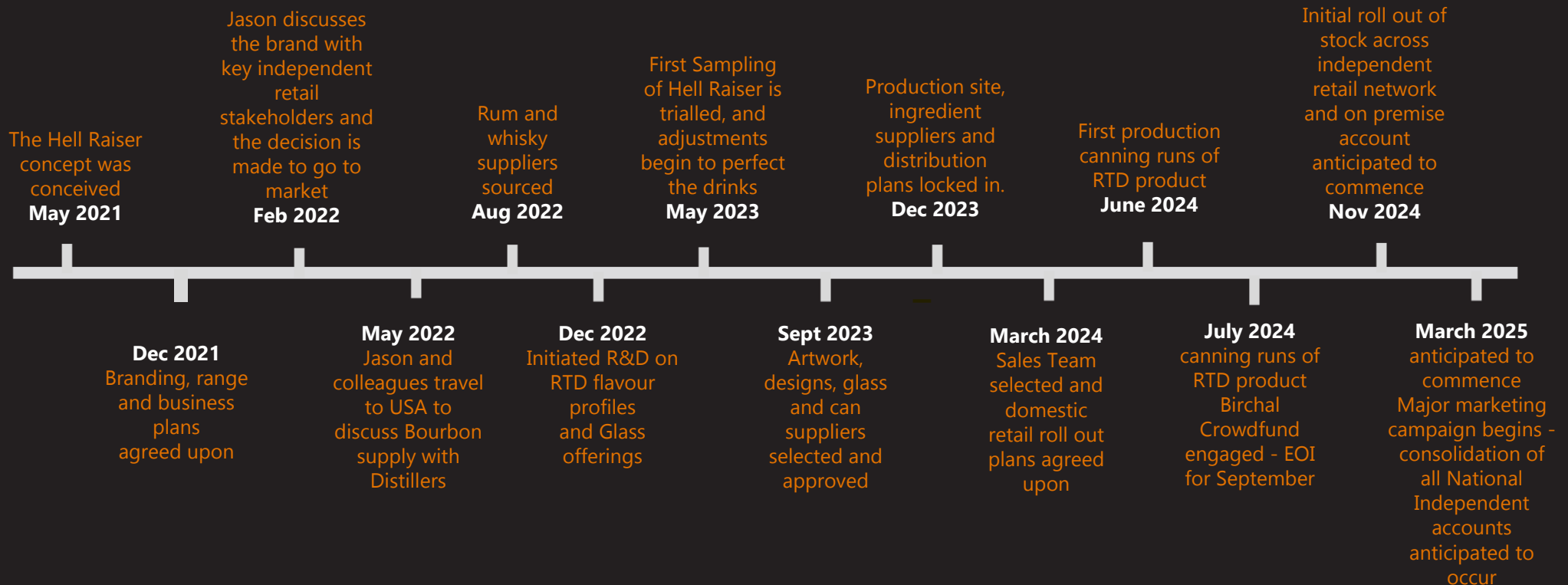
The inception of Hell Raiser was inspired by Jason Redfern's relentless drive to challenge conventions and create something truly extraordinary. Following an inspiring sourcing trip through the bourbon heartlands of the USA, Hell Raiser represents a fusion of tradition and modernity. Our name, Hell Raiser, embodies a rebellious spirit and a passion for crafting exceptional spirits that push the boundaries of what's possible.

Join Us

We invite you to be part of Hell Raiser Liquor Co., where every bottle tells a story. Together, let's continue to make our mark on the world of dark spirits and raise a little hell.

Welcome to Hell Raiser Liquor Co. — Every sip is an adventure.

Hell Raiser Timeline



2.2.2

Our Range.



Introducing Our Range: Hell Raiser Liquor Co.

At Hell Raiser Liquor Co., we're more than just a new name in the dark spirits market; we're a revolution. Understanding that Australians have diverse and dynamic tastes in dark spirits, we've crafted a complete range that caters to every preference across this great nation. From our Northern cousins who savor their rum to enthusiasts of whisky and bourbon spread throughout Australia, Hell Raiser has something for everyone.

Our Range

Canned Mixers: For those who crave convenience without compromising on quality, our canned range is perfect. Hell Raiser offers a variety of ready-to-drink mixers in 6.5%, 8.0%, 12.0%, and 15.0% ABV, featuring expertly blended whisky, rum, and bourbon. Each can is crafted to deliver bold flavors and a satisfying experience, making it ideal for any occasion.

Bottled Spirits: Our bottled range is designed for those who appreciate a more traditional approach. At 37% ABV, our Hell Raiser Whisky, Bourbon, and Rum are meticulously crafted to offer exceptional quality and character. Each bottle represents our commitment to excellence and provides a premium option for every dark spirit enthusiast.

Our Promise

Hell Raiser Liquor Co. is dedicated to celebrating the rich diversity of Australian tastes with a bold and distinctive approach. Our range embodies the grit and charm of everyday Aussies—those who live for their mates, their work, their sport, and their good times. Whether you're cracking open a can or pouring from a bottle, Hell Raiser promises an authentic and exhilarating experience that complements the Aussie lifestyle.

Join us as we set a new standard in the dark spirit category. With Hell Raiser, every sip is an adventure, every occasion is enhanced, and every moment is celebrated. Welcome to the new frontier of dark spirits—where tradition meets innovation, and every drink raises a little hell.

2.2.3 Marketing And Distribution.



Marketing and Distribution Strategy for Hell Raiser Liquor Co.

At Hell Raiser Liquor Co., we are poised to make a significant impact across Australia with our premium range of dark spirits. Our marketing and distribution strategy is designed to leverage our team's unparalleled track record in the dark spirit category and our extensive network within the industry.

Strategic Distribution Network

Our goal is to ensure that Hell Raiser products are prominently featured in liquor retailers and on-premise locations throughout Australia. With over 10,000 retail liquor stores and numerous on-premise markets, our ambition is to have Hell Raiser branded dark spirits available in every state, reaching consumers nationwide.

Our principal sales channel will focus on Independent Retailers who purchase through wholesale networks. We are committed to enhancing our distribution network, drawing on our team's decades of experience and proven success in partnering with leading liquor retailers and hospitality venues.

Targeted Market Presence

Hell Raiser will be prominently featured in a broad array of retail environments, including:

Independent Retailers: Our products will be available through well-established wholesale networks that supply independent liquor stores across Australia.

Major Liquor Retailers: We have already established connections with top retailers such as ALM, IBP, IBA, IGA, Cellarbrations, Duncans, Bottle O, Liquor Stax, Thirsty Camel, Star Liquor, Sip n Save, ILG, Bottle Mart, EDG, Coles, and ALDI.

Hotels and Bars: Our team's expertise extends to thousands of hotels and bars, ensuring that Hell Raiser becomes a staple in the Australian hospitality landscape.

Expanding Horizons

In addition to our national focus, we are excited to explore opportunities in offshore markets. Early interest has already been noted, and we are eager to build on this momentum to introduce Hell Raiser to international audiences.

2.2.4

Marketing And Distribution.

The Ready-to-Drink (RTD) dark spirit market in Australia is on an impressive growth trajectory, mirroring broader trends in the alcoholic beverage sector. Here's a snapshot of its strength and key characteristics:

Market Growth: The RTD dark spirit segment has seen significant growth, driven by increasing consumer demand for both convenience and premium quality. Australians are increasingly seeking out ready-to-enjoy options like pre-mixed cocktails featuring Whisky, Bourbon, and Rum, which deliver both ease and excellence.

Consumer Preferences: There is a growing preference for RTD products that combine quality with convenience. Consumers desire ready-to-serve options that maintain the rich taste and sophistication typically associated with dark spirits, without the need for extensive preparation.

Product Innovation: The market is abuzz with innovation, as brands explore a wide range of flavours, ingredients, and blends. This creative experimentation caters to diverse tastes and amplifies the appeal of RTD dark spirits, making them more attractive to a broad audience.

Distribution Channels: RTD dark spirits are widely distributed across various channels, including licensed supermarkets, liquor stores, bars, clubs, hotels, and online platforms. The rise of online purchasing has further accelerated market growth, offering consumers greater accessibility and convenience.

Consumer Trends: There is a notable shift towards localised RTD dark spirits, with consumers increasingly supporting products made from high-quality, authentic ingredients produced domestically. This trend is driving the popularity of upscale RTD options crafted right here in Australia.

In summary, the RTD dark spirit market in Australia is vibrant and expanding, fueled by a consumer appetite for convenience, innovation, and premium quality. With a diverse array of product offerings and a dynamic competitive landscape, this segment is becoming a significant force within the broader alcoholic beverage industry. Hell Raiser Liquor Co. is poised to capitalize on these trends, delivering exceptional RTD dark spirits that meet the evolving demands of Australian consumers.

SOURCE: MAT To 30/06/24
Circana, Inc. and Circana Group, L.P. Proprietary and confidential

2.2.5

Industry Overview.



The “Dark Spirit market” in Australia, is the dominant category among all Spirits

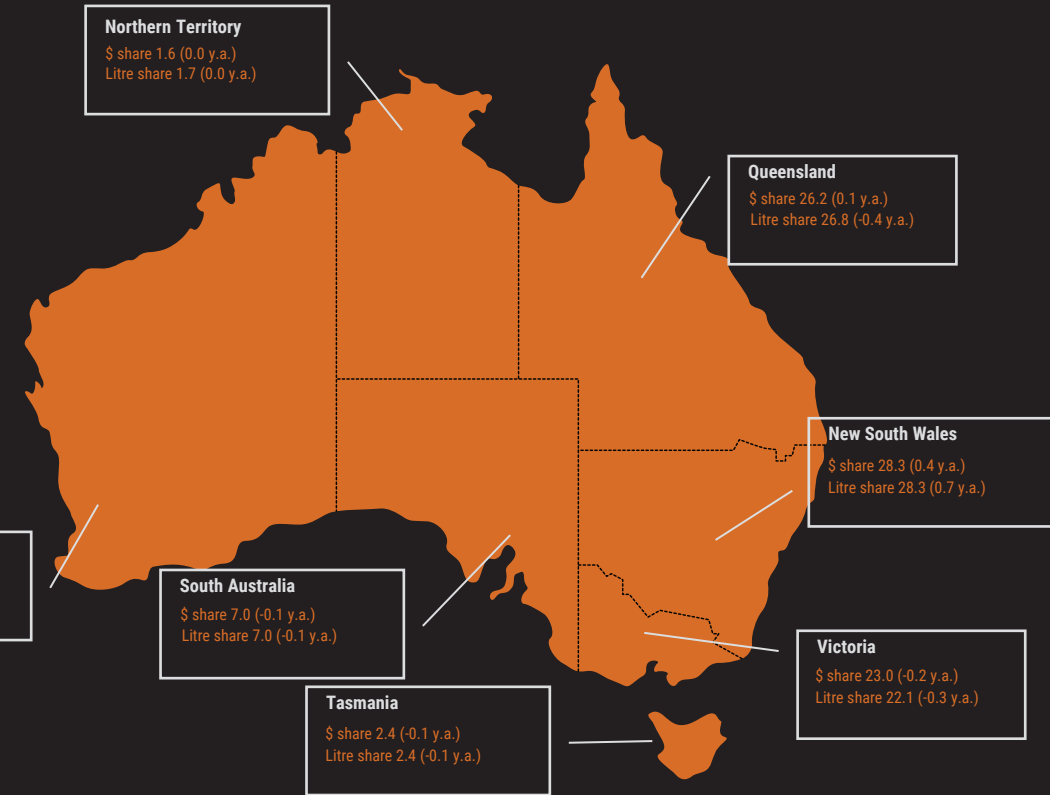
In summary, the dark spirit market in Australia is dynamic and evolving, characterised by a growing interest in both premium local and international products, a vibrant culture of tasting and mixology, and an increasing focus on sustainability. Hell Raiser has been designed to capture all of these trends, both local and off shore and consolidate them into what will be a fiercely competitive and well distributed powerhouse brand dominating the Australian Liquor landscape.

Industry Overview.

1. **Growing Popularity:** Dark spirits, which include categories such as whisky, rum, and brandy, have seen an uptick in popularity in Australia. This growth is fuelled by increasing consumer interest in premium and craft spirits, with enthusiasts drawn to the depth of flavour and character that dark spirits offer.
2. **Craft and Premium Products:** Australian consumers are increasingly seeking out high-quality, craft, and boutique dark spirits. Local distilleries are gaining attention for their innovative approaches, producing unique blends and expressions that highlight the diverse flavours and traditions associated with dark spirits.
3. **Diverse Offerings:** The market features a range of products from traditional, well-established brands to new, experimental labels. Australian distilleries are celebrated for whiskey, and overproof rums from regions like Queensland, are contributing to a rich and varied market landscape.
4. **Tasting and Experience Culture:** There is a growing trend towards appreciating the nuances of dark spirits through tastings and educational experiences. This includes masterclasses, distillery tours, and events focused on exploring the complexity of these spirits.
5. **Mixology and Cocktails:** Dark spirits are also gaining traction in the cocktail scene. Mixologists are increasingly using these spirits to create innovative and sophisticated cocktails, enhancing their appeal among a broader audience.
6. **Local vs. Imported:** While local Australian brands are on the rise, there remains a strong market for imported dark spirits. Consumers appreciate both the heritage of classic international brands and the innovation of local producers.
7. **Sustainability and Trends:** There is a growing emphasis on sustainability within the market. Many consumers and producers are focusing on eco-friendly practices, including sustainable sourcing of ingredients and packaging.

Glass Spirits Category Performance.

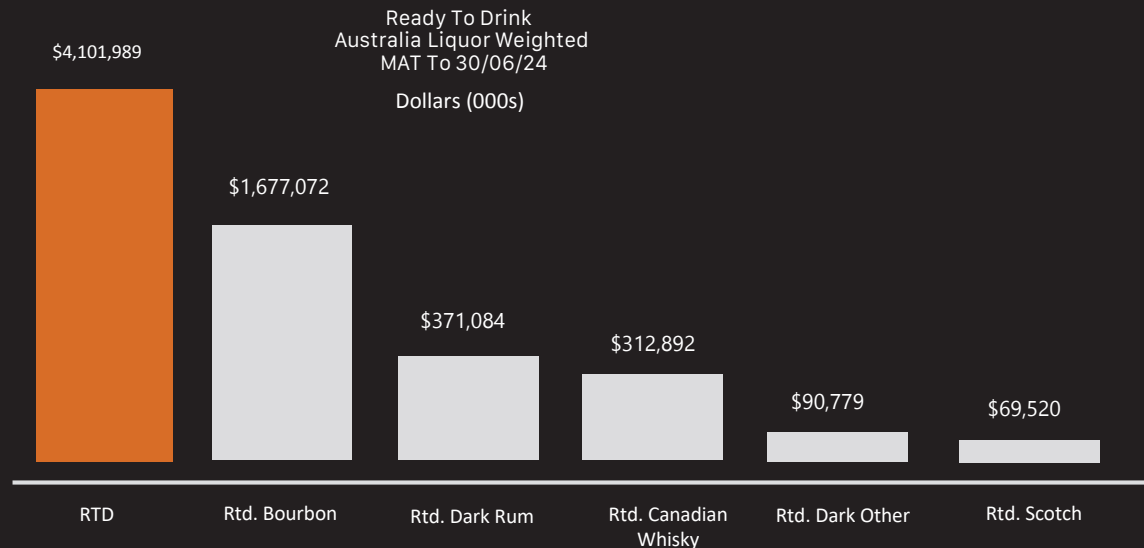
With \$5.20 Billion* in Glass Spirit sales in Australia over the past 12 months, Dark Spirits account for \$2.90 Billion, easily dominating the Spirit space and continuing the popularity of Whisky, Bourbon and Rum among Australian consumers.



Circana, Inc. and Circana Group, L.P. **SOURCE:** MAT To 30/06/24
Proprietary and confidential

RTD Category Performance

With \$4.10 Billion in RTD sales across Australia in the past 12 months, Dark Spirit RTD accounts for \$2.52 Billion making Dark Spirit RTD the most popular choice of beverage for Australian's in the category.



SOURCE: MAT To 30/06/24
Circana, Inc. and Circana Group, L.P | Proprietary and confidential

We Understand Our Demographic.

The Dark Spirit category—encompassing Rum, Whisky, and Bourbon—remains the largest and most dominant segment in the Australian licensed beverage market. For decades, it has consistently outperformed other spirit categories such as Vodka, Gin, and Tequila, and forecasts indicate continued growth well into the foreseeable future (Circana, Inc. and Circana Group LP 2024).

Demographics of Dark Spirit RTD Products

The Ready-to-Drink (RTD) dark spirit segment in Australia caters to a distinct and growing demographic characterized by:

Age Range: Predominantly Millennials and Generation X.

Income Level: Middle to upper-income brackets.

Lifestyle: Socially active, quality-conscious, and predominantly urban or suburban dwellers.

Values: These consumers prioritize convenience and sophistication, showing a willingness to invest in premium, well-crafted RTD beverages.

In summary, the demographic for Dark Spirit RTD products in Australia is diverse yet cohesive, with a clear preference for high-quality, ready-made options that align with a lifestyle that values both indulgence and efficiency. Hell Raiser Liquor Co. is positioned to meet these needs with offerings that cater to this sophisticated and dynamic audience.

Circana, Inc. and Circana Group, L.P

SOURCE: MAT To 30/06/24
Proprietary and confidential



Our Demographic.

1. Age Group:

- **Millennial's (25-40 years):** This age group represents a significant portion of the RTD dark spirit market. They value convenience, quality, and authenticity, and are often more open to experimenting with new beverage options. Millennial's are also more likely to engage with premium and craft products.
- **Generation X (41-56 years):** Gen X consumers are also a key demographic, appreciating the ease of RTD drinks without compromising on quality. They often seek out classic and well-crafted options that reflect a more refined taste.

2. Lifestyle and Preferences:

- **Social and Outgoing:** The target demographic tends to be social and enjoys occasions where convenience is key, such as social gatherings, parties, and outdoor events. RTD dark spirits are popular among those who appreciate high quality, sophisticated beverages without the need for mixing or preparation.
- **Quality-Conscious:** Consumers in this demographic often have a discerning taste and look for RTD products that maintain the flavour and character of premium dark spirits. They are interested in authentic and well-crafted options.

3. Geographic Location:

- **Urban and Suburban Areas:** The RTD dark spirit market is stronger in urban and suburban areas where there is greater access to premium products and convenience-oriented shopping. Major cities like Sydney, Melbourne, and Brisbane are key markets.

4. Lifestyle Trends:

- **There is a trend among some consumers towards balancing a health-conscious lifestyle with indulgent experiences.** RTD dark spirits cater to this by offering a high-quality, premium option that doesn't require the preparation or mixing associated with traditional cocktails.

5. Tech-Savvy:

- **Online Shopping:** This demographic is comfortable with online shopping and uses digital platforms to explore and purchase premium RTD products. They are likely to seek out reviews and recommendations before making a purchase.

2.3

Business And Revenue Model.

Hell Raiser sources the best in distilled Spirits from our Rum, Bourbon and Whisky partners from a number of celebrated distilleries across Australia and from the USA. From there, we create a range of full flavoured RTD canned products and a complementary range of 700ml Bottled Glass Spirits. These products are marketed and distributed with our Team leveraging off the 10,000+ accounts they have had relationships with over the past decades.

The key value drivers for Hell Raiser is that we are a triple threat. Most, if not all, of our Dark Spirit competitors make the mistake by restricting their revenue streams in offering a single varietal range. We believe there is enormous growth and huge opportunities within this market to secure valuable sales that other brands simply refuse to chase. We've taken the blinkers off, we select Spirit from a huge variety of Distillers wanting to promote their wares, which allows Hell Raiser to embrace all the sales opportunities that our competitors that refuse to identify due to their singular ranging.

Hell Raiser selects the very best on offer from a variety of celebrated Distillers across Australia and from the USA and we create our ranges to cater to the massive Dark Spirit audience across Australia and abroad.

2.4 Our Team.

2.4.1 Directors.

Hell Raiser Liquor Co's current organisational structure reflects its tight focus and efforts to prioritise resourcing around non-core activities related to the equity crowdfunding campaign. The team will grow with the Hell Raiser brand to encompass additional operational and support staff.



Jason Antony Redfern, CEO & Managing Director

Company strategy, marketing and business development strategy and sales manager.

Jason has amassed over 20 + years in the Australian beverage industry, dealing with the largest suppliers and major wholesale buyers in the market. One of his most significant achievements was the creation of the NED Whisky brand, which was the genesis of the entire category for Ready to Drink Australian Whisky. The brand was the flagship of the business Jason founded; Top Shelf International (TSI). It was such a success, that the company was listed on the ASX within a few years of NED's introduction in the marketplace and climbed to a capitalisation of \$A178 million at its peak.

Jason's formula for success is a proven one and at its core is the relationship and trust that Jason has with the major stakeholders within the Australian Liquor industry. More recently, Jason has created Hell Raiser Liquor Co, a niche business with an exciting new brand that will soon prove to be a volumetric player across both, Canned and Glass offerings in the Dark Spirit space. Hell Raiser is producing competitive products in all varieties of Dark Spirit, Whisky, Bourbon and Rum. Key Marquee Retailers have already partnered the Hell Raiser business across Australia and Jason is also consolidating partnerships in the lucrative Southeast Asia and Indian markets for Hell Raiser.



Samuel Neil Stringer, CFO & Non Executive Director

Sam has quickly built a reputation for providing practical solutions to complex business and financial matters. At the core of his beliefs is understanding your goals, both business and personal, so that he can present options and work cooperatively with you to help you achieve the best outcome. His background and experience as a Chartered Accountant allows him to advise clients in matters such as restructuring their business and family groups to protect personal assets from their business operations, forecasting the financial position and performance of businesses to assist in cash-flow management, as well as other tax and business advice partnerships in the lucrative Southeast Asia and Indian markets for Hell Raiser.

As the CFO, Sam is responsible for overseeing the company's financial strategy, planning and reporting. His key duties include managing financial risk, ensuring tax and other regulatory compliance, and maintaining accurate financial statements. Sam will also oversee cash flow and capital management, support investor relations and lead the finance team.

2.4.2

Advisors Leadership Team.



Cristian Apolloni, Legal Advisor

Cristian is a Partner at Gamble Law & Estate Planning and a highly skilled legal advisor with extensive experience in corporate and commercial law. He has a particular expertise in Australian corporate compliance, public and private capital raisings and mergers and acquisitions. Cristian advises corporate clients across a range of industry sectors, including technology, food and beverage, commercial services, medical, retail and ecommerce.



Bill Batsilas, Operational Consultant

Bill is a veteran of the Australian Liquor industry. After operating and selling his own Liquor Retail outlets, Bill joined Top Shelf International and successfully oversaw their key market of Victorian in the State Sales Manager role for the NED Whisky brand for 4 years. Since leaving TSI, Bill has taken the role of Chief Operations Officer for Hell Raiser Liquor Co, where he enlists his great network of beverage industry contacts built up over 30 years, to deliver Hell Raiser's final product ranges to the Australian and International Liquor markets.

2.4.3 Other Related Parties

1. Murchisons Services Pty Ltd (Murchisons)

Murchisons (ACN: 003 302 449) is considered a related party of Hell Raiser Liquor Co. This relationship arises because Samuel Neil Stringer, who serves as a Director and CFO of Hell Raiser Liquor Co, is also a Director and Shareholder of Murchisons.

Murchisons will undertake the role of accountant for Hell Raiser Liquor Co. In this capacity, Murchisons will be responsible for maintaining accurate financial records, preparing financial statements and ensuring tax compliance. Additionally, Murchisons will provide financial advisory services to support the Company's strategic planning and decision making. All transactions will be on an arm's length basis.

Samuel Stringer is a full time employee, Director, and Shareholder of Murchisons Services Pty Ltd.

2. Geke Capital Pty Ltd as Trustee for Geke Capital Trust (Geke)

Geke (ACN: 632 586 086) is considered a related party of Hell Raiser Liquor Co due to Jason Redfern's dual role as CEO and Managing Director of Hell Raiser Liquor Co and as a Director and sole Shareholder of Geke. Geke is a significant shareholder of Hell Raiser Liquor Co, currently holding 94.7% of the Company's shares. Geke has provided an interest-free loan of \$1,453, 435 to Hell Raiser Liquor Co.

2.5 Capital Structure.

2.5.1 Issued Capital (Before & After The Offer).

As at the date of this Offer Document, the Company has 1,056,000 ordinary shares on issue. The majority of shares are held by the Founder Shareholder which is an affiliate of the founder, Jason Redfern .

The Company also has the authority to issue up to 10% of the Company's issued share capital following completion of the Offer under the Constitution.

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

Table 1: Issued capital of the Company before the Offer

Shareholder	Share Type	Shares
Geke Capital Pty Ltd ACN 632 586 086 as trustee for Geke Capital Trust (affiliate of Founder Director, Jason Redfern)	Ordinary	1,000,000 (95%)
Shareholders holding <5% each	Ordinary	56,000 (5%)
Total Shares		1,056,000 (100%)

Issued Capital (Before & After The Offer).

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

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

Shares	Minimum Subscription	Maximum Subscription
Existing Ordinary Shares (Founder Shareholder)	1,000,000 (93.5%)	1,000,000 (88.7%)
Existing Ordinary Shares	56,000 (5.2%)	56,000 (5.0%)
Offer Shares	14,085 (1.3%)	70,423 (6.3%)
Total Shares	1,070,085 (100%)	1,126,423 (100%)

2.5.2

Rights & Liabilities Associated With Securities.

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

Set out below is a summary of the rights and liabilities associated with the securities in the Company. A copy of the Company's Constitution is available on the Intermediary's platform.

Ordinary Shares

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

- All ordinary shares have the same voting rights and the same rights to receive dividends.
- Restrictions on the sale or transfer of shares, including drag and tag rights and exit provisions.
- The Board has the power to refuse a transfer of shares for any reason they think fit.
- The Constitution includes a definition of a "Founder Shareholder" which means the founder, Jason Redfern, in his capacity as a shareholder of the Company and includes any affiliate of Jason Redfern which is a shareholder of the Company.
- The Founder Shareholder concept relates to:
 - The right to appoint a representative director to the Board.
 - The requirement for a Founder Shareholder to be present at any shareholder meeting for a quorum to be met.
 - The requirement for a Founder Shareholder to vote in favour of any resolution of the shareholders in order for that resolution to pass.
 - Pre-emptive rights for Founder Shareholders in certain circumstances on the issue or transfer of shares.
 - Exclusion from obligations of restraint imposed on all other non-Founder shareholders (refer to Section 3.3 below for more information).
 - Tag along rights, and drag along obligations, in relation to a proposed transfer of shares.

The shares offered under this Offer are ordinary shares. A more detailed description of the rights and liabilities associated with the ordinary shares is set out in Section 3.3 below.

Shareholders Agreement

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

2.5.3

Sources Of Financing, Including Debt Financing And Other Financing.

To date, the business has been funded through related party loans.

Related Party loans

To date, Geke Capital Pty Ltd as trustee for Geke Capital Trust, which is an existing shareholder, has loaned funds of \$1,453,435 in total to the Company. The Company expects to be able to repay these loans from business earnings.

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

- Amount outstanding- \$1,453,435
- Interest - Interest-free
- Repayment date - At the discretion of the Company
- Security – Unsecured

Debt funding

As at the date of this Offer, other than the Related Party loans described above, the Company has not relied on debt financing to fund its business activities.

2.6

Key Risks Facing The Business.

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

Risk	Description
Cash flow risk	The Company's operating activities involve a series of cash inflows and outflows. Although the Company seeks to manage its cash flow efficiently, there is a risk that the Company may not have sufficient cash or working capital, at times, to fund both its operations and its expansion plans. This could affect the Company's profitability, future prospects, and its ability to meet its business objectives.
Funding risk	The Company is in the process of raising capital to fund its operations and growth. There is a risk that the Company may not be able to secure sufficient funding as required. In the event that the Company fails to raise the necessary capital on acceptable terms, or at all, it may have a material adverse effect on the Company's business operations, financial condition, and prospects. This could include the need to significantly reduce operating expenses, delay or abandon strategic initiatives and expansion plans, or cease operations entirely.
Competition risk	The Company operates in a highly competitive market, with several known competitors domestically and internationally. 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.

Key Risks Facing The Business.

Risk	Description
Startup risk	The Company is a pre-revenue startup and will build the business with the funds raised through this crowd-sourced funding offer. As an early stage business, the Company is subject to all of the risks associated with early stage companies, including uncertainty around the volume and origin of revenue streams, size and existence of repeat customers, and risks associated with the alcoholic beverage industry. In particular, the Company is not yet profitable and is yet to generate revenue through certain anticipated revenue streams. The commercial success of the business will depend on many factors including the Company's ability to attract and retain quality staff and loyal customers.
Key person risk	As an early stage business, the Company is susceptible to the loss of key team members as they are considered critical to the continued success of the Company. If a key team member, such as founder Jason Redfern, was lost, due to illness for example, this could significantly affect the Company's ability to continue its operations or achieve its business objectives as the case may be.
Brand risk	If the Company does not maintain consistent levels of quality and service in its offering, the Company's brand and reputation could be damaged. 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.subsets of the Company's target end consumers.

Key Risks Facing The Business.

Risk	Description
Outsourcing risk	The Company's business structure also involves several outsourced functions. If the providers of these services ceased working with the Company, they would need to be replaced. A failure to replace a suitable provider on suitable terms may have a significant adverse impact on the Company's operations and ability to execute its plans.
Customer Trends	The Australia alcoholic beverages market that the Company operates in is subject to changing consumer trends, demands, preferences and attitudes, including as a result of shifting and evolving beliefs, tastes and dietary habits of end consumers, views advanced by celebrities and social media influencers, socioeconomic development and other economic conditions. In addition, such trends and preferences may vary from time to time across subsets of the Company's target end consumers. The Company's current product and distribution mix are concentrated on brown spirits, which means that the Company's revenue could be materially impacted by adverse changes in end consumer demand for those types of products.
Supply chain risk	Disruption to the Company's supply chain could affect the Company's ability to produce inventory at commercially acceptable cost, and in a timely manner, which would have a direct impact on the Company's revenue and profitability.

Key Risks Facing The Business.

Risk	Description
Manufacturer and third-party risk	The Company contracts with third party manufacturers and does not itself produce its products. Early termination by a counterparty of a key contract would materially affect the ability for the business to continue its operations if a suitable replacement was not found. The Company 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 in the short term while it transitions to alternative arrangements.
Raw material risk	The Company's products utilise formulations involving ingredients the Company does not itself harvest. 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. The Company is aware that any changes to the wholesale market with respect to the supply and/or demand of those ingredients used to manufacture the Company's products will impact the Company's cost of goods sold and ultimately its profitability. Raw ingredients (such as grains required for the production of brown spirits) as well as final products are susceptible to deterioration, contamination, tampering or adulteration throughout all stages of the supply chain (including storage) or may otherwise be unsafe or unfit for sale or consumption. This may result from various factors, including human error, equipment failure and other external factors that may impact the Company and its suppliers and service providers.

Key Risks Facing The Business.

Risk	Description
Legal or regulatory risk	The Company must comply with a range of laws and regulations. These laws and regulations include but are not limited to beverage standards and product content requirements, labelling and packaging (including mandatory dietary content disclosures), biosecurity, fair trading and consumer protection and indirect taxation and excise duties. Compliance with these laws and regulations, and the ability to comply with any change to these laws and regulations, is material to the success of the Company's business. Failure to comply could have a material adverse effect on the Company's operating and financial performance and reputation. Furthermore, new laws or regulations may be introduced, there may be a change to the existing laws or regulations or revised interpretations of those laws or regulations. These, as well as other regulatory changes, could impact the Company's ability to successfully implement its business strategy and result in increased costs, damage to the Company's reputation and loss of consumer confidence in the Company's products. Accordingly, these factors could have a material impact on the operating and financial performance, position and future prospects of the Company.
Distribution risk	The Company relies on third party distributors and vendors to sell its product. If suitable third parties are not found on favourable terms, this may negatively affect the margins and profitability of the Company.
Dilution risk	If, in the future, the Company undertakes further funding activities, a shareholder's interest may be diluted (if they do not participate in future fundraising)

Key Risks Facing The Business.

Risk	Description
Litigation	The Company may, from time to time, be subject to litigation and other claims or disputes in the ordinary course of its business or otherwise, including product liability claims, intellectual property disputes, contractual disputes, indemnity claims, occupational health and safety claims and employment disputes. The outcome of litigation cannot be predicted with certainty and adverse litigation outcomes could adversely affect the Company's business, financial condition and reputation.
Liquidity	There is currently no public market through which the Shares of the Company may be sold. There can be no guarantee that an active market in the Shares will develop or that the price of the Shares will increase. There may be relatively few potential buyers or sellers of the Shares at any time. This may increase the volatility of the market price of the Shares. It may also affect the prevailing market price at which Shareholders are able to sell their Shares. This may result in Shareholders receiving a market price for their Shares that is less or more than the price that Shareholders paid.
No Guarantee of Dividends	The Company currently has no plans to pay a dividend in the short to medium term. Beyond this, there is no guarantee that the Company will generate sufficient cash flow from its operations in the future to pay dividends. The Board has absolute discretion with respect to any decision to pay dividends.

2.7

Financial Information.

Below are the Financial Statements of the Company for the period from the incorporation date to 26 August 2024, which have been prepared in accordance with the Accounting Standards. They encompass all financial activities during this timeframe, including the expenses which were funded by the interest-free loan from Geke Capital Pty Ltd as trustee for Geke Capital Trust, detailed in section 2.4.3.

2.7.1 Balance Sheet.

STATEMENT OF FINANCIAL POSITION As at 26 August 2024

	August 2024 \$
ASSETS	
CURRENT ASSETS	
Cash and cash equivalents	-
Trade and other receivables	-
Inventories	350,000
TOTAL CURRENT ASSETS	350,000
NON-CURRENT ASSETS	
Property, plant and equipment	-
TOTAL NON-CURRENT ASSETS	-
TOTAL ASSETS	350,000
LIABILITIES	
CURRENT LIABILITIES	
Trade and other payables	-
Employee benefits	-
Borrowings	-
TOTAL CURRENT LIABILITIES	-
NON-CURRENT LIABILITIES	
Employee benefits	-
Borrowings	1,453,435
TOTAL NON-CURRENT LIABILITIES	1,453,435
TOTAL LIABILITIES	1,453,435
NET ASSETS	(1,103,435)
EQUITY	
Ordinary Shares	10,560
Accumulated losses	(1,113,995)
TOTAL EQUITY	(1,103,435)

2.7.2 Profit And Loss Statement.

For the period May 2024 to August 2024

	May 2024 to August 2024 \$
Operating revenue	-
Cost of sales	(261,216)
Operating Profit	(261,216)
Sales and marketing expenses	120,235
Consultancy fees	600,000
Travel expenses	30,434
Administrative and other expenses	102,110
Total Expenses	852,779
LOSS BEFORE TAX	(1,113,995)
Income tax expense	-
LOSS FOR THE PERIOD	(1,113,995)

2.7.3 Cash Flow Statement.

For the period May 2024 to August 2024

	August 2024
	\$
Cash flow from operating activities	
Receipts from customers	-
Payment to suppliers	(1,463,995)
Interest paid	-
Net cash flows from operating activities	(1,463,995)
Cash flow from investing activities	
Purchase of property, plant and equipment	-
Net cash flows used in investing activities	-
Cash flow from financing activities	
Share issuance	10,560
Proceeds from Shareholder Loan	1,453,435
Net cash flows generated from financing activities	1,463,995
Net increase in cash and cash equivalents	-
Cash and cash equivalents at end of prior period	-
Cash and cash equivalents at 26 August 2024	-

2.7.4

Statement Of Changes In Equity.

For the period May 2024 to August 2024

	Issued Capital \$	Accumulated Losses \$	Total \$
At 1 May 2024	-	-	-
Loss for the year	-	(1,113,995)	(1,113,995)
Other comprehensive income	-	-	-
Total comprehensive loss for the year	-	(1,113,995)	(1,113,995)
Transactions with shareholders in their capacity as owner			
Issuance of shares	10,560	-	-
Total transaction with shareholders	10,560	-	-
At 26 August 2024	10,560	(1,113,995)	(1,103,435)

2.7.5 Management Commentary.

The founder, Jason Redfern, has spent the past few years investing in the Hell Raiser branding and creating the dark spirit products the Company intends to offer. Whilst the Company was registered in 2024, there has been significant capital expenditure investment exceeding \$1,000,000 in sales and marketing, consultancy, ingredients, and research and development, in order to bring the Hell Raiser brand and the product line to where we are today. This capital expenditure was funded by the interest-free loan from Geke Capital Pty Ltd as Trustee for Geke Capital Trust, detailed in Section 2.4.3 Other related parties. Geke Capital Pty Ltd does intend to seek repayment of its initial investment contributed to the Company until such point as the Company, and its business, is cashflow positive, and in a position to repay these funds comfortably.



Section Three. Information About The Offer.

3.1 Terms Of The Offer.

The Company is offering up to 70,423 shares at an issue price of \$14.20 per share to raise up to \$1,000,000. The key terms and conditions of the Offer are set out below.

Term	Details
Shares	Fully-paid ordinary shares
Price	\$14.20 per share
Minimum Subscription	\$200,000
Maximum Subscription	\$1,000,000
Opening date	17th of September 2024
Closing date	3rd of October 2024

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.

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

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

3.2

Use Of Funds

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

Intended use	Minimum Subscription	Maximum Subscription
Sales and Marketing	61,666.67	308,333.33
Resourcing	61,666.67	308,333.33
Working Capital	61,666.67	308,333.33
Offer costs	15,000.00	75,000.00
Total	200,000.00	1,000,000.00

Use Of Funds

Working capital includes the general working capital requirements of the Company such as overhead expenses, stock and manufacturing costs and employee wages.

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

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

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 12 months.

If this CSF Offer is unsuccessful, or if only the Minimum Subscription amount is raised, the Company will require further funding to be able to carry out our intended activities over the next 12 - 18 months. In such circumstances, the Company may consider alternative sources of funding, such as undertaking a further CSF offer under the CSF regime or other debt or equity funding. Until additional funding is obtained, we may scale back our operations and continue to focus our cash resources on development of the brand, manufacture and distribution channels.

3.3 Rights Associated With The Shares.

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

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

Founder Rights

Jason Redfern, the Founding Director, is the initial director of the Company and is entitled to continue to hold that office for so long as he (or his affiliated entity, i.e. the Founder Shareholder) remains a shareholder.

Quorum Board and General Meetings

No business can be transacted at a board meeting or shareholder meeting unless there is a quorum.

A quorum for a meeting of the directors is any two directors, or 50% of directors, whichever is the greater provided that one of whom must be the Founder Director for so long as he holds that office.

A quorum for a general meeting of the shareholders is any two members of the Company provided that one of whom must be the Founder Shareholder for so long as it holds at least one share in the Company.

Voting rights

Subject to any rights or restrictions attached at the relevant time to a class or classes of shares, each shareholder of the Company, or each shareholder of a class of shareholders, who is entitled to attend and vote may attend a meeting of the Company, or of the class of members.

Each shareholder present (including by proxy, representative or attorney) at a meeting of shareholders or of a class of shareholders who is entitled to vote has one vote for every fully paid up share held. A shareholder may appoint a proxy or attorney.

Rights Associated With The Shares.

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.

No AGMs

Except as required under the CSF Regime contained in the Corporations Act, while the Company is a proprietary company the Corporations Act does not require the Company to hold an annual general meeting.

Election and removal of directors

Shareholders may vote to elect and remove directors at a general meeting by way of ordinary resolution (50%), provided that the Founder Shareholder shall be entitled to appoint and replace a representative director for so long as the Founder Shareholder hold Shares in the Company.

Employee Incentive Plan

The board is authorised to implement an employee incentive plan and issue securities to eligible service providers, including employees, directors and contractors, up to 10% of the fully diluted share capital of the Company as at completion of the Offer.

Winding-up

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

Pre-emption on Issue of Shares

Except in the circumstances set out below, before issuing shares in the Company of a particular class the Board must first offer those shares (proportionally) to each Founder Shareholder.

Rights Associated With The Shares.

The above rights of pre-emption do not apply to issuances of new shares in the Company under the following circumstances:

- the issue of shares on the conversion or exercise of equity securities (e.g. convertible notes or options);
- the issue of shares where the proceeds of the issue are used by the Company to fund a buy-back, cancellation, purchase or redemption of securities in the company contemplated in the Constitution or employee incentive plan; and
- the issue of shares under an approved employee incentive plan.

* Subject to the above, the directors may issue shares in the Company at any time. The pre-emption rights set out in section 254D of the Corporations Act are expressly excluded. For the avoidance of doubt, a shareholder who is not a Founder Shareholder shall not benefit from any pre-emption rights on the issue of shares or other equity securities in the company of any particular class.

Pre-Emption on Transfers of Shares

Except in the circumstances set out below, before transferring shares in the Company of a particular class the selling shareholder must first offer those shares to the Company and then to each Founder Shareholder (proportionately). Any offered shares not taken up by the Company or the Founder Shareholder under the pre-emption rights may then be offered to 3rd parties on terms no more favourable.

The above rights of pre-emption do not apply to transfers of shares in the Company under the following circumstances:

- transfers in the event of death or bankruptcy of a shareholder;
- subject to the shareholder being a Founder Shareholder:
 - (a) where a shareholder is a trustee, on a change of trustee to the new trustee(s);
 - (b) where a trustee/nominee shareholder transfers the shares to the party beneficially entitled to the share(s);
 - (c) where the shareholder is an individual, to that individual's spouse, child or other direct issue;
 - (d) where a shareholder is a company, from that shareholder to a related body corporate unless there has been a change in control after the date the shares were acquired.

* Subject to the above, the directors may issue shares in the Company at any time. The pre-emption rights set out in section 254D of the Corporations Act are expressly excluded. For the avoidance of doubt, a shareholder who is not a Founder Shareholder shall not benefit from any pre-emption rights on the issue of shares or other equity securities in the company of any particular class.

Rights Associated With The Shares.

Restrictions

A shareholder is prevented from disposing of shares in the Company if that disposal would result in:

- the Company having to issue a disclosure document under Chapter 6D or Chapter 7 of the Corporations Act; or
- a competitor of the Company (or the business of the Company) holding shares, unless approved by special resolution of the board.

Tag Along Rights

If a shareholder or group of shareholders holding 50% or more of the total shares in the Company intends to sell to a 3rd party, then the other shareholders must be invited to participate in that transaction (proportionally) on the same terms as the selling shareholders.

Tagging shareholders that participate in the transaction can be required to give to the 3rd party purchaser representations, warranties and/or indemnities (limited to title and capacity regarding the sale securities) relating to the Company and its business substantially equivalent to those given by the selling shareholders.

Drag Along Rights

If a shareholder or group of shareholders intend to sell 60% or more of the total shares in the Company to a 3rd party buyer, those selling shareholders may force the other shareholders to participate in that transaction (proportionally) on the same terms as the selling shareholders.

Dragged shareholders can be required to give to the 3rd party purchaser representations, warranties and/or indemnities (limited to title and capacity regarding the sale securities) relating to the Company and its business substantially equivalent to those given by the selling shareholders. complete that transaction.

Rights Associated With The Shares.

Exit Event

If the Company intends to approve or undertake an initial public offering, trade sale or winding up transaction, then subject to all appropriate consents and approval being obtained by the board, each shareholder must use their best endeavours to procure that all steps are taken as are reasonably required to complete that transaction.

Default

A shareholder becomes a "Defaulting Shareholder" if it or an affiliate of that shareholder:

- breaches its obligations under the Constitution and fails to remedy that breach within 30 days of notice, or pay compensation where the breach is incapable of remedy;
- breaches its obligations under the Constitution within 6 months of a prior breach, regardless of whether or not the breach is capable of remedy;
- is prohibited to hold shares by law;
- becomes insolvent;
- transfers its shares in breach of the Constitution;
- undergoes a change in control without the prior consent of the board; or
- fails to pay when due any amount owed to the company for the issue of the shares.

In the event of default, the defaulting shareholder's voting rights attaching to its shares and any office of director held by a representative of that shareholder are suspended.

In the event of default, the board may determine that the Company buy-back or cancel the securities held by the defaulting shareholder at a 30% discount to fair market value.

Rights Associated With The Shares.

Dividends

The directors may declare and pay dividends on shares provided that:

- the Company's assets exceed its liabilities immediately before the dividend is declared and the excess is sufficient to pay the dividend;
- the payment of the dividend is fair and reasonable to the Company's shareholders as a whole; and
- the payment of the dividend does not materially prejudice the Company's ability to pay its creditors.

Intellectual Property Rights

All intellectual property rights owned by the Company or its subsidiaries are to remain the property of the Company or its subsidiaries (as applicable), and must not be used by any other party unless agreed in writing by the Company.

Each shareholder will assign to the Company (or its respective subsidiary) any intellectual property created for or on behalf of or regarding the Company (or its respective subsidiary).

Confidentiality

Each shareholder must keep all confidential information of the Company and its business confidential and not disclose or allow such information to be disclosed to any 3rd party except:

- with the Company's prior consent;
- to an affiliate of that shareholder on a need to know basis;
- if required by law, government agency or stock exchange;
- to a financier or professional adviser;
- to a 3rd party buyer on a confidential basis; and
- to the extent the information is already in the public domain other than as a result of a breach of confidentiality.

A shareholder must not make any press or other announcement or release in relation to the Company, its subsidiaries or its business without the prior approval of the board.

Rights Associated With The Shares.

Restraint

For a period expiring up to 12 months after ceasing to be a shareholder and within a maximum geographical area of Australia, each shareholder that holds 2% or more of the shares in the Company must not and must ensure its affiliates and representatives do not whether directly or indirectly:

- conduct or carry on or become involved in a business or entity which competes with the Company, its subsidiaries and/or its business (excluding by way of a shareholding of 5% or less in an ASX listed company);
- solicit or canvass customers, clients, suppliers away from the Company's business;
- interfere with the Company's (and its subsidiary's) client, customer or supplier relationships; and
- employ, engage or solicit away any person that was an employee, manager, officer or contractor of the Company (or subsidiary) at any time during the 12 months prior to that shareholder ceasing to hold shares. Upon a shareholder ceasing to hold any shares in the Company, that shareholder must:
 - not make any disparaging comments or statements regarding the Company, its subsidiaries or its business;
 - not use any intellectual property owned by the Company; and
 - not promote itself as a shareholder of the Company or any subsidiary.

Dispute Resolution

Where a dispute arises in relation to the Constitution, each party to the dispute must first use best endeavours to meet and resolve the dispute. If there is no such resolution, then the dispute is to be referred to mediation conducted by the ASIC.

A party to a dispute cannot commence legal proceedings unless it has complied with the above requirements, except if that party seeks urgent interlocutory relief.

Rights Associated With The Shares.

Variation Of Constitution

The Company's Constitution may only be varied, modified or replaced in accordance with:

- (a) a special resolution passed by the Shareholders; and
- (b) a special resolution passed by the board,
to approve such variation, modification or replacement.

3.4 What Can I Do With My Shares?

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

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

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

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



Section Four. 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 Communi- cation 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.

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

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

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

4.3.2

Distribution Of Annual Report.

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 <https://hellraiserliquor.com/> (free of charge) or can purchase the report from ASIC.

4.3.3

Related Party Transactions.

If we successfully complete this Offer, the rules on related party transactions in Chapter 2E of the Corporations Act will apply to the Company (for so long as we continue to have CSF shareholders). This means that the Company is required to obtain shareholder approval before giving financial benefits to related parties of the company (e.g. directors and their spouses, children or parents), subject to certain exceptions (such as reasonable remuneration provided to directors).

4.3.4

Takeovers.

If we successfully complete this Offer and have more than 50 shareholders, the takeover rules in the Corporations Act will only apply to the Company in a very limited way. If someone wants to buy more than 20% of the voting shares in the Company, they will be able to do so without complying with the takeover rules. This means a person may be able to get control of the Company without making a formal takeover bid to all shareholders or without seeking shareholder approval.

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

4.4

Company Updates.

The Company will provide regular updates to investors on the Company's website at the following address <https://hellraiserliquor.com/> and via the Intermediary's platform.

Glossary.

Company Company or Hell Raiser or Hell Raiser Liquor Co means Hell Raiser Liquor Co Pty Ltd ACN 677 761 447.

Constitution means the Constitution of the Company adopted on 5th September 2024, a copy of which is available on the Intermediary's platform

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

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

Founder Shareholder and Founder Director means the Company's founder and director, Jason Redfern, and in relation to the term Founder Shareholder shall include any shareholder which is a affiliate of Jason Redfern.

Intermediary means Birchall Financial Services Pty Ltd ACN 621 812 646 AFSL 502618

Maximum Subscription means the amount specified in this CSF offer document as the maximum amount sought to be raised by the Offer. The Maximum Subscription is subject to rounding based on the share price of the Offer.

Minimum Subscription means the amount specified in this CSF offer document as the minimum amount sought to be raised by the Offer. The Minimum Subscription is subject to rounding based on the share price of the Offer.

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

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

Affiliate means for any person or entity, any other person or entity which directly or indirectly Controls, is Controlled by, or is under common Control with, such first person or entity.

Control has the meaning given to that term in s 50AA of the Corporations Act 2001 and Controlled has a corresponding meaning.



Thankyou.

We are looking forward to Raising A Little Hell with you.