



RecycleSmart Pty Ltd

Crowd-Sourced Funding Offer Document.

Dated 17 June 2025

**Offer of fully-paid ordinary shares in
RecycleSmart Pty Ltd at \$2.30 per share to
raise a maximum of \$2,500,000**

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

Issuer RecycleSmart Pty Ltd ACN 635 870 049

Intermediary Birchall Financial Services Pty Ltd AFSL 502618



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

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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

Dear Future Investors,

What a ride it's been – and we're just getting started.

From humble beginnings picking up clothes on a scooter to becoming Australia's leading tech platform for tricky waste, RecycleSmart has always been about defying the odds. In just a few years, we've scaled to over 60 drivers, serviced 37K+ households, and partnered with more than 270+ businesses. Last month, in May, it was a record month at \$3.4M annualised revenue (15% growth month on month). We've improved our Ops margins to 30%, expanded nationwide, and built a loyal base of Pickup users across the country.

This year, we're focused on three powerful goals:

1. Scaling our reach by investing in marketing and sales to bring RecycleSmart and our proven business model to even more households across Australia.
2. Partnering with consumer brands to fund Pickups and leverage corporate partnerships

to increase customer retention, rewarding Australians for doing the right thing.

3. Supercharging our tech with AI and data, to boost efficiency and turn waste data into meaningful action.

We're proud of the community we've built so far, and it's clear the demand is only growing. The momentum is real – and this is your opportunity to be part of it.

Over the past year, we've had thousands of conversations with Aussies who believe in our mission. We have also launched major partnerships with brands like Qantas who want to play a more active role in sustainability. These partnerships are more than just commercial – they're a powerful way to embed circular economy thinking into everyday life.

Our mission remains clear: make recycling easy, accessible, and rewarding. With your investment, we can now scale RecycleSmart and accelerate our transition from a recycling service to an impact platform – one that empowers people, businesses, and brands to

reduce waste and take action for the planet.

Join us as we turn this vision into reality. Together, we can build a future where waste is no longer wasted.

Warm regards,

Giorgio Baracchi & Marco Prayer-Galletti

Founders of RecycleSmart





Scorecard

Strategic objective from last offer	Progress
Channel expansion: expand into new B2C/B2B models by investing in a dedicated team to expand and scale new business partnerships via B2B model. Using social media to unlock user growth via B2C model	We started from testing our B2C product back in March 2023 and successfully rolled out nationwide since then, with >330k pickups. Our B2B product launched in June 2023 and has since seen traction. B2B is our fastest-growing channel, with revenue growth of 5× in the last year, driven by solutions like the Office Pack, now 30% of B2B sales. Clients include Westpac, CBA, Nespresso, Sydney Water, Canva, Lululemon, The Iconic, John Holland, Qantas.
Geographical expansion to launch the product nationwide, launch in Melbourne and Brisbane, focusing on initial Ops setup costs and marketing to advertise our service	We have successfully launched our service nationwide in every capital city (excl. NT)
Technology investment to improve driver routing, our data collection capabilities, and progressing AI functionality	Successfully developed routing systems that allocate geographically and autonomously depending on pickups demand. Developed traceability feature (first version) to trace categories of items in our operational infrastructure. Successfully deployed and shared with customers. Integrated AI APIs for third parties to test vision recognition of customers – still in beta only, open to few users only.
Operational expansion to increase the capacity of the team to effectively manage the business's accelerated growth	We've added area managers to strengthen our Ops function in light of our product, channel and geographical expansion.

Information About the Company



2.1

Company Details

This offer of shares is made by RecycleSmart Pty Ltd ACN 635 870 049 (Company).

Company Name

RecycleSmart Pty Ltd

ACN

635 870 049

Date of Incorporation

29 August 2019

Registered Office

Suite 2204 Level 22
520 Oxford Street
Bondi Junction, NSW, 2022

Principal Place of Business

1 Sussex Street,
Barangaroo, NSW 2000

Directors

Giorgio Baracchi
Marco Prayer Galletti

Company Secretary

Giorgio Baracchi

Subsidiaries

RecycleSmart Tapui Limited
(NZ Company number 8313422)
(100% wholly-owned)

Share registry

cakeequity.com

Website

recyclesmart.com

2.2

Our Business

2.2.1 About the Company

RecycleSmart, backed by VCs such as Antler, Prisma Investment, and Brisbane Angels, is a leading technology-driven waste management company that is revolutionising the recycling industry in Australia.

Our mission is to **accelerate Australia's transition to a circular economy**. We aim to foster a growing and engaged community of individuals, businesses and governments that adopt sustainable practices and drive long-term behavioural change. To achieve this, we utilise technology, powerful data, transparent partnerships, and encourage active participation to make recycling easy and trustworthy. Through our innovative platform and user-friendly app, we connect individuals, businesses and government with

recycling solutions, **making recycling frictionless and accessible to all**.

RecycleSmart is an established business with a proven track record. We successfully launched our online platform over 4 years ago, and have since built strong partnerships with businesses and government to implement our service – the 'Pickup', an on-demand doorstep recycling service.

To date, we have:



Diverted
>1.5 million
kgs of waste
from landfill



Collected
>1 million
bags



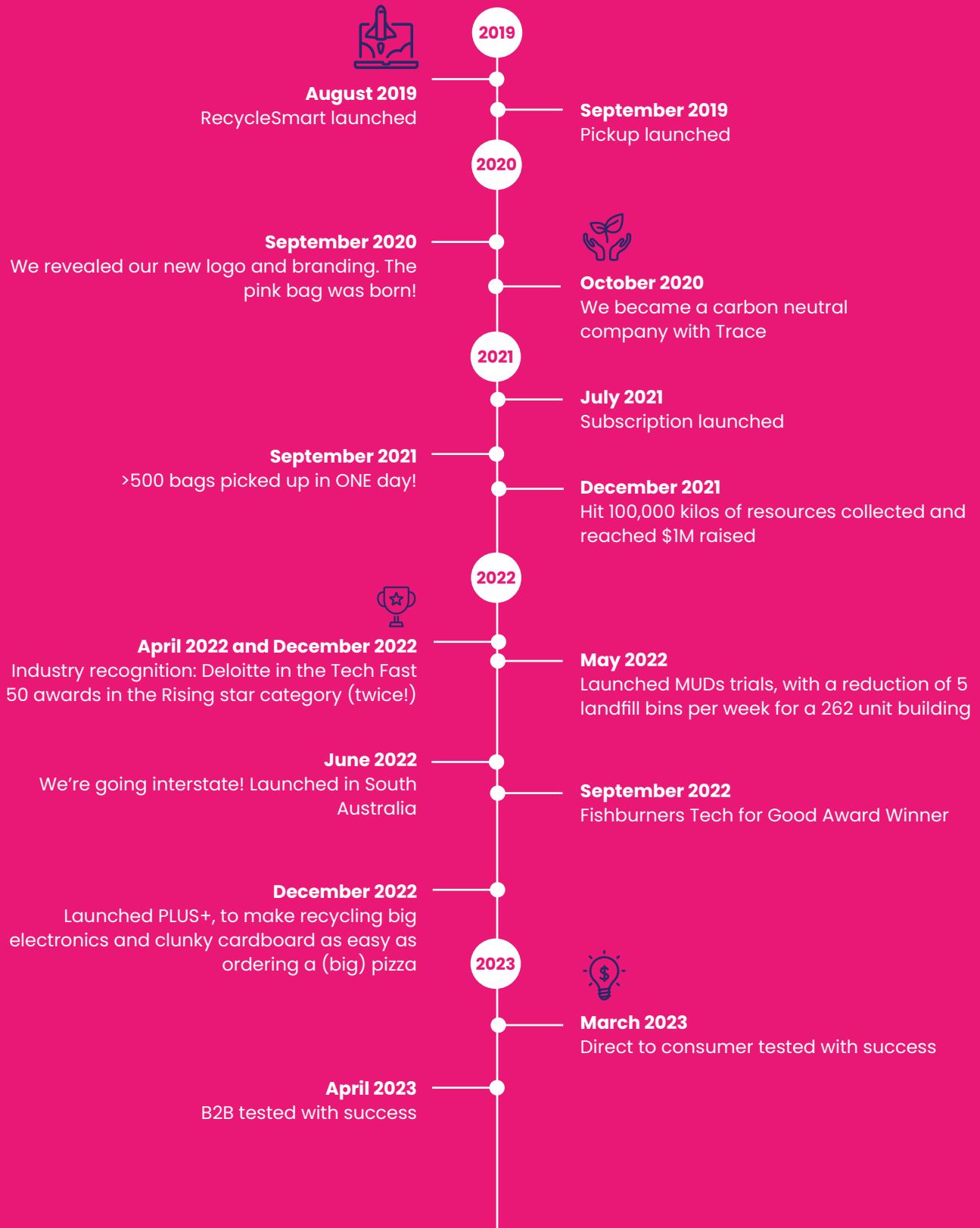
Conducted
>330,000
pickups



Been supported by
> 37,000
active users
> 114 LGAs
nationwide

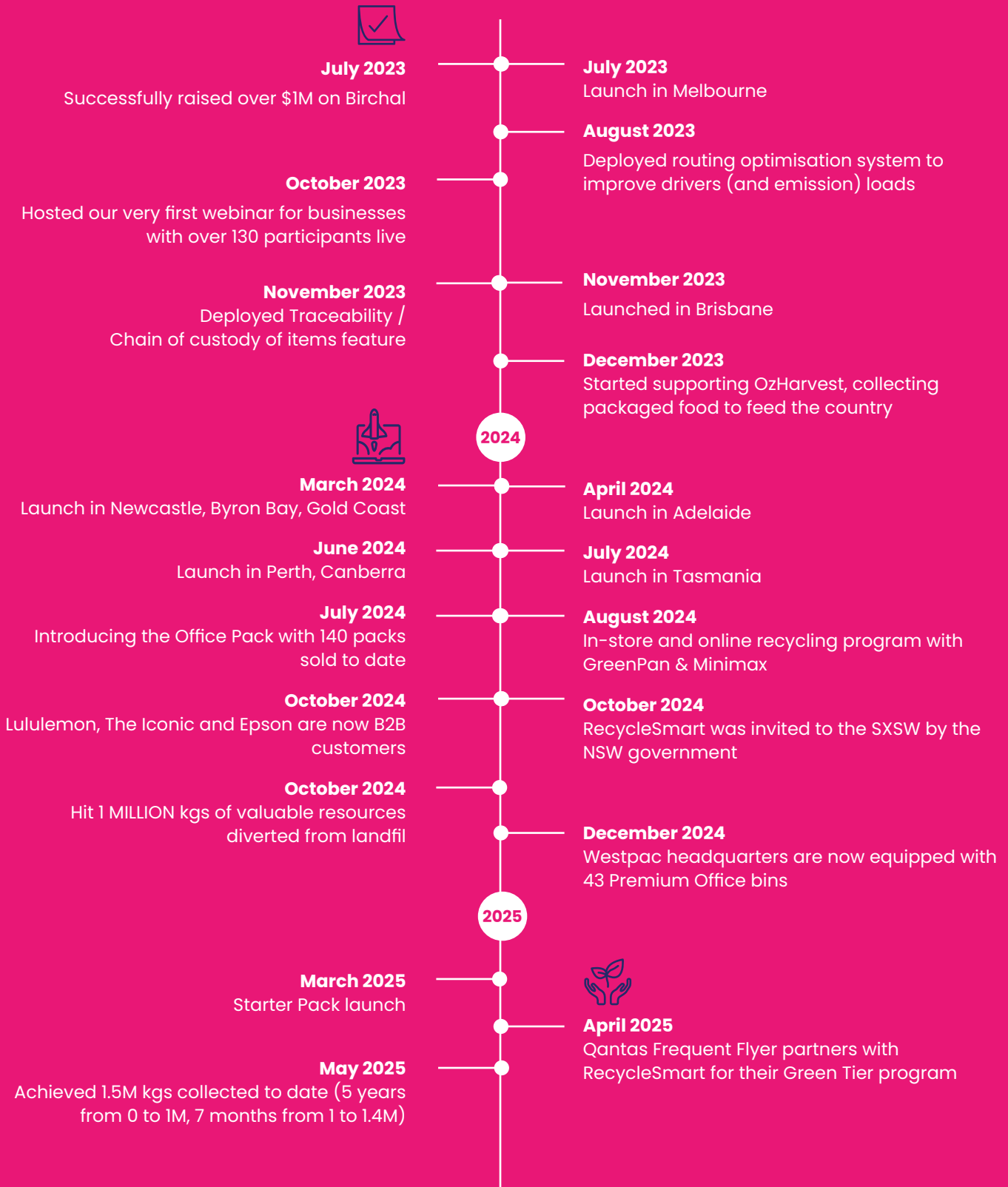
Achievements and Awards

2.2.2 Our Milestones to date



Achievements and Awards

2.2.2 Our Milestones to date



2.2.2

Our Mission & Vision



We are on a mission to connect people, brands and councils across Australia to make recycling and reuse simple, rewarding and part of everyday life, bridging the gap to end landfill for good.

2.2.3

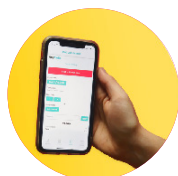
Our Products and Services

RecycleSmart offers a comprehensive circular recycling solution to cater to individuals, businesses and Councils across Australia.

Our Service

The Pickup, tech-enabled recycling: simple. RecycleSmart offers one simple, tech-powered service for individuals, businesses, and councils: the Pickup. With 325,000+ Pickups completed, it's proven, scalable, and in demand.

How it works?



Book

Book a pickup on our app.



Pack

Pack your dry, clean, non-hazardous items you're unsure how to dispose of (for example: soft plastics, clothes, e-waste, shoes, batteries) in any shopping bag you have at home.

For businesses and councils, we collect in bins of all sizes, from 60L up to 600L and even truckloads!

- Then book online in three clicks. Our AI helps choose the right size.



Collect

Your friendly driver collects your bags from your doorstep and delivers them to our recycling partners.

- During the pickup, our vetted drivers sort the items on the spot, ensuring we collect only recyclable materials. Unsuitable items are left behind with feedback provided to the user, addressing the issue of contamination.
- To minimise emissions, both from the pickups and our headquarters, we have partnered with Trace to be a carbon neutral company.
- No sorting, no landfill guilt: 98% of items avoid landfill.



Track

We track and share insightful impact data.

- We track the weight, volume, and item details for each pickup, providing valuable insights accessible to our council partners and customers through our reporting portal.



Channels

1. Business-to-Government Model (B2G)

- Historically, we've primarily focused on a government-funded service, by providing our Pickup service through Councils across Australia. This model requires Councils to pay for the service on the behalf of their residents, and allows residents to access a certain number of Pickups per year. It is sticky, predictable revenue and has supported our business with steady revenue growth since inception, however we recognize the scaling speed is limited due to government timelines.

- 26 councils are working with us, +60% vs last year, thanks to our expanded offering: recycling centres, hubs, white goods and mattresses collection.

In 2024, with your support, we successfully expanded to the below channels, where we identified exponential opportunity for growth, and expanded nationwide:

2. Business to Consumer model (B2C)

- Consumers can pay and book for their own service, via either a recurring subscription or on-demand pickups. This has unlocked quick and scalable expansion.
- Our B2C service is now nationwide, with flexible pickup sizes, XL options currently in testing, and over 37,000+ users.

3. Business-to-Business Model (B2B)

- Businesses also have a role to play in creating a more circular economy, particularly with increasing consumer pressure on sustainable practices and a demand for businesses to provide solutions to the waste they generate. We now support companies to adhere to ESG best practices by servicing both offices and warehouses, as well as partnering with businesses to provide pickups for customers.

- B2B is our fastest-growing channel. Revenue grew 5× in the last year, driven by solutions like the Office Pack, now 30% of B2B sales. Clients include Westpac, Canva, The Iconic, Lululemon, John Holland, Qantas.

- We're developing brand-funded return programs, building on early partnerships like our cookware initiative with GreenPan.



2.2.4

Industry Overview and Competitor Landscape

1. Competitive Landscape

Australia's waste system faces mounting pressure. With Extended Producer Responsibility legislation considered, landfill limits nearing, and public demand for sustainable solutions rising, the industry must change how waste is managed, now.

Australians send 2.5M tonnes of plastic to waste annually—91% of it never recycled. Packaging alone adds 2.9M tonnes to landfill, and Sydney's landfills will reach capacity by 2030. The system is broken: confusing rules, limited access, and low engagement. Valued at \$15B, the waste sector is ripe for innovation. RecycleSmart is the first to offer doorstep recycling for multiple streams, tackling the root of the problem by making it easy for households, councils, and businesses to take responsibility for their waste, divert it from landfills, and report on it.

We are targeting "mixed packaging" (cardboard, polystyrene and soft plastic) that represents 40% of global waste - [see here](#).

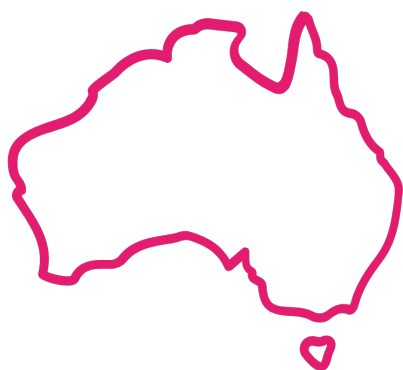
The Australian waste collection landscape is composed of players mainly focusing on kerbside bins collection. For "hard to recycle" items that should not be disposed of in traditional kerbside bins however, there are few vertically integrated players. According to APC, a major Australian environmental consultancy, "hard to recycle" items account for ~35% of daily waste production. Most companies specialise in specific waste streams (i.e. clothing, batteries etc) and do not offer door-to-door collections. On the other hand, RecycleSmart is a one-stop-shop platform that serves as the link between individuals and recyclers, to recycle a long list of items in a single pickup via our direct partnership with recyclers. We provide a convenient (right on your doorstep), frictionless (all together in any grocery shop bag with a 2-click booking system) experience.

Sources:

1. 2.5M tonnes of plastic & 91% never recycled <https://www.abs.gov.au/statistics/environment/environmental-management/waste-account-australia-experimental-estimates/latest-release>
2. Packaging adding 2.9M tonnes: <https://apco.org.au/news/20Y4a00000000Q9EAI>
3. Sydney landfill shortage: <https://www.epa.nsw.gov.au/Working-together/Community-engagement/updates-on-issues/Sydney-landfill-shortage>
4. Waste sector valued at \$15bn: https://www.wmrr.asn.au/Web/Web/WARR_Industry/Our_Industry.aspx

2. Market Size

RecycleSmart has a \$500M+ revenue opportunity in a \$15B industry



Australia's waste management industry is worth

\$15 billion



The global waste management industry is worth

\$1 trillion

As we look to the future, we see an extraordinary opportunity to redefine waste management in Australia. With growing environmental awareness, increasing government pressure, and the rising expectations of conscious consumers, the time to act is now. In 2025, we aim to scale our reach with

targeted marketing and sales, forge new brand partnerships that fund and amplify our Pickup service, and double down on AI and data to drive efficiency and unlock new environmental insights. By combining growth, innovation, and impact, we're building a smarter, more circular future - one pickup at a time.

Sources:

1. <https://www.ibisworld.com/au/industry/waste-treatment-disposal-services/5024/> | Waste Management industry in Australia = \$4bn AUD
2. The global recycling market is >\$90B <https://www.statista.com/statistics/239662/size-of-the-global-recycling-market/> | Global waste recycling services market = \$63bn USD = \$93bn AUD
3. <https://www.dcceew.gov.au/sites/default/files/documents/national-waste-report-2022.pdf>

3. Key competitive advantages



1. Our unique value proposition

In a society where products and services are continuously evolving to become on-demand, our service is innovative in its field as an **'on-demand recycling service'**. With one of the key friction points of recycling being convenience, our **ultra-convenient product** positions us uniquely for success in the market.

Our company stands out in the market as the provider of a **comprehensive, end-to-end solution** encompassing the complete range of products we offer.



2. Strong & transparent partnerships

Transparency is key for building trust and accountability. Our transparent partnerships support **reinstating trust in the recycling industry** in Australia.

A cornerstone of RecycleSmart's approach is developing **strong relationships with our partners** to process and recycle the items we collect. It has enabled us to grow quickly by leveraging existing recyclers already present in the market.



3. Advanced technology & data harnessing

We have developed two apps, one for drivers and another for customers. Our gig-economy business model ensures the driver app is focused on **data collection, optimisation, and efficiency** for our locally contracted drivers. The customer app is designed with a focus on **usability, impact, and community engagement**.

At the core of our technology, we leverage the power of Firebase, Flutter, and Ruby on Rails on Google Cloud Platform. Our development process is centred around a quick iterative release cycle, where we take into account user and driver feedback to ensure we are delivering the best possible experience.

Our key focus is data collection to generate insights on recycling habits. By leveraging machine learning

algorithms, we can better analyse user data, make informed decisions, and provide a more personalised experience for our users. We are currently exploring the use of artificial intelligence (AI) in our technology stack, which can help us optimise our driver allocation, identify items, enhance our customer support, and improve our overall service quality.



4. Scalability

RecycleSmart has been built in a way that is highly scalable via **our gig-economy, asset-light model** that leverages third party recyclers. With our setup, we can launch new areas in as little as two weeks, by contracting independent drivers, leveraging our **nationwide partnerships** with companies like APR, Close-the-Loop and Eco-cycle, as well as open our Tech up to new postcodes.



5. Proven track record

RecycleSmart is not just an idea, we have **proven our business model works** and have been operating our on-demand recycling service for 4 years. We have continuously adapted to the challenges the recycling industry has faced over the last years, and have continued to grow (our **active user base has grown 4x in 3 years**, from 1800 active users in April 2022 to >9000 active users in May 2025!)

Business and Revenue Model

Business Model Overview

The business operates through three main channels; Direct to Consumer (B2C), Business to Business (B2B) and Business to Government (B2G). Each channel has its own revenue generation methods:

1. B2G Revenue Model (45% of total revenue)

RecycleSmart charges councils a monthly fee, typically for a 12-month contract. This fee covers a maximum number of bags per month. Additional bags can be provided to residents if council opts to increase this. Residents within these councils can book the service for free, with two bags included per pickup, and pay for each additional bag.

RecycleSmart also offers large-scale collections for councils, now 25% of total Government revenue:

- Community Recycling Centres – enabling collections of new items, like soft plastics, out-of-scope e-waste, polystyrene, etc to expand their local capabilities
- Public Spaces – i.e. libraries, town halls, or other community centres throughout the council where “recycling hubs” are set up for residents to access

2. B2C Revenue Model (29% of total revenue)

Consumers can also pay and book for their own service, via either a recurring monthly subscription or on-demand pickups. Additional PLUS items (i.e. clunky cardboard and bigger electronics) can be added on to an existing pickup or booked individually.

3. B2B Revenue Model (25% of total revenue)

RecycleSmart caters to the needs of all business sizes by offering collections in varying quantities, via either ad-hoc or recurring pickups (daily, weekly, fortnightly or monthly). Businesses are charged per pickup for the collection and recycling of items beyond the scope of their current recycling initiatives.

- For smaller quantities such as 60, 90, 120 or 240 litre, standard rates apply. This category includes Office and Retail packs.

- For commercial quantities over 4000 L, the pricing is reduced. This category includes large collections and corporate partnerships.

4. Additional Revenue Streams (1% of total revenue)

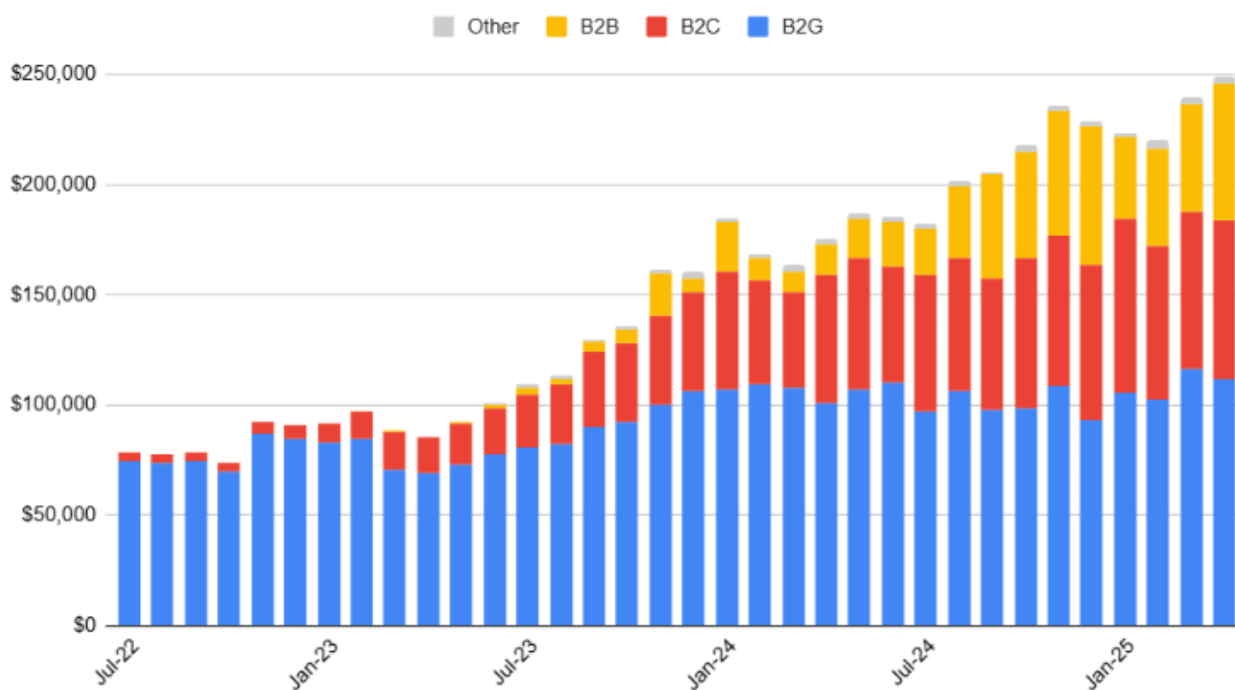
The business also generates revenue by getting rebates for collected items, particularly e-waste, but also metal, batteries, and other recyclable materials.

Revenue Model Overview

The business primarily operates on a Subscription and Fee-for-Service revenue model.

As of now (April 2025 quarter), the revenue split between key sales channels is approximately 45% from B2G and 29% from DTC, 25% from B2B

Income by Channel (\$)



Revenue Model Overview

Key Metrics for Traction

The key metrics used to evaluate traction include the number of users, bags collected, subscribers, and locations served. Currently, the number of users is a significant metric, with a high retention rate of >50% after 12 months, considering individuals who have used the service at least once in the last 3 months. Over 620,000 bags were collected in 2024, >10x from 2021.

Key Value Drivers

The key value drivers of the business include efficient service delivery, convenient waste management solutions, environmental sustainability, and cost-effectiveness for Council, individuals and businesses.

1. Saving councils money: Our service contributes to cost savings for councils by promoting less contaminated yellow bins with reduced incidents of fires and costly repairs in recycling centres, and smaller quantities in red bins. This is achieved by ensuring proper disposal of batteries and materials in the correct bins. In addition, RecycleSmart also reduces contamination in the bin through source segregation (sorting of recycling stream on the premises), making the end-product valuable. Due to the labour intensive nature of this process, this process is not conducted by the local governments, leading to reduced recovery rates and increased landfill costs.

2. Reducing landfill impact: By encouraging smaller quantities of waste in red and yellow bins, we actively minimise the cost and environmental impact of landfill.

3. Data collection for better waste management: We collect data on the weight and type of resources during each collection, enabling us to implement data-driven strategies for efficient waste management.

4. Creating local jobs: Our operations create employment opportunities within local communities, supporting economic growth and sustainability. Our average independent contractor driver stays with the company for >12 months.

5. Plug and Play convenience: With our streamlined processes, we can launch our services in any location across Australia within just two weeks, providing a flexible and scalable solution.

6. Frictionless user experience: We prioritise simplicity and convenience, ensuring that our service is easy to use and navigate, resulting in a seamless customer experience. Our 1800+ Google customer reviews are a testament to our product's success, with an average 4.9 star rating!

7. One bin or bag for hard-to-recycle items: We simplify recycling by offering a single bag for all "hard to recycle" items, eliminating the need for sorting or finding alternative disposal options outside of residents' homes or offices.

8. Infrastructure for circularity: We've built a platform that gives businesses a tangible way to understand the full journey of the products they put into market. This creates endless opportunities—from brand engagement and sustainability storytelling to product stewardship and responsible end-of-life pathways—enabling brands to actively participate in and promote a circular economy.



Key Sales / Distribution Channels

1. B2C + B2B

The business relies on community-based marketing and a strong social media presence to attract customers. Usually, there are close to no paid advertisements in place. Digital marketing, a user-friendly website, direct/indirect networks may also serve as sales and distribution channels.

2. B2G

RecycleSmart provides an all-inclusive service for streamlined collection of hard/tricky to recycle items for each local government area. Traditionally, these items are disposed of in the red bin due to a lack of capability at Community Recycling Centres, council's contracted waste/recycling providers and a lack of awareness around which items can be recycled. **We address this gap by providing councils access to the RecycleSmart network, where more than 100 items can be recycled by residents.**

RecycleSmart's B2G offer targets mainly the circular economy, waste education, and resource recovery departments. Key channels also include a group of councils such as the Hunter Joint Organisation, a focussed group of 10 councils with a focus on Circular Economy for the Hunter region. With the provision of real-time data collection, reporting and traceability, RecycleSmart provides a one-of-a-kind solution available to local governments in Australia.

Main Components of the Business

The business is focused on building a platform that facilitates consumers and businesses to seamlessly access a wide range of vertically integrated recyclers. It aims to create a reverse last-mile logistics service that currently does not exist. Through technology, the business utilises outsourced providers, leveraging the gig economy and providing jobs to the local community.

2.4

Business Strategy

RecycleSmart's strategy for the year ahead focuses on scaling a proven business model, unlocking new revenue streams through brand partnerships, and investing in AI and data to drive operational efficiency and environmental intelligence. With our service now available nationwide, our focus shifts to depth over breadth – activating more households, converting more users, and building smarter systems to power long-term growth and circular impact.

Scale Up the Business

- Drive use growth through marketing and sales investment
- Activate more users across existing markets through targeted campaigns
- Grow our customer base with increased sales headcount and performance
- Boost conversion, reactivation, and frequency through personalised engagement
- Improve customer lifetime value through better segmentation and lifecycle journeys

Bring More Brands Onboard

- Fund Pickups and reward consumers through brand partnerships
- Launch co-funded Pickup programs with consumer goods brands and retailers
- Build reward-drive initiatives that offer perks for doing the right thing
- Create a scalable brand sponsorship model to reduce customer acquisition
- Position RecycleSmart as a go-to partner for brands with sustainability goals

Double Down on AI & Data

- Boost efficiency and turn waste data into action
- Invest in AI for item identification and image recognition to improve sorting logic
- Expand waste tracking systems to improve traceability and reporting
- Build automated insights dashboards for internal ops and brand partners
- Leverage data to inform route optimisation, customer nudges and ESG impact

By focusing on user growth, brand monetisation, and AI-driven efficiency, RecycleSmart is poised to strengthen its position as the leading solution for tricky-to-recycle waste in Australia. These initiatives will not only accelerate our environmental impact but also set the foundation for a scalable, profitable circular economy business.

Our team

2.5.1 Organisational structure



CEO
Giorgio Baracchi

10 years waste management experience. Ex Management Consultant at Bain & Co.



CTO
Marco Prayer

15 years experience in software development. Ex Mobile Tech Lead at Deloitte, Tech Lead at Virgin Money Bank.



COO
Michael Bortnowski

10 years' experience in strategy and operations. Ex Bain & Co. and BC Strategy. Led transformations across ASX firms, universities, and high-growth ventures.



Chief Commercial Officer
Alvaro Rodas

20 years of experience in driving sustainability, transformation, commercial planning, and strategic partnerships within the corporate sector. Ex Head of Sustainability at Qantas Loyalty.



Chief Marketing Officer
Eugenie Alonzo

15 years experience in FMCG marketing. Ex Director of Marketing at L'Occitane Australia.



Chief Financial Officer
Fred Olive

15 years experience in Strategy & Finance. Ex Management Consultant at Bain & Co.



Software Engineer
Andrew Leonard



National Ops Manager
Roberto Pirina



BD Business
Omar Ahmed



Marketing Coordinator
Tina Davidovic



Senior Product Manager
Sofie Migliorisi



Area Manager
Massimo Felet



BD Business & Growth Lead
Mikey Duke



Customer Care Lead
Matteo Menegaldo



Area Manager
Amy Jennings



BD Business
Matteo Mondino

2.5.2 Directors & management



Giorgio Baracchi

Director & Chief Executive Officer (CEO)

Description of duties

Responsibilities include, but not limited to: setting vision and strategy, leadership and critical decision-making, stakeholder management, corporate governance, financial management, talent management, external representation, crisis management

Skills and experience

Giorgio has extensive experience in the Waste Management industry where he has worked on different projects along the value chain for the last ten years. He is active in the start-up community as an advisor and angel investor, with work experience within Australia and overseas, specifically in the USA and Europe. Giorgio has worked as a Manager for Bain & Company and for BC Strategy on a number of corporate growth strategies, business unit strategies, commercial due diligence engagements and market reports. He has experience in managing teams that work directly with senior executives by undertaking data collection, analysis, modelling and data presentation. He studied in different countries, such as Australia, China, Europe and the USA, where he gained his MBA from University of Texas.



Marco Prayer Galletti

Director & Chief Technology Officer (CTO)

Description of duties

Responsibilities include, but not limited to: Technology strategy and innovation, technical leadership, infrastructure management, data security and privacy, talent management, corporate governance, external representation, crisis management

Skills and experience

Marco has extensive 15-year experience as a software developer. Specialising in mobile projects, Marco's career has been all about Tech and innovation. In the past, he has been Project Manager and Tech Lead for Freelancer.com, Tech Lead for VIVID Festival, and more recently Senior Manager for Deloitte Digital where has been responsible for delivering major calibre projects. He was instrumental in Banking projects with Virgin Money, facilitated Governmental schemes with ServiceNSW and MyGOV, and worked closely with Insurance enterprises such as CBUS.



Eugenie Alonzo

Chief Marketing Officer (CMO) & Senior Manager

Description of duties

Responsibilities include, but not limited to: strategy development and execution, brand management, market research, customer acquisition and retention, sales strategy, marketing campaigns, PR, pricing strategy, performance tracking, talent management

Skills and experience

Eugenie is an experienced marketing professional with 15 years' experience in FMCG marketing. Having worked as marketing Director at L'Occitane Australia, Eugenie excels in driving sales growth through customer acquisition, onboarding, retention, leveraging data and omnichannel marketing.



Alvaro Rodas Fernandez

Chief Commercial Officer (CCO) & Senior Manager

Description of duties

Responsibilities include, but not limited to: commercial strategy development and execution, talent management, stakeholder management, partnerships development, Government relations and external representation

Skills and experience

Alvaro has over 20 years' experience in commercial planning, partnerships and strategy within the corporate sector. Before joining RecycleSmart as its Chief Commercial Officer he worked at Qantas in several airline commercial roles and spent the last 3 years in its Frequent Flyer division as Head of Sustainability. In this role, he led Qantas' effort to educate and incentivise customers to become more environmentally conscious and launched a new Green Tier as the platform to support this initiative. Originally from Spain, Alvaro has worked in Ireland, the UK and the Middle East. He holds a bachelor's in law from the Universidad Complutense in Madrid, an Executive MBA from the University of New South Wales and is a Graduate of the Australian Institute of Company Directors. Alvaro is the Deputy Chair of Media Diversity Australia, a not-for-profit championing greater cultural and linguistic diversity representation in the Australian media in the field.

2.5.3 Our advisors



Justin Frank

Ex Chief Strategy Office, SUEZ Australia

Area of expertise: Circular economy / CSR

Justin is a commercially astute, adaptable and purpose driven circular economy leader, who develops diverse teams and creates inclusive cultures to foster customer driven innovation. MBA qualified with a proven track record in driving triple bottom line growth by successfully engaging and enabling teams to implement shared value strategies, whilst reducing inefficient costs and processes in global and ASX listed business.

2.5.4 Group structure

The Company has a 100% wholly-owned subsidiary in New Zealand, RecycleSmart Tapui Limited (NZ Company number 8313422).

The subsidiary was established to explore business development opportunities in New Zealand, but these efforts were ultimately unsuccessful and the subsidiary is currently dormant.

The subsidiary was funded through a loan from the Australian parent company, whose balance currently sits at NZ\$58,844, with a plan to launch in NZ in the near future.

2.6

Capital structure

2.6.1 Issued capital (before and after the Offer)

As at the date of this Offer Document, the Company has 14,560,171 ordinary shares. The majority of shares are held by the Company's founders (through their trusts).

The Company also has the authority to issue up to 15% of the Company's issued share capital under the Constitution. 1,822,730 options have currently been allocated under the Company's Employee Share Option Plan.

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	Options	Total
Caligula Holdings Pty Ltd ATF GB Trust	Ordinary	6,425,440 (44%)	0 (0%)	6,425,440 (39%)
Marco Prayer Galletti ATF Prayer Galletti Holdings Trust	Ordinary	2,400,000 (16%)	840,000 ¹ (46%)	3,240,000 (20%)
Antler GP Pty Ltd ATF Antler Fund, LP	Ordinary	1,600,000 (11%)	0 (0%)	1,600,000 (10%)
Shareholders holding <5%	Ordinary	4,134,731 (28%)	0 (0%)	4,134,731 (25%)
ESOP (Issued & Allocated)	Ordinary	0 (0%)	982,730 ² (54%)	982,730 (6%)
Total		14,560,171 (100%)	1,822,730 (100%)	16,382,901 (100%)

¹ of which 780,000 options have vested (~93%)

² of which 649,188 options have vested (~66%)

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

Shares	Minimum Subscription	Maximum Subscription
Existing Ordinary Shares	14,560,171 (84.7%)	14,560,171 (79.4%)
ESOP Shares (Issued & Allocated)	1,822,730 (10.6%)	1,822,730 (9.9%)
ESOP Shares (Unallocated)	695,305 (4.0%)	867,940 (4.7%)
Offer Shares	108,696 (0.6%)	1,086,957 (5.9%)
Total Shares	17,186,902 (100%)	18,337,797 (100%)

Note: Existing shareholders may elect to make an application for shares under this CSF offer.

2.6.2 Rights and liabilities associated with securities

As at the date of this Offer, the only class of shares on issue are ordinary shares. The Company has also adopted an Employee Share Option Plan.

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 discretion to approve a transfer of shares to a third party

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.

Employee Share Option Plan (ESOP)

The Company has implemented an employee share option plan (ESOP) to attract, retain and incentivise key employees. The maximum number of options that can be issued under the existing ESOP is 15% of the share capital of the Company. As at the date of this CSF Offer Document, the Company has issued and allocated a total of 1,822,730 options under the Company's existing ESOP, of which 1,429,188 options have vested to existing participants (i.e. employees) in the ESOP. 676,124 options under the ESOP remain unallocated.

Shareholders Agreement

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



2.6.3 Sources of financing, including debt financing and other financing

To date, the business has been funded through a combination of operating income and equity.

Equity

To date, the Company has raised approximately \$4.0M from professional and retail investors, including through previous SAFE notes that were converted in August 2023. See section 2.6.1 for more information.

Debt funding

As at the date of this Offer, the Company has not relied on debt financing to fund its business activities.



By collecting tricky-to-recycle items, together we have saved

>1.5 million
kgs of waste diverted
from landfill

>1 million
bags collected

> 37,000
active users

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
Funding risk	The Company is in the process of raising funds to achieve its strategic business objectives and to cover its projected operating expenses. The Company may not raise all of the required funding and therefore not achieve all of its business objectives. The Company may also need to raise additional funds in the future from investors or third parties. There is no assurance that the Company will be able to obtain additional rounds of funding on substantially the same terms as outlined in this Offer Document or at all. The Company's value may be materially affected if the required additional funding is not available.
Competition risk	RecycleSmart operates in a relatively low competitive market with few players, however moderate barriers to entry and new government regulations or funding could give rise to new and unknown competitors. There is a risk that existing competitors as well as new competitors, will have greater access to capital, economies of scale, resources and distribution compared to RecycleSmart. If RecycleSmart is unable to successfully compete with new competitors, this would have a negative impact on the revenue, profitability and future prospects of the business.
Technology risk	RecycleSmart's product relies on technology to function. Despite RecycleSmart's measures to effectively manage these systems and risks, if any of these technologies were to fail without notice, it could interrupt our ability to sell our product, which could have a direct impact on revenue and profitability. In an online environment, there is a risk of loss, theft or malfunction of customer data. While systems are in place to protect customer data, the failure of these systems, without notice, could interrupt the company's ability to sell or communicate with customers.

2.8

Financial information

Below are the financial statements of the Company for the financial year ended 30 June 2024, which have been prepared in accordance with the Accounting Standards.

Financial information for the 10 months ended 30 April 2025 have also been included. The information has been prepared on a consistent basis based on management accounts, and accordingly may be subject to change.

2.8.1 Balance sheet

	As of 30 April 2025	As of 30 June 2024	As of 30 June 2023
Assets			
Current Assets			
Cash assets	\$676,072	\$1,262,037	\$75,022
Receivables	\$241,348	\$157,812	\$119,984
Current tax assets	\$0	\$159,187	\$112,372
Total Current Assets	\$917,420	\$1,579,037	\$307,378
Non-Current Assets			
Receivables	\$53,920	\$52,870	\$52,870
Intangible assets	\$7,850	\$7,850	\$2,800
Total Non-Current Assets	\$61,770	\$60,720	\$55,670
Total Assets	\$979,190	\$1,639,756	\$363,047
Liabilities			
Current Liabilities			
Payables	\$129,637	\$28,170	\$9,773
Current tax liabilities	\$189,998	\$46,783	\$29,910
Superannuation payable	\$12,404	\$0	\$0
Provisions	\$0	\$0	\$0
Total Current Liabilities	\$332,039	\$74,953	\$39,683
Total Liabilities	\$332,039	\$74,953	\$39,683
Net Assets (Liabilities)	\$647,151	\$1,564,803	\$323,364
Equity			
Issued capital	\$4,016,596	\$3,986,570	\$155,102
SAFE Notes	\$0	\$0	\$1,502,413
Retained profits / (Accumulated losses)	(\$3,369,445)	(\$2,421,767)	(\$1,334,151)
Total Equity (Deficiency)	\$647,151	\$1,564,803	\$323,364

2.8.2 Profit and loss statement

	For the 10 months ended 30 April 2025	For the 12 months ended 30 June 2024	For the 12 months ended 30 June 2023
Income			
Sales	\$2,241,929	\$1,817,306	\$1,003,341
Other income	\$19,205	\$19,973	\$10,753
Total income	\$2,261,134	\$1,837,279	\$1,014,094
Expenses			
Drivers (contractors)	(\$1,016,024)	(\$973,062)	(\$598,663)
Salaries and Superannuation	(\$1,306,383)	(\$1,309,061)	(\$784,506)
Consultants & HQ contractors	(\$182,194)	(\$134,279)	(\$123,186)
Advertising & Marketing	(\$46,305)	(\$270,341)	(\$71,583)
IT expenses	(\$61,234)	(\$56,297)	(\$29,223)
Other expenses	(\$596,673)	(\$341,041)	(\$73,752)
Total expenses	(\$3,208,813)	(\$3,084,082)	(\$1,680,913)
Profit (Loss) before income tax	(\$947,679)	(\$1,246,803)	(\$666,820)
Income Tax Expense	\$0	\$159,187	\$112,372
Profit (Loss) after income tax	(\$947,679)	(\$1,087,615)	(\$554,448)



2.8.3 Cash flow statement

	For the 10 months ended 30 April 2025	For the 12 months ended 30 June 2024	For the 12 months ended 30 June 2023
Operating Activities			
Receipts from customers	\$2,416,000	\$1,961,160	\$1,021,89
Payments to suppliers and employees	(\$3,209,094)	(\$2,955,000)	(\$1,652,610)
Cash receipts from other operating activities	(\$84,848)	(\$65,873)	(\$58,364)
Cash payments from other operating activities	(\$734)	(\$898)	(\$355)
Net Cash Flows from Operating Activities	(\$878,677)	(\$1,060,611)	(\$689,430)
Investing Activities			
Payment for property, plant and equipment	(\$17,130)	(\$46,436)	(\$1,960)
Other cash items from investing activities	(\$30,841)	(\$5,050)	(\$31,158)
Net Cash Flows from Investing Activities	(\$47,971)	(\$51,486)	(\$33,118)
Financing Activities			
Other cash items from financing activities	\$340,683	\$2,299,112	\$334,873
Net Cash Flows from Financing Activities	\$340,683	\$2,299,112	\$334,873
Net Cash Flows	(\$585,966)	\$1,187,015	(\$387,675)
Cash and Cash Equivalents			
Cash and cash equivalents at beginning of period	\$1,262,037	\$75,022	\$462,607
Net change in cash for period	(\$585,966)	\$1,187,015	(\$387,675)
Effect of exchange rate changes on cash	\$0	\$0	\$90
Cash and cash equivalents at end of period	\$676,072	\$1,262,037	\$75,022

2.8.4 Statement of changes in equity

	Issued Capital	SAFE Notes	Retained Profits	Total Equity
Opening: 1 July 2022	\$155,102	\$1,130,413	(\$779,704)	\$505,811
Profit (Loss) after income tax	-	-	(\$554,448)	(\$554,448)
Increase (Decrease) in Equity	-	\$372,000	-	-
Total for the period	-	\$372,000	(\$554,448)	(\$182,448)
Closing: 30 June 2023	\$155,102	\$1,502,413	(\$1,334,151)	\$323,364

Opening: 1 July 2023	\$155,102	\$1,502,413	(\$1,334,151)	\$323,364
Profit (Loss) after income tax	-	-	(\$1,087,615)	(\$1,087,615)
Increase (Decrease) in Equity	\$3,831,468	(\$1,502,413)	-	\$2,329,055
Total for the period	\$3,831,468	(\$1,502,413)	(\$1,087,615)	\$1,241,439
Closing: 30 June 2024	\$3,986,570	\$0	(\$2,421,767)	\$1,564,803

Opening: 1 July 2024	\$3,986,570	\$0	(\$2,421,767)	\$1,564,803
Profit (Loss) after income tax	-	-	(\$947,679)	(\$947,679)
Increase (Decrease) in Equity	\$30,026	-	-	\$30,026
Total for the period	\$30,026	\$0	(\$947,679)	(\$917,652)
Closing: 31 March 2024	\$4,016,596	\$0	(\$3,369,445)	\$647,151

2.8.5 Management comments on historical performance and outlook

RecycleSmart has continued to demonstrate strong commercial traction in FY25, with revenue increasing by +40% **over the last 12 months**, from ~\$175k in April 2024 to ~\$250k in April 2025. Our B2B channel has grown 5x in 12 months alone and we expect that this sector will be the fastest growing for the upcoming year. Overall, our growth reflects the maturity of our national footprint and increased investment in marketing and sales to activate users across Australia.

Our gross margin (Sales – Drivers costs) also improved significantly, growing from ~\$90k to ~\$130k over the same period. In April 2025, our gross margin reached 53%, reinforcing the strength of our unit economics and our ability to scale efficiently while maintaining profitability at the contribution level.

This past year, we made a deliberate shift from expanding geographically in 2024, to deepening penetration within our existing areas and channels, supported by targeted digital marketing and a growing corporate client base. Additionally, we have begun unlocking new revenue streams through brand-funded pickups, launching pilot programs with major consumer goods companies to subsidise recycling for end users.

Looking ahead, we're doubling down on three strategic priorities:

1. Scaling our reach through marketing and lifecycle optimisation
2. Building brand partnerships to fund pickups and reward eco-friendly behaviour
3. Investing in AI and data to improve efficiency and generate actionable waste insights

These initiatives are designed to maximise top-line growth, improve operational leverage, and advance our mission to eliminate landfill dependency. We are confident that the foundations we've built will continue to drive growth, impact, and investor value in the months and years to come.

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



Section 3

Information About the Offer



3.1 Terms of the Offer

The Company is offering up to 1,086,956 shares at an issue price of \$2.30 per share to raise up to \$2,500,000. The key terms and conditions of the Offer are set out below.

Term	Details
Shares	Fully-paid ordinary shares
Price	\$2.3 per share
Minimum Subscription	\$250,000
Maximum Subscription	\$2,500,000
Opening date	17 June 2025
Closing date	3 July 2025

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

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

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 (\$250k)	Maximum Subscription (\$2.5M)
Scale	\$100,000	\$1,000,000
Tech	\$80,000	\$800,000
Partnerships	\$51,250	\$512,500
Offer costs	\$18,750	\$187,500
Total	\$250,000	\$2,500,000

Scale Up the Business

Funds will be used to fuel marketing and grow our proven business model. Our focus will be activating more users and businesses across existing markets through targeted campaigns. We will boost conversion, reactivation, and frequency through personalised engagement.

Bring More Brands Onboard

We will invest in tech and innovation to build a reward-driven initiatives that offer perks for doing the right thing. This will enable brands to fund Pickups and reward consumers through brand partnerships and launch co-funded Pickup programs with consumer goods brands and retailers.

Double Down on AI & Data

Funds will be used to Invest in tech headcount to double down on AI for item identification and image recognition to improve sorting logic. This will boost efficiency and turn waste data into action and expand our waste tracking systems to improve traceability.

The Offer costs include 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 24 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 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 will scale back product expansion and tech development and continue to focus our cash resources on our core product.

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.

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 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 (for example, they cannot pay dividends unless the Company's assets are sufficiently in excess of its liabilities immediately before the dividend is declared and where it may materially prejudice the Company's ability to pay its creditors).

3.3.3 General meetings and notices

Directors have the power to call meetings of all shareholders or meetings of only those shareholders who hold a particular class of shares. 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 Election and removal of directors

Each Founder Shareholder may appoint one Director for so long as that respective Founder Shareholder holds 12.5% or more of the Shares (on an as converted basis).

If there are no Directors eligible to be appointed by Founder Shareholders, then Shareholders may vote to elect and remove directors at a general meeting by way of ordinary resolution (50%).

3.3.5 Antler rights

Antler, being the Company's first investor, has specific rights, including information rights, a veto on issuing shares, adopting or varying a share plan or changing the Constitution.

3.3.6 Winding-up

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

3.3.7 Restrictions on sale and transfer

Drag-along rights:

The Constitution contains drag-along rights, as follows: if shareholders who together hold 50% of the shares on issue propose to sell all of their shares to a third party, they can 'drag' the remaining 50% to sell their shares on the same terms. The pre-emptive rights process does not need to be undertaken in order for the drag along to be triggered.

If the Company has no CSF shareholders and is regulated under Chapter 6 of the Corporations Act, the Constitution contains a mechanism to 'turn off' the drag along provisions (as these provisions cannot functionally apply if the Company is regulated by Chapter 6 of the Corporations Act).

Exit provisions:

The Board may approve an Exit Event including an IPO, share sale, asset sale or another transaction which results in a change of control, or which the Board determines is an Exit Event. If an Exit Event is approved by the Board, all Members (and Directors) must exercise all rights and do all things to enable the Exit Event to occur.

Pre-emptive rights on transfer

If a shareholder provides a notice to transfer its shares (other than as a permitted disposal), the Company must first offer Eligible Members the right to purchase those shares.

Discretion to refuse to register a transfer of shares

The Board has the discretion to approve a transfer of shares to a third party.

On-sale restrictions under the Corporations Act
Shares acquired under the Offer may not be on-sold within 12 months of their issue without a prospectus or other disclosure document, unless an exemption under section 708 of the Corporations Act 2001 (Cth) applies (e.g. sales to sophisticated or professional investors) or unless ASIC gives relief from the requirement to provide such prospectus or other disclosure document.

3.3.8 Pre-emptive rights / anti-dilution on issue of shares

If the Board resolves to issue new shares (Issue Shares), it must first offer the Issue Shares to each Eligible Member (as defined in the Constitution).

3.3.9 Amendments to the Constitution

To vary the Constitution or adopt a new constitution, the Company must pass an ordinary resolution at a general meeting.



3.4

What can I do with my shares?

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

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

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

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

3.5

Details of previous CSF offers

On 27 June 2023, the Company made a first CSF Offer on the Intermediary's platform.

Under that CSF Offer, the Company offered up to 1,200,000 ordinary shares at a \$1.00 share price. The CSF was successfully completed and \$1,009,366 was raised.

On 23 April 2024, the Company made a second CSF Offer on the Intermediary's platform.

Under that CSF Offer, the Company offered up to 1,047,120 ordinary shares at a \$1.91 share price. The CSF was successfully completed and \$1,106,562 was raised.

Under both these CSF Offers, the directors of the Company were Giorgio Baracchi and Marco Prayer Galletti.

Section 4

Information About Investor Rights

4.1

Cooling-off rights

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

You must withdraw your application via the Intermediary's platform. You will be able to withdraw

your application within the Cooling-off Period by following the link and the instructions within your portfolio on the Intermediary's platform.

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

4.2

Communication facility for the Offer

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

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

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

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

4.3

Proprietary company corporate governance obligations

4.3.1 Annual report

The Company is required to prepare 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. However, shareholders can access the annual report on the Company's website at the following address www.recyclesmart.com/csfinvestors (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).

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 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 www.recyclesmart.com/csfinvestors and via the Intermediary's platform.

Section 5

Glossary

Company means RecycleSmart Pty Ltd ACN 635 870 049

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

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

Intermediary means 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 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



Thank you for reading

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