



Crowd-sourced funding offer document

Offer of fully-paid ordinary
shares in Genus Earth Pty Ltd
at **40c** per share to raise a
maximum of **\$400,000**.

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

Issuer

Genus Earth Pty Ltd ACN 652 050 998

Intermediary

Birchal Financial Services Pty Ltd AFSL 502618

Dated 23rd August 2022

Table of Contents

Section 1

Risk Warning

Section 2

Information About The Company

Section 3

Information About The Offer

Section 4

Information About Investor Rights

Glossary



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.

Section 2

Information about the Company

Letter from the Founders

Dear Investor,

It's no secret that our planet is in trouble. The oceans are increasingly polluted, the signs of climate change are more obvious every year, and one million species are facing extinction¹.

Globally **84%** of children are worried about climate change²

At Genus, we don't think it's acceptable that so many young people are growing up scared about the future of the planet.

But we do believe children are highly motivated to fix the planet they are going to inherit. The only trouble is, until now, attempts to help young people make a meaningful difference have not been well conceived. There has been no comprehensive, child-centred program that is fun and engaging.

Genus is here to change that. We're aiming to make saving the planet child's play.

Our product is a gamified online platform, supported by a series of educational programs, that helps young people understand what is happening to their planet. More importantly, Genus also shows them how they can make a positive difference.

While Genus starts with fun online features like quizzes and games, it comes alive in the real world, where children undertake our 'Impact Missions'. These are real-world activities that generate real-world impact. We call this model 'screen time to green time' and early market testing shows that children love it.

We started planning the product with paper-based trials for our own children and their friends. Since then, we have produced increasingly more sophisticated iterations, testing with children and teachers at every stage. We now have a beta-tested product and we are trialling in schools in New South Wales and Western Australia.

We are now raising capital for two reasons: to further develop our platform (investing in features and content), and to invest in rapid customer acquisition (sales and marketing costs).

We are a profit-for-purpose business, with a clear focus on a triple bottom line: people, planet and profits. Investing in Genus now means you will join us early in our growth journey.

So join Genus and get with the program – because the future's as bright as we make it.

Thanks and regards,

The Founders

Ged Gillmore, Jon Owen, Brent Phillips

¹ IPBES [Global Assessment Report](#) (Intergovernmental Science-Policy Platform on Biodiversity and Ecosystem Services)

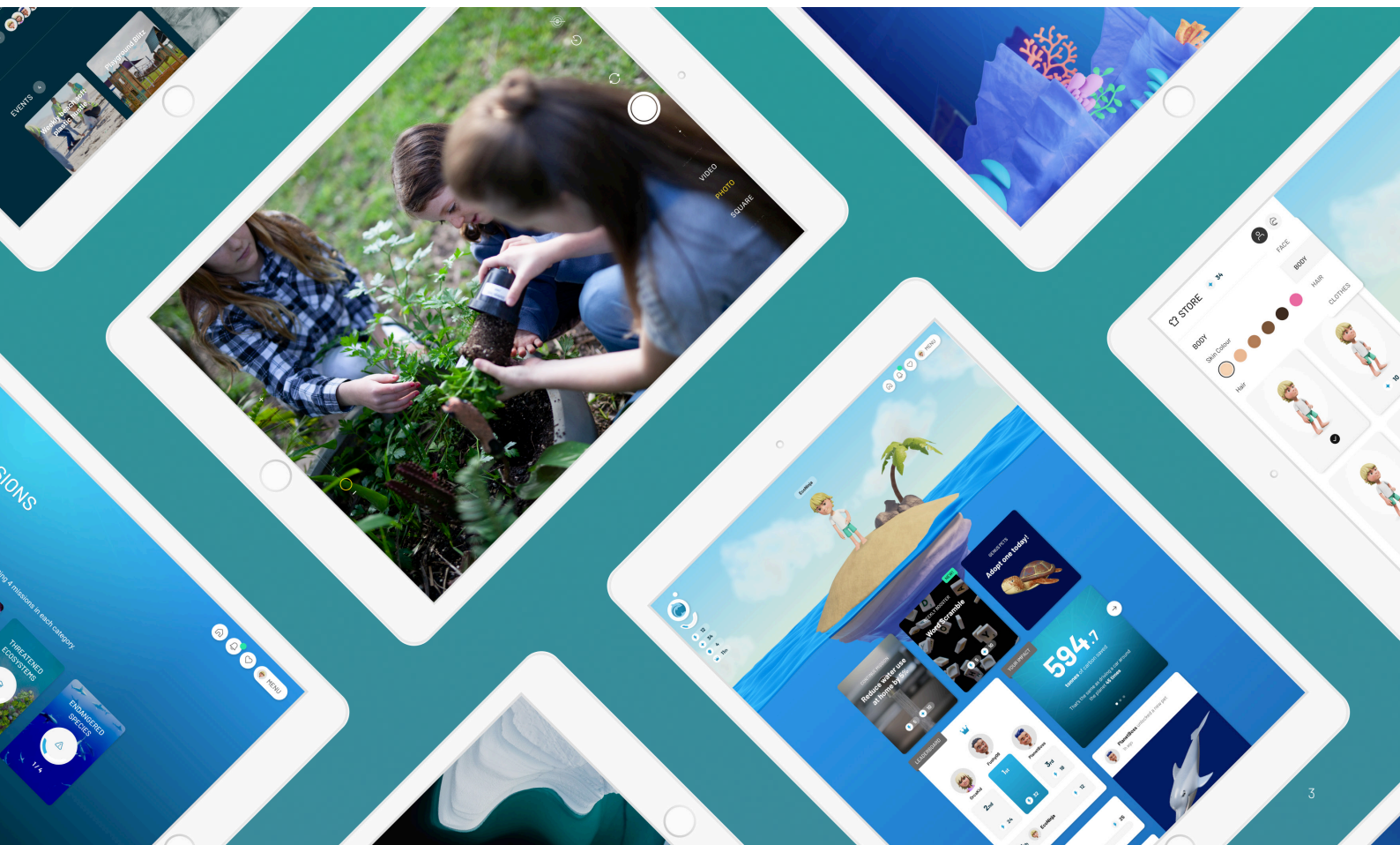
² [It Starts At Home](#) Elsevier Energy Research & Social Science 52 (2019) 144-158

Company Details

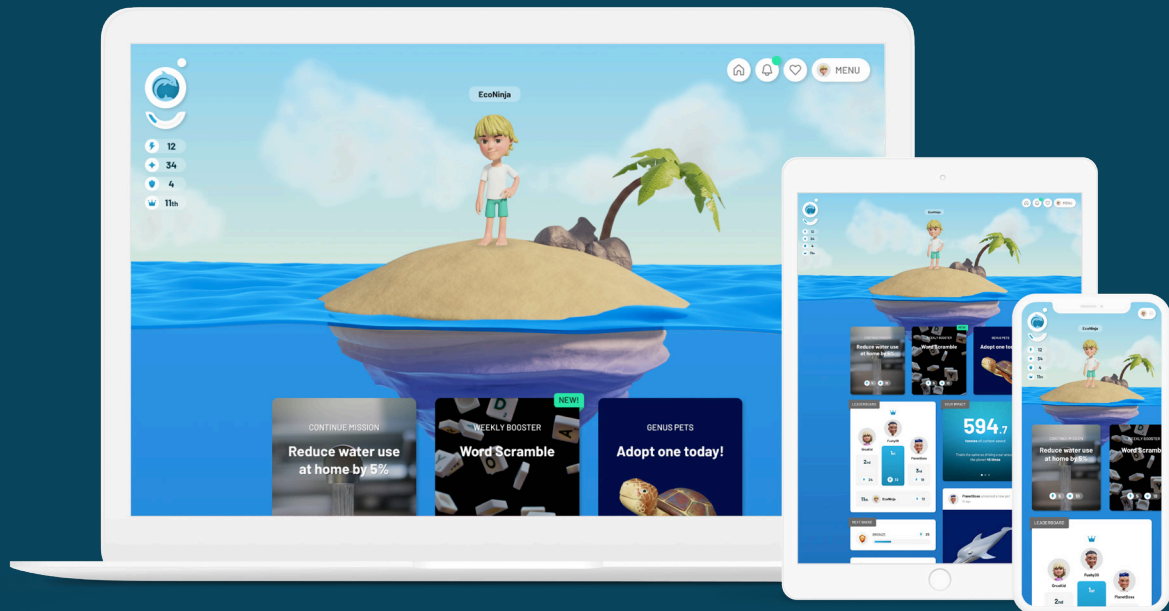
Genus is a pre-revenue company aiming to make saving the planet fun for the young. We exist to give young people around the world the guidance they need to to help save the environment – and to make it fun enough for them to want to do it. We are a profit-for-purpose business with a clear focus on a triple bottom line return on investment: people, planet and profits.

This offer of shares is made by Genus Earth Pty Ltd
ACN 652 050 998 (Company).

Company name	Genus Earth Pty Ltd
ACN	652 050 998
Date of incorporation	16/07/2021
Registered office	414/5 Celebration Drive, Bella Vista, NSW 2153
Principal place of business	19/1-3 Brodie Street, Paddington, NSW 2021



Our Products & Services



Genus tells young people what they can do to save the planet, and then rewards them for doing it. Our online platform leverages the power of gaming to keep our 'Genus Agents' entertained and motivated throughout their journey.

Genus is our B2C (Business to Consumer) product. Subscribers ('Genus Agents') are given missions to perform in the real world. For example, picking up litter or persuading people to stop using disposable coffee cups. The more impactful the mission, the more points an Agent earns. Points count towards badges and badges count towards the Genus Award. There is one Genus Award per school year. We are launching in primary school years 3-6 with:



Year 3
Turtle Award



Year 4
Dolphin Award



Year 5
Octopus Award



Year 6
Shark Award

Our marketing will be focused on making these awards aspirational so that badges will be worn with pride.

In between earning badges and awards, Genus Agents can earn Genus Coins via weekly and monthly online challenges. Genus Coins can be used to improve their user experience, such as by personalising their avatar with upgrades.

Genus For Schools is our B2B (Business to Business) product. It allows teachers to deliver sustainability education while maintaining focus on Key Learning Areas such as mathematics, English and science.

Genus For Schools also awards points and coins to students – meaning Genus Agents are motivated to take part in lessons, and students are motivated to sign up to our at-home platform.

Collaboration Not Competition

We are a profit-for-purpose business with a key objective of saving the planet. As such, there is little point in competing against like-minded organisations. Genus has developed a 'Collaboration Not Competition' strategy. This means that, instead of competitors, we only have potential partners.

①

Sustainability Education Providers

By also awarding points to Genus Agents using other providers, Genus avoids competing with like-minded organisations.

②

Enviromental Organisations

By awarding points to children volunteering for global, national and local enviromental organisations, Genus leverages pre-existing marketing networks.

③

Private Enterprise

By awarding families purchasing from ethical providers, Genus gains sponsorship and sales commission opportunities.

Early traction for this strategy proves the model works. Genus is already aligned with the Environmental Protection Agency and Take 3 For The Sea and we are in discussions with dozens of other potential partners.



2.1 Business and revenue model

- Genus is a Software as a Service (SaaS) subscription product paid for by parents. Pricing will start at \$2.99 a month. For this, parents see their children enrolled in a 12 month program, working towards a Genus award.
- Genus For Schools is an EdTech (Education Technology) offering for schools. Pricing varies by school size, but averages at \$1 per student per year, or \$380 per school per year.
- As with all Genus strategies, our revenue model is multi-pronged. Genus and Genus For Schools cross-promote each other, so our business model covers B2C, B2B, B2C2B and B2B2C.
- Our third revenue stream is monetising commercial partnerships. For example, one way for Genus Agents to earn maximum points is to persuade their household to switch to a renewable energy supplier. The Genus platform is designed to enable upfront and trailing commissions from sustainable energy companies to whom we refer any business. The same is true of fully-vetted banks, pension companies, telecoms providers etc.

Genus Business Model



2.2 Market Overview

Genus sits at the nexus of **three powerful market forces**

Digital Kids Worried About The Planet

- 84% of children are worried about the environment⁶
- 75% of young people think the future is frightening⁶
- 83% think people have failed to take care of the planet⁶
- 89% of teens have their own phones⁷
- 70% of teens use social media more than once a day⁷
- 94% of children are online by the age of four⁸

Rapidly Growing Investment in Education Technology

- 45% of principals said their school is under-resourced or significantly under-resourced⁹
- \$2.2bn Ed Tech industry in Australia alone¹⁰
- Globally, Ed Tech is forecast to grow to \$350bn by 2025¹¹
- 81% of Australian students use computers weekly¹²
- Covid-19 has accelerated the move towards 'blended learning'¹³

Gaming Forecast to Boom

- Young children (ages 5 to 8) spend 19 minutes per day playing computer or console games, and 21 minutes playing mobile games¹²
- Preadolescents (ages 8 to 12) spend 55 minutes per day playing computer or console games, and 34 minutes playing mobile games¹²
- Teenagers (ages 13 to 18) spend 69 minutes per day playing computer or console games, and 27 minutes playing mobile games¹²
- 91% of children aged 2-17 play video games¹³
- Gaming market value is set to grow by USD 125.65 billion, progressing at a CAGR of 12% from 2020 to 2025¹⁴

⁶ [The Lancet Planet Health](#), Volume 5, Issue 12, E863-E873

⁷ [Common Sense Media](#), 'Social Media Social Life'

⁸ Australian Government eSafety Commissioner, 'Are They Old Enough?'

⁹ The Australian Principal Occupational Health, [Safety and Wellbeing Survey](#)

¹⁰ EduGrowth, [Australian Ed Tech Market Census](#)

¹¹ Boston Children's Hospital, [What Should I Know About Video Games And Kids](#)

¹² ACER [Australian Students in a Digital World](#)

¹³ World Economic Forum 'The Covid 19 Pandemic Has Changed Learning Forever'

¹⁴ Limelight, [State of Online Gaming 2021](#)

2.3 Investment Highlights

Unmet market needs

Genus has spent more than twelve months talking to educators and senior officials in education systems as well as parents, children and environmental organisations. This research has identified three clear unmet market needs:

1. **Children are anxious about the environment and want to help, but don't know what they can do, or how to make it fun.**
2. **Parents want an app that entertains their children but also encourages them offline into productive 'real world' activity.**
3. **Teachers want to respond to the Department of Education's Cross Curriculum Priority of Sustainability without additional workload.**

Genus has developed a program that meets all of these needs, delivered on a platform that is growing users fast.

Clear Go To Customer Strategy

'Cross-pollinating' marketing channels mean each customer group is targeted from multiple angles.

- Digital marketing directly targets parents, who then subscribe their children to Genus.
- Environmental organisations – to whom we drive volunteers and paying customers for free – market us to their existing networks, including parents and teachers.
- Education systems promote Genus For Schools to their teachers and principals, to whom we again market directly.
- Indirect marketing – such as PR, influencers and sponsorships – make our Program Awards aspirational to children, parents and schools.
- Our At-Home and For Schools programs cross-promote each other.

Innovative Platform and Program

Our revolutionary platform and program blend online fun and learning with real-world activity. This is 'screen time to green time', a continuous loop where children have to make a difference in the real world if they want to level up through our awards.

At launch, subscribed children ('Genus Agents') will have a simple avatar which they can customise. As they deliver real-world impact, and earn points for doing so, the extent to which they can customise their avatar increases.

As Genus grows, this customisation – along with all other elements of 'gamification' on the platform – will become increasingly sophisticated, with more and more features added. Our ambitions are for the Genus platform soon to compete with the most complex and well-developed games in the world. But, in order to 'level up', children will always need to get offline and help save the real world they live in.

Experienced Management Team

We are not only a team of champions but also, and far more importantly, a champion team. Our founders combine a range of experience from four different and highly relevant worlds: global corporate management; for-purpose sales and marketing; education; and cutting-edge technology development. We also have successful start-up experience under our belt. Each one of us is a passionate environmentalist and believes in using business as a force for good. We are committed to building a highly profitable business that helps solve what the UN calls 'one of the most pressing issues of our time'⁵.

Strong Partners

Genus' strategy of 'Collaboration, Not Competition' means we aim to work with partners to further our strategic goals. This model is already seeing results.

The NSW Government's Environmental Protection Agency (EPA) has funded us (\$20,000) to develop co-branded classroom resources, impact missions and a full marketing campaign for their Love Food Hate Waste program. Love Food Hate Waste shows households, communities and businesses how to stop wasting food and start protecting the environment.

Take 3 For The Sea has partnered with us to develop co-branded classroom resources, impact missions and an awareness campaign reducing the impacts of plastic pollution and waste in the ocean and broader environment.

Tax Benefits

With the assistance of third-party advisors, Genus has assessed itself as meeting the criteria to qualify as an Early-Stage Innovation Company (ESIC) for the purposes of this Offer. Investors who purchase shares in Genus could be eligible for up to 20% of their investment back in the form of a tax offset and a CGT concession for shares held between 1 year and 10 years.

See Clause 3.5 for details.

⁵ UN Trust Fund for Human Security, [Building Resilience to Climate Threats](#)

Meaningful Impact

A few Genus missions are about awareness raising, but the vast majority have a direct measurable impact on the environment. We estimate that, if a Genus Agent starts with us in Kindergarten and completes all the missions required up to Year 12, they will avoid using the resources shown below.

31.2

TONNES OF
CARBON

273

KILOGRAMS
OF PLASTIC

1,118

KILOGRAMS
OF WASTE

653

KILOLITRES
OF WATER

52.4

KILOWATTS OF
ELECTRICITY

Our aim is for Genus Agents to wear their awards badges with pride, proving they are part of the Generation Us – the generation that is working together to save the planet.



2.4 The Story So Far

Genus was conceived of by Ged Gillmore and Jon Owen in November 2020. After eight months of research, the company was officially incorporated in July 2021.

As part of our early investigations, we hired Ed Tech expert Craig Simon as an interim consultant. We wanted to leverage Craig's incredible experience for guidance on how to design a product that would best meet the education sector's needs. Craig so loved the idea of Genus that he suggested joining Genus in exchange for vesting equity. And we so loved Craig's expertise, wisdom and commonsense attitude, that we said yes.

One of Craig's earliest pieces of advice was to bring our technology build in-house. Wise words indeed, as our online platform is so critical to our business that we needed whoever was developing it to have real 'skin in the game'. But this gave us a seemingly impossible task. How were we to find a CTO who not only had the vision and passion to develop a future-proof platform, but also the work ethic and conscientiousness to roll up their sleeves and do the early coding themselves? After an arduous search via an IT headhunter we found exactly who we were looking for. Brent Phillips joined the team in September 2021.

In what has been a whirlwind year since we first incorporated, we have raised over \$250,000 from our personal networks to support early development. The Founding Directors have personally invested the same amount again and, since the beginning of 2022, Jon and Brent have been 'bootstrapping' to work on Genus full time. We have established relationships with dozens of schools nationwide, hundreds of student testers, education systems in four states and environmental organisations such as the NSW Environmental Protection Agency and Take 3 for the Sea. Our platform is now beta-tested and we are pushing for a full launch in Term 4 of this school year.

Watch out world, here we come.

Highlights

800 schools in discussion

40 teachers engaged

16 schools piloting

250 children onboarded

\$20,000 partnership revenue

\$28,000 grant funding

"Genus is the future of teaching sustainability in the classroom"

L.S.

Deputy Principal

"A huge amount of research has gone into preparing the lessons. Brilliant!"

E.L.

Teacher

Individuals have provided consent for inclusion of this statement

2.5 Business strategy

Our Strategic pillars will guide our business strategy, with a focus on sustainable growth.

Planet First

We have one planet and we have to look after it. Everything we do starts here.

Knowledge is Power

In education, thinking is critical. We provide clear and engaging resources to promote creative and positive learning outcomes.

Impact Matters

Change is only possible with direct action. We will measure this at all times and celebrate the wins.

We are an Experiences Business

We exist to make sustainability easy, fun and rewarding. We will provide a rich and engaging experience at every touchpoint.

Walk The Talk

We hold ourselves accountable. We will always be a force for good and will lead from the front, setting ourselves up to become a B:Corp

Other key strategies consider ways to help Genus compete as it grows:

Cross-Pollinated, Omni-Channel Marketing

Our product is online, and our marketing will focus on digital channels. It will be supported in multiple channels, from traditional trade publication advertising, to events and activations.

Our B2C marketing targets parents and (indirectly) children. Our B2B marketing to school principals and teachers supports relationship marketing to environmental organisations. The cross-promotion of Genus For Schools and our at-home programs ensure we have strong B2B2C and B2C2B sales channels. We also plan to leverage our partnerships for cross-promotion marketing opportunities.

Collaboration Not Competition

Genus plans to act as an aggregator in the sustainability space. By bringing other sustainability brands into the Genus ecosystem, we provide a deeper, richer experience for users. Our collaboration partnership with Take 3 For The Sea is an example.

The strategy is designed to encourage partnerships, but it is also designed to reduce competitive pressures, by converting potential competitors into partners. Ultimately, partnerships will be a key revenue stream, and our deal with NSW's Environmental Protection Agency is validation of this concept (they invested \$20,000 for us to create a program around food waste avoidance).

Global Growth

A clear roadmap to international expansion has been created – Genus was created for global reach. As soon as revenues allow, we intend to target countries with similar cultural values, attitudes

towards sustainability and education systems (initially New Zealand, UK and Ireland, Canada).

Schools as a Launch Platform

While the education sector is a highly competitive market, it is important conduit for reaching young people at scale. While it is a revenue-generating vertical, and our B2B offering is getting excellent feedback from trials, we also see schools as lead-generation for B2C, and the development of our schools offering as a cost of acquisition.

Use of Funds: Content, Experience and Customers

Content We already have a viable launch product, with great content, but Genus must continue to invest to ensure our online platform remains fun and relevant. We plan to leverage partnerships to reduce development costs, but we are committed to the ongoing provision of fresh and engaging content for our customers.

Experience We place strategic importance on the features and experiences on our platform. We plan to build Roblox experiences and Minecraft worlds to engage, educate and entertain. We also plan to use new and emerging technologies such as AI and VR, to make saving the planet as much fun as possible.

Customers Reaching and acquiring customers is critical to our business and cost of acquisition is factored into our business model. Genus plans to secure a strong market position as a provider of climate-focussed experiences for children, both at home and in schools. To do this, we will need to invest in top-of-funnel brand awareness marketing, as well as conversion-focussed marketing that secures customers for Genus.

Development of a strong sales function has started well, with the founders using limited resources efficiently. This requires further investment, and an increase in headcount, to ensure we acquire and retain paying customers over the long term.

2.6 Directors & Senior Management



David (Jon) Owen

Sales & Marketing Director

Jon has been Head of Sales for a \$250m environmental business and has start-up experience in the for-purpose sector. A fully trained Management Accountant by trade, Jon is driven by commercialising sustainable and ethical business. Jon heads up Genus' sales and marketing, as well as handling our relationships with education systems and commercial partners.



Ged Gilmore

Operations Director

Ged is a Program Director with a background in delivering complex transformation programs to multinational organisations. Ged has worked with organisations in Europe, North America, Asia, Australia and New Zealand. Ged acts as head of Finance and Operations at Genus and ensures all projects are delivered to time, cost and quality.



Brent Phillips

Technology Director

Brent has experience across the tech space, from start-ups to leading engineering teams at multinationals. He excels in creating high performance products, following strong agile principles. Brent is our Chief Technology Officer and is responsible for development and continuous improvement of the Genus online platform.



Craig Simon

Product & Schools

Craig has led and built teams and businesses in the EdTech space for 20 years. With a proven track record in growing international businesses, past roles include Chief Product Officer at 3P Learning (Mathletics). Craig is Genus' education expert and ensures all of our product development reflects the latest requirements from schools and students. Craig also provides advice on sales and marketing to schools.

Our intention is to build a team that reflects our audience. Therefore our next hiring will focus on improving our diversity.

2.7 Capital structure

2.7.1 Issued capital (before and after the Offer)

As at the date of this Offer Document, the Company has 10,400,000 ordinary shares on issue. We have no options, SAFE notes or other convertible notes on issue. The majority of shares are held by the Company's founders. 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
Ged Gillmore	Ordinary	3,204,140 (30.81%)
Jon Owen	Ordinary	3,204,140 (30.81%)
Brent Phillips	Ordinary	1,823,416 (17.53%)
Craig Simon	Ordinary	309,316 (2.97%)
Early Stage Investors	Ordinary	1,858,988 (17.88%)
Total		10,400,000 (100%)

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

Shares	Minimum Subscription	Maximum Subscription
Existing Shares	10,400,000 (97.65%)	10,400,000 (91.23%)
Offer Shares	250,000 (2.35%)	1,000,000 (8.77%)
Total Shares	10,650,000 (100%)	11,400,000 (100%)

2.7.2 Rights and liabilities associated with securities

An investor subscribing for shares is bound by the Constitution (available on the Intermediary's platform).

Set out below is a brief summary of the rights and liabilities associated with the Company's securities. For further information, including relating to restrictions on transfer and drag along and tag along rights, please refer to the Constitution.

Ordinary Shares

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

The shares issued pursuant to this Offer Document will be fully paid Ordinary Shares. All Ordinary Shares have the same voting rights and the same rights to receive dividends.

The Constitution (available on the Intermediary's platform) sets out the details of each of the rights and liabilities associated with Ordinary Shares.

Options

As at the date of this Offer Document, no employee share option plan (ESOP) has been established and there are no vested, unvested or unexercised options on issue. However, pursuant to clause 26.3 of the Constitution, the Board has discretion to establish an ESOP in the future which may allow the Board to:

1. by Ordinary Resolution (as described in the Constitution) to issue share options representing up to a maximum of 6.92% of the fully diluted share capital of the Company; and
2. by Special Resolution (as described in the Constitution) to issue share options representing more than 6.92% but less than 10% of the fully diluted share capital of the Company.

If the Board, pursuant to the power described above, resolves to establish and implement an ESOP plan, the share options issued under that ESOP would have a dilutionary impact on the capitalisation table set out in this document.

Director's discretion to refuse to register share transfers

Under the Constitution, the Board may from time-to-time refuse to register a transfer of shares. Details of the Board's power to do so are set out in clause 13.15 of the Constitution. This includes the power to refuse any proposed transfers that do not comply with the terms of the Constitution (see clause 13.15(a)(v)).

Shareholders Agreement

There is no shareholders agreement between the existing shareholders and as such, the rights and liabilities associated with the shares are as set out in the Constitution.

Other rights

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

2.7.3 Sources of financing, including debt financing and other financing

Genus has no debt.

Financing to date has been provided by the Founding Directors and Early Investor shareholders (see 2.6.1 Issued Capital).

Our business model does not require grants for profitability. However, we believe the nature of our offering is likely to attract multiple grant awards from public and private sources. For example, pre-launch we have already received a \$3k grant from Waverley Council NSW, a \$20,000 grant from the NSW Environmental Protection Agency and a \$25,000 grant for product development from Investment NSW.

2.8 Financial information

2.8.1 Profit and loss statement

These non-audited financial statements have been prepared in accordance with Australian Accounting Standards. They have been signed by the Directors, confirming they fairly present the Company's financial position as at 31 July 2022.

All figures shown are in Australian dollars.

Below are the financial statements of the Company for the period from incorporation to 31 July 2022, which have been prepared in accordance with the Accounting Standards.

	For the 1 month ended 31 July 2022	For the 12 months ended 30 June 2022
Income	150	10,584
Trading profit	150	10,584
Expenses	139,839	264,263
Accountancy	1,000	-
Advertising & promotion	1,947	835
Contract payments	9,765	98,186
Filing fees	290	422
General expenses	-	134
Insurance	23	932
Legal fees	2,000	-
Non-salary remuneration	120,688	-
Salaries - Ordinary	2,901	146,877
Subscriptions	1,034	2,187
Superannuation	190	14,687
Profit (Loss) from Ordinary Activities before income tax	(139,689)	(253,679)

2.8.2 Balance sheet

All figures shown are in Australian dollars.

	As at 30 July 2022	As at 30 June 2022
Current Assets	163,717	147,351
Cash Assets	153,061	138,232
Bank Australia Main Account	76,859	65,338
Suncorp Main Account	44,356.07	-
Bank Australia Contingency Accounts	31,746	72,794
Cash on hand	100	100
Current Tax Assets	10,656	9,119
Bank Australia Main Account	(1,073)	(1,058)
Bank Australia Main Account	11,730	10,177
Current Liabilities	55,797	55,430
Current Tax Liabilities	40,919	40,743
Amounts withheld from salary & wages	40,919	40,743
Provisions	14,878	14,688
Superannuation guarantee	14,878	14,688
Net Assets	107,920	91,921

2.8.3 Statement Of Changes In Equity

	As at 30 July 2022	As at 30 June 2022
Equity	55,797	55,430
Issued Capital		
Issued & paid up capital	516,228	265,600
Provisions		
General reserve	(14,939)	80,000
Retained profits / (accumulated losses)	(393,368)	(253,679)

2.8.4 Cashflow Statement

All figures shown are in Australian dollars.

1 July 2022 to
23 July 2022

1 July 2021 to
30 June 2022

Cash In (Income)	150	10,584
Cash Assets	150	10,584
Cash Out (Expenditure)	139,839	264,264
Accountancy	1,000	-
Advertising & Promotion	1,947	835
Contract Payments	9,765	98,186
Filing Fees	290	422
General Expenses	-	135
Insurance	23	932
Legal Fees	2,000	-
Non-salary Remuneration	120,688	-
Salaries - Ordinary	2,901	146,878
Subscriptions	1,034	2,188
Superannuation	190	14,688
Net Cash Flow	(139,689)	(253,679)

2.8.5 Management comments on historical performance.

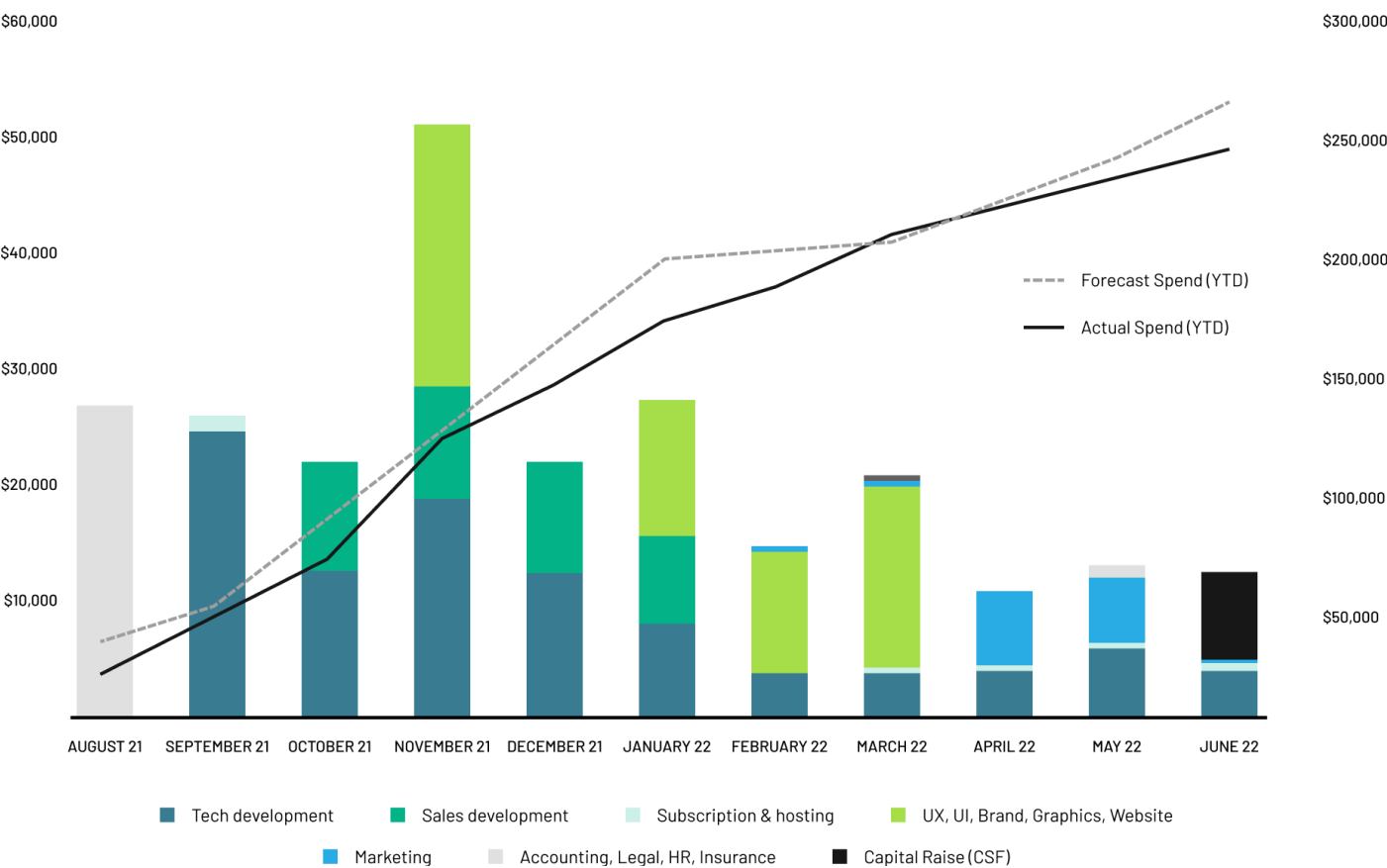
Strong Cost Management

Genus sees no contradiction between aggressive growth targets and robust cost control. This is reflected in our pre-launch financials, where we have hit key development and launch milestones but have come in below expenditure forecasts.

Expense reduction has been achieved through significantly reducing salary payments made to Founders. This ‘bootstrapping’ was done to ensure sufficient funds for launch sales and marketing activities.

Pre-launch expenditure has also informed forecast spend to further enhance confidence in our cost forecasts.

The graph below shows Genus outgoings since incorporation, comparing forecast and actual spend.



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 Genus Earth Pty Ltd and has not been validated by an independent third party. Note: Sales Development & Tech Development reduce due to Founding Directors ‘bootstrapping’ (working for little or no pay).

2.9 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 Type	Risk Description
Key Resources	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 chose to leave the Company, this could significantly affect the Company's ability to achieve its business objectives as the case may be. We have attempted to mitigate this by vesting all shares allocated to Founding Shareholders on company set up over a number of years.
Brand & Reputation	If the Company is not diligent and conscientious in prioritising actions that are good for the environment, the Company's brand and reputation could be damaged. In an increasingly connected world, damage to a company's brand and reputation can be significant. Genus' Company Constitution and strategic plan are organised to enable us to be certified, in time, as a B Corp.
Cyber Security & Privacy	As an organisation whose online offering is key to its customer engagement, the Company is vulnerable to cyber-attacks and privacy issues. Children's data is especially important as they're most at risk online. Our platform has been developed to meet ISO 27001 certification in the future and we have also implemented a large part of the NIST (National Institute of Standards and Technology) cyber security framework.
Working With Children	Genus missions involve children undertaking actions in the real world. Unless strict oversight of missions is maintained, the Company is at risk of driving action which could be harmful to children or their families. For this reason, Genus creates its missions together with parents and educators.
Intellectual Property	The protection of the Company's intellectual property is critical to our business and commercial success. If we are unable to protect or enforce the Company's intellectual property rights, there is a risk that other companies will copy our product and technology, which could adversely affect our ability to compete in the market.
Start Up	<p>The Company has a limited operating history and will build the business with the funds raised through this crowd-sourced funding offer.</p> <p>As an early stage business, the Company is subject to all of the risks associated with early stage companies, including uncertainty around the volume and origin of revenue streams, size and existence of repeat customers, and risks associated with evolving technology. In particular, the Company is not yet profitable and is yet to generate revenue through certain anticipated revenue streams.</p>
Dilution	A shareholder's interest being diluted if they do not participate in future fundraisings (if there is a reasonable likelihood you will need to raise further capital in the future).
Third Party Competition	A major player in the Education space or the Digital Child Entertainment enters the sustainability and sustainability education space, with larger budget and access to deeper resources.
Market Risk	There is limited proof of market demand for the Company's product. The commercial success of the business will depend on many factors including the ability to attract and retain loyal customers.
Cost of Customer Acquisition	The Company operates in multiple industries (Sustainability, EdTech, Gaming, Content, Entertainment) which have highly competitive markets. Competitive pressures may increase the cost of acquisition for each subscription. A significant increase in the cost of acquisition will substantially impact profitability and could even turn the company into a loss making enterprise.

3. Information about the Offer

3.1 Terms of the Offer

Genus Earth Pty Ltd is offering up to 1 million shares at an issue price of 40c per share to raise up to \$400,000. The key terms and conditions of the Offer are set out below.

Term	Details
Shares	Fully-paid ordinary shares
Price	40c per share
Minimum Subscription	\$100,000
Maximum Subscription	\$400,000
Minimum parcel size	\$250
Opening date	23 August 2022
Closing date	8 September 2022

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

To participate in the Offer, you must submit a completed application form together with the application money via the Intermediary's platform. The Intermediary's website provides instructions on how to apply for shares under the Offer at www.birchal.com. The Intermediary must close the Offer early in certain circumstances. For example, if the Maximum Subscription is reached, the Offer must be closed. If the Minimum Subscription is not reached or the Offer is closed but not completed, you will be refunded your application money.

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

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

3.2 Use of CSF funds

The table below sets out the intended use of funds raised under this Offer based on the minimum and maximum subscription amounts. All figures shown are in Australian dollars.

	Minimum subscription	Maximum subscription
Technology & Hosting	4,307	32,128
Marketing & Sales	51,894	150,183
Product Development	28,035	183,117
Rent Costs	-	1,145
Offer Costs	15,764	33,427
Total	100,000	400,000

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

Other than as specified above, no other payments from the funds raised will be paid (directly or indirectly) to related parties, controlling shareholders, or any other persons involved in promoting or marketing the Offer.

At the maximum subscription, the Company plans to increase headcount by up to three people in Years 1 and 2. Salaries for directors and staff will be determined by an independent committee and will be based on fair market rates for talent within the start-up community.

We expect that the Maximum Subscription amount will be sufficient to meet the Company's short-term objectives over the next 9-12 months, as we look to prove product/market fit and generate income. The Company will likely require further funding to be able to grow. In this case, the Company may consider a further CSF offer. Until additional funding is obtained, we will scale back our growth and platform development and continue to focus our cash resources on sales and marketing.

3.3 Rights associated with the shares

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

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

Election and removal of directors

Pursuant to clause 25.4(a) of the Constitution, shareholders may vote to elect and remove some of the directors of the Company.

Clauses 25.2 to clause 25.4 of the Constitution also provides certain other special director appointment rights. These include appointment by directors pursuant to clause 25.4(b) as well as special appointment rights for Major Members (pursuant to clause 25.2) and Founder Shareholders (pursuant to clause 25.3).

1. Founder Shareholders refers to the shareholding of the founders
2. Major Members refers to members other than a Founder Shareholder) with a shareholding of at least 15% of the shares in the Company

General meetings and notices

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

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

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

Voting rights

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

Dividends

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

Restrictions on Sales

Any CSF Shares acquired under the Offer must not be onsold within 12 months of their issue without a prospectus or other

disclosure document, unless an exemption under section 708 of the Corporations Act 2001 (Cth) applies (e.g. sales to sophisticated or professional investors) or unless ASIC gives relief from the requirement to provide such prospectus or other disclosure document.

Drag along

Pursuant to clause 15 of the Constitution, where Members holding more than 70% of the Shares in the Company receive an offer from a third party to acquire all of the issued shares in the Company, those Members may require all other Members of the Company to sell their Shares to that third party (or to another Eligible Member, if the Board implements an Alternate Offer Process, pursuant to clause 15.3).

Tag along

Similarly, where transfer proposed by a Member (or group of Members) would result in a third party acquiring at least 70% of the issued Share capital in the Company, then Members (other than those who intend to sell to that third party) will have the right to tag along pursuant to clause 14 of the Constitution.

Pre-emptive rights on issue of shares

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

Competition Restriction

Clause 34 of the Company's constitution includes Restricted Activities (as described in the Constitution) which may not be undertaken by Restrained Members (as described in the Constitution). Any shareholder that subscribes for shares and holds less than 2% of the total issued share capital of the Company at the relevant time will not be subject to the Competition Restriction (as described in the Constitution). Similarly, the Competition Restriction does not apply to Professional Investors (as described in the Constitution) or to any Ongoing Involvement (as described in the Constitution) of a shareholder.

Escrow

Pursuant to clause 19.3, if the Board resolves by Special Resolution (as described in the Constitution) in favour of an Initial Public Offering, Members may be obliged to accept or escrow requirements imposed, under which the Member's rights to Transfer their Shares may be limited for a period of time.

Winding-up

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

3.4 What can I do with my shares?

Shares in the Company are considered illiquid as they cannot easily be transferred or sold. However, there are numerous possible circumstances that may create an opportunity for shareholders to exit their investment in the Company. These include, but are not limited to:

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

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

3.5 Early Stage Innovation Company

From 1 July 2016, if you invest in a qualifying early stage innovation company (ESIC), you may be eligible for tax incentives. The incentives provide eligible investors, who purchase new shares, with:

- **A non-refundable carry forward tax offset equal to 20% of the value of their qualifying investments. This is capped at a maximum tax offset amount of \$200,000 for sophisticated investors and their affiliates and \$50,000 for retail investors and their affiliates.**
- **A modified capital gains tax (CGT) treatment, under which capital gains made or accrued on qualifying shares that are continuously held for at least 12 months and less than ten years are exempt from CGT. Capital losses made or accrued on shares held less than ten years are also disregarded.**

More information about the ESIC regime is available from the ATO website here - <https://www.ato.gov.au/Business/Tax-incentives-for-innovation/In-detail/Tax-incentives-for-early-stage-investors/>

Based on an objective self-assessment with the assistance of advisors, the Company has assessed itself and believes that it meets the criteria as a qualifying ESIC for the purposes of this Offer. Investors who purchase new shares in qualifying ESICs may be eligible for certain early stage tax incentives.

The Company does not warrant or guarantee that it will qualify under relevant rules as an ESIC, and is not able to form a view or give investors tax advice as to whether they are eligible for any tax incentives. Neither the Company nor Birchall Financial Services Pty Ltd take any responsibility for investors that invest on the assumption that ESIC will apply to them or the Company. We recommend that investors seek independent tax advice about their investment.

3.6 Investor rewards

In addition to being a shareholder of Genus Earth Pty Ltd, each CSF investor will also benefit from discounts for our at-home and Genus For Schools programs.

The table below sets out the investor rewards based on the amount invested.

	Entry \$250+	Bronze \$1,000+	Silver \$2,000+	Gold \$5,000+	Titanium \$10,000+	Diamond \$50,000+
Free Genus Memberships(1 year)	2	4	10	10	20	50
Free Genus for Schools(1 year)				1	2	5
Exclusive agent avatar item	✓	✓	✓	✓	✓	✓
Early access to new features	✓	✓	✓	✓	✓	✓
Mission creation workshop			✓	✓	✓	✓
Invitation to yearly lunch					✓	✓
Collaborate on a Genus event						✓

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

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 share registry website (free of charge) or can purchase the report from ASIC.

4.3.4 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).

4.3.5 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.

4.5 Company updates

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

The company will also provide shareholder directly by email at its discretion, but no less frequently than annually.

Glossary

Company means Genus Earth Pty Ltd ACN 652 050 998

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

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

Intermediary means Birchall Financial Services Pty Ltd AFSL 502618

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

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

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

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