

Crowd-sourced funding offer document 1

13TH FEBRUARY 2020



**Offer of fully-paid ordinary shares in Movepal Pty Ltd
at \$1.00 per share to raise a maximum of \$1 million.**

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

Issuer

Movepal Pty Ltd ACN 623 987 066

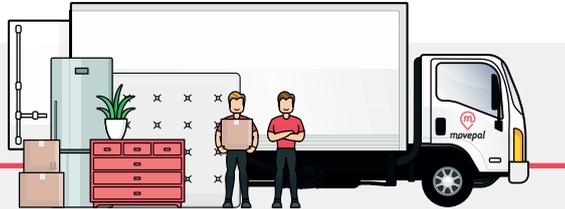
Intermediary

Birchal Financial Services Pty Ltd AFSL 502618

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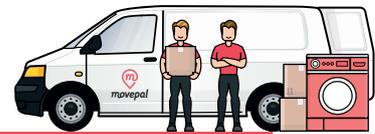
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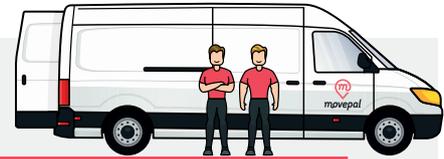


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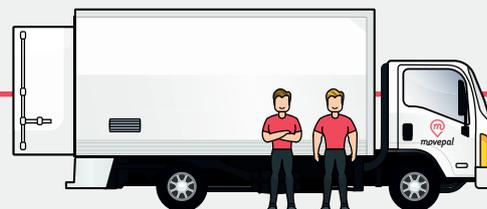
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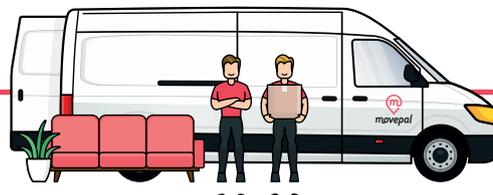
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SECTION 1: RISK WARNING

General CSF 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.

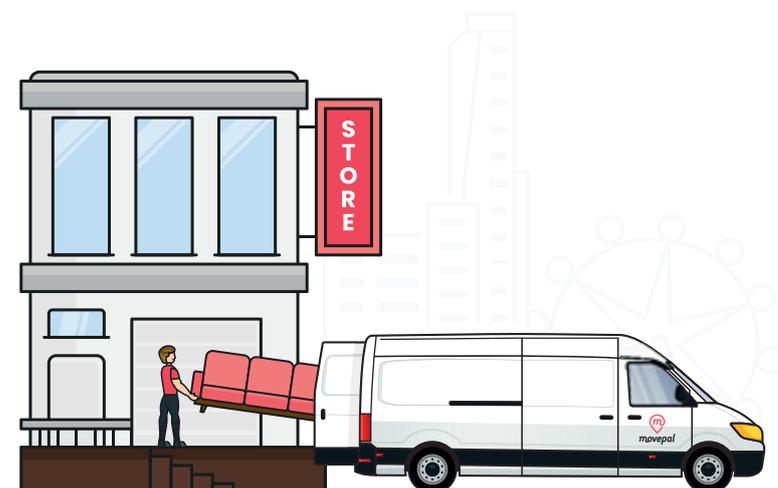
Even if the company is successful, the value of your investment and any return on the investment could be reduced if the company issues more shares.

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 this platform 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.



2 Information about the company



2.1 WELCOME FROM PETER BORAIN, MOVEPAL'S FOUNDER, CEO AND DIRECTOR

Welcome to Movepal!

We are thrilled to welcome you on board at this exciting juncture in our journey:

- The Movepal app has been built and tested on willing participants and customers.
- The first wave of Movepal movers have been onboarded and are ready to roll.
- Movepal went live in Melbourne on February 12th 2020.
- We plan to launch in Sydney later this year and in Brisbane soon after.

We've put our hearts and souls into building the best possible mobile app for on-demand moving based on rideshare technology and on our 16+ years of success and experience in Australia's moving industry. That's how:

- We know what movers need to get their job done to the highest standards.
- We know what customers need to make an easy, fast and confident move.
- We know what furniture retailers need to meet their customers' high demands.
- We can connect customers and retailers with vetted movers quickly and seamlessly.

Movepal is the solution to many of the problems experienced by Australia's short distance local moving and furniture delivery industries. While conducting our extensive market research and pilot testing, we received an overwhelmingly positive response from movers, customers and retailers alike. Creating a custom moving app based on our extensive industry experience just makes sense!

Movepal can make moving and furniture delivery easier, more affordable and more secure for all Australians. And by choosing to invest, you can help get Movepal moving!



Peter Borain
Founder & CEO



2.2 COMPANY DETAILS

This offer of shares is made by Movepal Pty Ltd ACN 623 987 066 (The Company or Movepal). The Company was incorporated on 23 January 2018.

Company Name	Movepal
ACN	623 987 066
Offer Type	Crowd-sourced funding
Offer Date	13 th February 2020
Offer Details	Offer of fully-paid ordinary shares in Movepal Pty Ltd at \$1.00 AUD per share to raise a maximum of \$1 million.
Registered office and contact details	Suite 5, 115 Hawthorn Road, Caulfield North VIC 3161
Principal place of business	22 Kalimna Avenue, Mulgrave VIC 3170



2.3 DESCRIPTION OF THE BUSINESS

2.3.1 Who Are We?

Movepal is Australia's first moving app designed to connect customers and retailers directly with movers **on-demand**.

From our 16+ years of experience in Australia's moving industry as directors and operators of the award winning MetroMovers moving company, we identified that Australia's moving industry in its current form simply cannot meet the demands of today's customers: the industry has been slow to adopt new technologies and is now ripe for change.

So we invested in an in-house development team to build the Movepal app.

Movepal has been custom designed to meet the needs of today's customers and to address many of the problems endemic in Australia's moving and furniture delivery industries.

Building on our expertise within the Australian moving industry and using our in-house app development team, Movepal has been built so that the app and the business can be scaled seamlessly throughout Australia.



2.3.2 Movepal's Key Differentiators

Movepal is Australia's first local moving app and represents a major shift in the local moving and furniture retail delivery industries. Movepal has adapted rideshare technology to make moving less risky, safer, less expensive, easier and more flexible for movers, customers and retailers alike.



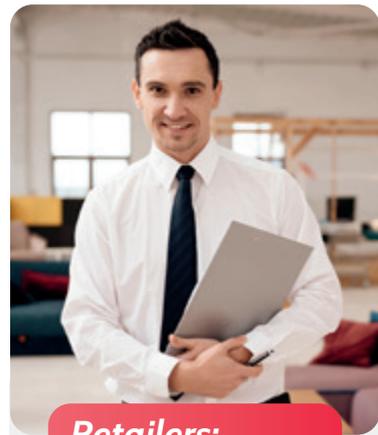
Customers:

- Need more affordable moving solutions
- Need an easier, more flexible booking solution
- Need better move quality assurance
- Need more safety and security
- Need personal delivery services for large items bought or donated second-hand
- Need reliable movers on-demand!



Movers:

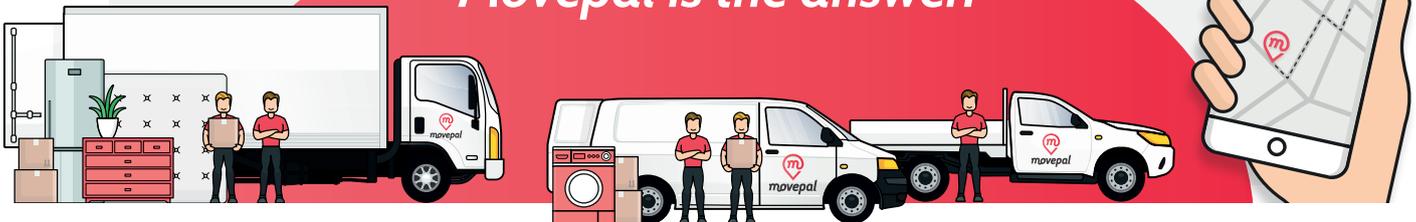
- Need fewer marketing, admin and support overheads so they can reduce their costs
- Need an easier way to reach more customers
- Need to cater to higher customer demands
- Need more work and better pay



Retailers:

- Need less time coordinating deliveries
- Need to put the deliveries in the customer's control
- Need to meet their customers' faster, more flexible, delivery demands
- Need to expand / reduce capacity for same day deliveries on demand

Movepal is the answer!



First to Market In Australia

Movepal is Australia's first moving app. Our target audience is ripe, ready and well overdue for an easier local, short distance moving solution. Movepal is here to fill this gap in the market and our research indicates no other Australian provider has the tech, scalability, resources and know-how to provide on-demand moving.

Unique Features and Functionality

The Movepal platform provides end-to-end functionality and a host of features such as:

- Direct communication between customers and movers via the app
- Customer notifications at all key steps
- Live move tracking
- Easy, step-by-step customer-centric app design and function
- Choice of vehicle size and the number of movers to meet the specs of move
- Secure, automatically calculated and charged payment methods linked to the customer's chosen account
- Standardized pricing for each vehicle and move team combination
- Movers are charged by the minute (once the one hour minimum has been reached)
- Customers are only charged from the pick-up to delivery. No depot call-out fees
- Local support call centre
- Partner dashboard available to small moving companies with more than one vehicle can accept and allocate multiple Movepal moves to their vetted movers.
- Movers are automatically alerted to jobs near their location whenever they sign in
- Customers can upload images and add notes about the items to be moved
- Customer peer-review platform to ensure that only consistently high-rated movers remain active on the app

Insured

Movepal moves are covered for handling and transit insurance and approved Movepal movers are covered for public liability insurance.

Environmentally Conscientious

Movepal's directors are environmentally conscientious and have long been concerned about the high levels of pollution emitted by Australia's transport industry.

That's why Movepal is proud to be partnered with Greenfleet, a not-for-profit environmental protection agency, to offset carbon emissions for every Movepal move.



2.3.3 How Movepal Works

- 1** Movepal checks, vets and onboards professional local movers. The top movers are then invited to use the app to find more moving jobs. Movepal allows them to retain independent control of their own companies and work schedules.
- 2** Customers can download the FREE Movepal app to post their moving requirements on the app. They are then connected directly to a pool of high quality, local movers with the right equipment to match their job description.
- 3** A quality checked, vetted local mover accepts the job and communicates with the customer directly in the app.
- 4** The customer can see the registration and details of the mover inside the app. They can communicate directly with the mover, track their move, rate the mover and even pay for the move inside the secure Movepal app.
- 5** Only movers who maintain above a 4/5 star customer rating will be able to stay on the Movepal app, assuring quality and professional services for all customers.





"It's so easy! I booked a Movepal move for this weekend in just a few minutes. Right from my mobile. I couldn't believe it!" - Leshy F.¹

¹ As reviewed on the Movepal Apple App Store. Source: <https://apps.apple.com/au/app/movepal/id1424103563>.

Individual has provided consent to this statement being published in this offer document.

2.3.4 Business Development Strategy

2.3.4.1 Business Development Strategy

Movepal aims to be Australia's #1 local short distance, removalist of choice within the next 2 years. Our business has already developed at a rapid rate, progressing from concept to in-house development and testing using our own infrastructure.

Now we are ready to launch in Melbourne in February 2020, expand to Sydney soon after and to Brisbane before the end of the year. We have chosen these three cities to begin with because we already have a solid infrastructure established there from our traditional, parent moving company, MetroMovers. We also plan to expand all across Australia's other major population centres within the next 3 years.

The Movepal business has been developed in well-defined stages:

STAGE 1: Concept



2017

Movepal was conceived because of our extensive removalist experience as the founders and directors of MetroMovers. While managing MetroMovers, we identified many key problems that have become systemic in Australia's local short distance moving industry over the past two decades.

Two years ago we saw a viable opportunity to solve these problems by adapting rideshare technology to meet the needs of the moving industry and retail furniture deliveries.

The innovative app would make finding customers easier for movers, help them reach more moving jobs, provide them more flexibility, lower their overheads and make accepting smaller, local moves more viable.

The app would make moving easier for customers so they could find, book and track more affordable, reliable, trustworthy and transparent moving services directly from their mobile phones.

The app would connect customers and retailers with movers directly and on-demand, help movers reach more customers and create a solid coalition of the best, quality movers.

To turn this sophisticated concept into a reality took extensive research, planning and testing. So we brought the app development in-house so our industry experience could guide the Movepal app-building process every step of the way.

2018



STAGE 2: Platform development, design and testing



2018

Movepal is a technology-led company that employs current, robust and scalable technologies. That's why Stage 2 heavily focused on the technological development and design of the platforms and of their supporting ecosystems. This stage of development required us to invest many of our own hours and dollars and included:

Technological Development:¹

- Development of the Movepal app for customers, including the user-friendly design and features such as chat and direct, secure call functionality between the customers and movers
- Development of the Movepal Mover app for single vehicle owner-operators. This includes the user-friendly design and features, like direct, in-app communications with the customer and with Movepal, automated billing, invoicing and job management
- Development of the Movepal Partner app for small, multi-vehicle moving businesses. This includes the user-friendly design and features, like the capability to manage multiple jobs for multiple movers and vehicles at the same time and the automated billing system
- Creation of Movepal's user-friendly website available in a desktop version as well

Administrative Development:

- Negotiation and development of custom insurance products and coverage in collaboration with QBE for the unique Movepal insurance model
- Establishment, testing and optimisation of Movepal's unique mover training, vetting, testing and onboarding processes
- Establishment of the Movepal customer and mover support centres in Melbourne
- Development of Movepal's overarching administrative processes

Marketing Development:

- Movepal brand and product design
- Market research and analysis
- Marketing message, content creation and marketing channels

Onboarding and Testing:

- Testing of the Movepal Mover app in Melbourne
- Testing and vetting of over 700 registered movers
- Initial mover selection and onboarding – only 10% of registered applicants have met the high Movepal standards
- Pilot testing of the Movepal customer app with existing MetroMovers customers and contractors – over 150 successful test moves have been completed to date.

¹ Appendix 1

2019

STAGE 3: Brand awareness and rollout



In progress

2019

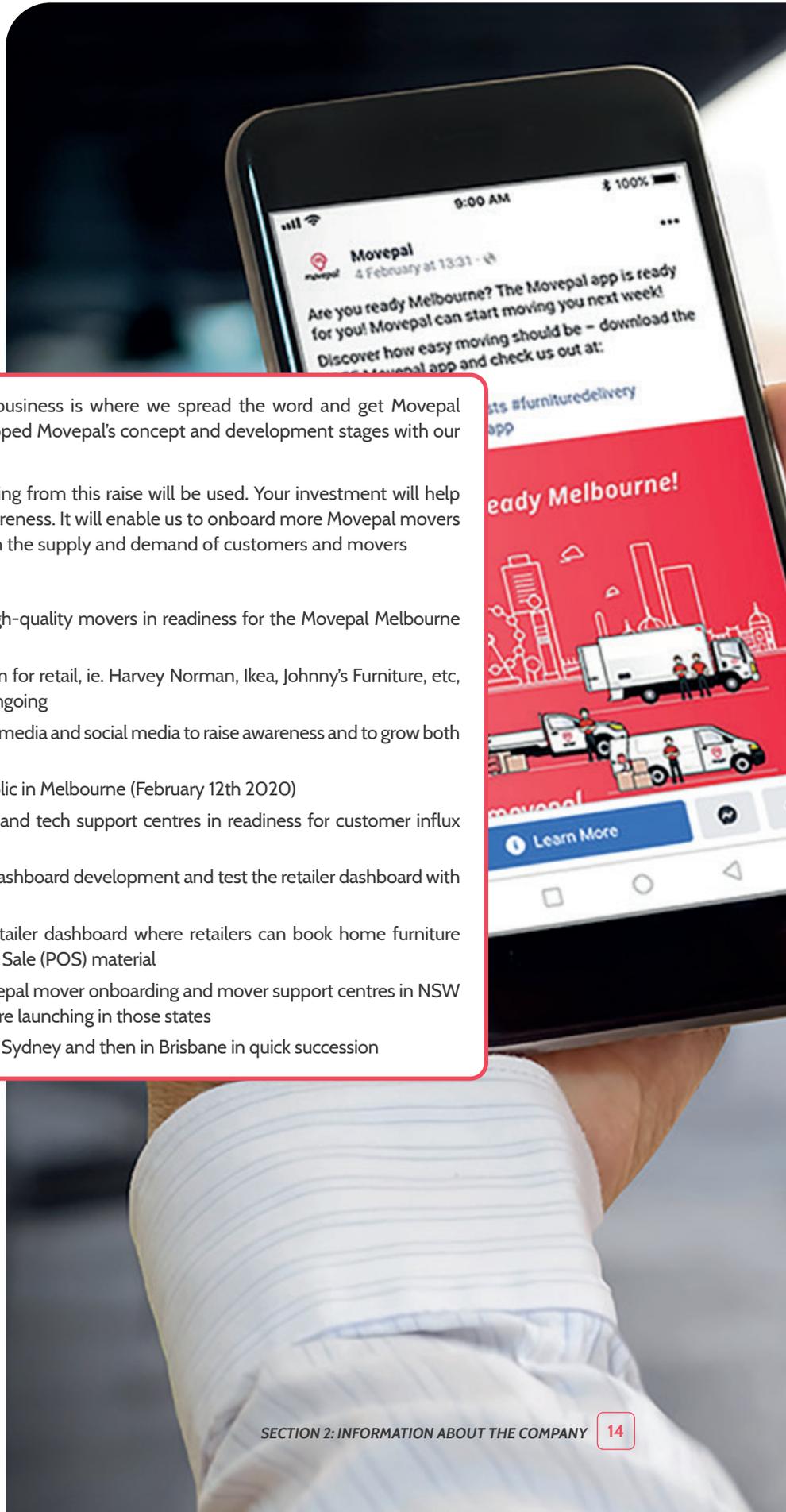
Stage 3 in the development of the business is where we spread the word and get Movepal moving! Until now, we have bootstrapped Movepal's concept and development stages with our own funding.

Stage 3 is where the bulk of the funding from this raise will be used. Your investment will help drive Movepal's growth and brand awareness. It will enable us to onboard more Movepal movers to ensure an optimal balance between the supply and demand of customers and movers

Stage 3 includes:

- Onboarding and training more high-quality movers in readiness for the Movepal Melbourne launch (completed)
- Development of Movepal platform for retail, ie. Harvey Norman, Ikea, Johnny's Furniture, etc, and additional in-app features - ongoing
- Promoting Movepal through news media and social media to raise awareness and to grow both our customer and mover base
- Launching the platform to the public in Melbourne (February 12th 2020)
- Expanding our customer support and tech support centres in readiness for customer influx and rapid expansion
- Completing the furniture retailer dashboard development and test the retailer dashboard with our existing retail partners
- Rolling out and promoting the retailer dashboard where retailers can book home furniture deliveries with supporting Point of Sale (POS) material
- Expanding and preparing the Movepal mover onboarding and mover support centres in NSW and Queensland in readiness before launching in those states
- Planning the launch of Movepal in Sydney and then in Brisbane in quick succession

2020



STAGE 4: Scaling the business



Currently in preparation

2020

In Stage 4, we plan to rapidly scale the business nationally;

- Extend Movepal's rollout to Perth, Adelaide, Hobart, Canberra and Darwin
- Scale and expand Movepal's retail partner base
- Develop the technological capability to enable Movepal movers to complete multiple retail deliveries and pickups en route – thereby driving down delivery costs

2021



2.3.4.2 Future Planned Platform Developments

Upcoming and ongoing technology developments are either planned or already underway, which include;

	<p>FOR CUSTOMERS</p>	<ul style="list-style-type: none"> Promo codes for Movepal sales and discount offers AI image tagging to recognize items that are being moved by the uploaded photographs Ability for multiple delivery pick-ups and deliveries for furniture retailers AI voice enablement so customers can book moves using voice Fixed price deliveries
	<p>FOR MOVERS</p>	<ul style="list-style-type: none"> An option to track, schedule and accommodate multiple deliveries in a single trip with route optimization Tipping feature Scheduling tools to manage and promote availability Easy-to-use in-app tax tools to manage and report mover earnings more easily Machine learning to help pre-calculate fixed pricing, optimise planning routes for movers and match jobs to the most appropriate movers
	<p>FOR RETAILERS</p>	<ul style="list-style-type: none"> A custom retailer web application – currently under development Separate, secure chat function between retailers and movers Fixed price deliveries Roll out of Movepal tablets uploaded with a Movepal customer interface to partner retail outlets (so customers can book their own Movepal deliveries on-demand from the retailer's point of sale)

2.3.5 Traction and Achievements to Date

The Movepal platform is fully developed, pilot testing has been completed and the app is ready to go to market in February 2020. To date, over 150 test moves and deliveries, comprising over 500 large, bulky and difficult-to-move items, were successfully completed using the platform.

These test moves gave us much needed feedback and helped us pinpoint areas where the app could be further optimised, although the general feedback has been fantastic:



MissBraaaaain!, 09/08/2019

Used in trial stage – booking now to use again!

I helped trial Movepal before the app was officially released, when my fiancé and I moved in together. Super well priced, easy to use, and great team behind the app. Really is like Uber but for moving.

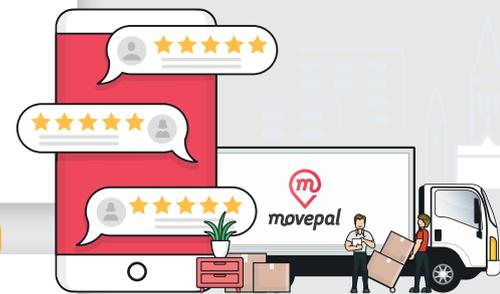
We're moving house again soon and I'm downloading the app because they were so kind and helpful :)



m.o.c.a, 12/03/2019

Uber for delivery!

Got really fed up with the delivery drivers no responding to messages and calls so this made my life VERY easy. No hidden costs, driver was helpful and everything felt organized. I wouldn't use anything else now.¹



Movepal has also already received extremely favourable coverage in a number of publications including Smart Company, Real Estate Australia, Domain, Better Homes and Gardens, The Herald Sun and The Australian News Daily Bulletin, to name a few. We have also been contacted by a number of other news sources ahead of our February 2020 launch.

We will also be featured as a “Tech Startup Exhibitor To Watch Out For” this February at PauseFest 2020; one of the “World’s leading festivals for business and creativity.”

And this is just the beginning...



¹ As reviewed on the Movepal Apple App Store. Source: <https://apps.apple.com/au/app/movepal/id1424103563>.

Individual has provided consent to this statement being published in this offer document.

2.3.6 Movepal Industries

Movepal is the first to market in Australia and does not fit into any single industry category: the Movepal model operates across multiple conventional industries, but most significantly, Australia's booming road freight transport and removalist industries.¹

1. Movepal Is Targeting Australia's Retail Industry

DOMESTIC APPLIANCE RETAILING IN 2018-19 ²	ANTIQUE AND USED GOODS RETAILING IN 2018-19 ³	FURNITURE RETAILING IN 2018-19 ⁴
Revenue: \$15.0bn	Revenue: \$3.2bn	Revenue: \$7.8bn
Profit: \$928.3m	Profit: \$385.8m	Profit: \$132.9m
Number of Businesses: 3,570	Number of Businesses: 2,120	Number of Businesses: 3,323

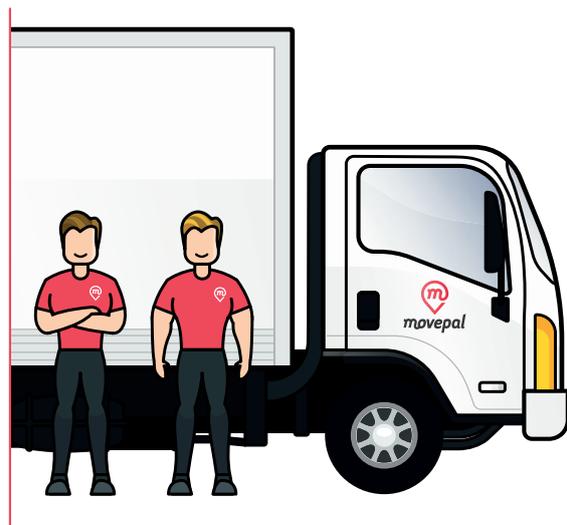
Movepal will target sectors in the above furniture retail, domestic appliance and second-hand large item delivery industries. This includes countless large items you would typically buy from either a local retail store or online. In order for these retailers to compete in the emerging online market they will need to provide on-demand options to deliver goods at convenient times slots that suit their customers.

Movepal can help all these companies stay competitive with on-demand, next day and same day delivery options. Furniture, appliance and used goods Retailing shopping in Australia is worth \$25bn^{2,3,4} and the demand for next-day purchase deliveries in Australia has grown rapidly: by 31.7% from 2018 to 2019.⁵ An Australia Post survey also found that 28% more Australians chose to purchase goods based on the delivery capabilities of the retailer in 2019 than in 2018. So retailers who couldn't home deliver quickly or flexibly lost out on 28% more revenue in 2019.⁶

Demand for on-demand delivery services has grown significantly in recent years, but courier services are limited to one-man delivery teams. They are not trained, insured nor capable of lifting and delivering heavy items.

Yet what's happened in the small, courier demand deliveries is ready to happen in the large item delivery arena: Retailers of large items are desperate to find a flexible, on-demand alternative for large item deliveries to match the recent small item delivery growth.

Movepal is positioned to fill this high-demand gap and can make a huge impact in the Retail Industry and improve the way we shop and deliver large items on-demand.



¹ Source: IBISWorld Industry Australia Reports, March 2019

² Source: IBISWorld Industry Report G4221A Domestic Appliance Retailing in Australia, February 2019

³ Source: IBISWorld Industry Report G4273 Antique and Used Goods Retailing in Australia, April 2019

⁴ Source: IBISWorld Industry Report G4221 Furniture Retailing In Australia, May 2019 5

⁵ Source: Australia Post's 2019 eCommerce Industry Report: https://auspost.com.au/content/dam/auspost_corp/media/documents/inside-australian-online-shopping-e-commerce-report.pdf

⁶ Source: Australia Post's 2019 eCommerce Industry Report: https://auspost.com.au/content/dam/auspost_corp/media/documents/inside-australian-online-shopping-e-commerce-report.pdf

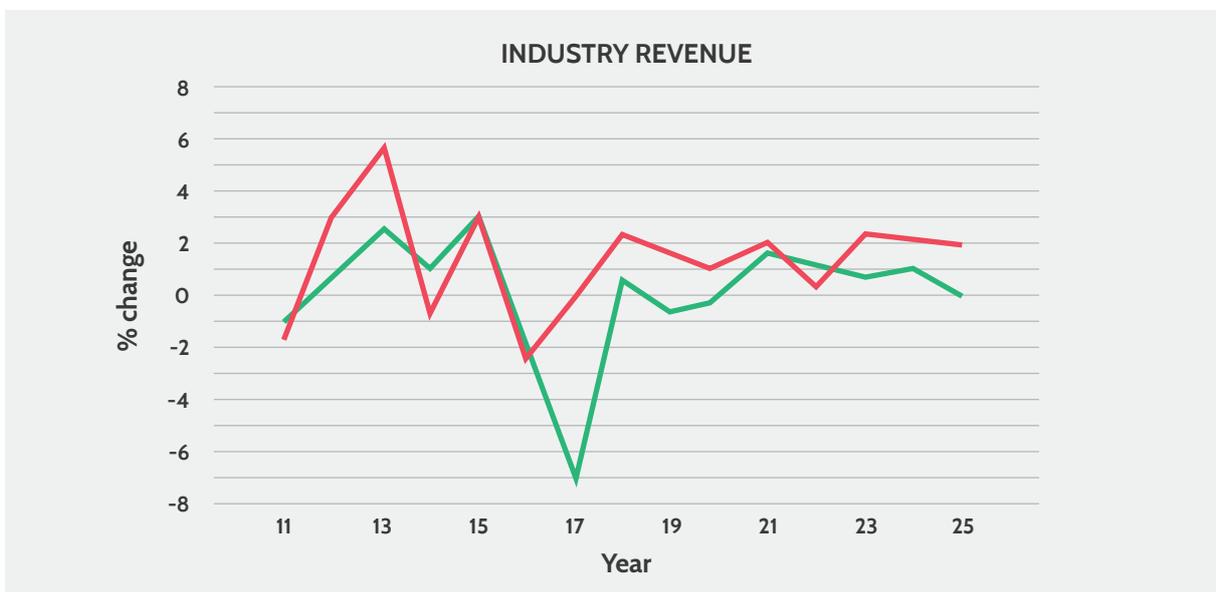
2. Movepal Is Targeting Australia's Removals Industry

In 2018, Australia's removals industry had a market revenue of \$2.0 billion per annum, which is currently growing at an average rate of 1.6% every year.¹

Australia's removals industry is comprised of more than 14,000 separate moving businesses.² Over 80% of these are small, local, short distance moving companies, which can be aptly described as "owner-operators." Although both the market and product marketing in other industries have advanced significantly in recent years, the moving industry has experienced little product development and only moderate technology advancement in the last 50 years.

Movepal is designed to turn these struggling competitors into a coalition of the best quality small moving companies in Australia. And the feedback we've received from both the movers and the public has been positive.

Removals Industry Forecast Growth



Source: www.ibisworld.com.au

— Removalists forecast growth

— Road Freight Transport forecast growth

¹ Source: IBISWorld Industry Report I4611 Removalists in Australia February 2019

² Source: IBISWorld Industry Report I4611 Removalists in Australia February 2019





"Movepal lets me choose my own working hours and cuts down my business expenses..."

- Fabricio L, Professional Melbourne Removalist¹

¹ As reviewed on the Movepal Apple App Store. Source: <https://apps.apple.com/au/app/movepal/id1424103563>.

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2.3.7 Australian Competitor Comparison

Movepal is the first moving app in Australia, so has no direct competitors. Traditional removalist services, however, are also available and may be viewed as competing for the same customers' business.

We believe that no other traditional removalist can offer all the same advantages, services or level of convenience and security that Movepal offers. Plus, our market research shows that it is highly unlikely that any other professional, experienced moving company in Australia is currently in a position to develop a moving app in the coming year. And no tech company has the specific industry knowledge and experience to fine-tune a mobile app to meet the moving and large item delivery needs of the Australian market.

2.3.8 Rideshare Technology Has Paved Our Way

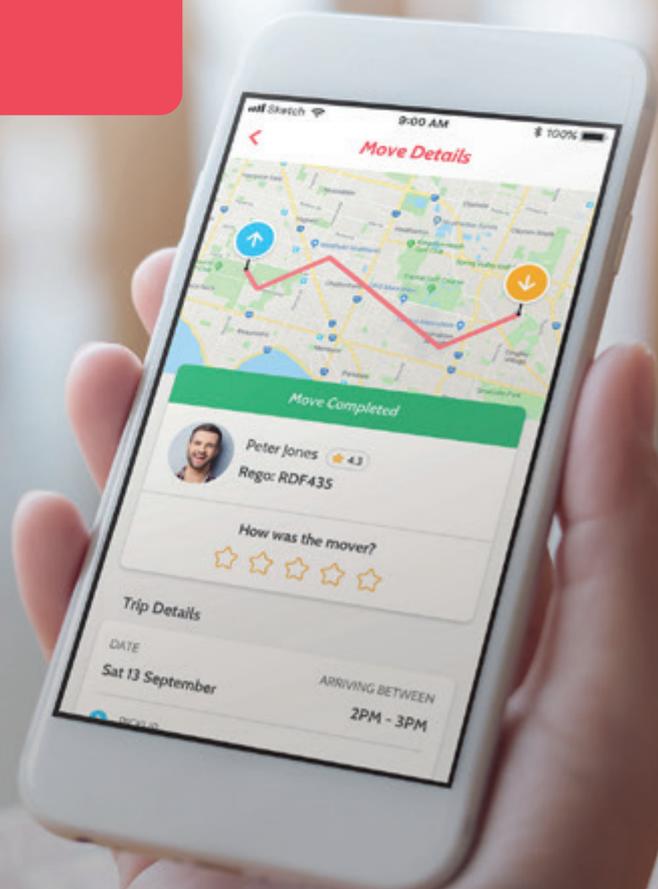
The Movepal app business pathway has already been paved by the on-demand trend that was started by Uber Technologies over a decade ago. On-demand technology has revolutionised businesses in many different industries all over the world.^{1,2} But the most significant impact has been the change in consumer behaviour to increasingly expect on-demand services.³

In Australia, the success of on-demand technologies has been exceptional. Australians have eagerly adopted on-demand rideshare, food delivery, travel, hospitality, and to supplement our regular work schedules, and we are begging for more.⁴

But according to our own market research, the biggest factors that dictate the success of on-demand, shared economy companies are:

- How high is the demand for their services?
- Does the company creating the app have relevant industry experience?
- How well can the company adapt the technology to their own business needs?
- How easy and intuitive is the app platform?
- Can they maintain and ensure high quality service providers?
- How well can they market their product?

We believe that Movepal ticks all the boxes. Our management team are Australian moving industry veterans of almost two decades. We know the industry pain points intimately and we know how to solve them for customers, movers and retailers.



¹ Paine, James, "\$57 Billion Dollar Opportunity: the State of the On Demand Economy in 2017". Inc.com, Jul 24, 2017. Found at: <https://www.inc.com/james-paine/5-stats-to-know-about-the-on-demand-economy.html>

² Colby, C, Bell, K. "The On-Demand Economy Is Growing, and Not Just for the Young and Wealthy." Harvard Business Review, April 14, 2016. Found at: <https://hbr.org/2016/04/the-on-demand-economy-is-growing-and-not-just-for-the-young-and-wealthy>

³ Jaconi, Mike, "The 'On-Demand Economy' Is Revolutionizing Consumer Behavior - Here's How". Business Insider, Jul 14, 2014. Found at: <https://www.businessinsider.com/the-on-demand-economy-2014-7?IR=T>

⁴ SBS News, "Australians Flock to Gig Economy for Work." June 18, 2019. Found at: <https://www.sbs.com.au/news/australians-flock-to-gig-economy-for-work>

2.3.9 An Emerging Trend Overseas

Movepal might be the first on-demand moving app to market in Australia, but we are not the first in the world. The on-demand moving business model is already gaining traction, and attracting significant investment funding, in multiple countries, particularly the United States. For example;



Lugg.com was founded in the San Francisco bay area in 2014 and has raised USD3.9 million funding over 2 seed rounds. It now operates in 10 states across the USA.¹

Dolly.com was founded in 2013 and began operations in Chicago in 2014. It has raised USD17.2 million over 3 rounds and currently operates in 28 (and growing) states across the USA.²

Both these companies are still fairly new and there has been early, widespread adoption of their on-demand moving services, their services are still taking hold in their local areas within the United States.

2.3.10 Conclusions

The successful uptake of on-demand services in Australia has led to many successful businesses, like Uber Eats, Deliveroo, DiDi, AirB'nB and Ola to name a few. Australia's outdated moving industry and emerging online sales of goods has put pressure on retailers to adapt and provide better delivery outcomes. Movepal is in the right place at the right time.

Customers want deliveries on-demand, retailers want to provide what customers want and movers want regular work.

Movepal can solve all of this.

¹ Crunchbase, "Lugg." Last updated: 2020. Found at: <https://www.crunchbase.com/organization/lugg#section-overview>

² Nickelsburg, Monica, "Peer-to-Peer On-Demand Moving Startup Dolly Raises \$7.5m to Expand Across The U.S. and Globe." GeekWire, May 2, 2019. Found at: <https://www.geekwire.com/2019/peer-peer-moving-startup-dolly-raises-7-5m-expand-internationally/>

2.4 THE COMPANY

2.4.1 Directors, Senior Managers and Advisors

Our directors and management



Peter Borain

Founder, CEO and Director

Peter has been involved in the Australian moving sector for over 16 years as the CEO of MetroMovers, a standard for quality and trust. Despite his extensive experience, he believes the sector is ripe for disruption: *“The local moving sector is non-progressive and backwards.”*

Peter has been an outspoken advocate of removalist rights and fair go policies for over 2 decades, which is how Movepal was conceived:

“We wanted to build a platform that was easier for movers and customers to use.”

Prior to Movepal, Peter was a director of OldOne Pty Ltd from 2003 -2017, when it was deregistered. OldOne was placed under external administration and insolvency as a result of its inability to meet its debt commitments to one creditor: the ATO.

The main contributing factor to this event was due to internal embezzlement by one of the senior employees. Despite the significant amount stolen, Peter steered the business through this challenging time to complete all outstanding contracts.



Mairead Carstens

COO, Head of Operations and Director

Mairead has been involved with general operations in the moving industry for over 16 years. She has extensive experience and considerable, well recognised skills in mover recruitment, scheduling operations and customer support.

She has managed multiple successful start-ups before she helped establish Metromovers as one of Australia's most trusted and reliable moving brands.

Mairead's extensive, hands-on experience in both the front and back end of Australia's moving industry helped identify the precise pain points that led to the development of the Movepal concept. Her impeccable analytical skills and business growth experience have been fundamental in establishing Movepal's forecasted journey.

The Movepal team looks forward to viable rapid expansion with Mairead's experienced, steady hand at the operations wheel.

Our advisors



Simon Marland *Technology Advisor*

Simon Marland advises Movepal on technology, SAAS models and business development.

Simon Marland is the Head of Business Intelligence at Nedbank, one of South Africa's foremost, respected banks.

Simon has been part of the Movepal family since the concept stage in late 2017. With Simon's extensive expertise in technology and SAAS models, he immediately saw Movepal's potential and was enthusiastic about joining the Movepal team.

Simon's expertise and experience has been invaluable in helping Movepal formulate a reliable, mobile-first technological platform and business model that smoothly incorporates so many different elements.

He has been a pro-active member of the Movepal advisory board from concept to implementation and will continue to move forward with us into the future.



Vladimir Gagovic *Business Strategy Advisor*

Currently an M&A and Strategy Manager at REA Group, Vlad has unique insight into Australia's tech and property landscape.

Vlad is passionate about frictionless consumer and customer experiences. Prior to REA Group, Vlad has held various commercial, operations and strategy roles. Vlad has an MBA from Melbourne Business School and has studied tech and venture capital at IESE Business School.



Neil Joseph *Advisory Board Member*

Neil advises on Movepal's strategic business development.

Neil has extensive management, executive, financial and administrative experience spanning a wide range of industries including technology, financial services, manufacturing, mail order, retail and loyalty. Neil completed a Bachelor of Commerce degree and is a qualified Cost and Management Accountant. Neil is highly respected in the loyalty and technology industry and has published a number of articles on loyalty marketing, as well as collaborated on White Papers with the Association for Data-driven Marketing and Advertising. Neil is the founder of ASX listed Mobecom, a full-stack customer engagement technology provider that delivers end-to-end technology solutions for businesses to engage with their customers.

Our advisors



Ben Jarris

Marketing Strategy Advisor

Ben advises on Movepal's creative and marketing development and direction.

Digital Creative Director of App In The Box. Creator of globally successful iOS game 'Drop the Chicken; with over 4.6 million users. Head of Digital and Create at Village Roadshow. Ben has also designed start-up app products for FIFA and Richard Branson which have been valued at over \$200mil.

Ben is a master in UX and design. He has founded and sold 2 digital agencies and recently won a gold webby award, one of the industry's highest honours for excellence in design and user experience.



Stephen Culpitt

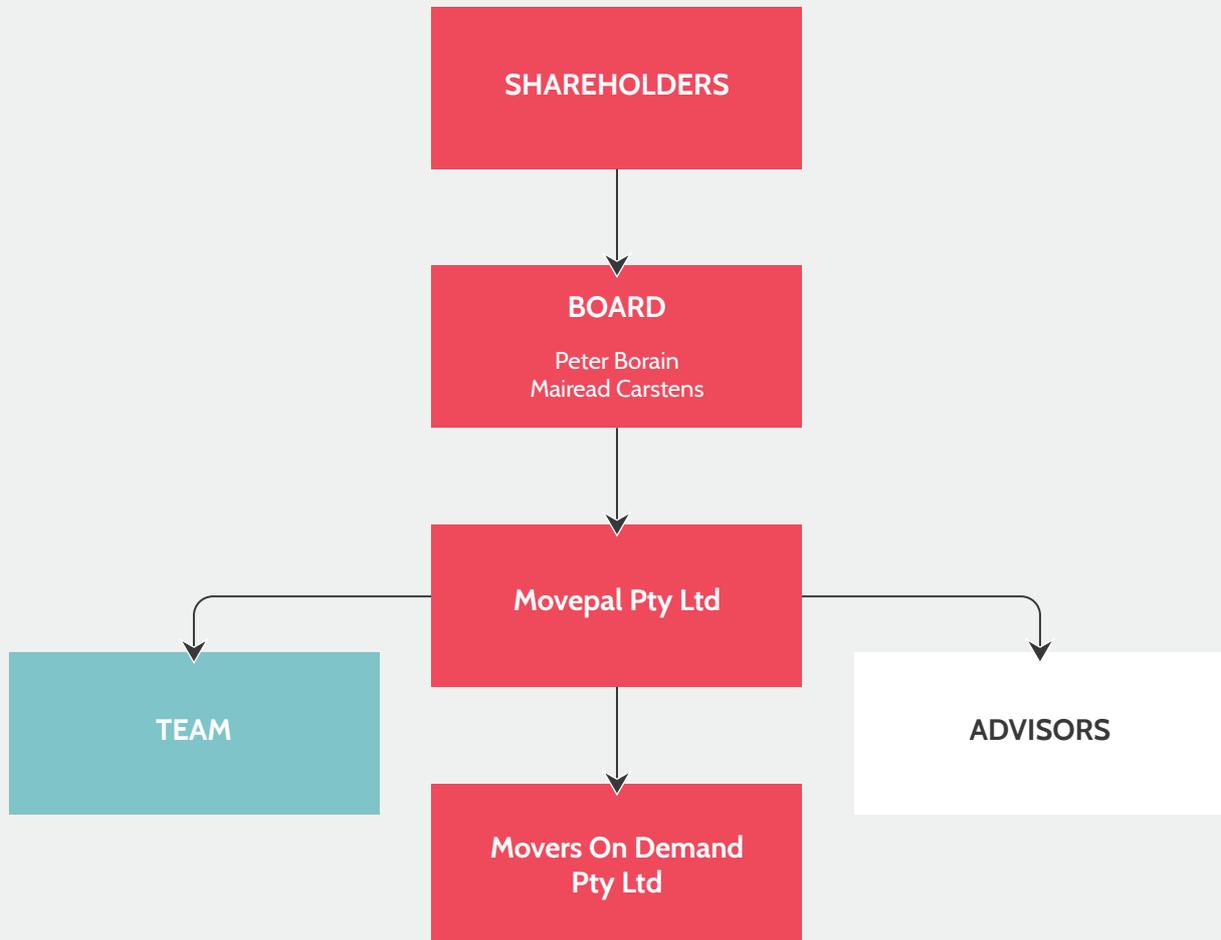
Finance Advisor

Stephen advises on Movepal's accounting, finance and corporate structure.

Stephen is the managing partner and director of CP and is a CPA qualified accountant himself. More than just a numbers man, Stephen has been a leader in Australia's accounting industry for over 23 years. Stephen has also been part of the MetroMovers' family for over a decade, providing MetroMovers with exceptional moving and relocations financial advice and helping us grow from success to success.

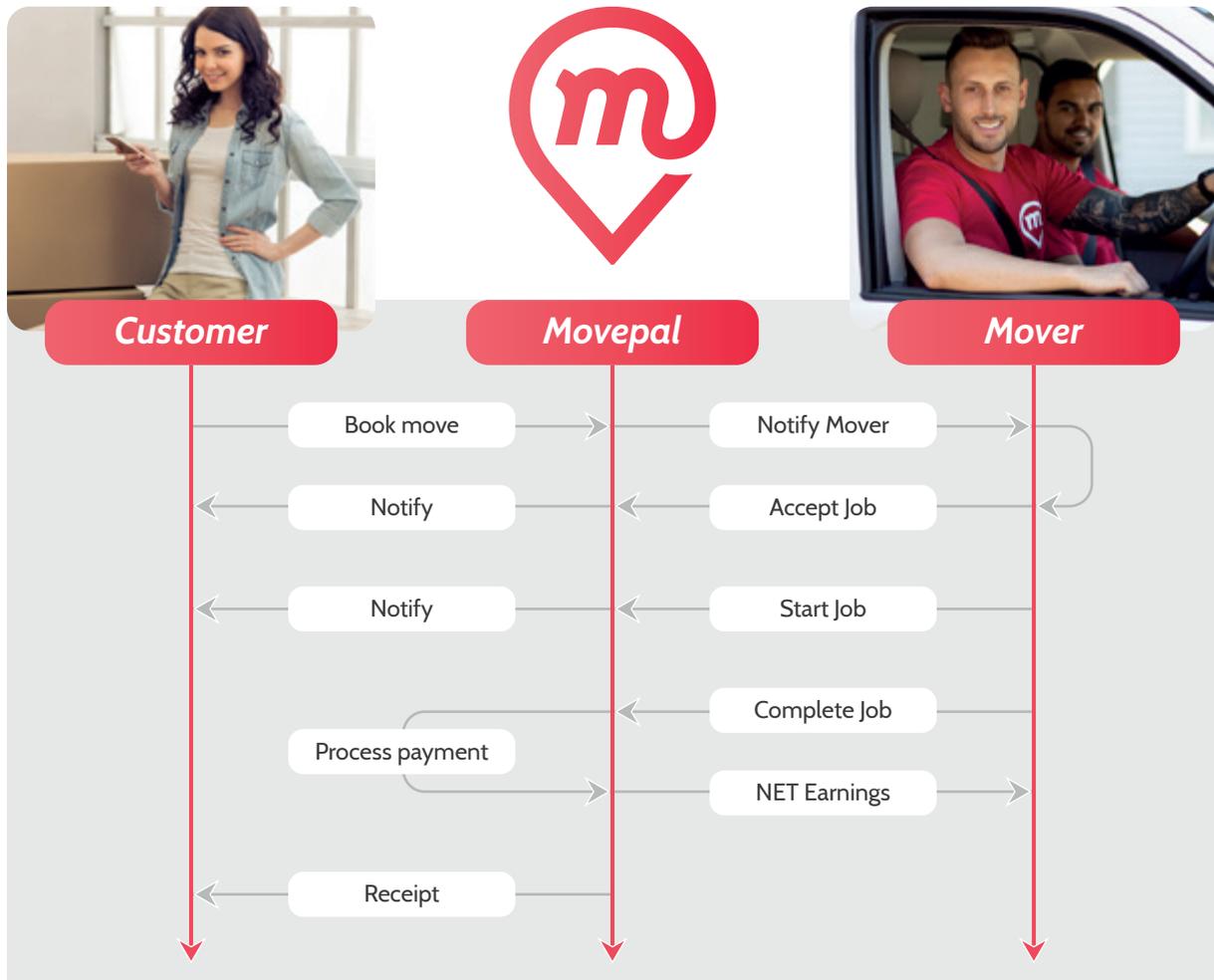
When he was first consulted about the Movepal concept in 2018, he came on board immediately. Stephen saw Movepal's viability and potential immediately. At the time, he noted how Movepal would be able to solve numerous pain points for retailers, customers and movers that are endemic in Australia's moving and freight industries.

2.4.2 Company Structure



2.4.3 Business Model

2.4.3.1 How Movepal Makes Money



Movepal uses a marketplace model where customers are matched with qualified movers.

Movepal earns the margin between the rate charged to the customer and the rate paid to the mover, less the included handling and transit insurance premium per move. The margin is in the range of 26% to 41% depending on the moving vehicle type and # of movers.

Customers are charged a fixed hourly rate x the actual # of total minutes for the move.

The hourly rate is based on;

- Moving vehicle type and capacity – Ute, Small Van, Big Van, Small Truck or Big Truck
- Number of movers required – 1 or 2

Movers receive a rate of between 58% to 73% of the amount paid which has been calculated to take into account;

- Wages
- Costs to maintain and operate their vehicles
- Profit margin

2.4.3.2 Cost of Sales

Transit Insurance

Each move is covered at an insurance premium per move of \$10 for a single item move and \$20 per multi item move.

Movepal absorbs the cost of Transit Insurance on all moves. This cost is averaged out at \$17 per move in Year 1. With proven scale, assume falling to \$10 in Year 2 and assume falling to \$5 per move in year 3.

Transaction Fee

A payment processing fee is charged by Stripe and paid by the mover, not the customer. The estimates are based on actual quotes provided.

The charge is A\$0.30 + 1.75% of the payment value.

2.4.3.3 Pricing strategy

Movepal's pricing is calculated according to:

- A fair wage for the mover team based on industry research and experience learned from our MetroMovers parent company.
- The amount the customer is charged is based on our extensive market research on what customers are willing to pay.
- Our pricing also ensures that Movepal retains a sufficient margin to make money, after the insurance price per move has been deducted.

2.5 CAPITAL STRUCTURE



2.5.1 Issued Capital

The table below sets out the issued capital The Company before the Offer.

Shareholder	Equity
Peter Borain	90%
Simon Marland	10%
Total	100%

2.5.2 Equity (Pre- and Post-Offer)

The table below sets out the issued capital of The Company following The Offer.

Shares	Minimum Subscription	Maximum Subscription
Existing Shares	5,000,000 (94.34%)	5,000,000 (83.33%)
Offer Shares	300,000 (5.67%)	1,000,000 (16.67%)
Total Shares on Issue	5,300,000 (100 %)	6,000,000 (100%)

2.5.3 Rights and Liabilities Associated with Securities

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

Preference Shares

There are currently no preference shares on issue.

Ordinary Shares

Immediately after issue and allotment, the shares offered under this Offer Document will be fully paid ordinary shares. All ordinary shares have the same voting rights (one vote for each share held) and the same rights to receive dividends. A more detailed description of the rights associated with the shares can be found in Section 3.3. of this Offer Document.

Options

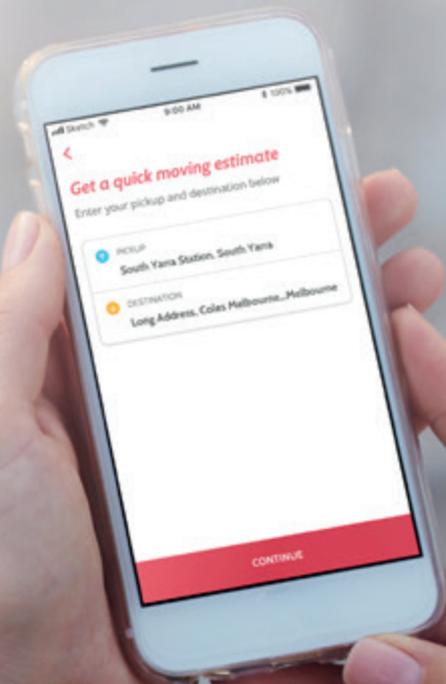
No options have been granted to any party over any of The Company's securities.

2.5.4 Debt Funding and Other Sources of Funding

The consolidated Movepal business has mainly been funded through investment by existing shareholders and through income earned.

There is an outstanding loan to The Company of \$200,000 from an existing shareholder. This loan represents the seed capital invested into the business to fund the Movepal app development. The loan will not be repaid until The Company can afford to do so with the revenue from sales.

There is a loan to the Company of \$426,374 from Metromovers Pty Ltd. This loan represents the seed capital invested into the business to purchase initial stock, computers, software development, equipment, operations and running costs. The loan will not be repaid until the Company can afford to do so with the revenue from sales. Movepal is currently being reviewed by Lancaster legal for R&D funding.



2.6 RISKS FACING THE BUSINESS

An investment in Movepal should be seen as high-risk and speculative. A description of the main risks that may impact our business are detailed 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 Movepal (for example, risks relating to general economic conditions or the inability to quickly or easily sell your shares).

Type of risk	Description of risk
 Competition	If Movepal is unable to acquire customers or successfully compete with existing or new competitors, this may affect the profitability and future prospects of The Company.
 Platform Leakage	Platform leakage could potentially occur should a Movepal customer and mover make a private arrangement for future moving jobs off the app.
 Supply and Demand	Movepal operates in a three-way marketplace. The Company needs to be able to balance the supply and demand between the movers, customers and retailers. Maintaining the balance between both parties will be challenging.
 Cash Flow	Movepal anticipates periods of strong growth in the near future, which will require capital to ensure both increases in revenue and increases in expenses are met.
 Cyber Security	While Movepal follows the best security practises to reduce this risk, attacks by third parties on the platform are possible and pose a potential risk to business continuity.
 Start Up	Movepal is in its early stages of launching and is not yet profitable, which is a more significant risk period than a mature organisation.



2.7 FINANCIAL INFORMATION

Movepal was first incorporated in January 2018. The financial information provided relates to the 12 months ending 30th June 2019, which have been prepared in accordance with the Australian Accounting Standards.

2.7.1 Balance sheet

\$'s	Year Ended 30th June 2019
Equity	
Issued Capital	100
Accumulated Loss	(208,577)
Total Share Capital and Reserves	(208,477)
Represented by:	
Current Assets	
Cash on Hand	100
Cash at Bank - NAB #2106	590
Cash at Bank - CBA #9500	133
Total Current Assets	823
Non-Current Assets	
Software Development Pool	224,382
Total Non-Current Assets	224,382
Total Assets	225,205
Current Liabilities	
Inter-Company Loan	426,374
Trade Creditors	2,835
Provision for GST	4,473
Total Current Liabilities	433,682
Total Liabilities	433,682
Excess of Liabilities Over Assets	(208,477)

2.7.2 Profit and loss statement

\$'s	Year Ended 30th June 2019
Expenditure	
Accountancy Fees	1,500
Advertising, Marketing & Promotion	13,500
Bank Charges	111
Consultancy Fees	2,135
Filing Fees	263
Insurance	10,503
Protective Clothing & Uniform	1,255
Recruitment Cost	4,996
Superannuation Contributions	14,834
Wages	159,480
Total Expenditure	208,577
Loss	(208,577)

2.7.3 Cashflow statement

	Year Ended 30th June 2019
OPERATING ACTIVITIES	
Payments to suppliers and employees	(201,269)
Net Cash Flows from Operating Activities	(201,269)
FINANCING ACTIVITIES	
Receipt of loan funding	426,374
Capital expenditure	(224,382)
Net Cash from Financing Activities	201,992
Net Cash from Investing Activities	0
NET CHANGE IN CASH FOR THE PERIOD	723

2.7.4 Statement of Changes in Equity

Equity	Year Ended 30th June 2019
Retained Earnings at the beginning of the year	0
Current Year earnings	(208,577)
Contributed equity	100
TOTAL EQUITY	(208,477)

2.7.5 Management Comments on Historical Performance and Outlook

Following the completion of the platforms' development, Movepal has focussed on conducting pilot testing and on-boarding qualified movers. The results of the pilot testing have strengthened Movepal's confidence in the model and the potential for significant future growth. Highlights from the pilot included;

- Over 150 moves comprising some 500 items were completed successfully
- Approximately 700 mover applications were received, of which approximately 10% were accepted and on-boarded
- Positive customer and mover feedback
- Favourable media coverage

Growing a conventional moving business in Australia is a lengthy, costly and difficult process.

Metromovers is a traditional relocations company that started in Melbourne and expanded gradually into Sydney and Brisbane.

We realized that the timing was right to use customer savvy technology and our knowledge of the moving industry to develop an on-demand moving app that could scale quickly throughout Australia.

We also saw that the typical lead time for customers wanting to book a move was becoming increasingly shorter. This coupled with traditional moving companies being unable to provide on-demand and cost effective deliveries for large single items.

The idea of Movepal was born.

In late 2017 we came up with the concept to create an on-demand relocations business with an Uber-type model. In 2018 we hired our own full-time in-house development team. We built and tested a minimum viable product proving the concept.

Movepal is now a fully built and working platform with an app for drivers and an app for customers.

Metromovers provided the operations support and vehicles for the entire pilot testing stages of the app. To date, MetroMovers has fully financed the Movepal app and website creation costs, the administration and management support and daily running costs.





**"Move anything, anywhere, fast! Used Movepal while I was furnishing our new home to collect from furniture stores and gumtree sellers, was so easy, what a brilliant service."
- Kath F, Melbourne¹**

¹ As reviewed on the Movepal Apple App Store. Source: <https://apps.apple.com/au/app/movepal/id1424103563>.

Individual has provided consent to this statement being published in this offer document.

3 Information about the offer

3.1 TERMS OF THE OFFER

Movepal Pty Ltd is offering up to 1,000,000 shares at an issue price of AU \$1.00 per share to raise up to \$1,000,000.

The key terms and conditions of The Offer are set out in The Table below.

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

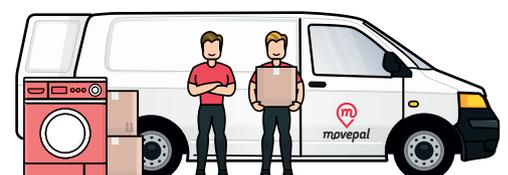
Terms of the Offer

Term	Details
Shares	Fully-paid ordinary shares
Price	\$1.00 per share
Minimum Investment Parcel	\$250
Maximum Retail Investment Parcel	\$10,000
Minimum Subscription	\$300,000
Maximum Subscription	\$1,000,000
Opening date	February 13th 2020
Closing date	March 26th 2020

A description of the rights associated with the shares is set out in Section 3.2 below.

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

The Offer is not underwritten.



3.2 USE OF FUNDS

The funds being raised under this Offer will be used for the following:

- Immediate resourcing and staff to build out our teams
- To roll out the platform in Melbourne
- To expand the platform to Sydney and Brisbane
- To increase brand awareness
- To improve product and services to retailers
- To onboard movers

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

Intended Use	Minimum	Maximum
HR and Staffing	\$90,000	\$300,000
IT and Tech Development	\$54,000	\$180,000
Marketing	\$90,000	\$300,000
Mover Acquisition	\$24,000	\$80,000
Mover Onboarding	\$21,200	\$77,200
Birchal's Fees	\$20,800	\$62,800
TOTAL	\$300,000	\$1,000,000

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

The cost of The Offer 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 Issuer through Birchal Financial Services Pty Ltd (The Intermediary), plus \$2,800 in administration and setup fees.

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 - 36 months.

If only the minimum subscription amount is raised, The Company will still be viable, but growth will progress at a slower pace.

3.3 RIGHTS ASSOCIATED WITH THE SHARES

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

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

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

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

3.3.5 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 ordinary shares after secured and unsecured creditors of The Company. Holders of fully-paid ordinary voting shares rank ahead of other classes of shares (if any).

3.3.6 Restrictions on Sale or Transfer

We also draw your specific attention to the fact (and by entering into this Subscription Agreement you are taken to acknowledge) that 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.

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 the business. These include, but are not limited to:

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

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

3.5 INVESTOR REWARDS

3.5.1 Movepal Shareholder Privilege Discount

As a special offer for all our investors, we are offering a shareholders' privilege discount for your first Movepal move, to be redeemed on-demand, any time you need in the next 24 months.

Once the raise is complete, you will be sent a special shareholders code to redeem your discount. The level of discount you will receive will be based on your investment, as detailed in the table below, and cannot be transferred or sold to any other person.

Plus to all our Diamond Investors we will invite you to a special dinner to meet the Movepal directors and discuss your investment and Movepal's future in further detail.

3.5.2 Australian Forest Donation

In addition to your Movepal Shareholder Privilege Discount, we believe a meaningful, and timely, additional reward would be the planting of trees on behalf of investors through our Greenfleet Australia partners.

Greenfleet is a leading not-for-profit environmental protection organisation committed to restoring our native forests. Since 1997 Greenfleet has planted over 9.2 million trees across 500 forests in Australia and New Zealand. That's why Movepal has partnered with Greenfleet to help restore Australia's native forests and fight the impacts of extreme weather and climate change.

For every \$1k we raise in this Equity Crowdfunding campaign, Movepal will donate another native, biodiverse tree in Australian forests on behalf of our investors through Greenfleet's native reforestation program.

The table below sets out the 'investor gifts' based on the amount invested:

Investor Level	Shareholder's Privilege Discount	Carbon Offset	Trees Planted with Greenfleet
Copper Investor \$250 +	5% Off Your First Movepal Move	✓	¼ tree 
Bronze Investor \$500 +	10% Off Your First Movepal Move	✓	½ tree 
Silver Investor \$1,000 +	10% Off Your First Movepal Move	✓	1 tree 
Gold Investor \$2,500 +	10% Off Your First Movepal Move	✓	2½ trees 
Platinum Investor \$5,000 +	15% Off Your First Movepal Move	✓	5 trees 
Diamond Investor \$10,000 +	20% Off Your First Movepal Move + dinner with the Directors	✓	10 trees 

4 Information about investor rights

4.1 COOLING-OFF RIGHTS

You have the right to withdraw your application under The 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 (the Cooling-off Period).

You must withdraw your application via the Intermediary's platform as follows: by following the link and instructions on the CSF Offer page 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 The 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 The 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 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 movepal.com.au (free of charge) or can purchase the report from ASIC.

4.3.3 Related Party Transactions

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

4.3.4 Takeovers

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

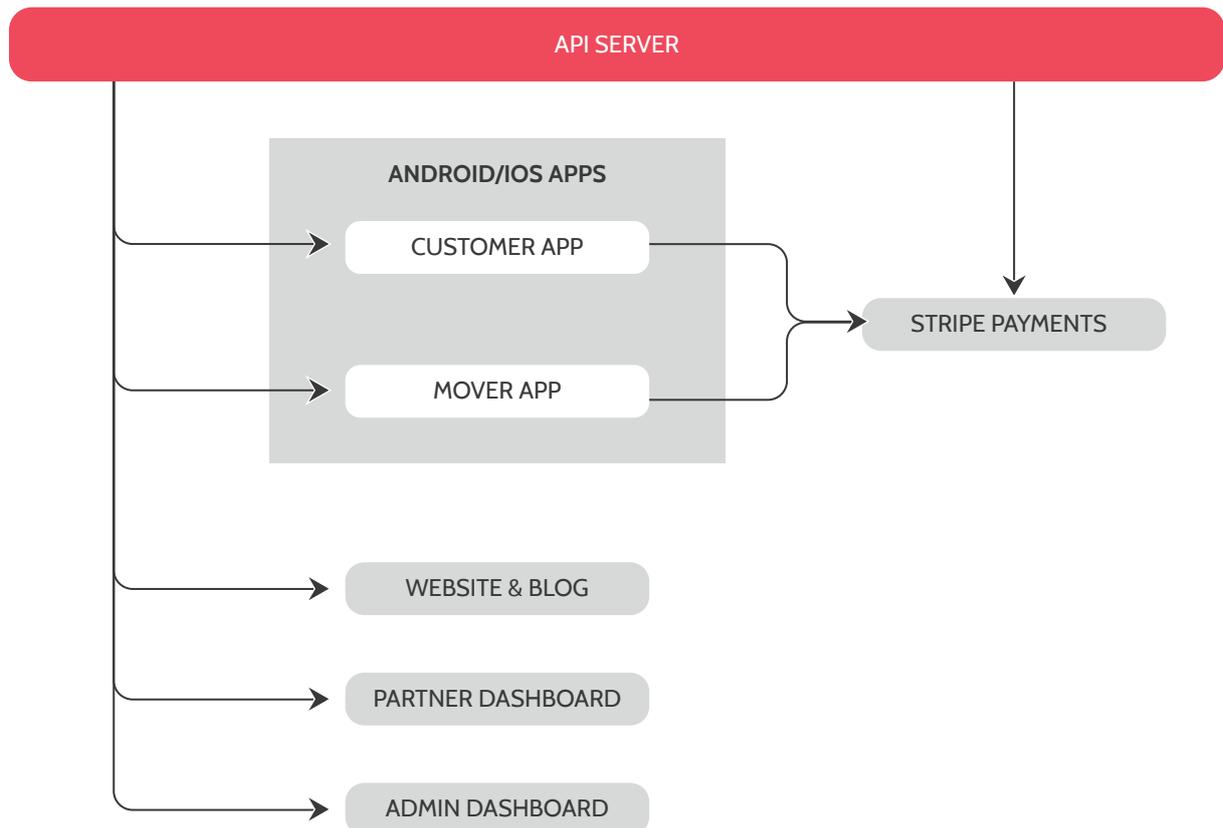
Shareholders will not have the benefit of the full protections under the takeover rules, which means you may not have the right to vote on or participate in a change of control of The Company. However, the general principles of ensuring shareholders have sufficient information and time to consider a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



GLOSSARY

Company	The Company means Movepal Pty Ltd ACN 623 987 066
Cooling-off Period	Cooling-off Period means the period ending five business days after an application is made under this, The Offer, during which an investor has a right to withdraw their application and be repaid their application money
CSF	CSF means crowd-sourced funding under Part 6D.3A of the Corporations Act
Intermediary	The Intermediary means Birchal Financial Services Pty Ltd AFSL 502618
Maximum Subscription	CSF offer document as the maximum amount sought to be raised by The Offer
Minimum Subscription	CSF offer document as the minimum amount sought to be raised by The Offer
The Offer	The Offer means an offer of fully-paid ordinary shares by The Company under this CSF offer document
Wholesale Investor	Wholesale Investor means an investor who satisfies the definition of a 'wholesale client' under Chapter 7 of the Corporations Act 2001 (Cth)

APPENDIX 1 – MOVEPAL TECHNOLOGY FLOW CHART





To find out more about Movepal:
Follow us on **Social Media**, on our website movepal.com.au,
call us on **1300 007 725** or get in touch at support@movepal.com.au.