



memobottle™

Dated 29 June 2022

Crowd-sourced funding offer document

Offer of fully-paid ordinary shares in memobottle Holdings Pty Ltd at \$14.44 per share to raise a maximum of \$1,200,000

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

Issuer

memobottle Holdings Pty Ltd ACN 629 869 049

Intermediary

Birchal Financial Services Pty Ltd AFSL 502618

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SECTION 1

Risk warning

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



We started memobottle for two main reasons - to reduce single-use bottle consumption and to provide a more practical method of carrying our water on the go.

We grew up in a coastal community, just south of Melbourne and became increasingly frustrated by the existence of single-use plastic bottles and the environmental damage caused both locally and globally. We understood that human convenience is often the catalyst for environmental harm, so we decided to create a beautiful, convenient alternative that people couldn't say no to. To date, this product has diverted over 180 million single-use bottles from being consumed.

We are a proud B Corporation, and through our partnership with Water.org have provided over 22 million days of clean water to those in need, via sanitation projects throughout Africa, Asia and Latin America.

We were born from crowdfunding and our community is our lifeblood. We pressed go on our first kickstarter campaign back in 2014. It set the world on fire, selling over 12,000 bottles to 6,000 people whilst going viral, and landing us in the Oscars Gift bags. From this campaign alone, we shipped to 70 different countries - essentially sending us global

overnight. Our little idea that started on a sketchpad has now resulted in over 1 million memobottle products in the hands of happy customers all around the world.

In 2018, we brought 453 incredible investors on the journey with us through a Birchal CSF, as we set out to expand our business model further into international markets.

Refer to page 12 for what we have achieved since our previous CSF.

Despite everything thrown at us over the past few years we've well and truly delivered on our goals, increasing our revenue by nearly 100% with over 200,000 orders shipped to more than 100 countries.

We've seen our social media and email following increase by 65% and have had Partnerships with some of Australia's best events - the Australian Open and the Melbourne Formula One Grand Prix just to name a few.

Letter From The Founders



“We are now moving into our next phase of growth - expanding our range to create an ecosystem of beautifully designed, innovative and convenient reusable lifestyle products. “

Initially, we set out to rid the world of single-use bottles, but now we are extending our sights to combat other single-use products - to become the ultimate reusable lifestyle brand.

Phase one of our product expansion commenced in November 2020 when we released our accessories range, which saw Average Order Values increase by over 40%.

Our recent Stainless Steel memobottle range received over \$850,000 in pre-orders from over 5,600 excited customers.

We are now moving into our next phase of growth - expanding our range to create an ecosystem of beautifully designed, innovative, and convenient reusable lifestyle products.

What does this look like? Well.. think lunch boxes, coffee cups, and bags - all in our unique memobottle design language that makes your life just that little bit better.

Our ultimate vision is to become a global leader in the 'reusable product' category & accelerate the world's transition to sustainable products through more convenient design. We are on our way to a world without unnecessary single-use products.

It started with water bottles.. but our vision is much bigger.

Just imagine what we can achieve together if just one bottle has got us this far.

Thank you again for sharing this journey with us - it has been an incredible ride!

Jesse and Jonno

Company Details

This offer of shares is made by memobottle Holdings Pty Ltd ACN 629 869 049

Company Name	memobottle Holdings Pty Ltd
ACN	629 869 049
Date of Incorporation	23 November 2018
Registered Office	Suite 6, 2 Nelson Street, Ringwood, VIC 3134 AUSTRALIA
Principal Place of Business	memobottle Holdings Pty Ltd 10 - 20 Gwynne St, Cremorne, VIC, 3121 AUSTRALIA
Subsidiaries	memobottle Pty Ltd ACN 168 572 218 (100% wholly owned) memobottle Brands Pty Ltd ACN 629 903 975 (100% wholly owned) memobottle, Inc (USA) (100% wholly owned)

Our Why and Mission



It all started with single use bottles

memobottle was born back in 2014 to combat two major frustrations of ours:

1. The environmental harm caused by the widespread overconsumption of single-use bottles
2. The inability to fit cylindrical water bottles in our bags - and in our lives.

We were always taking laptop bags or backpacks to university/work and cylindrical reusable water bottles either didn't fit, or left a big bulge. We redesigned the water bottle around the international paper sizes, to be flat.. so that it always fits - in your bag, and in your life.

An incredible community of over 6,000 supporters launched memobottle via Kickstarter, and this loyal and engaged community has continued to build and strengthen over the years. From the very beginning, we set out to create a for-profit lifestyle brand that is driven to the core by social and environmental impact.

And thanks to this community, we have proudly donated over 22 million days of water to those most in need through our partnership with water.org, while preventing the use of an estimated 180 million single-use bottles. We are a proud B Corporation with social and environmental considerations at the forefront of everything that we do.

But our mission and vision are much bigger than just bottles - we are only just getting started.

We are on a mission to inspire and motivate people to move towards a more reusable way of life, and eradicate unnecessary single-use product consumption.

Our business is built on 4 pillars: Product, People, Planet, and Profit.

Profit is the result of us serving these pillars well.

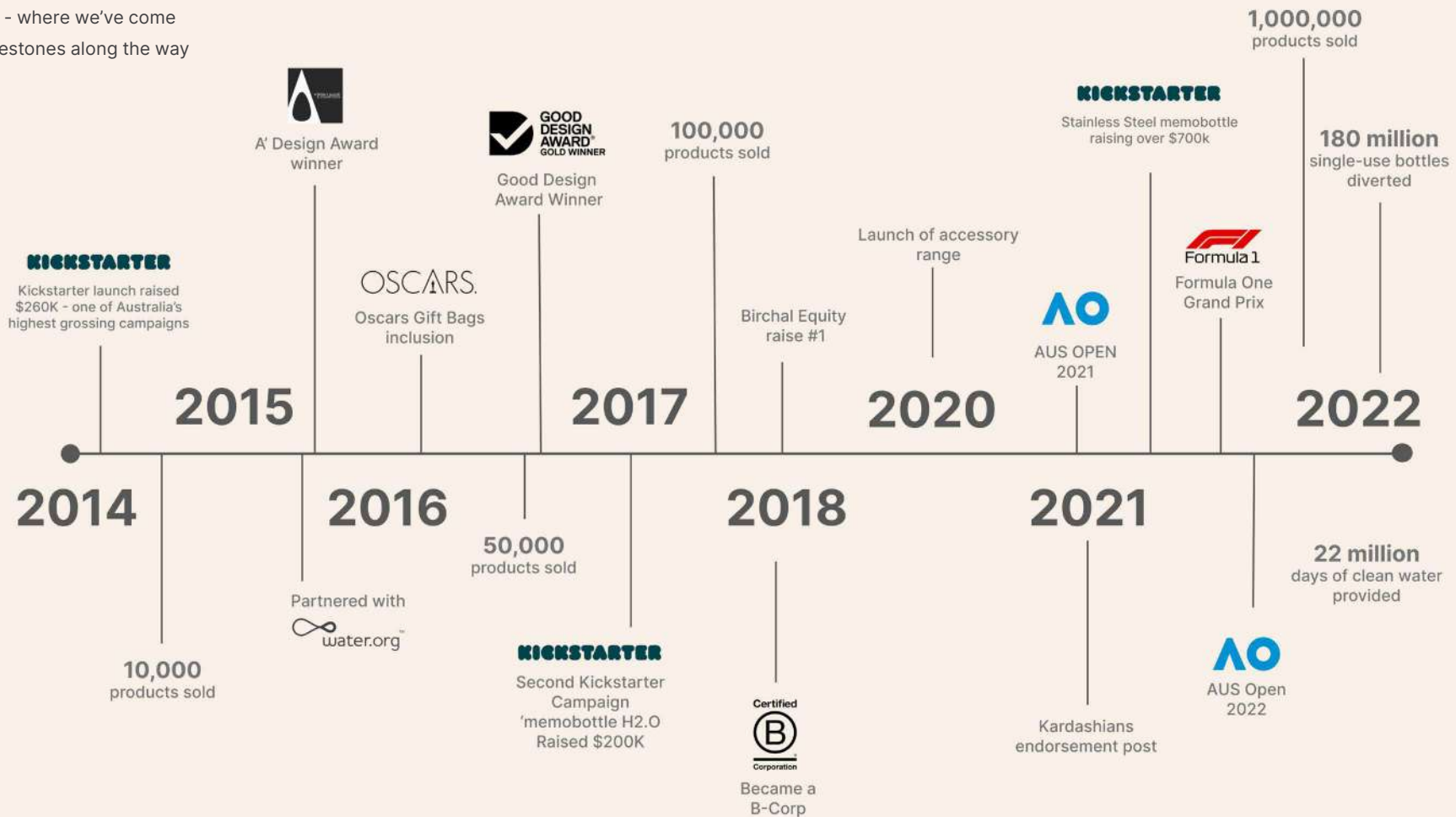
We exist to create the reusable lifestyle. It's not just about products for us; it is about contributing to a better world - socially and environmentally.



Our Story So Far

Brand Timeline

Our brand timeline - where we've come from and some milestones along the way



Our Performance

Performance since
December 2018 Birchal raise

In a 2018 Birchal CSF raise, we welcomed 453 investors to the memobottle community, raising over \$349k

This was a huge success, and with this raise came a promise to expand our business model into international markets.

We set out to increase Gross margins by investing in larger production runs and more efficient sea freight, increasing our marketing and brand exposure, and ultimately drive

international sales while continuing to nurture our backyard, Australia.

We are happy to say we have achieved all of these things.

Take a look at the table to see how our achievements have measured up to our strategic objectives.

Objective 1

Increased Sales

Increasing global sales through the introduction of new channels and segments. Our focus was to expand on our B2B business whilst allocating more attention to DTC.

\$1.66m to \$3.14m

Total Sales

FY 2018 sales compared to 11 months to 31 May 2022 (including pre-sales)

200k+

Orders Shipped

to happy customers all around the world

30 SKUs

New Products

introduced to our product range

+60%

Average Order Value

increased to over \$90

Objective 2

International Expansion

While Australia will always be our backyard, we have concentrated efforts on international expansion

100+

Countries

shipped to since FY 2018

14

Tradeshows

exhibited at across 6 countries

6

Distributors & Agents

across 9 International countries

Our Performance

Performance since
December 2018 Birchal raise

Objective 3

Increase Gross Margins

We set out on a mission to improve our inventory forecasting, utilize sea freight wherever possible and take advantage of economies of scale through large production runs

37.2% to 43.2% Gross Margin

Average Gross Margin %
increase since FY 2018

68.7% down to 33.3% Air v Sea %

Air Freight to Sea Freight %
improvement since FY 2018 (55 of 80
shipments were Air prior to FY 2018
(68.7%), compared to 12 of 36 post
FY 2018 (33.3%)

Objective 4

Increase Marketing and Brand Exposure

Gain greater brand exposure
and awareness via savvy
marketing campaigns and
activations and increase our
community and following



Partnerships & Events

We're serious about making memobottle a household name. Hence we've been driving mainstream awareness through activations & partnerships with major events such as the Aus F1 GP and Australian Open Tennis



Corporate Gifting and Co-Branding

We have been fortunate enough to work with lovable brands such as Meta, Spotify, WeWork, Bentley and Twitter

+70% Email List Growth

Increased to 61k, from 36k in 2018

+62% Social Media Following

Now at 106k, from 65k in 2018

Our Performance

Cumulative performance
since the beginning

At memobottle we measure our
performance across our Four P's -
Planet, People, Product and Profit

Planet

How we view our company performance in
relation to the betterment of our beautiful
planet and the humans that inhabit it.

Here are some of our Planet metrics as at
31 May 2022.



22.3 million

days of clean water donated

+180,000,000

bottles diverted from landfill

Our Performance

Cumulative performance since the beginning

At memobottle we measure our performance across our Four P's - Planet, People, Product and Profit

People

We value and cherish our people deeply. Without our customers, community and team we do not exist.

Here are some of our People metrics as at 31 May 2022.



12 Team members

World class memobottle superstars



+5.5k Ambassadors

Active ambassadors that have regularly created content and endorsed our brand



+61k Email Subscribers

Highly engaged and active



106k Social Media Following

Facebook and Instagram combined

Our Performance

Cumulative performance since the beginning

At memobottle we measure our performance across our Four P's - Planet, People, Product and Profit

Product

We are a design-led brand and are extremely particular when it comes to product - quality, experience, convenience and aesthetics.

We love to measure how much enjoyment they provide.

Here are some of our Product metrics as at 31 May 2022.

Award Winning

Our products are celebrated and adored - taking out a number of prestigious design awards



A Million memobottle Products Sold

+1 million memobottle products in the hands of happy customers



+1,000,000
Products Sold

5 Star Reviews

We have an army fans posting 5-star reviews for all to see



My everyday bottle

When I go to the office or somewhere for an entire day of work, this is my go-to bottle.

As it is flat, I can still fit other things in my bag now like sportswear, that I'd normally have to take a second bag for.



Handbag compatible, just perfect

A perfect fit for the everyday handbag (I have my A7 for the smaller bags). Have had many compliments, mostly people love that it looks like glass, such is the quality. And paired with the rose gold lid, it's well in a class of its own.



My wife kept stealing my A6 memobottle

I've had a A6 bottle for a while now and it's great to pop in my computer bag when I'm on the road.

My wife borrowed it one day and it was a challenge to get it back. We have now bought her one of her own and we have a happy household.

memobottle Media

We've been turning heads and generating attention across all media channels

WIRED

Forbes

HYPEBEAST

BUSINESS INSIDER

● BROADSHEET

POPSUGAR

GIZMODO

HIGHNOBIETY

design\milk

smith JOURNAL

Daily Mail

THE LANCET

uncrate

cnet

ELLE MAGAZINE

Our Performance

Cumulative performance since the beginning

At memobottle we measure our performance across our Four P's - Planet, People, Product and Profit

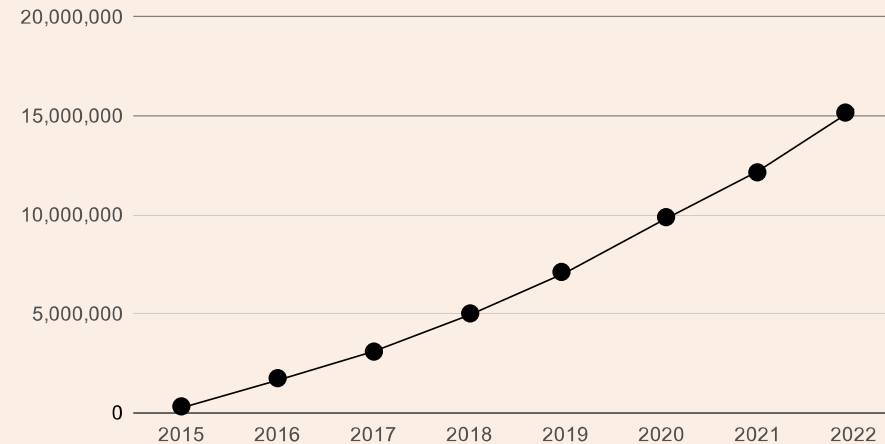
Profit

Profits keep the lights on and the dreams alive. They are a result of us honoring our other 3 pillars. It keeps us innovating and provides opportunities for greater impact and exposure.

Here are some of our Performance metrics as at 31 May 2022.

Cumulative Sales since 2014

Including Pre-Sales



Financial Year



\$15,364,304
Cumulative Sales
(Including pre-sales)



300K+
Total Orders



1million+
Products Sold



10
Number of
Warehouses



100
Number of Countries
we ship to

Our Vision

What's next for memobottle?

This latest round of investment will help us to increase our capacity, expand our customer experience offerings, and give our customers the products they've told us they want.

We are on a mission to create the ultimate reusable lifestyle.



Growth Focus #1

Product & Category Expansion

Since 2014, the considered & space-efficient memobottle has taken the world by storm - sliding into laptop bags, airline seat pockets & back pockets all over the globe. Until recently, our four bottle sizes were our main offering, resulting in relatively low AOVs and CLVs.

memobottles product expansion began last year with the launch of our accessories range. This personalisation focus included an extensive range of silicone sleeves in vibrant and earthy colours. We also introduced additional metallic lids, and desk stands to bring a podium to your working desk.

More recently over 5,600 loyal customers lined up to pre-order our new stainless steel memobottle range, bringing in over \$850k.

This refined design is made from 304 stainless steel, with a machined mouthpiece and a durable powder coated exterior. This premium range will be hitting the shelves in a few months.

The next phase will see the introduction of a premium bag range, lunch boxes, coffee cups, and an ecosystem of stylish, reusable products all in our unique design language.

This product expansion will complement the lifestyles of our existing customers, increase CLV and AOV, open up new sales channels and categories, while also broadening our reach to attract new customer demographics.

Imagine what we can achieve if just one bottle got us this far!

Our Vision

(continued)



Growth Focus #2

Customer and User Experience

Customer experience and community cultivation are incredibly important to us. Our team goes to great lengths to ensure that our positive customer experiences are shared widely and proudly. We live in a big world that is made very small thanks to the interconnectedness of social media.

We are on a relentless journey to become a global leader in our customer experience, and this comes in many forms.

Here are some of our key focuses on our road to world class:

- Website redevelopment and optimization
- Personalisation (customisation and engraving)
- In-store retail displays
- Event partnerships and activations
- in-house warehousing to allow flexible and seasonal offerings

Growth Focus #3

Increasing Capacity To Meet Demand

Demand for our products has been increasing exponentially. We'll therefore be adding resources to facilitate this growth and allow for even greater scale, such as:

- Expanding the memobottle team to further strengthen our ecommerce, marketing and product development.
- Further Investment in new and existing inventory (such as the highly sought after Stainless Steel bottle range)
- Greater investment in creative content (photoshoots and videos)

Our Products

Meet the memobottles

The memobottle was designed around the international paper sizes, to be a better fit in our bags – and our lives.

Its slim and minimal design makes it easy to carry, allowing you to have water on the go wherever you go.

Staying hydrated on the go never looked so good.

Original range

Slim

15 oz / 450 ml



A5

25oz oz / 750 ml



A6

12 oz / 375 ml



A7

6 oz / 180 ml



Stainless Steel range

Slim

20 oz / 600 ml



A5

33oz oz / 1050 ml



A6

16 oz / 500 ml



A7

8 oz / 250 ml



The Slim memobottle is in a league of its own. Its unique, slim profile allows it to comfortably slide into the most compact spaces.

The A5 memobottle fits perfectly in your bag alongside your iPad, books and laptop.

The A6 memobottle fits perfectly in your pocket or handbag and is a convenient workout companion.

The A7 memobottle is the most compact in the memobottle collection, fitting inside clutches, blazers, and your pockets.

Our Products

Meet the Accessories

The memobottle accessories range is built on the ideology of personalisation.

The vibrant and muted tones of the silicones, the vivid colours the metallic lids and organic form of the deskstands allow for 100's of different combinations.

Designed with the mission to prolong the life and love of your memobottle, these products have been a game changer for memobottle, boosting AOV's by over 40%.

Accessories include:

- Metallic lids
- Silicone Sleeves
- Deskstands
- Bottle cleaning tablets (Q4 2022)



Our Products

Design Philosophy

Our designs follow the good design philosophy of the famous german designer Dieter Rams.

The following guidelines in addition to our unique design language form the basis of every memobottle product.

- Good design is innovative**
- Good design makes a product useful**
- Good design is aesthetic**
- Good design makes a product understandable**
- Good design is unobtrusive**
- Good design is honest**
- Good design is long-lasting**
- Good design is thorough down to the last detail**
- Good design is environmentally-friendly**
- Good design is as little design as possible**

Design Protection

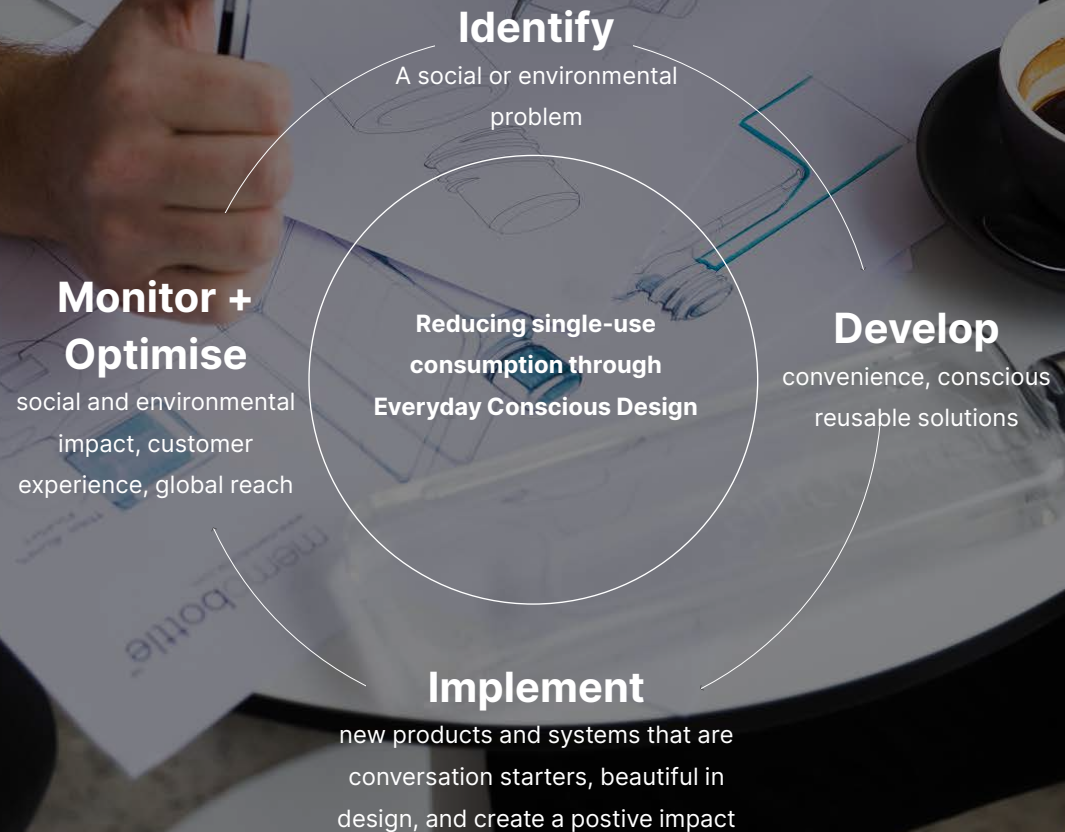
To protect the future of our brand, we have secured trademarks, shapemarks, and design registrations in each of our key markets.

memobottle has over 15 Design Registrations, Trademarks and Shapemarks across Australia, the United States and the Rest of World - providing significant coverage to the memobottle ecosystem.

Domain Names

We have over 50 memobottle domain names around the world that all redirect to memobottle.com.

Our Purpose Flywheel



Our Products

Product Development



Carry



Lunch Boxes



Coffee



Kids



Cycling



Sport



Fashion



Homewares



Filtration

The next phase will see the introduction of a premium bag range, lunch boxes, coffee cups, and an ecosystem of stylish, reusable products all in our unique design language.

All of which have the mission to reduce their corresponding single-use foe.

The new products will compliment and enhance the existing range - The A3 daily tote for example, will be the centerpiece of the memobottle ecosystem. Slim in design and made from recycled single-use bottles, with the ability to beautifully house many of the current and future memobottle products.

The expansion direction is based on market feedback, listening to our customers needs, consumer trends, and the overall mission to eradicate unnecessary single-use products.

We have a network of long term production suppliers, with the thirst for research and development, world-class quality control and the ability to scale to match our wildest dreams.

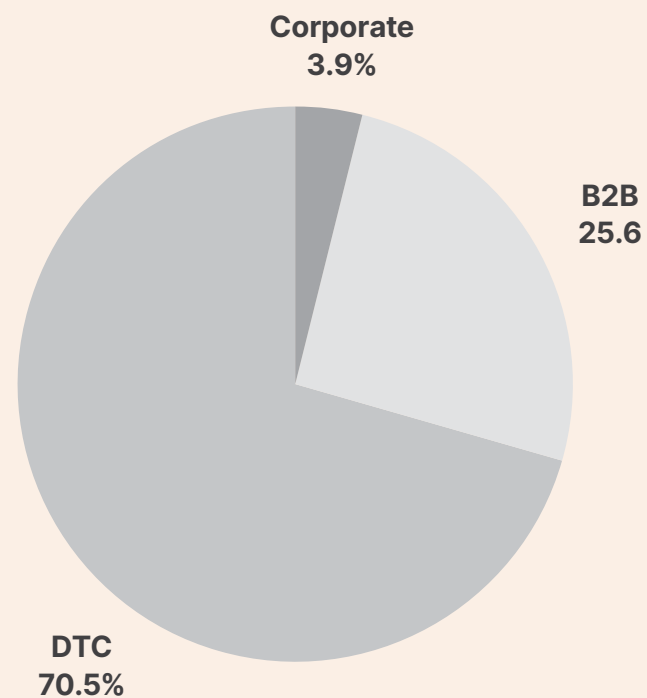
The future of memobottle is heavily based around the product development of the next few years. It will pave the way to creating the ultimate reusable lifestyle - A place where you wake up in the morning and you go to bed at night without having to touch a single-use product or compromise on design and style.

Our Model

Overview



We have a Direct-to-Consumer focus which allows us to control and tailor our marketing and brand exposure, which then directly assists our B2B and Corporate channel growth.



We operate and measure 3 distinct global sales channels, all managed and shipped to from our network of warehouses around the world.



+1000
Stockists



10
Number of
Warehouses



100
Number of Countries
we ship to

Our Model

D2C



Direct to Consumer

Our online retail, direct-to-consumer (DTC) model enables us to have one-to-one relationships with our customers. This allows us to foster our ever increasing community, while responding to their wants and desires in real-time.

Our customer-centric approach allows for greater margins, access to data, scaleable and measurable advertising, and a controllable customer experience.

As well as our own website (memobottle.com) which serves customers from over 100 countries, our products are sold on various online platforms in accordance with our strict brand guidelines.

Our Model

B2B

MoMA



top3

ANTHROPOLOGIE

OPUS®



THE CONRAN SHOP

HARRY HARTOG
BOOKSELLER

RUSHFASTER



SINCE 2004

+ 1000 stockists

Business to Business

Retailers

We work closely with over 1,000 online and brick and mortar stores around the globe, creating bespoke experiences and offerings. Our retailers work as an extension of our brand, creating indirect marketing and exposure for us globally.

Tradeshows

We regularly attend key tradeshows in cities such as New York, Paris, Sydney, Frankfurt, Milan and more.

Distributors

We work with world class distributors in regions where an extra set of hands is required to assist with either language barriers or restricted logistics networks.

We have an ever increasing network of Distributors throughout Europe and Asia, giving us incredible representation and penetration into international markets.

Online B2B marketplaces

In a similar fashion to the explosion of our DTC business over the past few years, we have been noticing a similar trend for the B2B business - with the emergence of online B2B marketplaces. Such marketplaces provide a simplified wholesale buying process and allow us to unite with retailers from around the world.

The sales trends and favorable automations from these platforms are incredibly promising for us, and presents a great opportunity to scale our B2B business without any significant increase in overheads.

Our Model

Corporate



Corporate

The corporate channel presents huge potential for us. We are experiencing major demand for our branded products for employee gifting, events and functions. Examples include Spotify, WeWork, Bentley and Twitter. We have recently allocated more resources to this channel in Australia with great success, and will be looking to expand this further into international markets.

Think about it.. our flat bottles (and upcoming products) are the perfect blank canvas!

Our Brand and Marketing

The Reusable Lifestyle

What Is The Reusable Lifestyle?

It's a place where you wake up in the morning and the sun is shining, the sky is blue and the air is crisp. It's when you hand your favourite reusable A7 Coffee Cup over to your local barista, and receive it back brimming with freshly roasted single origin coffee and a warm smile. It's that first sip you take. And the last sip you take.

It's when you walk into the office you and reach inside your A3 Daily Tote made from recycled plastic water bottles, pull out your A5 Lunchbox and place it in the chilled fridge. It's when you walk to your desk knowing that your lunch isn't going to be mixed up with the other single-use containers.

It's when you sit down at your desk, pull out your A6 memobottle from its dedicated pocket in your daily tote, and place it perfectly in its universal desk stand. A place for everything and everything in its place.

It's when you walk into a meeting with your A6 memobottle clutched against your macbook, and you're met with intrigue - you've turned heads. "What is that?" "Is that a water bottle?". It's a place where the room is yours.

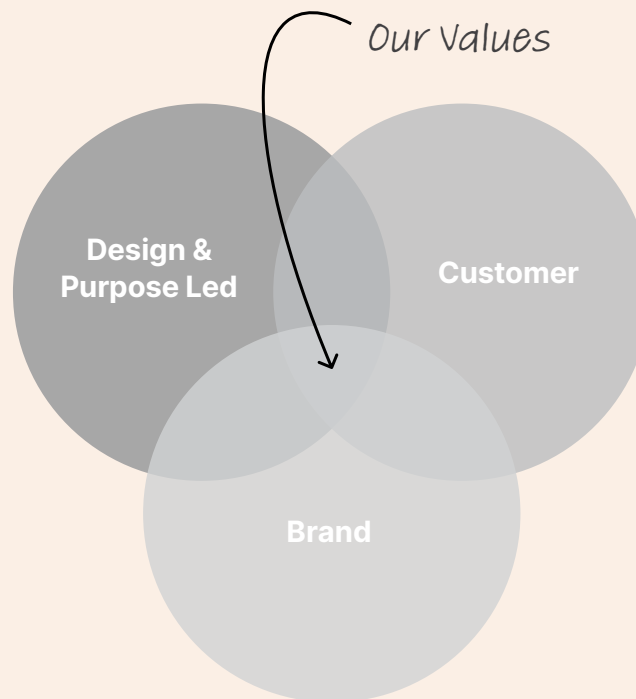
It's a place where you look forward to opening the lid of your A5 Lunchbox, being greeted with wholesome food and feeling nourished.

It's when you get home, hang up your A3 Daily Tote, light the fire and put your feet up.

It's when you lay down in bed at night, when the pillow hugs you back and you smile to yourself with a sense of achievement that you have done your bit.

The Reusable Lifestyle - a place where you wake up in the morning and you go to bed at night without having to touch a single-use product, or compromise on design and style.

Our Brand and Marketing Values



Design and Purpose Led

Our brand is built on doing good and looking good while we do it. We live and breathe good design and have an ingrained mission to make this world a better place for the generations to come.

We know that human convenience is the catalyst to environmental harm, so we make sure that our products are so damn desirable that people have no choice but to jump on board, and save the planet while they are doing it. Come for the design, stay for the impact.

Brand

Brand is about identity. To us, memobottle is a person. They have a certain tone of voice, a way of communicating, strong values, and a love for creativity. A person that is here for a long time and for the right reasons.

For memobottle, the brand goes far beyond our visual identity.

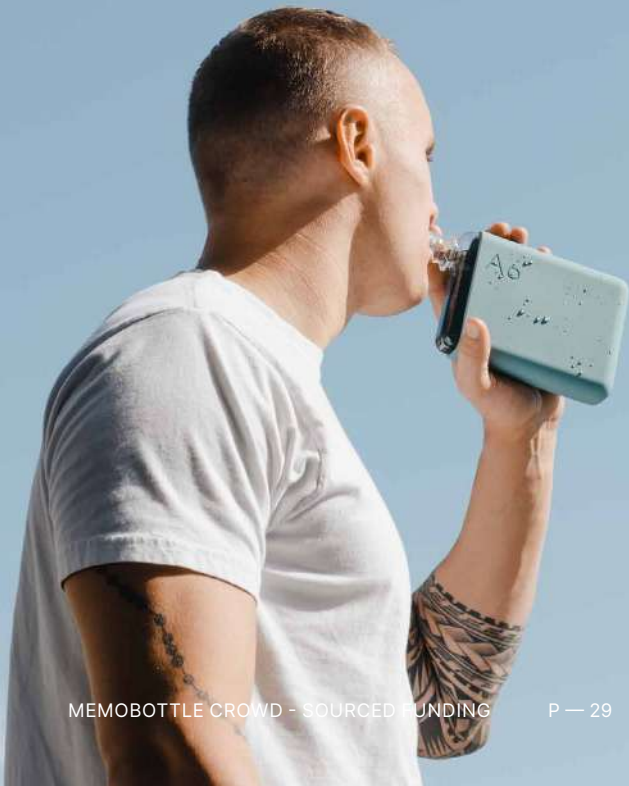
It's about the relationship our customers have with our products, the experiences that they have and the conversations that they lead to. It's about being unique, being yourself and having identity.

Customer

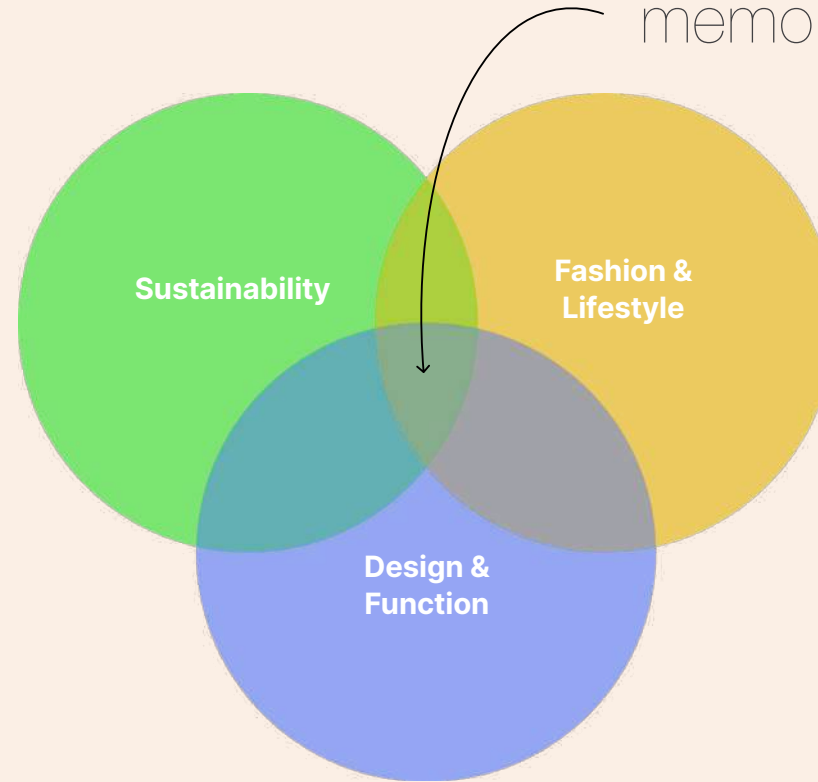
Our customers and community are the lifeblood of our business. We are born from the crowd, and it is this crowd which helps guide the direction of our products, marketing, and branding. Customer experience is everything. It is the finer details - the 1%ers that matter. That is why we obsess about every touchpoint along the customer journey. We want our customers to live and breathe memobottle. When this is executed, the result is a powerful network of true fans and advocates, all on the same mission, and all cheering for your success.

Our Brand and Marketing

Brand Positioning



memobottle™



Sustainability

We live and breathe our mission for a sustainable future, and fortunately sustainability and social responsibility is becoming further and further ingrained in everyday society.

Fashion & Lifestyle

Who ever thought a water bottle could be a fashion icon?

The memobottle's unparalleled style and unique design make it a perfect fit for any lifestyle. Be it on a runway, a board room or on a local commute bus, it stands apart from the rest and expresses individuality.

Design & Function

Designed to fit perfectly into bags, back pockets, or carried by your side, the slim and considered form is a response to a need we didn't know we had. memobottle is a design that flips the well known phrase of 'form follows function' to create an original, creative, and innovative piece that reflects modern society.

Our Community



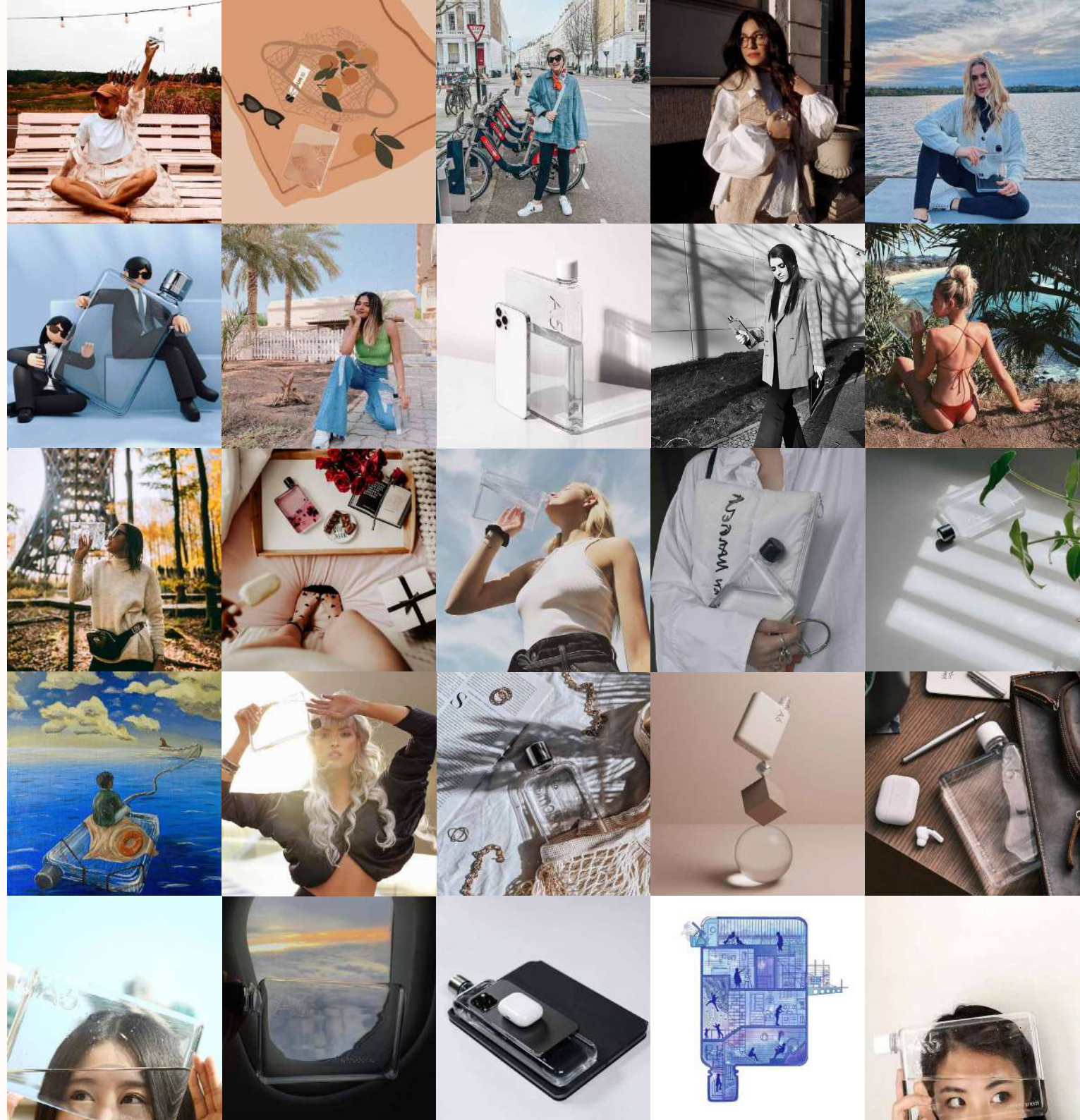
Born From Crowdfunding

The memobottle community of thousands of true fans and advocates has become the backbone of our success. We are a brand that was built from crowdfunding, and our crowd is incredibly passionate, engaged, and loyal.

Since 2014, when we launched our first Kickstarter campaign, we've grown our brand alongside our community; we've continued to do so throughout our brand's five crowdfunding campaigns.

Whether it be product development, product testing, brand direction or the launch of a new campaign, our community is there to provide feedback, get involved, and guide the result. This two way street fosters trust and personal investment in the future of memobottle.

With over 70,000 unique pieces of user generated content from our wider memobottle community, it's hard to deny the love for our products. There's nothing that makes us happier than our community standing alongside our product and mission.



Our Community

The Power of Numbers

Our powerful community is the heart and soul of our brand. The people behind these numbers are what sets us apart from the rest



Our social media
following combined

106K



Email subscribers

61K



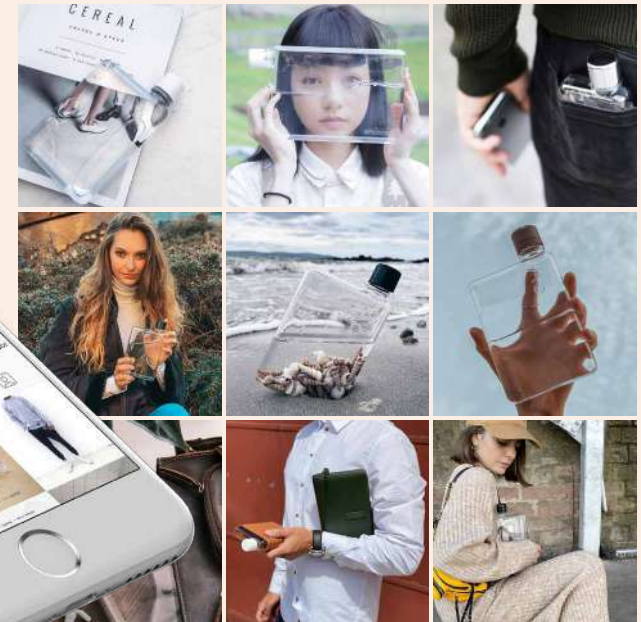
of active ambassadors
creating content

5.5K



Unique posts using
#memobottle hashtag

70K



Our Partnerships



Corporate Partnerships

memobottle work with some of the world's most prestigious companies to provide branded bottles for employee gifts, events, and functions.

Examples include Spotify, WeWork, Bentley, and Twitter. This industry has huge growth potential for memobottle.

Events and Activations

In the last 6 months, memobottle has partnered with two of Australia's biggest events, The Australian Open and the Formula One Grand Prix. We have also partnered with a number of events such as Cannes Film Festival, Semi-Permanent, and the Good Design Awards.

Brand Collaborations

Collaborations with companies such as MIMCO, Status Anxiety, Orbitkey, JBL, Bellroy, Great Wrap, Citizen Wolf, Single Use Ain't Sexy, Will and Bear, Sunday Supply have helped to increase exposure, and trust in our brand.

Our Impact

We track our Social and Environmental performance with a dual impact model

On the one hand, we measure the cumulative number of single-use water bottles prevented through the use of memobottle products (environmental), and on the other, the cumulative number of days of clean water provided to those in need (social).



Certified B Corporation

In 2017 memobottle became a certified B Corporation.

B Corporations are businesses that meet the highest standards of verified social and environmental performance, public transparency, and legal accountability to balance profit and purpose.

B Corps are accelerating a global culture shift to redefine success in business and build a more inclusive and sustainable economy.

At memobottle, we aim to increase awareness around sustainability and promote social change through our products.



Our Impact



Water.org Partnership

In 2016 we partnered with water.org - an American nonprofit developmental aid organisation with the goal to provide aid to regions of developing countries that do not have access to safe drinking water and sanitation.

For us to inspire the switch to reusable products, we need to first ensure that adequate amenities are accessible to allow for this.

Through this partnership, every memobottle sold provides one person in need with five months access to clean water. To date, memobottle has been able to provide an estimated 22.3 million days of clean water to those in need, via projects throughout Africa, Asia and Latin America.

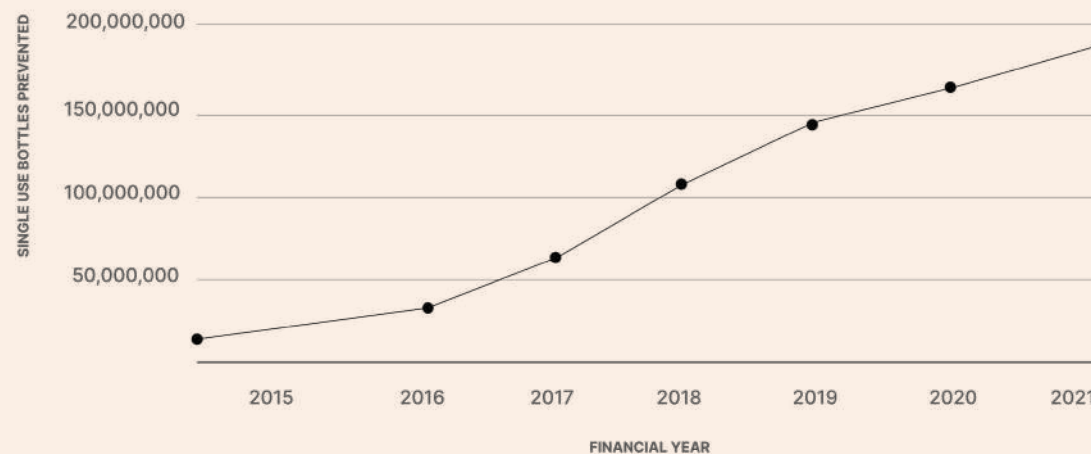
22.3 million

days of clean water donated to



Our Impact

Single-use bottles prevented vs. Year (cumulative)



Single Use Bottle Consumption

To date, we estimate that we have prevented the consumption of more than 180 million single-use bottles from landfill*. Through our continued marketing and education efforts we expect to apply a high multiple to this number over the coming years.

*Based on 167 single-use bottles consumed each year by the average person in the US.

Our Opportunity



Our ultimate vision to become a global leader in the 'reusable product' category & accelerate the world's transition to sustainable products through more convenient design.

memobottle sits in an enviable position to achieve this vision, in a large and growing market.

Over the past few years we have focused resources heavily on our ecommerce, social media, community engagement, and partnerships. Our network is ready to scale into this increasing demand of existing and future products.

Customer desire for purpose led products and brands

As we all wake up to the environmental damage caused by single-use products, the desire & expectation for reusable products and purpose-led brands continues to grow. We all want to feel better for the products that we purchase, and know that our money is supporting brands with an ethos that we can connect with.

First to market association

memobottle was the first flat reusable water bottle to market, and with this comes a strong brand connection. This creates a huge marketing and awareness advantage.

Established network

We have a tried and tested operational framework and distribution network that is built to scale, quickly!

Proven track record

We have a track record of designing, launching and scaling successful products. We actively listen to our customers and deeply understand their wants and desires.

Established and trusted brand equity

We possess a large and loyal customer following of thousands around the world.

The reusable product industry

Consumers are becoming more eco-conscious in purchase decision making, and reusable products are celebrated & flaunted. The industry has incredible growth potential.

Our Team

Founders



Jesse Leeworthy

**Co-founder / Director - Strategy,
Marketing, Systems and Product Design**

Jesse is a Product Designer Engineer and visionary with an incredible ability to bring concepts to life. His strength is his understanding of the user experience, strategic direction, IT systems, product/campaign creation and business strategy. Prior to founding memobottle, Jesse spent 3.5 years at one of Melbourne's most technical and innovative Product Design Engineering Consultancies, Tricycle Developments.

He has a strong focus on design thinking and the philosophies behind user-product interaction. He is also a sessional lecturer at Swinburne University of Technology.

Bachelor of Product Design Engineering with honours at Swinburne University of Technology, Melbourne, Australia.

Emerging Designer of the Year - International Design Awards-2011.



Jonathan Byrt

**Co-founder / Director - Strategy, Finance
and Business Development**

Jonathan is an accountant and problem solver with a colourful twist. His strength is in financial analysis, relationships/partnerships and retail & strategic expansion.

Jonathan has over 6 years experience as a Financial Consultant for PricewaterhouseCoopers (USA), The Siegfried Group (USA) and Deloitte (AUS), performing Accounting, Financial and Consulting services for a vast range of clients from small start-ups to Fortune 500 and ASX listed.

Chartered Accountant with the Institute of Chartered Accountants (ICAA).

Bachelor of Commerce from Monash University (Clayton, Melbourne).

Our Team

Management



Chris Randall

Sales Director



Diana D'Agostino

Customer Relations
& Social Media Director



James Butler

Brand Marketing Manager
and Product Designer



Calum Shand

Creative Director



Claire Griffin

Graphic Design Lead

memobottle is made up of 12
world class superstars.

Other roles at memobottle include:
Copywriter and Community
Manager, Graphic Designer,
Logistics Analyst, Operations
Manager, Customer Service
Assistant

Our Team

Advisors



Colin Carter

Strategy and Finance



Travis Simkin

Accounting & Strategy



Josh Howard

Public Relations



Sean Minetti

Accounting, Finance, Structure



John Coghlan

Legal & Business Structure



Madison White

Advertising and E-commerce



Kaine Whiteway

Design Consultant (Soft Goods)

Capital Structure

Issued capital (before and after the Offer)

As at the date of this Offer Document, the Company has 1,038,814 ordinary shares and 2,000 Preference Shares on issue. The Company has issued 50,000 options under the Company's Employee Share Option Plan. The majority of shares are held by the Company's founders/directors. Table 1 below sets out the issued capital of the Company before the Offer.

Table 1: Issued capital of the Company before the Offer

Shareholder	Share Type	Shares	Options
Jesse Leeworthy (Co-Founder and Director) through his nominee	Ordinary Shares	500,000	Nil
	Preference Shares	1,000	
Jonathan Byrt (co-founder and director) through his nominee	Ordinary Shares	500,000	Nil
	Preference Shares	1,000	
Other Investors with less than 2%	Ordinary	38,814	Nil
ESOP	Nil	Nil	50,000
Total		1,040,814	50,000

Capital Structure

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

Table 2: Issued capital of the Company following the Offer

Shares	Minimum Subscription	Maximum Subscription
Existing Ordinary Shares	1,038,814 (94.63%)	1,038,814 (88.49%)
Existing Preference Shares	2,000 (0.18%)	2,000 (0.17%)
Employee Option Shares	50,000 (4.55%)	50,000 (4.26%)
Offer Shares	6,925 (0.63%)	83,102 (7.08%)
Total Shares (full diluted basis)	1,097,739 (100%)	1,173,916 (100%)

Rights and Liabilities Associated With Securities

Rights And Liabilities Associated With Securities

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

Under the Constitution, memobottle Holdings Pty Ltd has the discretion to approve a transfer of shares to a third party. A more detailed description of the rights and liabilities associated with the shares is set out in Section 3. A copy of the Company's Constitution is 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 information relating to restrictions on transfer and drag along and tag along rights, please refer to the Constitution.

Preference Shares

With the exception of the voting rights described below, Preference Shares will have the same rights as the rights attaching to Ordinary Shares. In relation to voting rights, any ordinary or special resolution which is passed by shareholders of the Company, must include the affirmative vote of the holders of Preference Shares entitled to vote and who alone or between them hold at least 50% of the total number of issued voting Preference Shares.

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 of this Offer Document

Rights and Liabilities Associated With Securities



Options

The Company has adopted an Employee Share Option Plan (ESOP) which will allow the Company to issue shares and options to employees. The ESOP complies with the requirements of the Australian Tax Office's 'start up' tax concessions.

As at the date of this Offer Document, the Company has issued 50,000 options to employees under the ESOP.

The options have the following key terms:

- The options were issued on 13 November 2018;
- The options have an exercise price of \$0.002 each;
- 40,000 options have vested (and may be exercised) and 10,000 options are unvested (and may not be exercised until vesting);
- The unvested options will vest in equal proportions on a quarterly basis from 1 January 2022 with the last quarterly vesting to occur on 30 June 2025; and
- unless there is an exit event (such as a sale of the Company's business or the Company is listed on a securities exchange such as the ASX), the options will not expire until the employee is no longer employed by the Company. The terms of the ESOP govern the treatment of options once an employee ceases to be an employee of the Company.

Rights and Liabilities Associated With Securities

Sources of Financing, Including Debt Financing and Other Financing

To date, memobottle has been financed almost entirely through crowdfunding campaigns, capital from the founders, product sales and loan facilities. memobottle launched in August 2014 via a Kickstarter campaign which grossed \$260,000, followed by campaigns in 2017 and 2021, grossing approx \$200,000 and \$850,000 respectively. The company also raised \$349,326 via a Birchal Equity Crowdfunding raise in 2018. Outside of these campaigns, the Company has the following facilities in place as at 31 May 2022:

Funding Type	Source	Current Amount Obtained	Term
Overdraft Facility	ANZ	\$50,000	N/A
Credit card (Directors)	CBA	\$21,752	N/A
Credit Card (Directors)	AMEX	\$96,900	N/A

Risks Facing the Business

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

Risk	Minimum Subscription
Cash flow risk	The Company's operating activities involve a series of cash inflows and outflows. Although the Company seeks to manage its cash flow efficiently, there is a risk that the Company may not have sufficient cash or working capital, at times, to fund both its operations and its expansion plans. This could affect the Company's profitability, future prospects, and its ability to meet its business objectives.
Funding risk	The Company is in the process of raising funds to achieve its strategic business objectives and to cover its projected operating expenses. The Company may not raise all of the required funding and therefore not achieve all of its business objectives. The Company may also need to raise additional funds in the future from investors or third parties. There is no assurance that the Company will be able to obtain additional rounds of funding on substantially the same terms as outlined in this Offer Document or at all. The Company's value may be materially affected if the required additional funding is not available.
Competition risk	The Company operates in a highly competitive market, with several known competitors, and moderate barriers to entry that could give rise to new and unknown competitors. If the Company is unable to successfully compete with existing and/or new competitors, this would have a negative impact on the revenue, profitability and future prospects of the business. This is mitigated by our products being incredibly difficult to manufacture so there is minimal risk of similar product competition. As well as our ability to pivot, due to our highly agile team. Additionally, we were first to market in the "flat water bottle" space which provides significant brand advantages.
Key person risk	As an early stage business, the Company is susceptible to the loss of key team members as they are considered critical to the continued success of the Company. If a key team member was lost, due to illness for example, this could significantly affect the Company's ability to continue its operations or achieve its business objectives as the case may be.

Risks Facing the Business

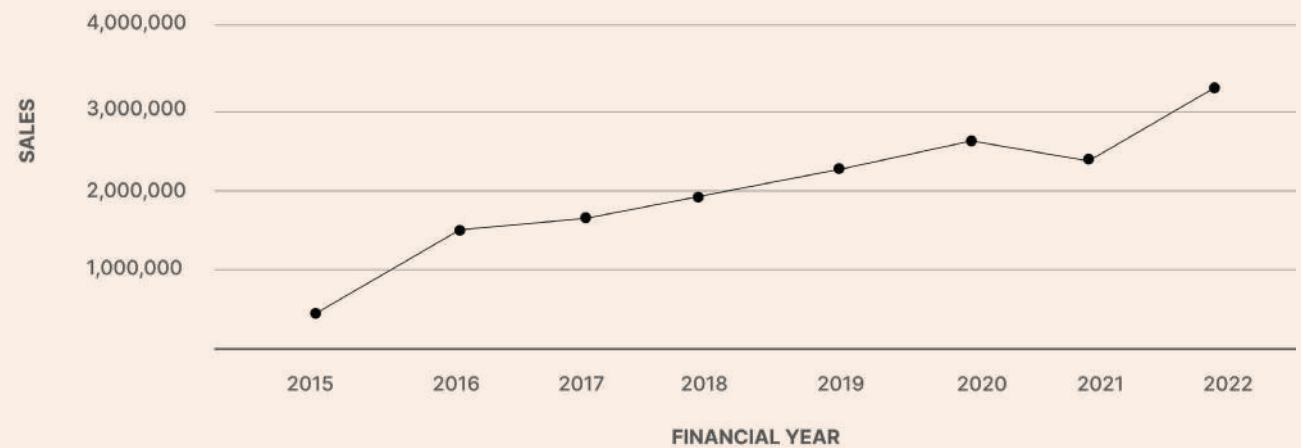


Brand risk	If the Company does not maintain consistent levels of quality and service in its offering, the Company's brand and reputation could be damaged. In an increasingly connected world, damage to a company's brand and reputation can be catastrophic. The Company is acutely aware of this risk and is vigilant to ensure that it maintains a consistently high level of product quality and customer service.
Intellectual property risk	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.
Supply Chain	Disruption could affect our ability to produce inventory at our target margins, directly impacting profitability. That's why we've set up a network of suppliers able to produce our products at the quality we are famous for.
Customer Acquisition	The cost of customer acquisition online has steadily risen over the years. There is no assurance that memobottle will continue being able to adapt to these rising customer acquisition costs. If memobottle is unable to manage these rising customer acquisition costs, its value and growth may be materially affected.

Financial Information



Year on Year Sales (including pre-sales) since the launch of memobottle in 2014



Financial information for the 11 months ended 31 May 2022 have also been included, based on management accounts, and accordingly may be subject to change.

Balance Sheet

memobottle Holdings Pty Ltd Balance Sheet as at 30 June 2021

To the right and on subsequent pages are the financial statements of the Company for the financial years ended 30 June 2020 and 30 June 2021, which have been prepared in accordance with the Accounting Standards.

Financial information for the 11 months ended 31 May 2022 have also been included, based on management accounts, and accordingly may be subject to change.

Assets	30 June 2021	30 June 2020
Current assets		
Cash and cash equivalents	53,012	17,391
Receivables	40,839	241,738
Inventories	541,824	566,785
Current tax assets	84,652	60,213
Other assets	10,209	7,579
Total current assets	730,536	893,706
Non-current assets		
Receivables	2,420	2,420
Property, plant and equipment	76,127	71,782
Intangible assets	83,231	83,590
Deferred tax assets	58,834	21,734
Lease assets	69,610	92,813
Total non-current assets	290,222	272,339
Total assets	1,020,758	1,166,045
Liabilities		
Current liabilities		
Payables	492,059	352,977
Lease liabilities	15,354	14,771
Borrowings	120,804	139,398
Provisions	48,019	71,221
Total current liabilities	676,236	578,367

Non-current liabilities	30 June 2021	30 June 2020
Lease liabilities	74,764	90,118
Total non-current liabilities	74,764	90,118
Total liabilities	751,000	668,485
Net assets	269,758	497,560
Equity		
Share capital	324,434	324,434
Reserves	53,009	37,793
Retained earnings / (Accumulated losses)	-107,685	135,333
Total equity	269,758	497,560

Profit and Loss Statement

31 May 2022 Profit and Loss:

Financial information for the 11 months ended 31 May 2022 have also been included, based on management accounts, and accordingly may be subject to change.

*Pre order sales for the 11 months to 31 May 2022 relates to \$833,843 in pre-orders for our Stainless Steel bottle Kickstarter campaign (Sept 2021) that is in production but yet to be delivered to customers. Payments have been received in full. In accordance with revenue recognition standards, if these orders are not delivered to customers by 30 June 2022 then there will be a balance date adjustment to reclass these pre order sales to unearned revenue at 30 June 2022. The revenue would subsequently be reflected in the 2022/23 Financial year. These have therefore been separated in the management accounts as a separate line item for transparency.

**Cost of sales for the 11 months to 31 May 2022 includes the corresponding product cost (COGS) associated with the Stainless Steel bottle (Kickstarter) orders as mentioned above, to the amount of \$170,681. In addition to this, an accrual for the calculated shipping cost to fulfil these pre-sale orders has been recorded to the amount of \$112,443. Total recorded COGs relating to pre order sales (Kickstarter) are therefore \$283,125.

memobottle Holdings Pty Ltd Profit and Loss

Income	31 May 2022 (11 months)	30 June 2021	30 June 2020
Revenue	2,309,999	2,187,001	2,447,257
Pre order sales*	833,843		
Cost of sales**	-1,483,134	-1,362,560	-1,489,470
Gross profit	1,660,708	824,441	957,787
Interest income	0	77	-
Other income	73,638	321,647	166,808
Total operating income	1,734,346	1,146,165	1,124,595
Expenses			
Administration expense	-34,712	-77,987	-36,098
Depreciation and amortisation expense	-31,410	-36,876	-20,506
Employee benefits expense	-476,339	-436,400	-408,948
Finance costs	-20,691	-30,483	-21,846
Foreign currency gains and losses	-10,909	-41,500	-2,457
Occupancy expense	-8,200	-18,858	-30,572
Marketing expense	-494,757	-527,813	-178,451
Other expenses	-262,285	-275,420	-175,529
Total expenses	-1,339,303	-1,445,337	-874,407
Profit / (loss) before taxation	395,042	-299,172	250,188
Income tax (expense) / benefit		56,154	176,215
Profit / (loss) for the year after taxation	395,042	-243,018	426,403

Cash Flow Statement

memobottle Holdings Pty Ltd Cash Flow Statement for
the year ending 30 June 2021

Cash flow movements	30 June 2021	30 June 2020
Cash flow from operating activities		
Receipts from customers	2,552,480	2,399,304
Operating grant receipts	323,828	166,852
Payments to suppliers and employees	-2,819,469	-2,582,886
Interest received	77	-
Finance costs	-30,483	-21,846
Income tax (paid) / refunded	60,213	-
Net cash provided by / (used in) operating activities	86,646	-38,576
Cash flow from investing activities		
Payment for property, plant and equipment	-17,660	-37,807
Payment for intangible assets	-	-628
Net cash used in investing activities	-17,660	-38,435
Cash flow from financing activities		
Net (repayment of) / proceeds from borrowings	-12,770	83,988
Principal portion of lease payments	-14,771	-1,206
Net cash provided by / (used in) financing activities	-27,541	82,782
Reconciliation of cash		
Cash at beginning of the financial year	-38,019	-43,790
Net increase in cash held	41,445	5,771
Cash at end of financial year	3,426	-38,019

Statement of Changes in Equity

memobottle Holdings Pty Ltd Statement of Changes in Equity as at 30 June 2021

	Contributed Equity \$	Reserves \$	Retained earnings / (Accumulated Losses) \$	Total Equity \$
Balance as at 1 July 2019	324,434	44,782	-291,070	78,146
Profit for the year	-	-	426,403	426,403
Other comprehensive income for the year	-	-6,989	-	-6,989
Total comprehensive income for the year	-	-6,989	426,403	419,414
Balance as at 30 June 2020	324,434	37,793	135,333	497,560
Balance as at 1 July 2020	324,434	37,793	135,333	497,560
Profit/(loss) for the year	-	-	-243,018	-243,018
Other comprehensive income for the year	-	15,216	-	15,216
Total comprehensive income for the year	-	15,216	-243,018	-227,802
Balance as at 30 June 2021	324,434	53,009	-107,685	269,758

Management Commentary on Financials

Production Expansion

For 8 years we've had continued success selling our flat reusable water bottles, building a strong following and brand along the way. Sales trends and demand continue to grow for this existing range, with no signs of market fatigue or saturation, which is a very exciting prospect as we continue to build our brand awareness globally.

With more than 1 million memobottle products already in the market, our upcoming product expansion will open doors to new categories of customers, sales channels and marketing. The new products will complement the existing range while increasing customer lifetime values and average order values.

The true potential of this product expansion has been validated by the recent launch of our Stainless Steel range - our first core product expansion, seeing \$850k in pre-orders from over 5,600 excited customers. The introduction of our accessories range in 2020 has also increased AOVs by over 40%.

This raise will allow for heavy investment in product and category expansion - lunchboxes, coffee cups and bags just to name a few. It will see the creation of the memobottle ecosystem - and the ultimate reusable lifestyle brand.

We have big dreams at memobottle. It started with reusable water bottles, but our vision is much greater. We plan to transform memobottle into a global leader in the "reusable product" category and accelerate the world's transition to sustainable products through more convenient design.

As we move into the next phase of growth, we are focused on continuing to build momentum of our existing products and increasing capacity, while investing heavily in product development and improved customer experience.

Customer Experience

Customer experience is everything. It drives reviews, word-of-mouth recommendations, social media engagement, repeat purchases and gifting. We are passionate about improving all of these customer touch points. Some of these implementations may be significant, such as bringing our fulfilment in-house for Australia, whilst some might appear minor - such as improving our click-through rate by just 1%. But when combined, and when compounded we expect this to create significant performance improvements.

Specifically, we plan to undertake a website overhaul that will focus on bringing our website in line with current best practices for user experience, improving product discovery, encouraging product personalisation, and streamlining transactions.

Building on our recent success partnering with the Australian Open and the Aus Grand Prix, we will double down on events and activations to increase brand awareness and activate new segments of the market.

There will also be a large focus on personalisation and customisation of our product offerings, through an introduction of an in-house warehouse and fulfilment facility. These will include laser engraving on products as well as seasonal gift packs. We plan to catapult the memobottle's reputation as the perfect gift.

Increasing Capacity

As we continue to scale we will utilise lower product costs through economies of scale, while we take further advantage of large sea freights to our network of international warehouses. We also anticipate our marketing efficiency to increase as we reduce stock outs due to holding more stock across our most popular existing products - across all locations.

This raise will allow us to invest heavily in the new stainless steel range to ensure we can meet the huge initial demand, as we roll this range out to our online, B2B and corporate channels over the coming months.

While we plan to remain as lean and flexible as possible, we will be focussing staffing resources toward ecommerce, marketing and product development. This strategy will solidify the pillars of the business to set us up for continued scale and optimization.

Utilising fresh, topical and on brand content is more important than ever these days. There will be a greater investment on creative content, as we continue to nurture our audience and optimise digital advertising ROAS.

SECTION 3

Information about the offer

Terms of The Offer

memobottle Holdings Pty Ltd is offering up to 83,102 shares at an issue price of \$14.44 per share to raise up to \$1,200,000.

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

Term	Details
Shares	Fully-paid ordinary shares
Price	\$14.44 per share
Minimum Subscription	\$100,000
Maximum Subscription	\$1,200,000
Minimum parcel size	\$250.00
Opening date	29 June 2022
Closing date	14 July 2022

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

Use of Funds

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

Intended use	Minimum Subscription	Maximum Subscription
Working Capital	\$91,200	\$1,125,200
Offer Costs	\$8,800	\$74,800
Total	\$100,000	\$1,200,000

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

Working Capital will be allocated to the below categories
(in order from greatest allocation of capital to least)

Range expansion

Development of new products to create the Ultimate Reusable Lifestyle

Increased inventory purchases of the existing memobottle range

In order to capitalize on ever increasing demand

Marketing and advertising

Expanding our business to reach new markets and new customer demographics

Other working capital

Website optimisation, implementation of customer experience offering and personalisation, warehouse fit out, and employee wages

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.

If only the Minimum Subscription amount is raised, the Company will require further funding to be able to carry out the intended activities over the next 12–18 months. In such circumstances, the Company may consider undertaking a further CSF offer under the CSF regime. Until additional funding is obtained, we will scale back on existing inventory purchases and marketing and continue to focus our cash resources on range expansion

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 the Intermediary's platform.

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 (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).

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.

Election and removal of directors

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

Rights Associated With The Shares



Winding-up

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

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.

Details of previous CSF offers

memobottle closed a CSF offer on December 20, 2018. 453 people invested and \$349,326 was raised (opening date: 23 November 2018).

Investor Rewards

In addition to being a shareholder of memobottle Holdings Pty Ltd, a range of rewards are being offered for investors.

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

Reward	Level 1: \$250+	Level 2: \$1,000+	Level 3: \$3,000+	Level 4: \$10,000+	Method of delivery
Lifetime Discount*	10%	15%	20%	25%	Electronic

*Discount is valid for the duration of the investment in memobottle.

SECTION 4

Information about investor rights

Information About Investor Rights

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.

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.

Proprietary company corporate governance obligations

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.

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 at the following address <https://www.automicgroup.com.au/> (free of charge) or can purchase the report from ASIC.

Information About Investor Rights

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).

Company updates

The Company will provide regular updates to investors via the Company's share registry website at the following address <https://www.automicgroup.com.au/> and via the Intermediary's platform.

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 means memobottle Holdings Pty Ltd ACN 629 869 049

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 Birchal Financial Services Pty Ltd AFSL 502618

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

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

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

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



Contact

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