



**CROWD-SOURCED FUNDING  
OFFER DOCUMENT**

*1770 The Spirit of a Nation Pty Ltd  
(Trading as Vantage Australia)*



## 1770 The Spirit of a Nation Pty Ltd

**Offer of fully paid ordinary shares in  
1770 The Spirit of a Nation Pty Ltd at:  
\$1 per share to raise a maximum of \$2,000,000**

This crowd-sourced funding (**CSF**) offer document relates to the Offer of fully paid ordinary shares in 1770 The Spirit of a Nation Pty Ltd. This Offer is made under the CSF regime in Part 6D.3A of the *Corporations Act 2001* (**Corporations Act**).

Dated 1st March 2022

### **Issuer**

1770 The Spirit of a Nation Pty Ltd ACN 168410875

### **Intermediary**

Birchal Financial Services Pty Ltd AFSL 502618



# Table of contents:

## Section 1: Risk warning

## Section 2: Information about the Company

### *Letter from the Founder*

- 2.1 Company details
- 2.2 Description of the business
- 2.3 Business and revenue model
- 2.4 Business strategy
- 2.5 Organisational structure
- 2.6 Directors and senior managers
- 2.7 Capital structure
- 2.8 Risks facing the business
- 2.9 Financial information

## Section 3: Information about the Offer

- 3.1 Terms of the Offer
- 3.2 Use of funds
- 3.3 Rights associated with the shares
- 3.4 What can I do with my shares?
- 3.5 Investor rewards

## Section 4: Information about investor rights

- 4.1 Cooling-off rights
- 4.2 Communication facility for the Offer
- 4.3 Company updates
- 4.4 Proprietary company corporate governance obligations

## Glossary



## Risk Warning

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

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

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

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

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

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

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





# Letter From The Founder

## *Dear Prospective Vantage Shareholder,*

During my long career I have been fortunate enough to travel to many countries spending countless hours at airports waiting for flights, so I would wander through a myriad of Duty Free stores that appeared to be clones of each other. It dawned on me that Australia, with a global reputation for excellence in wine, beer and food had no flagship product in the premium spirit category. This was the seed of the idea for Vantage, along with being frustrated and slightly embarrassed about the lack of choice, when travelling, in gifts for family, friends and business colleagues that genuinely represented the best of our Nation and could be shared.

I decided to have a go at creating a spirit that had a unique point of difference and was not part of traditional spirit categories, my son joined me in this journey. Australian native botanicals became that key point of difference that not only defined Vantage but ignited a passion and a strong belief in us that Australian native botanicals could become the basis for exciting new products. We recently partnered with the CSIRO in a Kickstart research project to explore sustainable Australian native botanicals in a professional and scientific manner. The research conclusions were even beyond our expectations and has given us a blueprint for a range of new Australian native botanical based products, both in the alcohol and alcohol free beverage categories, that we believe will be an exciting time for the future growth of the Vantage brand.

Since its launch Vantage has grown steadily and is now ranged in the majority of Duty Free stores around Australia and New Zealand. In the domestic market it is now available as a national product in Dan Murphy's stores and many independents, we are now seeking to increase Vantage's presence in the on-premise sector and to further build our export activities. The global Covid pandemic has impacted our sales in Duty Free over the past two years due to the closure of borders and has delayed our launch program in the USA. The re-opening of Australian borders will allow us to resume our strong position in Duty Free with a range of promotional activities already booked commencing in April 2022. In the USA, Vantage is now available in California in seven locations with our Brand Ambassador actively working with our importer to identify additional distributors on the east coast and other locations.

Australia continues to be an alluring country that people from around the world want to visit, the reality is that not everyone will get the opportunity to do so, especially in this post pandemic world. Our mission is to take a taste of Australia to the world showcasing the best of our sunburnt country with our own Australian native botanicals.

I am proud to be an Australian and so is my Spirit and I would be even more proud if you would join us in helping to fulfill our mission of making Vantage the Spirit of our Nation and beyond by sharing a taste of Australia with the world.



**Yours Sincerely, Bill Hargitay**

*Founder and Managing Director*





## Company Details

This offer of shares is made by 1770 The Spirit of a Nation Pty Ltd ACN 168410875 (**Company**)

<b>COMPANY NAME</b>	1770 The Spirit of a Nation Pty Ltd (Trading as Vantage Australia)
<b>ACN</b>	168410875
<b>DATE OF INCORPORATION</b>	06.03.2014
<b>REGISTERED OFFICE</b>	Level 30, 140 William Street Melbourne VIC 3000
<b>PRINCIPAL PLACE OF BUSINESS</b>	22 Herbert Street, Mornington VIC 3931 AUS





# About The Company

## Background + Story

There was a major gap in the Australian and Global premium Spirit market...

Vantage Australia, sought to fill this gap.

Australia is known globally for its beautiful wines and refreshing beer and has an international reputation for producing high quality food and beverages.

Despite these clear advantages Australia has had no flagship product or even serious entrant in the global premium alcoholic spirit / liqueur segment.

Without a uniquely Australian spirit offering, consumption emphasis for domestic consumers has been on global spirit brands and more recently craft domestic gins.

However, gin, vodka, rum, whiskey, tequila, sake, etc. are all claimed as the national spirit of other countries and can never really be Australia's national spirit.

The point of difference that Vantage brings to close this gap is our unique Australian native flora, some ten million years in the making, creating not only a totally unique spirit, but a **whole new category for consumers to enjoy**.

With over 20,000 Australian native botanical species on the Australian National Plant Name Index (APNI)\*, more than twice that of native European vascular plant species\*\*, we felt there was an opportunity to create a range of signature alcohol and alcohol-free beverages that captures the essence of our beautiful land and truly belongs to us - Vantage is the start.

But Vantage is not your typical start up, it has achieved **significant distribution already** in the domestic Australian spirit market, including in **Duty Free** here and in **New Zealand** and is now growing in the **USA**.

Most consumer product startups must create a minimum viable product (MVP) to demonstrate the feasibility of their idea/concept. Vantage was our MVP and as an **Australian native botanical spirit** has already demonstrated its viability with a sizeable following on social media and with consumers who regularly re-purchase Vantage.

Not only do they love the spirit, but they also love the story of Vantage. Its native bush botanical provenance and the strong desire to earn the accolade of **The Spirit of a Nation**. A product you can give here and overseas to friends, relatives, business associates and say with hand on heart, that this is from our country, made with our native botanicals and we want to share it with you.

With recently concluded research in **partnership with the CSIRO** our expectations, in the opportunities available for new products, in both the alcohol- and alcohol-free space, provided by the rich bounty of the Australian native botanical landscape, were exceeded by the research outcomes. Australian native botanicals possess unique flavor, taste and nutritional profiles that are rich in vitamins, minerals, antioxidants and other bioactive compounds with enormous potential for applications in several areas, but especially in the beverage category. Providing us with some genuinely exciting new product opportunities.

\*<https://www.anbg.gov.au/apni/>

\*\*<https://www.pnas.org/content/114/52/13756#text=A%20total%20of%209%2C875%20native.naturalized%20somewhere%20in%20the%20world>



# About The Company

## Products + Services

Vantage, the drink, the bottle and its decor are an expression of Australian provenance, heritage, iconography and unsurpassed quality.

The name of the product “Vantage” comes from Australia’s magnificent panoramas with the bottle decors depicting the Vantage points of Australia.

The fine botanicals used in Vantage Australia create a mellow canvas for lovers of the art of cocktail making. Light and fresh on the palate, Australian Lemon Myrtle, Tasmanian mountain pepper berries and Australian mandarin oil have been thoughtfully blended to create the unique, crisp taste that is Vantage.

Vantage pioneered a new category in the White spirits area. With the wealth of flavors available in sustainable native botanicals such as, Finger lime, Quandong, Desert lime, Davidson plum, Ribery, to mention a few, we can grow this innovative and novel category through new products that will delight the consumer with the flavor concentration and complexity imparted by native botanicals and build on the Vantage Foundation.



1Ltr Sydney Bottle



700ml Pioneer's



### Australian Lemon Myrtle

imparts a fresh and cooling sensation in the mouth. The beautifully aromatic flavor concentration and complexity imparts an exquisitely soft citrus undertone and aroma while conjuring a smoky bush flavor.



### Tasmanian Mountain Pepper Berries

create a gentle peppery aromatic back of throat warmth and add a delicate spice.



### Australian bred mandarin oil

creates balance by sweetening and highlighting the citrus undertones of the lemon myrtle, yet complementing the pepper berries, giving a viscous pour with a pleasantly smooth and memorable after taste.





# About The Company

## Marketing & Distribution

### Versatility and Vantage

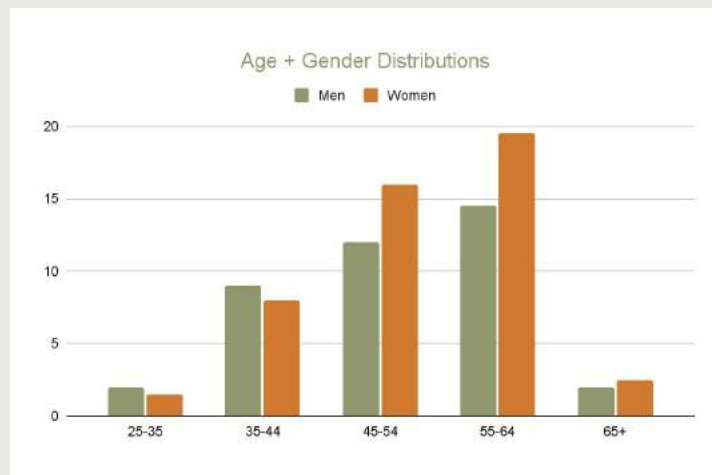
Vantage is the one drink a gin drinker and a vodka drinker can agree on. Its delicate profile not only makes it the perfect foundation for countless cocktails, but also cuts across traditional spirit categories, pairing the versatility of vodka with the aromas of gin, a splash of Vantage can put a uniquely Australian spin on the classics — think a V&T or Vojito — as well many more modern creations, which can be found all over Instagram.

This premium spirit can also be savored neat, chilled or on the rocks, whatever takes your fancy. The best part? It's all-natural, gluten free with no known allergens.

Vantage also breaks through the gender and age barriers [20 to 65 yrs.]\*, men enjoy it as a premium sipping drink over ice straight from the freezer, while women love it with their favorite mixer or cocktail. Within the gender mix enjoying Vantage, the younger generation delight in the vast array of cocktails Vantage can create.

The middle and older generations love the simplicity of Vantage enjoying as a traditional V&T, a Simple Vantage Spritz or with Soda and lime as evidenced by public customer reviews\*\*

*\*Based on Facebook Demographic analysis over 12 Posts.*





# About The Company

## Marketing & Distribution

### New favourite spirit



06 January 2022 - Bathurst

Drank the bottle on New Years didn't have much of a headache the next morning, just had it with soda water from sodastream usually have to add lemon/lime but didn't with this it flavours itself

✓ I would recommend to a friend

### A refreshing change. Simply amazing



11 December 2021 - Wa

I went on the hunt for a change from vodka lime and soda. Happened to stumble across this. The flavour is equally matched to the eye pleasing, frosted bottle. A stand out winner, you won't be displeased

✓ I would recommend to a friend

### easy to drink



04 July 2021 - pakenham victoria

very easy to drink on ice or with a mixer subtle flavours that don't overpower when mixed highly recommended

✓ I would recommend to a friend

### Great stuff!



24 September 2021 - Melbourne

Bought this the other day and contacted the owner to see how to drink and he mailed a list of cocktails and advised on how to drink it, absolutely lovely!

✓ I would recommend to a friend

### Easily the best I have ever had!



20 August 2021 - Gold Coast

With it's hint of lemon, this Vodka takes it to a new level! I am absolutely won over with it's smooth taste, over ice it's like drinking liquid gold with a lemon aftertaste. Congratulations Vantage, you've nailed it.

✓ I would recommend to a friend

### Easy to drink



29 May 2021 - Melbourne

Easy to drink straight with ice or soda. Taste is not overpowering so you can have a few and not feel seek of the smell or taste. If you can't make up your mind between gin or vodka then this is the perfect spirit to try.

✓ I would recommend to a friend

**\*\* Dan Murphy's Customer reviews:** [https://www.danmurphys.com.au/product/DM\\_446391/vantage-australian-native-botanical-spirit](https://www.danmurphys.com.au/product/DM_446391/vantage-australian-native-botanical-spirit)



# About The Company

## Marketing & Distribution

### Versatility and Vantage

Vantage is also versatile on the international stage, Australia is on most nationalities wish list to visit, the reality is not everyone will have the opportunity to do so, especially in today's more restricted travel environment. Vantage can take a taste of Australia to the world.

Our marketing approach has been to highlight the versatility of Vantage across these areas and to inform Australian consumers that.

- **Not all spirits have to neatly fit into an existing category** if they did would you have ever tried an Ouzo or an Aquavit, neither are a gin or vodka. Or a Southern Comfort, not a whiskey or Bourbon? We dared to be different with Vantage.
- We finally have **a spirit we can call our own** and say "We are proud to be Australian and so is our Spirit and we are happy to share it with you"
- We have a rich abundance of **Australian native botanicals** that through sustainable sourcing and nurturing can inspire a range of new products, particularly in the alcohol- and alcohol-free categories.

### Current Distribution

We have been working hard to live up to our name, The Spirit of a Nation, continually seeking to extend availability of Vantage for our customers. Now over **400 locations**

#### Domestic

Dan Murphy's  
BWS – Vic  
IGA/Ritchies  
(Select) Thirsty Camel  
(Select) Cellarbrations + Bottle O

#### Duty Free

Heinemann - Sydney, Gold Coast,  
Carnival Spirit Oceania Cruises  
Dufry - Melbourne, Perth 1  
Lagardere - Adelaide, Perth 2, Cairns, Auckland,  
Queenstown and Christchurch

#### On-Premises

Sofitel on Collins  
Paringa Estate  
Naughty Norman  
Hansa Restaurant  
Postmistress  
Mrs Browns

#### International

USA  
New Zealand  
China  
Europe (Online)





# About The Company

## Marketing & Distribution

### Vantage A Decorated Spirit

#### **Gold Medal Winner**

2021 Pr% (Proof) Awards Unmasked tasting Las Vegas USA

#### **100 Maximum Points Winner / Century Award**

2021 Pr% (Proof) Awards Masked tasting Las Vegas USA

#### **Silver Medal Winner**

2020 The Fifty Best Gins New York USA

#### **Gold Medal Winner**

2019 BTI (Beverage Testing Institute) World's Best Gin  
Martini Chicago USA

#### **Food Innovations Australia (FIAL)**

Top 50 Food and Agriculture innovations for 2019

#### **Silver Medal Winner**

2019 BTI (Beverage Testing Institute) World's Best Botanical Spirit

#### **Silver Medal Winner**

2018 Stuttgart International Spirits Competition

#### **Silver Medal Winner**

2018 San Francisco World Spirits Competition

#### **Bronze Medal Winner**

International Spirits Challenge 2018

#### **Letter of Commendation**

Royal Agricultural University, Cirencester,  
Gloucestershire UK-2017 Gin Appreciation Society

#### **Silver Medal Winner**

2017 San Francisco World Spirits Competition

#### **Winner of The Australian Drinks Awards**

Best Innovation 2016, Best in Class





# About The Company

## Market & Competitors

The main target markets and their size are listed below along with the size of the key market segment of Gin and Vodka where the current Vantage product is aimed. As can be seen, there is a great deal of scope to grow the Vantage brand and introduce new products based on Australian native botanicals under the Vantage brand umbrella, both domestically and internationally. The joint research we conducted with the CSIRO on Australian native botanicals provides a blueprint of exciting new products which will potentially expand Vantage to other value segments beyond gin and vodka.

Technically, **Vantage has no identical competitor**, Australian distillers are mainly making gin, where they do use some native botanicals but always include juniper, a northern hemisphere berry. There are some local vodka distilleries also, but the best-selling vodkas tend to be international brands. In reality, Vantage, like other spirit products, compete across traditional spirit categories for consumer share.

### AUSTRALIA\*

Total Market **US\$30.45Bn in 2022**/ 6.1%(CAGR 2022-2025).  
Gin/Vodka segment (Estimate) **US\$1.38Bn**

### USA\*

Total Market **US\$284.1Bn in 2022**/ 7.45%(CAGR 2022-2025).  
Gin/Vodka segment (Estimate) **US\$12.9Bn**

### EUROPE\*

Total Market **US\$467.7Bn in 2022**/ 7.13% (CAGR 2022-2025).  
Gin/Vodka segment (Estimate) **US\$21.2Bn**

### CHINA\*

Total Market **US\$331Bn in 2022**/ 4.52% (CAGR 2022-2025).  
Gin/Vodka segment (Estimate) **US\$3.0Bn**

Sources: \* <https://www.statista.com/outlook/cmo/alcoholic-drinks/australia#revenue>  
Functional Beverages: [Change Region Tab for Country required]



# About The Company

## Key Differentiators



Since Vantage was first presented to the trade and the public, we have steadfastly focused on creating a new category of **spirits based on Australian native botanicals.**

It is this fact that differentiates Vantage from competitor products such as gins and vodkas, and we have urged retailers to set up such a category.



Consumer demand may push retailers to eventually acknowledge a **new category** based on Australian Native Botanicals, which we believe will then attract more entrants to the category, growing consumer knowledge and **the whole category created by Vantage.**

Our planned new product initiatives will continue to keep Australian native botanicals our central focus and driver.



Australian Duty-free operators have come closest to doing this set up an Australian Craft Spirits section in their stores, where Vantage sits comfortably with other Australian made offerings, but **only Vantage can claim the distinction of truly Australian provenance.**



# Business and revenue model

## Key Relationships

Vantage was originally launched into Australian Duty-Free airport stores and very quickly established itself with Australians going abroad and equally with visitors returning home, in both cases as a “*Taste of Australia*” that can be shared. Vantage’s popularity with Australian travelers emboldened us to launch a domestic product. Through this journey we have established firm relationships with our suppliers, our customers and have designated five key target distribution channels.

### SUPPLIERS

#### Alepat Taylor

Purveyors of Wines and Spirits since 1892 and now also contract fillers with state-of-the-art facilities in Preston, Victoria encompassing sourcing, blending and bottling to our proprietary recipe, with FDA registration for the USA and the highest quality ratings

#### Rockwood Hines/ Saver Glass

Australia does not manufacture a quality glass spirit bottles and to maintain Vantage’s premium look and feel. Our bottles are imported.

#### Visy

Outer cartons

### CUSTOMERS

#### Direct to consumer

Via online store

#### Domestic

Dan Murphy’s  
BWS  
IGA/Ritchies  
Thirsty Camel  
Cellarbrations  
Bottle O

#### Duty Free

Heinemann -  
*Sydney, Gold Coast,  
Carnival Spirit Oceania  
Cruises*

Dufry -  
*Melbourne, Perth 1*

Lagardere -  
*Adelaide, Perth 2, Cairns,  
Auckland, Queenstown  
and Christchurch*

#### On-Premises

Sofitel on Collins  
Paringa Estate  
Naughty Norman  
Hansa Restaurant  
Postmistress  
Mrs Browns

#### International Export

New Zealand  
China  
*Europe (Online)*

USA -  
*Vendome Liquor, Fullerton, CA; Remedy Liquor,  
Glendale, CA; Liquorama, Upland CA; Hi-Time  
Cellars, Costa Mesa, CA; Napa Cabs online wine  
collection; Wines.com CA; K&L Wines- San  
Francisco, Hollywood, Redwood City.*

Export China -  
*Transactional via Mosaland Vantage Agent.*

# Business and revenue model

## Key Relationships

### DISTRIBUTION CHANNELS

Vantage has and will continue with further new products, under the Vantage banner, to target five key distribution channels. With additional resources each of these channels can be grown significantly:

#### Packaged retail alcohol

Vantage is well represented in this segment, however there is further opportunity in this sector as the Vantage brand recognition grows to gain additional sales where Vantage is already listed plus expand ranging to other retail banner groups

#### On-Premise venues

Venue growth in Australia, USA and beyond are major opportunities for Vantage and other new native Australian botanical-based products under the Vantage umbrella. We already have a Brand Ambassador with a focus to on-premise venues active in the USA

#### Australia/NZ Airport Duty- Free

Vantage has excellent distribution in Australian and NZ Duty Free outlets, with only the Brisbane Airport to add for 100% coverage.

However, there is a major opportunity to eventually take Vantage into overseas Duty Free locations with the major Australian Duty Free licensees being global Duty Free businesses (Heinemann-German, Dufry-Swiss, Lagardere-French, Lotte-Korean).

They all have global consumer offerings in their Duty Free stores e.g. Sake in Germany, Whiskey everywhere, Tequila in London, Vodka in France, etc.

**Why not Vantage,  
The quintessential Australian spirit?**

#### Export

Australia is an aspirational country that is on most people's bucket list to visit, not everyone will have the means or opportunity to do so, especially in today's world. So, Vantage is in prime position to take a "Taste Of Australia" to the world.

In addition to Vantage products growth prospects in the countries outlined in 2.2.4 above. The free trade agreement recently concluded with the UK presents a great opportunity to introduce Vantage as a great Australian alternative to gin and vodka in a market where the gin segment is worth over £2.6 billion (AUD\$4.9+Bn) \* and the Vodka segment is worth £3 billion (AUD\$5.7+Bn)\*\*

\*Source: The Statistics Archives-The UK Wine and Spirits Trade Association June 2021

\*\*CGA Strategy, TGI, WG&S UK Research 2017:7 Nov 2019

#### Events, Gifting and Cruise lines

Vantage is available on Carnival Spirit Oceania Cruises as a Duty-Free item via Heinemans, as cruising gradually returns there are further opportunities to extend Vantage's presence as a Bar and Duty Free item to other cruise operators.

Vantage has been a regular participant in events such as the Good Food and Wine Shows along with other shows throughout Australia and overseas, including Pro Wine in China, FIAL exhibition in Singapore. These have not only generated revenue but helped build brand recognition for Vantage

Vantage has been a popular gifting item with the corporate sector and at a consumer level reaching customers in Melbourne through Australian Wine & Food Pty Ltd who showcase and sell Australian products by invitation at regular exhibitions in premium CBD locations e.g., Southbank. No.1 Collins Street, Collins Place. The gifting and events sector are able to be grown further through such activities as, inclusion of Vantage in Hampers, Gift packs in Duty Free and Packaged alcohol retailers' occasion-based promotions, online.

# Business and revenue model

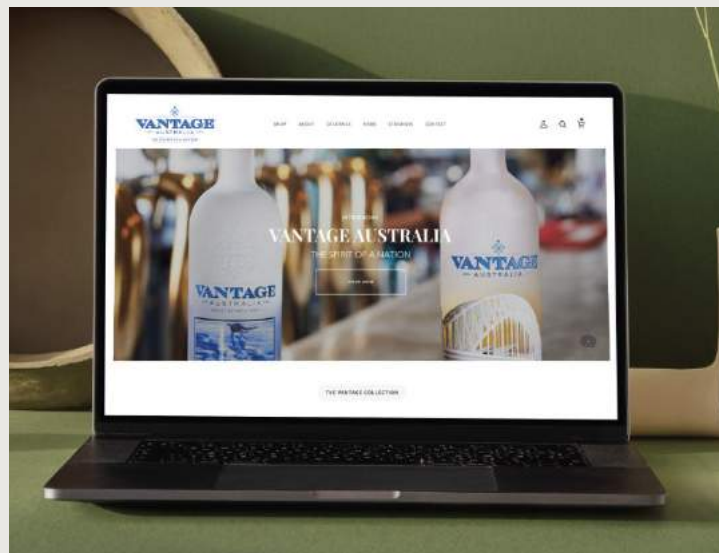
## Key Relationships

### INTELLECTUAL PROPERTY AND IT'S LEGAL STATUS

Vantage owns significant intellectual property and has been diligent in protecting it.

- All Current Trademarks/Copyright/Formulations/Research and Marketing Material:
- All bottle design and related graphics
- Vantage Australia®
- The Spirit of a Nation®
- 万延芝 Vantage in Chinese - preferred translation for China [Mandarin Characters]
- Domain names
- Vantage recipe and formulation protocol
- USA: FDA and TTB formulation and Label approval
- Vantage videos and specific images
- Research outcomes from CSIRO Kickstart research  
*on Australian Native Botanicals Scientific literature and patent review on potential applications and enabling technologies conducted by the CSIRO*

- Qualitative Research conducted by Reality Check-Insight strategists  
*Vantage Australia Australian White Spirit Drinkers Reactions to Vantage Botanical Spirit*  
*Vantage Botanical Spirit – Alternate Creative Concepts Evaluation*





# Business Strategy

## Our strategy is...

To share a taste of Australia with the world through the current Vantage product, whilst developing and globally marketing a complementary range of Australian beverages both, alcohol and alcohol free, that highlight the best of premium, sustainable Australian native botanicals under the Vantage umbrella brand.

With over 20,000 species on the Australian Plant Name Index (APNI), we did not want to create another gin or vodka. Instead, in the initial Vantage offering, we crafted an original spirit Australians can be proud of here and the world can embrace.

Going forward, our joint CSIRO Kickstart research identified Australian native botanicals as possessing unique flavour, taste and nutritional profiles, rich in vitamins, minerals, antioxidants and other bioactive compounds with brilliant potential for applications in beverages, along with a range of alternate extraction methods.

Our intention will be to create a minimum of 2 to 3 new products over the short to medium term, based on this groundbreaking research and keeping firmly focused on Australian native botanicals.



2022



The Future  
*boundless*



# Business Strategy

## Our objectives are...

**Ongoing development** of the current Vantage product and the Vantage brand in Australia by extending its availability and reinforcing to Australian consumers that now, there is a Spirit that belongs to them and our country

Use the Australian platform and marketing assets created for Vantage as the key to leveraging further export expansion to a world that finds Australia infinitely alluring

**Create exceptional new products**, in look and taste, in both the alcohol and alcohol-free beverage categories each showcasing the uniqueness of Australian native botanicals and progressively introducing these into existing distribution channels that Vantage has already pioneered both in Australia and internationally as the brand synonymous with Australian native botanicals

**Ensure sustainability and supply continuity** of native botanical ingredients and provide positive economic outcomes to the community

**Continue investment in innovative science and technology**-based R&D to retain and extend our new product category leading edge.

Since first coming to market with Vantage, we have been determined to build a brand here and overseas and progressively establish a new category based around Australian native botanicals.

This approach has had its challenges, but we strongly believe that this is the correct course, rather than launching a random gin or vodka into an already cluttered market with little or no differentiation.

This has required significant investment that has driven Vantage on a continual growth path, however, the challenging environment with the global pandemic has impacted our revenues and our bottom line in some key areas such as Duty Free, On-premise, Events and Export.

We are confident that international travel will return and we will benefit in Duty Free as restrictions ease here and globally in Exports and Events. The planned new product launches will require further investment in the business and the brand which we believe will help grow our business.



# Organisational Structure

Vantage Australia has been developed and driven by the **father and son** team

## Bill and Andrew

**Bill is Managing Director**

**Andrew is Operations Director**

*(Previously in a business development manager role)*

We have kept the business direct overheads lean and used an outsourcing approach across key areas. During the initial growth phase of Vantage we have had to turn our hand to whatever the business required from, tastings in-store and in Duty-Free at airports, events here and overseas, sourcing, delivering product, visiting overseas to identify local partners and many other functions.

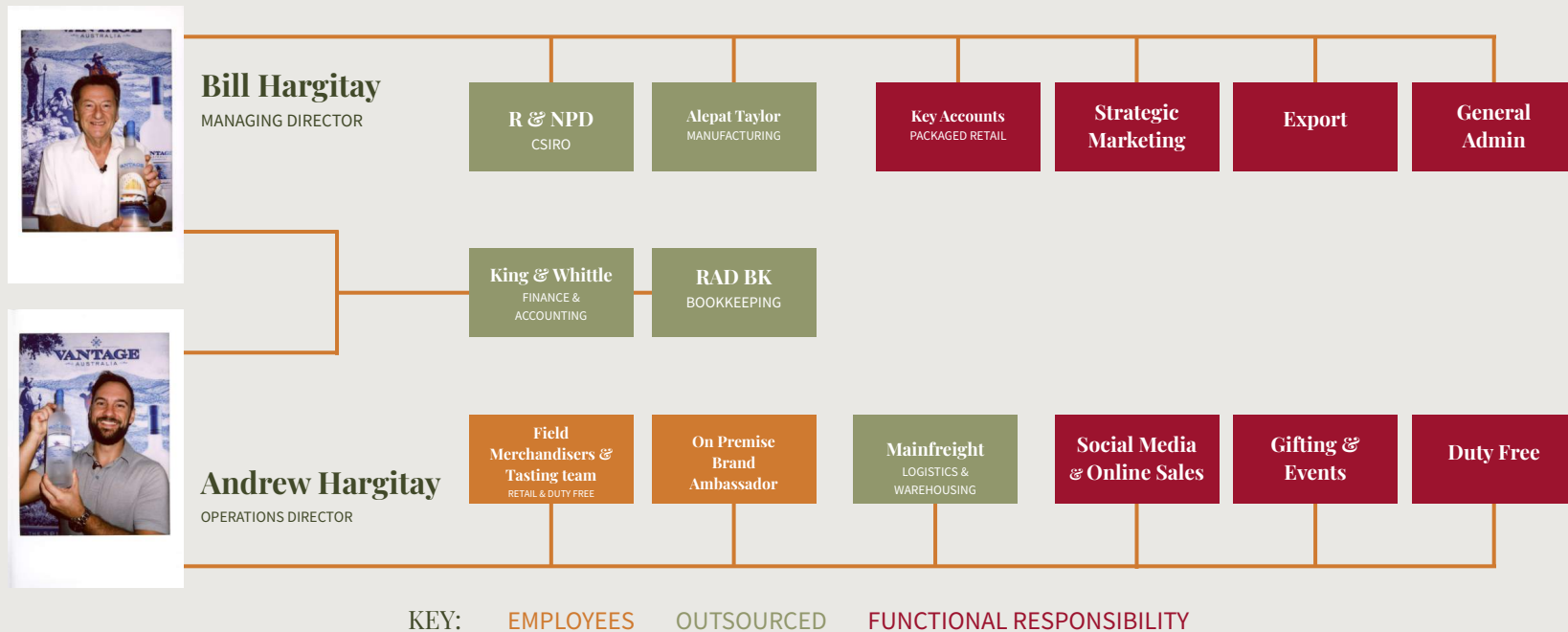
Through our outsourcing of a range of activities, we have found that our outsource partners have become enamoured with both the Vantage product and the story behind Vantage developing and maintaining strong loyalty to the brand.

Going forward the organisational structure will continue to reflect this approach but will seek to add qualified human resources to key areas needing further development such as a brand ambassador focused on the on-premise segment and casual merchandiser/tasting staff to cover the increasing national breadth of Vantage availability in Australia.





# Organisational Structure



# Directors and Senior Managers

## Our directors and management



**Bill Hargitay**  
MANAGING DIRECTOR

**Name:** Bela (Bill) Hargitay  
**Role:** Managing Director

**Description of duties:** General oversight of the business with specific responsibilities outlined in 2.5 Organisation Chart

**Skills and experience:** Most recent Managing Director of Asia Pacific Region for ITW's Industrial Packaging Group a division of ITW a \$15 billion US public company (at the time) my region was responsible for US \$200 million in revenue, with 11 regional sales offices, 8 Manufacturing facilities and 300 employees. 2000 to 2008

**Previous Owner and Joint Managing Director for:** Bryant and May; Redhead Matches, Firelighters and other products including Wilkinson Sword, Ant-rid, Heat Beads, Cricket Lighters all mainly selling down the Grocery Channel 1989 to 2000



**Andrew Hargitay**  
OPERATIONS DIRECTOR

**Name:** Andrew Hargitay  
**Role:** Operations Director

**Description of duties:** Specific responsibilities outlined in 2.5 Organisation Chart

**Skills and experience:** Proven record of seizing distribution opportunities where I contributed to growing Vantage Australia's domestic retail and Export distribution 2017 to Current

- Experienced in leading and supervising teams of up to 25 staff to achieve sales and profit targets in a supportive and collaborative way in the Parking industry.
- Multiple customer service distinction awards internally through two years at Red Energy.
- Experience in International Business with successful work experience in Vietnam, China, Singapore and the USA.
- HSK Level 2 in Chinese Mandarin
- Currently Undertaking a Master's degree in Finance with a Pending Fellowship through Master's coursework for the Institute of Managers and Leaders (IML)



# Capital Structure

## Issued Capital *(Before and after the offer)*

As of the date of this Offer Document, the Company has 8,000,000 ordinary shares and no options on issue. The Company's founders hold the majority of shares.

### ISSUED CAPITAL OF THE COMPANY BEFORE THE OFFER

Shareholder	Share Type	Shares	Options
JANDEVALEX PTY LTD as trustee for B. Hargitay Family Trust	Ordinary	6,400,000 (80%)	Nil
Andrew Hargitay	Ordinary	1,600,000 (20%)	Nil
Total		8,000,000 (100%)	Nil

*Below sets out the issued capital of the Company before the Offer*

### ISSUED CAPITAL OF THE COMPANY FOLLOWING THE OFFER

Shares	Minimum Subscription	Maximum Subscription
Existing Shares	8,000,000 (98%)	8,000,000 (80%)
Offer Shares	200,000 (2%)	2,000,000 (20%)
Total Shares	8,200,000 (100%)	10,000,000 (100%)

*Issued capital of the Company following the Offer on a fully diluted basis  
(i.e. presuming all options are exercised)*



# Capital Structure

## Rights and liabilities associated with securities

An investor subscribing for shares is bound by the Constitution (available on the Intermediary's platform). Set out below is a brief summary of the rights and liabilities associated with the Company's securities. For further information, including relating to restrictions on transfer and drag along and tag along rights, please refer to the Constitution.

### Ordinary Shares

As at the date of this Offer, the only class of shares on issue are Ordinary Shares. The shares issued pursuant to this Offer Document will be fully paid Ordinary Shares. All Ordinary Shares have the same voting rights and the same rights to receive dividends. The Constitution (available on the Intermediary's platform) sets out the details of each of the rights and liabilities associated with Ordinary Shares.

### Options

As at the date of this Offer Document, no employee share option plan (ESOP) has been established and there are no vested, unvested or unexercised options on issue. However, pursuant to clause 26.3 of the Constitution, the Board has discretion to establish an ESOP in the future (which may allow the Board to issue share options representing up to a maximum of 10% of the fully diluted share capital of the Company). If the Board, pursuant to the power described above, resolves to establish and implement an ESOP plan, the share options issued under that ESOP would have a dilutionary impact on the capitalisation table set out in this document.

### Shareholders Agreement

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

### Other Rights

A more detailed description of the rights and liabilities associated with the shares is set out in Section 3.3 below. Under the Constitution the Board has the discretion to approve and the power to refuse a transfer of shares to a third party. A copy of the Constitution is available on the Intermediary's platform.

### Sources of Financing (including debt financing & other financing)

To date, our activities have been primarily funded by the Company's founding shareholder, Bill Hargitay.

As a principal founding shareholder, he has loaned funds of \$626,494 in total to the Company.

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

### Borrowings for the year ended 30 June 2021 and 2020

	2021	2020
1. Bela (Bill) Hargitay	\$523,718	\$599,259
2. 74th Eline Pty Ltd	\$102,776	\$103,049
<b>TOTAL</b>	<b>\$626,494</b>	<b>\$702,308</b>

Notes: 1 & 2 Secured under a ten (10) year Loan contract with 1770 The Spirit of a Nation Pty Ltd ACN 168410875 at 5% interest and minimum yearly repayment commencing 1- July 2023



# Risks Facing The Business

An investment in 1770 The Spirit of a Nation Pty Ltd should be seen as high-risk and speculative. A description of the main risks that may impact the Company's business is included 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 sell quickly or easily your shares) that should be considered before considering any prospective investment in the Company. There are also other regulatory risks that potentially apply to the Company.

<b>Cash flow risk</b>	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.	<b>Failure to secure/ loss of supplier or customer</b>	Supply chain congestion and cost increases in the current global environment present a risk to all businesses. In addition to those risks, we are particularly susceptible as Australian native botanicals are only located in Australia, alternative raw material cannot be sourced overseas, as other alcohol ingredients often can be, at a lower cost. Additionally, sustainable sourcing logistics in culturally sensitive locations can present several risks in social, environmental and economic areas that could impact supply to the business.	<b>Capital risk</b>	<p>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.</p> <p>This means that, the current cash reserves (plus any proceeds of the Offer) may not provide the Company with sufficient cash or working capital, particularly if the business is not performing to expectations. Accordingly, the Company may need to obtain additional funding in the future.</p> <p>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.</p>
<b>Market and Competition risk</b>	<p>The global alcohol market and the non-alcohol beverage market are two of the most competitive categories in the world with a steady stream of new products and entrants.</p> <p>Many of the Company's existing competitors are significantly larger than the Company. Additionally, the barriers to entry for new competitors are moderate and not overly substantial.</p> <p>There is a risk that existing competitors as well as new competitors, will have greater access to capital, economies of scale, resources and distribution compared to the Company. Accordingly, there is no assurance that the Company will be able to compete effectively with existing and new competitors in the future and this may have an adverse impact on the Company's financial performance and growth prospects.</p>	<b>New product development, production and market acceptance</b>	<p>Vantage has pioneered the use of Australian native botanicals as the hero in Vantage, this has required considerable consumer education on best ways to drink the product. As our planned new products will also strongly feature Australian native botanicals there may be challenges and risks associated with production capabilities, market education and market acceptance.</p> <p>Further, commercialising multi-channel products carry challenges in respect of cross channel messaging and, specifically, how to address the diverse needs and wants of the consumers in each of the various channels. There are also interrelated inventory management and customer support risks associated with commercialising the Company's current and proposed products.</p>	<b>Insolvency risk</b>	The Company is not yet profitable. The company is seeking to obtain further funding to achieve its objectives. There is no guarantee that funding will be available on favourable terms or that the Company will receive any level of funding at all.
<b>Business model risk</b>	The Company already has a minimum viable product, Vantage, in the market. However, it carries similar risks to a start-up business - with its new product initiatives. Given this risk, no assurance can be given that the Company will achieve complete commercial viability through the implementation of its business plan.	<b>Complexity of geographical practices and outsourcing risk</b>	The management of multi geographical locations can present risks in areas such as, managing performance, communication, brand message consistency, local cultural sensitivity by management/staff and brand positioning.	<b>Dilution</b>	If, in the future, the Company undertakes further funding activities, a shareholder's interest may be diluted (if they do not participate in future fundraising).
		<b>Attracting and Retaining Talent</b>	<p>The Company is susceptible to the loss of key team members who are considered critical to the continued success of the Company. If key personnel were to leave the organisation, they would need to be replaced in a timely fashion in order for the Company to achieve its business objectives.</p> <p>Additionally, the Company may fail to attract key personnel that are critical to the Company's growth and performance. Any delay in recruiting key personnel (or any failure to hire), may have a significant adverse impact on the management of the Company, and may, in turn, have adverse impacts on financial performance.</p> <p>Our business structure also involves several outsourced functions. If the providers of these services ceased working with the Company, they would need to be replaced. The Company is also aware that it is critical that the operations of such outsourced functions are managed and assessed regularly.</p>		



# Financial Information

## Balance Sheet

Below are the financial statements of the Company for the financial year ended 30 June 2021, which have been prepared in accordance with the Accounting Standards. Financial information for the 7 months ended 31/01/2022 have also been included, based on management accounts, and accordingly may be subject to change.

<i>In AUD</i>	<i>As at 31 Jan 2022</i>	<i>As at 30 June 2021</i>	<i>As at 30 June 2020</i>
<b>Assets</b>			
<b>Current assets</b>			
Cash and cash equivalents	9,054	7,953	2,087
Trade and other receivables	42,072	23,785	112,782
Inventories	154,368	165,313	198,906
<b>Total current assets</b>	<b>205,494</b>	<b>197,051</b>	<b>313,775</b>
<b>Non-current Assets</b>			
Intangible assets	16,642	24,307	34,526
Intellectual Property	8,000,000	8,000,000	5,000,000
<b>Total non-current assets</b>	<b>8,016,642</b>	<b>8,024,307</b>	<b>5,034,526</b>
<b>Total assets</b>	<b>8,222,136</b>	<b>8,221,358</b>	<b>5,348,301</b>
<b>Liabilities</b>			
<b>Current liabilities</b>			
Trade and other payables	31,168	14,499	16,480
Provisions	7,657	9,401	50,216
<b>Total current liabilities</b>	<b>38,825</b>	<b>23,900</b>	<b>66,695</b>
<b>Non-current liabilities</b>			
Borrowings	701,300	626,494	702,307
<b>Total non-current liabilities</b>	<b>701,300</b>	<b>626,494</b>	<b>702,307</b>
<b>Total liabilities</b>	<b>740,125</b>	<b>650,394</b>	<b>769,002</b>
<b>Net assets (liabilities)</b>	<b>7,482,011</b>	<b>7,570,964</b>	<b>4,579,298</b>
<b>Equity</b>			
1000 Fully Paid Ordinary Shares of \$1	1,000	1,000	1,000
Asset Revaluation Reserve	8,000,000	8,000,000	5,000,000
Retained earnings	(518,989)	(430,036)	(421,702)
<b>Total equity</b>	<b>7,482,011</b>	<b>7,570,964</b>	<b>4,579,298</b>





# Financial Information

## Profit and Loss Statement

<i>In AUD</i>	<i>For the period 1 July to 31 Jan 2022</i>	<i>For the year ended 30 June 2021</i>	<i>30 June 2020</i>
Sales	280,490	575,639	625,012
Cost of Sales	205,658	483,039	435,910
<b>Gross Profit</b>	<b>74,832</b>	<b>92,601</b>	<b>189,102</b>
Expenses	152,954	252,762	309,078
Other income	-	166,468	366,710
<b>Profit / (loss) before interest</b>	<b>(78,122)</b>	<b>6,307</b>	<b>246,734</b>
Interest	10,722	14,641	19,526
<b>Net Profit / (loss)</b>	<b>(88,844)</b>	<b>(8,334)</b>	<b>227,298</b>

## Statement Of Changes In Equity

<i>In AUD</i>	<i>Share Capital</i>	<i>Retained Earnings</i>	<i>Total</i>
Balance as at 1 July 2020	1,000	(421,702)	(420,702)
New Paid in Capital	-	-	-
Net Profit (loss) for the year	-	(8,334)	(8,334)
<b>Balance as at 30 June 2021</b>	<b>1,000</b>	<b>(430,036)</b>	<b>(429,036)</b>

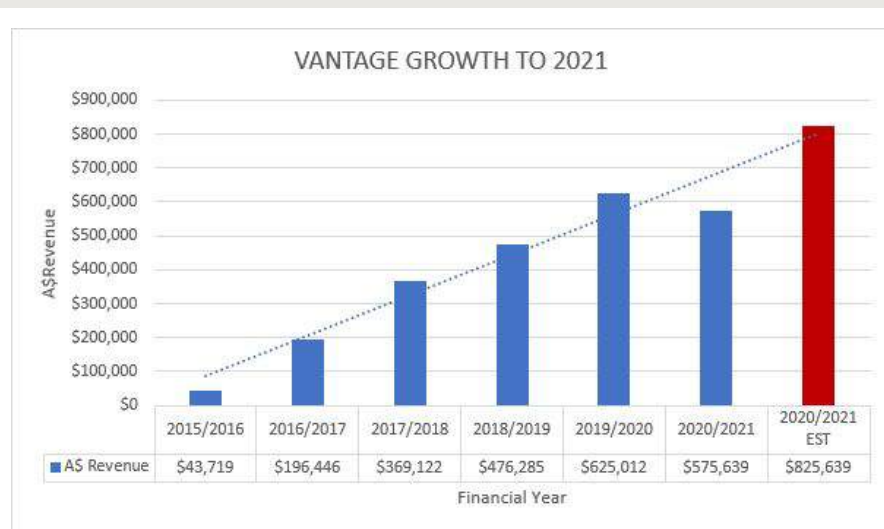
## Cash Flow Statement

<i>In AUD</i>	<i>Year Ended 30 June 2021</i>
<b>Cash flows from operating activities</b>	
Receipts from customers	725,388
Payments to suppliers and employees	(732,069)
Interest paid	(14,641)
Finance Costs	-
<b>Net cash used in operating activities</b>	<b>(21,322)</b>
<b>Cash flows from investing activities</b>	
Increase in bond	-
Payments for property, plant and equipment	-
Payments for investments	-
Payments for other assets	-
<b>Net cash from investing activities</b>	<b>-</b>
<b>Cash flows from financing activities</b>	
Proceeds from financial liabilities	27,187
Repayment of financial liabilities	-
<b>Net cash from financing activities</b>	<b>27,187</b>
<b>Net increase in cash</b>	<b>5,865</b>
<b>Cash at beginning of period</b>	<b>2,087</b>
<b>Cash at end of period</b>	<b>7,952</b>



## Financial Information

### Management Comments On Historical Performance and Outlook



The above Vantage growth chart trend line demonstrates that had it not been for the above reasons the double-digit growth would have continued in 2020/2021 as the last bar on the chart, 2020/2021 Estimate, quantifies these lost sales as \$250,000 during that year and this has not considered any lost sales in the on-premise segment or any new potential ranging.

Since its launch Vantage has experienced double digit growth year on year up until 2020/2021. The major factor affecting continued revenue growth has been the Covid pandemic.

**The impact on Vantage has been in 5 key areas:**

- Border closures in Australia and New Zealand have meant that Duty -Free has been effectively closed for more than 2 years
- Vantage has been a significant participant in major events such as; Good Food and Wine Shows nationally, INDIE Taste Testing Brisbane/Perth, CTG Events Canberra/Brisbane. All these major selling events have been cancelled during last two years
- Delayed USA launch of Vantage coupled with long shipping lead times
- One of Vantage's key competitive weapons against established brands has been in-store (including Airports) consumer tastings. These tastings have all been halted and still are due to the pandemic. Such tastings always resulted in direct consumer sales and more importantly re-purchase.
- The lockdowns, particularly in Victoria, of the on-premise segment and the lack of interest in any new products when the segment re-opened as venue owners/managers scrambled to catch up on lost sales and to clear surplus stocks.

# Financial Information

## Management Comments On Historical Performance and Outlook

Looking Forward as each of the pandemic impacts recede, Vantage with its current product will be in a good position.

**Duty Free sales will recommence** as borders are re-opened here and in NZ and Vantage continues to have strong shelf presence with extensive promotional activity already scheduled for Sydney Airport from April to June 2022 and even now active at Melbourne Airport.

**Major Events are again being allowed** and Vantage will continue to do well where it participates.

**Our USA importer and Brand Ambassador are now working effectively** to increase Vantage's coverage beyond California, with adequate inventory now in the USA having overcome extensive shipping delays.

On the domestic front we are **actively pursuing new ranging opportunities** for Vantage in both the packaged retail and on-premise areas where we plan to add resources for greater coverage.

The outcomes of our joint research with the CSIRO have given us an exciting blueprint of Australian native botanical based new product opportunities to go forward with in both the alcohol- and alcohol-free segments. Depending on the amount of capital raised will allow us to work with the CSIRO to bring some of these new product innovations to market.

Our confidence in the power of Australian native botanicals, with their unique flavour, taste and nutritional profiles rich in vitamins, minerals, antioxidants and other bioactive compounds, will provide us a huge opportunity for applications in the beverage industry and to grow the business.

We have invested heavily in the development of the Vantage brand and its positioning as an Australian native botanical alternative, here and overseas. This has impacted the profitability of the business, but we believe that the long term positioning is the correct one to take the business to profitability as we add more products under the Vantage umbrella. The Australian native botanical platform gives us great product versatility in several market channels that is very much more limited with a gin or vodka offering.

Our Brand strategy for Vantage will continue to develop a better understanding of our target market through greater direct contact, via activities such as tastings, events, social media (e.g., achieved over 549,000 impressions over the last 30 days), thereby widening the recognition and appeal of the Vantage brand within Australia and creating a focused approach for the launch of our planned new products, positioning Vantage as an authentic Australian brand centered around innovative and high quality Australian native botanical based beverages. Meriting the title, The Spirit of a Nation and being the added springboard to take a Taste of Australia to the World.

Comments on revenue outlook are inherently uncertain and should not be solely relied upon as they are subject to change, uncertainty and unexpected events, many of which cannot be controlled. Accordingly, actual results are likely to differ from the forecasts. No representation or assurance is or can be given that the forecasts will be achieved. Past performance is no guarantee of future performance. This revenue outlook has been prepared by 1770 The Spirit of a Nation Pty Ltd and has not been validated by an independent third party.





# Information About The Offer

## Terms Of The Offer

1770 The Spirit of a Nation Pty Ltd is offering up to 2,000,000 shares at an issue price of \$1 per share to raise up to \$2,000,000. The key terms and conditions of the Offer are set out below.

Term	Details
<b>Shares</b>	Fully-paid ordinary shares
<b>Price</b>	\$1 per share
<b>Minimum Subscription</b>	\$200,000
<b>Maximum Subscription</b>	\$2,000,000
<b>Minimum parcel size</b>	\$250.00
<b>Opening date</b>	01.03.2022
<b>Closing date</b>	24.03.2022

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

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



# Information About The Offer

## 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
<b>Working Capital</b> -Employee costs Senior Manager, Duty Free Promoters (Syd/Melb), Casual tasting and Merchandising team -Re-Stocking plus Stock and debtor increase with new product launches in Maximum subscription	\$120,000	\$538,000 Working Capital  -Employee costs Senior Manager, Duty Free Promoters (Syd/Melb), Casual tasting and Merchandising team -Re-Stocking plus Stock and debtor increase with new product launches in Maximum subscription Add Full time Brand Ambassador Australia for on premise, extend casual tasting team hours, NZ Duty free promotions, Extend USA BA hours and add casual State based tasters CA, NY, ILL, FL
<b>New product development</b> R&D to Finish stage	\$40,000 1 new product	\$190,000 3 new products
<b>New product Launch costs</b> Include Bottles, Design, Packaging, Tooling, marketing/promotional spend	\$25,200	\$574,600 Launch 1 \$574,600 Launch 2
<b>Offer costs</b>	\$14,800	\$122,800
<b>Total</b>	\$200,000	\$2,000,000

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

Working capital includes overhead expenses, employee wages and director remuneration. Details of payments to be made to directors and senior managers are as follows:

**Directors' remuneration** \$Nil

**Senior manager remuneration** \$95,000 PA Gross

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 18–24 months.

If only the Minimum Subscription amount is raised, the Company would require further funding to be able to fully carry out our intended activities over the next 12–24 months. In such circumstances, the Company may consider undertaking a further CSF offer under the CSF regime. Until additional funding is obtained, we would scale back any permanent employee hires and continue to focus our cash resources on building the Vantage brand here and through export and limit our new product development to one.



# Information About The Offer

## Rights Associated With The Shares

Immediately after issue, the shares issued pursuant to this Offer will be fully-paid shares. There will be no liability on the part of shareholders and the shares will rank equally with the shares currently on issue. The rights associated with the shares are set out in the Constitution. These rights are described below. A copy of the Constitution is available on the Intermediary's platform.

### Election and removal of directors

Pursuant to clause 25.4 of the Constitution, shareholders may vote to elect and remove some of the directors of the Company. The Constitution also provides certain other special director appointment rights. These are set out in clause 25.2 and clause 25.3 of the Constitution and include special appointment rights for major members and founders.

### General meetings and notices

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

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

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

### Voting rights

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

### Restrictions on Sales

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

The Constitution also outlines certain rules and processes pursuant to which you may dispose of your Shares.

This means that, except in respect of certain Permitted Transfers (as described in the Constitution) and other permissible disposals (such as pursuant to a drag along or tag along event), Member's wishing to sell shares must offer those shares to Eligible Members (as defined in the Constitution) before those shares can be sold to third parties.

Additionally, if a sale or disposal would result in the Company having to issue a disclosure document or a product disclosure statement under Chapter 6D or Chapter 7 respectively of the Act, the sale may only occur in accordance with clause 12.5.

### Drag along

Pursuant to clause 15 of the Constitution, where Members holding more than 65% of the Shares in the Company receive an offer from a third party to acquire all of the issued shares in the Company, those Members may require all other Members of the Company to sell their Shares to that third party (or to another Eligible Member, if the Board implements an Alternate Offer Process, pursuant to clause 15.3).

### Tag along

Similarly, where transfer proposed by a member (or group of Members) would result in a third party acquiring at least 65% of the issued Share capital in the Company, then Members (other than those who intend to sell to that third party) will have the right to tag along pursuant to clause 14 of the Constitution.

### Director's discretion to refuse to register share transfers

Under the Constitution, the Board may from time-to-time refuse to register a transfer of shares. Details of the Board's power to do so are set out in clause 13.15 of the Constitution.

### Pre-emptive rights on issue of shares

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

### Winding-up

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





# Information About The Offer

## 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 (e.g. 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.





# Information About The Offer

## Investor Rewards

In addition to being a shareholder of 1770 The Spirit of a Nation Pty Ltd, a range of rewards are being offered for investors.

### These include:

- Discounts on current Vantage range
- Discounts on New Vantage products launched.

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



Reward	\$250	\$500	\$1000	\$2000+	Method of delivery
<i>Orders on Current Vantage products on Web Shop Shareholder discount over and above RRP to customers for a 12 month period from becoming a shareholder. Limit 6 bottles per shareholder per month.</i>	YES 5%	YES 10%	YES 15%	YES 20%	Digital code provided to Shareholder for shopping on web shop. Product delivered direct to Shareholders nominated address free.
<i>Orders on New Vantage products on Web Shop Shareholder discount over and above RRP to customers for a 12 month period from Web Shop Launch Date Limit 6 bottles per shareholder per month.</i>	YES 5%	YES 10%	YES 15%	YES 20%	New Product Digital code provided to Shareholder for shopping on web shop. Product delivered direct to Shareholders nominated address free.

# Information About Investor Rights

## 4.1

### Cooling off rights

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

You must withdraw your application via the Intermediary platform. You will be able to withdraw your application within the Cooling-off Period by following the link and the instructions within your portfolio on the Intermediary's platform.

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

## 4.2

### Communication Facility For The Offer

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

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

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

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

## 4.4

See next page for info

## 4.3

### Company Updates

The Company will provide regular updates to investors on the Company's website at the following address [www.spiritofanation.com](http://www.spiritofanation.com), via the Company's share registry website and via the Intermediary platform.





# Information About Investor Rights

## Proprietary Company Corporate Governance Obligations

### 4.4.1

#### Annual Report

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

Our financial reports are currently not required to be audited as we are a small proprietary company. This means that the Company's financial reports will not be subject to auditor oversight, and, therefore, there will be no independent assurance of the Company's financial statements.

However, the directors are still required to ensure that the financial statements give a true and fair view of the Company's financial position and performance, and that the financial statements comply with the accounting standards.

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

### 4.4.2

#### Distribution Of Annual Report

The Company is not required to notify shareholders in writing of the options to receive or access the annual report. Shareholders will not be able to elect to receive a copy of the annual report by way of email or post. However, shareholders can access the annual report [on the Company's website at the following address [www.spiritofanation.com](http://www.spiritofanation.com)] on the Company's share registry website or can purchase the report from ASIC.

### 4.4.3

#### 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).



### 4.4.4

#### 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**

means 1770 The Spirit of a Nation Pty Ltd ACN 168410875

## **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







# Thank you

For further questions, please call  
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