



BRING ME HOME PTY LTD

Crowd-sourced funding offer document

6 September 2019

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

Crowd-sourced funding offer document

6 September 2019

Offer of fully-paid ordinary shares in Bring Me Home Pty Ltd at \$0.20 per share to raise a maximum of \$1 million.

Issuer

Bring Me Home Pty Ltd ACN 626 705 226

Intermediary

Birchal Financial Services Pty Ltd AFSL 502618

This crowd-sourced funding (CSF) offer document relates to the Offer of fully-paid ordinary shares in Bring Me Home Pty Ltd.

This Offer is made under the CSF regime in Part 6D.3A of the Corporations Act 2001 (Corporations Act).



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1.0 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

Bring Me Home's mission is very much inspired by my mother's personal experience of not getting access to quality and affordable food at the most crucial time in her life.

Bring Me Home started as an invitation-only pilot test in early 2018, connecting Monash and University of Melbourne students to discounted surplus food in cafes near campus, using printed coupons. Needless to say, the pilot test was a success. In less than a month's time, we diverted over 200 meals from going to landfill.

In August 2018, Bring Me Home app launched in Melbourne with 27 participating vendors. Today, the app has over 120 active vendors listing their surplus food daily, offering quality and affordable food to over 10,600 users in Melbourne, and has diverted over 3,000 meals from going to landfill.

We want to take this opportunity to thank our community of family, friends and early investors for their support and commitment into our pre-seed raise. Your trust, generosity, commitment and investments have been transformational to our journey.

Here we would like to welcome new investors who will be joining us on this equity crowdfunding raise. This raise will be a historic milestone for us to grow and expand Bring Me Home's services in Melbourne and set foot in Sydney, and scale our impact to new sectors. With your support, we can become the largest online surplus food marketplace in Australia and eliminate significant food waste.

I vow to leave the world a better place than when I entered it, and I strongly believe that your investment will be a driving force to positive change.

Let's revolutionise food waste and make a world-changing impact together!



Best Regards,
Jane Kou
Founder & CEO

SECTION 2.0

Information about the company



"I am so relieved to save such good quality ingredients from being wasted. Doing so with Bring Me Home has allowed me to connect with new customers as well as have new conversations with existing ones."

Kep - Owner of Kep Whitley, offering handmade gourmet artisan chocolates and ice-creams

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

2.1 Company details

| | |
|------------------------------------|--|
| Company Name | Bring Me Home Pty Ltd |
| ACN | 626 705 226 |
| Offer Type | Crowd-sourced funding |
| Offer Date | 6 September 2019 |
| Offer Details | Offer of fully-paid ordinary shares in Bring Me Home Pty Ltd at \$0.20 AUD per share to raise a maximum of \$1,000,000 |
| Registered office | 111 Swan Street, Richmond 3121 |
| Principal place of business | 111 Swan Street, Richmond 3121 |
| Related Companies | PIK Business (Trust) |
| Founder | Jane Kou (Legal name: Pou leng Kou) |

2.2 Description of the business

2.2.1 Who we are

Bring Me Home is an online marketplace for discounted surplus food. Our mobile app lets people buy quality unsold food from nearby cafes, restaurants, and grocery stores which would have otherwise gone to waste, discounted at up to 70% off.

Founded in September 2017 and launched in August 2018, Bring Me Home has partnered with over 120 vendors in Melbourne area serving over 10,600 end-users. We have currently diverted over 3,000 meals from going to landfill and voided 6,000 kgs+ of carbon emissions.

“Our mission is to eliminate food waste by making surplus food more accessible and affordable.”

2.2.2 Why now

Food waste is destroying our environment

Approximately 1/3 of all the food produced in the world is wasted. Every year, 1.3 billion tonnes of food goes to landfill, resulting in a near 1 trillion dollar loss in the global food industry.¹

Food waste is also one of the largest contributors to greenhouse gas emissions (carbon and methane). If food waste were a country, it would come in third after the United States and China in terms of its impact on global warming².

In Australia, cafes, restaurants, and grocery stores throw out quality food at the end of the day simply because it's unsold. This contributes to over 4 million tonnes of edible food wasted in Australia annually, costing the Australian economy AU\$20 billion.³

Lack of scalable solutions

The increase in food waste is a global and national problem. Although the Government, local councils, non-profit initiatives and other organisations have gradually increased their efforts in educating the public and offering solutions to solve the problem, the problem still prevails for the industrial, commercial and retail sectors.

Food rescue charities such as OzHarvest and SecondBite are well known for dedicating their resources to rescuing and donating excess food from the retail sector to people in need. However these charitable efforts are hard to scale; impacts are dependent on volunteer availability and receiving grants, and they can only collect from and deliver to limited partners/ recipients.

Alternatively, Bring Me Home offers an innovative solution to tackling waste by connecting anyone who's able to collect food at a significant discount. Through accessible technology, we are able to unlock a much bigger market and immediately divert excess food daily, without getting involved with logistics, thus scaling our impact in a more cost-effective and efficient way.

¹ <https://www.ozharvest.org/what-we-do/environment-facts/>

² <https://www.ozharvest.org/what-we-do/environment-facts/>

³ <https://www.ozharvest.org/what-we-do/environment-facts/>

In 2018, Australia introduced 17 Sustainable Development Goals in line with 2030 Agenda for Sustainable Development.⁴ Among these goals, Bring Me Home's innovative solution addresses the following:



Figure 1 - Sustainable goals

Change in consumption behaviours

We believe that food technology adoption by Australians in major cities is increasing as the working population seeks more convenient and innovative solutions to compliment their lifestyle.

We have observed that Australians are also choosing affordable and sustainable alternatives to participate in the food-sharing economy. The increasing preference for eco-conscious brands has led consumers to accepting and liking Bring Me Home as a food rescue app, as it is a practical solution whose mission is aligned with their consumption behaviour.

Our market survey tells us that approximately 80% of Australian consumers are price sensitive when purchasing food, and 20% are eco-conscious when making consumption decisions.

Technology, sustainability and consumerism are positively correlated and on the rise. Now is the best time to grow our impact and profit driven company.

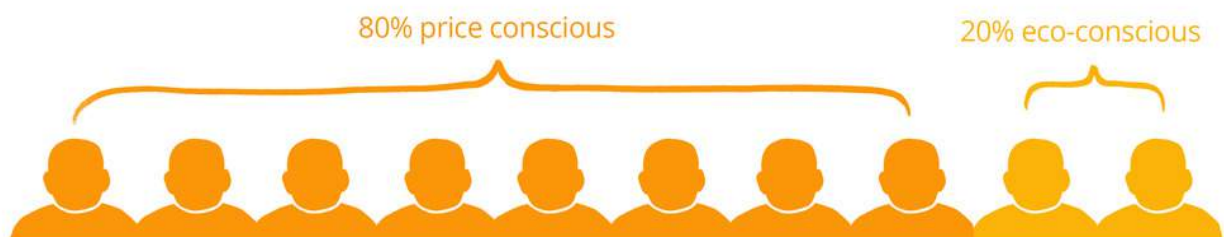


Figure 2 - Consumers and their purchase behaviour

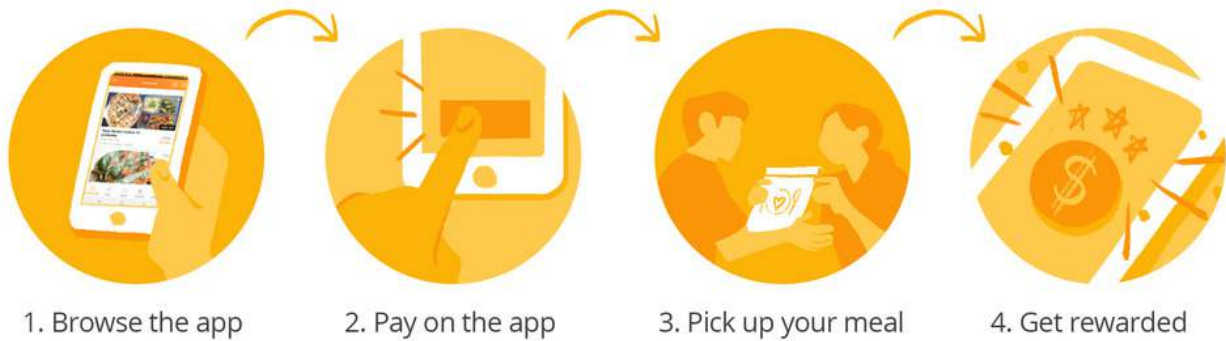
⁴ <https://sdgs.org.au/>

2.2.3 How it works

Bring Me Home has two mobile apps that connects food retailers and end-users.

For end-users

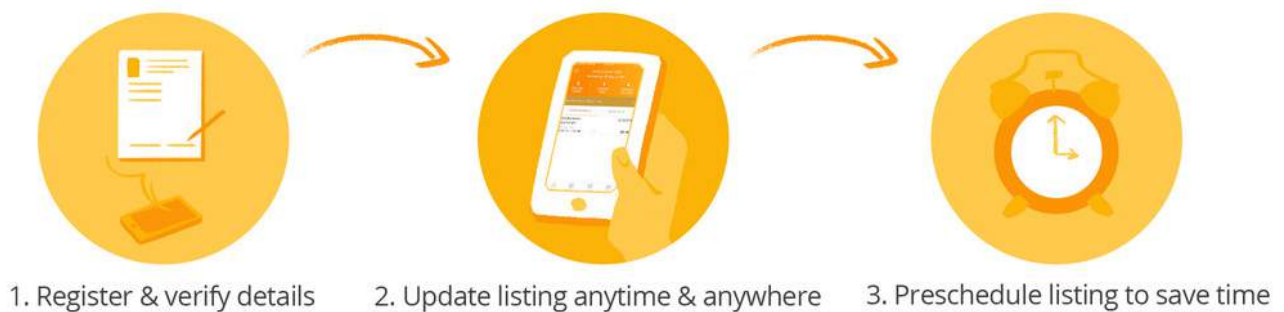
Figure 3 - How it works for end-users



Users are rewarded with points which are later redeemable for their next purchase. This makes our app a lot more engaging, helps retain users and increases repeat usage.

For businesses

Figure 4 - How it works for food retailers



Prescheduling automates the process which saves retailers time and ensures there is always food listed on the Bring Me Home app. This makes suppliers more sticky and active.

2.2.4 Business model

Revenue model

Bring Me Home app accepts cashless payments from the end-users' purchase.

In most cases, we earn a 25% commission from every meal purchased on the app, and we pay the remaining share of 75% back to the venues on a monthly basis.

Franchises and chains get a franchise rate of 20% commission if they sign up multiple stores at once.

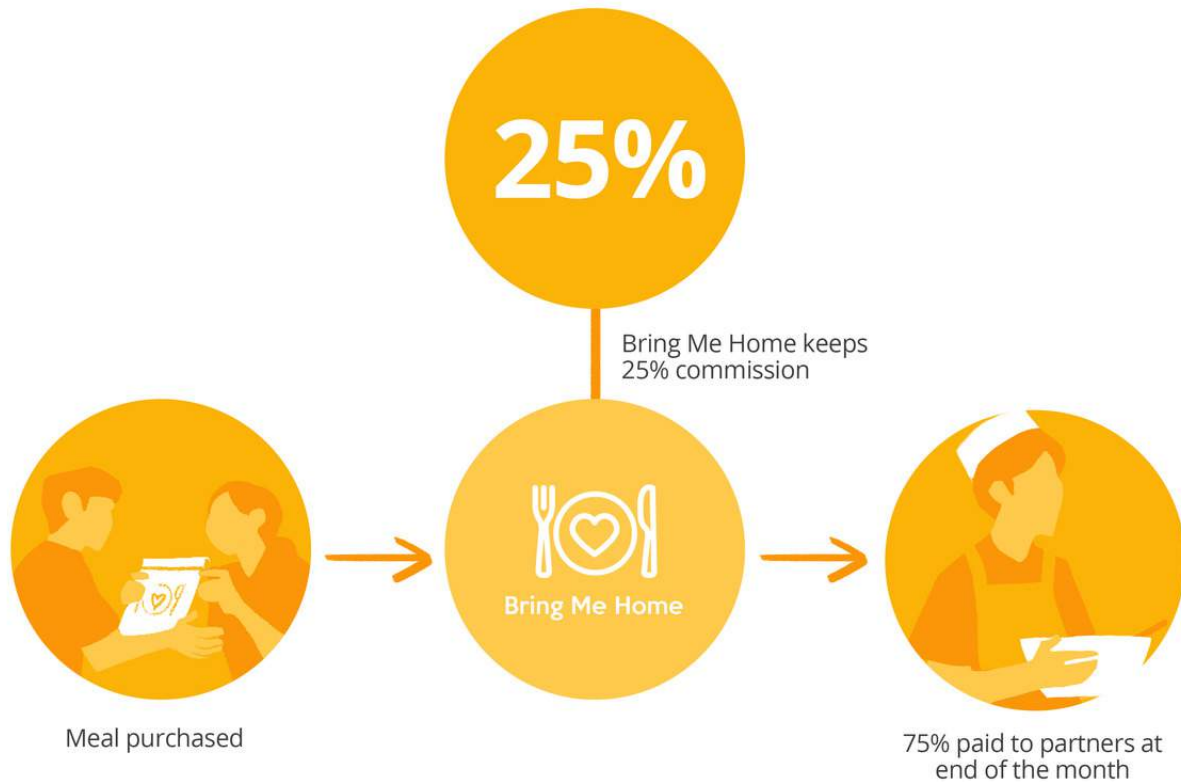


Figure 5 - Bring Me Home's business model

Rewards system

Bring Me Home retains customer loyalty and engagement by crediting reward points (2% cash-back) to all end-users. This cash back is only redeemable once the reward points have reached a full dollar amount (i.e. \$1, \$2, \$3 etc).

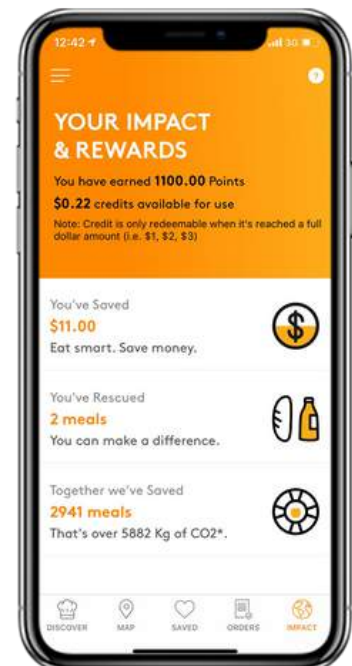


Figure 6- Bring Me Home App (Impact page)

2.2.5 Potential addressable market

Food waste costs the Australian economy AU\$20bn every year⁵. Figure 7 below demonstrates the surplus food market in different sectors across the Australian food supply chain⁶.

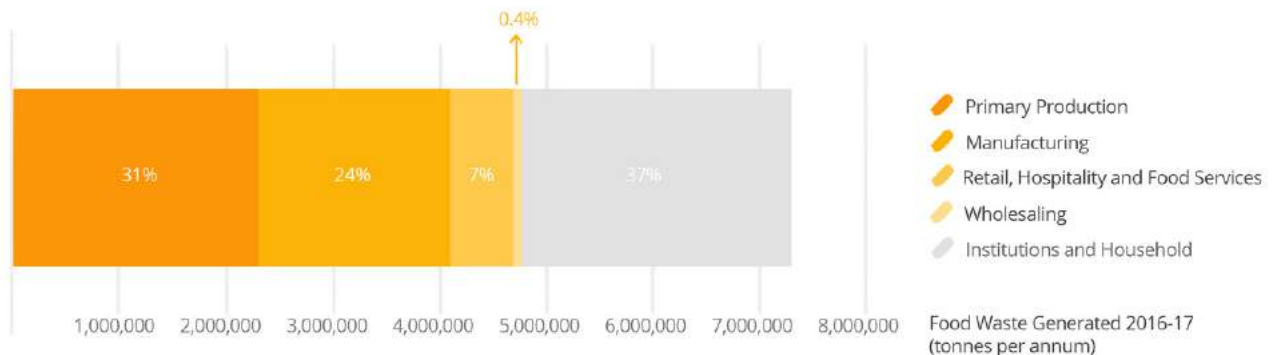


Figure 7 - Australian surplus food market at a glance

Current addressable market

Currently, Bring Me Home operates within the retail sector (retail, hospitality and food services) with a B2C model. This represents 7% of the surplus food market, worth AU\$1.4bn⁷. We target three supplier types which are identified as the low hanging fruit, shown on the right.

In the near term, we aim to scale geographically across Australia and capture the majority of the market share within the retail sector.

Supplier target segment and aggregated value in \$AU



Figure 8 - Bring Me Home's 3 main types of suppliers

"Our vision is to be the largest online marketplace for surplus food."

Future addressable market

We also plan to expand vertically into the industrial and commercial sectors (i.e. primary production and manufacturing) as an add-on to our business model and as part of the company's strategic growth plan.

This new sector makes up 55% of the surplus food market, worth AU\$11bn.⁸

Total addressable market

Including the retail, commercial and industrial sectors, the total addressable market for Bring Me Home is **\$12.4 billion**.

⁵ <https://www.ozharvest.org/what-we-do/environment-facts/>

⁶ <https://www.environment.gov.au/system/files/pages/25e36a8c-3a9c-487c-a9cb-66ec15ba61d0/files/national-food-waste-baseline-final-assessment.pdf>

⁷ <https://www.environment.gov.au/system/files/pages/25e36a8c-3a9c-487c-a9cb-66ec15ba61d0/files/national-food-waste-baseline-final-assessment.pdf>

⁸ <https://www.environment.gov.au/system/files/pages/25e36a8c-3a9c-487c-a9cb-66ec15ba61d0/files/national-food-waste-baseline-final-assessment.pdf>

2.2.6 Competition

The food technology market is experiencing a period of high growth and is expected to exceed \$250 billion by 2022.⁹ We believe it is a great time to participate in this market, which is experiencing strong tailwinds as a result of changing consumer behaviour.

Why Bring Me Home

Although there are many competitors in the Australian hospitality industry, **Bring Me Home is currently the only food rescue app in Australia that has a commercialisation and rewards system.**

We compete in the surplus food market and thrive in making a positive environmental impact, generating psychological rewards for our users, and making our offerings affordable. This makes us stand out from the competitors and becomes the reason why more users come back to our app.



Figure 9 - Competitor analysis

Our top 3 competitive advantages

Low cost

We believe that our cost of operations, user acquisition, and product prices are low relative to our competitors. The nature of our business lets us offer products at a much lower price; users can get food for as low as \$2.50 on our app, with no minimum purchase. We think that this is difficult for competitors to match.

Impact driven

Being socially and environmentally driven is a competitive advantage. This is ingrained in our business fundamentals such as branding, compliance, client relationships and reputation. We believe that once a leader in this field emerges, it will be very expensive for others to imitate.

Brand position

We strongly believe that Bring Me Home is a value brand and a 'feel good' brand, which may be a point of differentiation for us. We trust that our brand resonates with what customers care about and psychologically rewards those who support and partner with Bring Me Home.

⁹ <https://www.forbes.com/sites/tjmccue/2018/10/29/global-food-tech-industry-expected-to-reach-250-billion-by-2022/#79b7473145d5>

2.2.7 Key differentiators

Bring Me Home is a food rescue app that focuses on the triple bottom line (people, planet, profits); a commercially minded business driving positive environmental impact. Unlike other service providers, we position our brand to retailers as an innovative waste management system that saves them money, connects them to eco-friendly consumers, and markets their unsold food. Below are our key differentiators:



Win-win-win solution for all

We save businesses and end-users money, whilst cutting food waste.



Strong impact angle

We not only reduce food waste and avoid carbon emissions, we also encourage customers to BYO containers to reduce unnecessary plastic and packaging waste.



Dynamic pricing

Retailers can access their accounts on their phones and set discounts depending on availability and demand.



Impact tracking & rewards

We engage our users through a live impact & savings tracking page where they can track their savings, rewards, individual impact, and community's aggregated impact.



Super branding

We are proud to be recognised as the sustainable brand that our audience strongly resonate with and care about.



Strong relationship with our users

We have inimitable relationships with our vendors and users who are always looking out for and supporting us.



Build for the community

We are proud partners of OzHarvest and SecondBite, we plan to work with them and more initiatives to achieve the zero food waste mission together.

2.2.8 Target users

Bring Me Home is an online marketplace that services two target groups: food retailers (suppliers) and end-users (consumers), summarised below in Figure 10.



Figure 10 - Target users

Food retailers

We segment our suppliers into 3 main verticals as listed above. Our approach is to partner with individually owned cafes and outlets (lower hanging fruits) prior to moving onto acquiring bigger partners, who are typically late adopters.

End-users

We have identified that the majority of our users are aged between 18-35, often University students and office workers who commute, work, and/or live in the CBD and inner suburbs. Majority of our target end-users are also cost-conscious, with a minority of those who are eco-conscious.

Figure 11 is a heat-map that illustrates which areas Bring Me Home is available and most active in, and the density of usage.



Figure 11 - Users heat-map

2.2.9 Traction

Users, growth, and impact

Bring Me Home's GMV is growing and is projected to grow at 40% month-on-month.



Figure 12 - Sales volume (GMV) June - August 2019

Other traction

Funding

Bring Me Home has successfully raised \$50k in pre-seed money from family & friends, and \$125k from a venture capitalist, angel investor and an accelerator program.

Programs

Bring Me Home completed Australia's top startup accelerator program, Startmate, in 2018. Also alumni of First Gens Program 2018 (YGAP), and Young Social Pioneer 2017 (Foundations for Young Australians).

Partners

'We are a proud partner with two of Australia's largest food rescue organisations, OzHarvest and SecondBite, and partner of NSW Environment Protection Authority.

Media

We have been featured and mentioned on the news media prior to and after launching our app, and seen on the following, amongst others:



smartcompany

FINANCIAL
REVIEW

Herald Sun

NEWS

VIC
UP
START

honey

The Sydney Morning Herald

THE AGE

2.2.10 Compliance

Bring Me Home has involved legal consultants to carefully create Terms and Conditions and Privacy Policies (available publicly via our website and applications) to protect stakeholders and Bring Me Home Pty Ltd. We place our stakeholders' concerns as priority and anyone is welcome to contact us in regards to business practices, compliance issues, complaints or reports.

Regarding food safety and consumption, food retailers are fully responsible and liable for food quality & safety as Bring Me Home does not directly come in contact with food, and users are required to pick up their food in-person from these retailers. All retailers are required to sign and agree to our T&Cs prior to activating their account and listing food. The T&C's emphasises food safety responsibilities and liabilities. Retailers are also required to sell their food on Bring Me Home's app during business hours, which mean they would also be selling food to any regular walk-in customers as well as to Bring Me Home users. This mitigates potential food quality & safety risks, and Bring Me Home does not tolerate any false claims, unethical or unlawful behaviour in this regard.

End-users are also required to agree to our T&Cs prior to using the app. It is recommended that users consume food purchased on the day.

In the rare chance of an incident or event happening, Bring Me Home will take initiative to step in to investigate the matter, however Bring Me Home's maximum aggregate liability to users under the Terms is no more than \$100.



All Bring Me Home users will be able to pickup food during vendor's operating hours, just like any walk-in customers, except with a pre-order that's discounted.

2.3 Business strategy

2.3.1 Introduction

Bring Me Home is Australia's first and only food rescue app that tackles the food waste problem with a sophisticated technology platform and a rewards system.

Bring Me Home currently operates in the retail sector with a B2C model, and only in Melbourne CBD and inner Melbourne area. With our current operations and advanced technology platform, this Offer raise will fund our geographical expansion to wider Melbourne and Sydney, and also pilot our expansion in the commercial and industrial sectors.

Our business strategy centers around the following key points:



Capture lost value

We capture the lost monetary value for food retailers and cut their costs via marketing unsold food to responsive end-users.



Removing stigma

We are redefining what surplus food means and removing stigma through education, marketing, and by rewarding users who do good.



Championing our users

We celebrate our app users by promoting food retailers and rewarding end-users who are doing their best to drive a positive change.



Innovation not tradition

We are not 'just another food app' that promises to maximise profits for food retailers. We thrive on building a world-changing business that makes a real impact.



Maximise impact

We are not a predator in the hospitality/ retail sector, but rather we set our sights to the surplus food market.

We are here to solve a global problem and make a lasting impact, not cannibalise our partners.



Why Bring Me Home

We are a unique company that offers unlimited psychological rewards to our users, which makes people feel good being a part of our community and when using our app.

Our brand and our passion are what makes Bring Me Home inimitable.

2.3.2 Our approach

People-first culture

Bring Me Home puts our employees, consumers, merchants, and community as a #1 priority. We strive to become the admired brand in the eyes of our employees and customers. We strongly believe that happy employees = happy customers = great company, and we celebrate our hard work and pride ourselves for being a part of a mission-driven company.

Partnerships and community

Since day 1, Bring Me Home has formed strategic partnerships with two of Australia's largest food rescue organisations, OzHarvests and SecondBite, to work with their community and achieve the zero-waste mission. We also actively work with local zero-waste communities (i.e. OzHarvest), change-makers (i.e. Reusable Nation), and local eco-friendly brands (i.e. RaiseTheBar) to assist and promote their mission. Bring Me Home takes the initiative to work with sustainable-driven brands & communities, because this not only adds value to our mission, but also is our way of scaling our impact in the zero-waste space.

Passion, integrity, and commitment

We are constantly hungry to make a positive change and our burning passion is what drives us. We pride ourselves on working on a great mission that is world-changing, and we work to leave the world a better place than when we entered it. At Bring Me Home, we encourage our people to set ambitious goals and live every day with no regrets.

Embrace change

We place a heavy emphasis on being innovative, adaptive and flexible, as we understand that these are the business soft skills required to succeed in a fast-paced and constantly changing environment.

Be the brand that people love

Our brand is one of our biggest assets and a key differentiator. It helps people remove the stigma of food rescuing, empowers people to make an impact, and is what ultimately drives our customer loyalty.



Ann (left), Bring Me Home's Marketing Coordinator, and Kep (right), owner of Kep Whitley having a blast during a photoshoot.

2.3.3 Technology strategy

About our technology

Bring Me Home's tech is proudly built by a dedicated overseas agency who has been working with us for nearly 2 years. Our back-end system and data are secured and stored in the Amazon cloud. We have a Business app (for food retailers) and Consumer app (for end-users), both available for iOS and Android devices.

Our Native apps are coded separately for iOS (Swift/ Objective-C code) and Android (Java code). Native apps are known for their high performance and excellent UX; they are a lot more scalable as opposed to hybrid or cross-platform apps. Our developers can leverage advanced functionalities with Native apps, therefore Bring Me Home's product (apps) have more potential to grow and improve.

Core design and features

Our recent product update was released in April 2019, which includes a reward system and a live impact & savings tracking screen which is personalised for every individual user. This makes our users sticky to our platform, removes the stigma towards rescuing end-of-the-day food, and enables users to visualise the impact they are making in real time.

Our technology is a big part of our branding, and we pride our work in building the apps that people love, and are enjoyable to use.

Incremental innovation

Continuous innovation is crucial to help Bring Me Home grow and add unique value to our existing products, services and processes. We plan to allocate funding to execute the following improvements and features, which will roll out throughout 2019 - 2020:

Improvements

- Integrate back-end with emails
- Consumer search & filter function
- Business app multiple photos listing
- In-app push notification features
- Remote verification and on-boarding for venues to join the platform
- Back-end system automation

New features

- Discount codes for venue promotions
- Bulk purchase deals (subscription trial)
- Referral program
- In-app inbox for latest deals and updates
- Sponsored listings (new revenue stream)

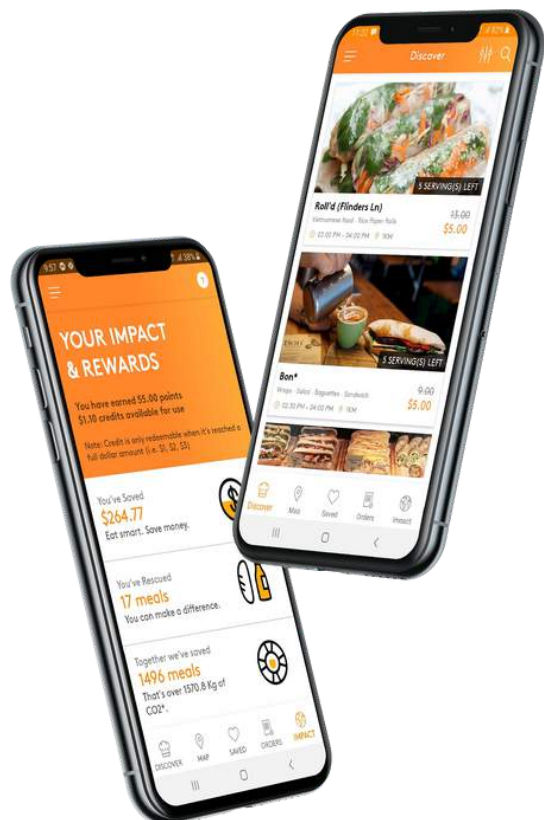


Figure 13 - Bring Me Home's end-user app

2.3.4 Customer experience

Key determinant & drivers to a great customer experience

With our pilot test conducted in the early days, we learned that the key determinant for repeat usage is great customer experience. Although we are unable to monitor every interaction when users pick up their food, we know that we can create a great customer experience by (1) managing expectations, and (2) well-designed on-boarding.

Managing expectations

Bring Me Home manages end-user expectations through educating users how the app works, pricing and descriptions. End-users that purchase from our app are well aware that they are buying a discounted 'mystery meal', and they can choose what they want upon their arrival at the shop. Our listing descriptions will always show a list of food which users may expect, but with a disclaimer that food choices are subject to availability.

User on-boarding

For end-users, we have a tutorial video available on all our social media platforms, website and apps. Most of our print media and venue stands also teaches users how the app works in simple steps.

For businesses, our sales team conducts product demos to the employers and staff in the venue, and work with them to determine the best deal & product offerings.

Scaling our operations

Moving forward, we will build a remote on-boarding system to enable us to scale without geographical boundaries and commence remote on-boarding new retailers. This will assist our expansion at a much faster pace and cut our cost of operations.



"As soon as I heard about Bring Me Home from my friend I downloaded the app and tried it out. I have to say that I'm hooked. Can't think of anything better than saving my money whilst knowing I'm cutting food waste.

Really glad that someone's finally doing this, it's about time!"

Euwyn - Bring Me Home app user

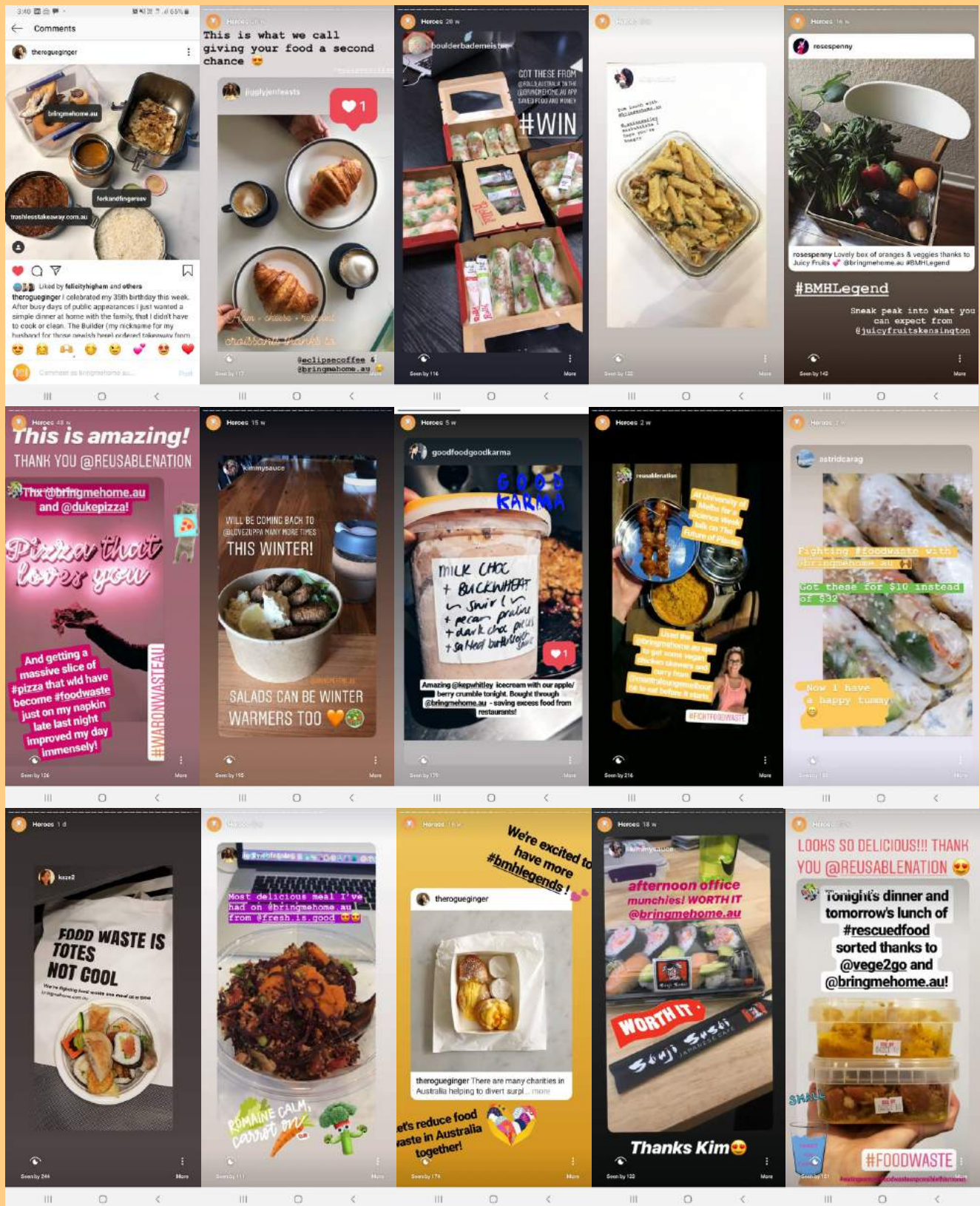
2.3.5 Marketing and distribution strategy

To date, Bring Me Home's user growth has been largely organic; driven by word of mouth, media news feature, public events, and social media.

The nature of Bring Me Home's business requires our initial marketing efforts to be localised, and we have implemented localised marketing strategies i.e. flyer and poster distribution, to acquire our early adopters. Our marketing efforts have been largely saturated in Melbourne at the start, however, we do have ambitious user acquisition strategies which will help us quadruple our user base in the near term. Our marketing strategies differ for end-users and vendors, focusing on online and offline channels.

| | Online channels | Offline channels |
|-----------------------|---|--|
| End-users | <ul style="list-style-type: none"> • Email marketing • Social media marketing • SEO • Digital ads • Written/ video content • Push notification • Brand ambassadors • Referral program • App related promotions | <ul style="list-style-type: none"> • Word of mouth • Flyers • Posters • Pop-up events • Speaker events • In-store stands/stickers • Event sponsorships |
| Food retailers | <ul style="list-style-type: none"> • Direct emails • Social media • SEO • Referral program • News media • Brand ambassadors • Partnership with other startups | <ul style="list-style-type: none"> • Word of mouth/ partner referral • Direct calls • Door-to-door site visits • Partnership with food groups • Events • Flyer drops |

Our users love Bring Me Home and are actively sharing on their socials



2.3.6 Key milestones and roadmap

Key milestones to date

2017

- Pilot test launch in University of Melbourne and Monash University (concept test)
- Young Social Pioneer program
- Conducted market research

2018

Jan

- Raised \$50k funding from family friends

Feb

- Tech development started
- Started recruitment

May

- First Gens Accelerator program, received \$10k grant

July

- Started Startmate Accelerator (3 months program)

August

- Launched app version 1.0 in Melbourne
- Generated \$1,030 GMV in 2 weeks

December

- Raised \$100k from Venture Capitalist and Angel Investor
- Listed as top 10 startups to watch in 2019 on SmartCompany

2019

April

- Reward system; product version 2.0 release

Current (Sep)

- 120+ venues, serving 10,000 users, 3000+ meals diverted from landfill
- Birchall equity crowdfunding campaign launched
- Sydney pilot test set up in progress
- Scaling at a 35%-40% growth rate

Future roadmap

2019

Q4 (Oct - Dec)

- Complete equity raise
- Start recruitment, set up roll out team in Sydney
- Launch pilot test in Sydney
- Improve current operating systems and onboarding
- Begin app development v3.0

2020

Q1 (Jan-Mar)

- Launch in Sydney
- Release referral feature and app improvements
- Sydney and wider Melbourne expansion

Q2 (Apr-Jun)

- Sydney and wider Melbourne expansion
- Pilot test in Brisbane

Q3 (Jul-Sep)

- Launch in Brisbane
- Pilot test in Perth and Adelaide
- Pilot test in commercial sector

Q4 (Oct-Dec)

- Launch in Perth and Adelaide
- Commence national roll out
- Pilot test in commercial sector
- Potential Series A raise

2021

- Roll out nationwide
- Scale to commercial and industrial sector

2022

- Become the largest online marketplace for surplus and best-by goods
- Expand business within the commercial and industrial sector
- Scale to adjacent markets to sell goods with best by date to end-consumers (i.e. flowers, cosmetics etc)

2.4 Capital structure

2.4.1 Issued capital

There are currently 15,339,671 ordinary shares and 2,160,518 preference shares on issue in the Company.

Preference shares have the same voting rights as ordinary shares (one vote for each share held) and the same entitlement to receive dividends. Preference shares have a priority on the sale or winding up of the Company.

The table below sets out the share capital of Bring Me Home Pty Ltd.

Table 1: Issued capital of the Bring Me Home Pty Ltd before the offer

| Shareholder | Shares | Share class | % Total equity |
|----------------|-------------------|-------------|----------------|
| Founder | 15,123,620 | Ordinary | 86.42% |
| Artesian (VC) | 1,080,259 | Preference | 6.17% |
| Pixel Ventures | 1,080,259 | Preference | 6.17% |
| Startmate | 216,051 | Ordinary | 1.23% |
| Total | 17,500,190 | | 100.00% |

2.4.2 Equity (pre- and post-offer)

Table 2: Issued capital of Bring Me Home Pty Ltd following the offer

| Shareholder | Minimum subscription | Maximum subscription |
|-----------------------|----------------------|----------------------|
| Existing shares | 17,500,190 (94.59%) | 17,500,190 (77.78%) |
| Offer shares | 1,000,000 (5.41%) | 5,000,000 (22.20%) |
| Total shares on issue | 18,500,190 (100.00%) | 22,500,190 (100.00%) |

The Company has also authorised a maximum allocation of 2,499,810 securities under its Employee Share Scheme. These securities will be used to attract and retain key service providers and only vest upon certain service milestones being met. If all options were to fully vest and the option holders were to exercise their right to convert vested options into ordinary shares, the number of securities on issue in the Company will be 25,000,000 shares provided the maximum subscription offer of \$1,000,000 is achieved by the Company.

2.4.3 Rights and liabilities associated with securities

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 available on birchal.com/company/bringmehome.

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 3.2 of this Offer Document.

2.4.4 Debt funding and other source of funding

Bring Me Home Pty Ltd has been mainly funded through investment by existing shareholders, and income earned.

There is a loan amount of \$58,951 from the Founder, of which \$17,194.10 has been paid in salary and \$41,756.9 outstanding loan, which will be repaid out of the proceeds of the capital raise.

2.5 Directors and advisors

Directors



Jane Kou - **Director, Founder and CEO**

Former Sales & Marketing Manager at Too Good To Go and Partnership Assistant Manager at Deliveroo. Alumna of Startmate '18.

Jane is involved in all parts of operating Bring Me Home; finance, sales, marketing, operations, recruitment, tech and business development.



Igor Hnatko - **Director and Financial Advisor**

Business Owner of Bosker Accounting and Chartered Accountant.

Igor advises on the financial side of Bring Me Home's product and growth roadmap and holds Bring Me Home team accountable for the use of funds.

Advisors



Jessica Liu - **Business Advisor**

Member of the Investment Committee at FYA, Startmate Fellow 2019, Former Manager at Transurban, Executive at Gresham Partners and Consultant at EY.

Jess advises on the strategic direction of Bring Me Home, including growth opportunities and future direction.



Senthil Nath - **Product Advisor**

Business owner of Flexbox Digital, 15+ years of UX/UI and tech experience, previously worked NSW Government, Equifax, Smiling Mind, and Zoho.

Senthil advises on Bring Me Home's product and also works on Bring Me Home's full-stack technology development.

2.6 Risks facing the business

Any investments in startups, including Bring Me Home, should be viewed as high-risk and speculative. Investors should read this section carefully prior to investing under the Offer. Bring Me Home has implemented actions and systems in place to mitigate risks that are known and within our control, however investors should note the principal risks associated, including but not limited to:

| Risk | Description |
|---|---|
| Competition | The food tech sector is highly competitive. There is no guarantee that Bring me Home will succeed in competing with existing and/or new competitors, in which this will impact the revenue, profitability and future prospects of the business. |
| Customer experience inconsistency | The actual interaction between food retailers and end-users may be inconsistent and is somewhat beyond our control. Although we will continuously work on user on-boarding, managing expectations and customer service to increase positive experience, the interaction and experience may still fluctuate. |
| Industry & market growth | Australian businesses may become more aware of wastage and find alternative solutions to tackle or prevent quality food from going to waste. This may result in a shrinking market growth which will affect Bring Me Home's business. |
| Food safety | Although food retailers are required to be selling quality surplus food during business hours and are responsible & liable for food safety, Bring Me Home has no control over this factor as we do not have direct contact with the food. Our users, and other walk-in consumers will always be exposed to food safety risks if retailers do not comply to meeting food quality standards. Bring Me Home will discontinue food retailers who do not meet this standard. |
| Liquidity | Investors may consider the liquidity risk of shares in an unlisted corporation. |
| Profitability, cashflow and additional funds | Startups such as Bring Me Home are more risky than large established organisations. Bring Me Home's profitability depends on many factors in the business and the time required to be profitable is uncertain. Additionally, capital is often required to unlock Bring Me Home's fast scale, strong growth and high impact potential, and although the current capital raise will accelerate our growth, Bring Me Home is not yet cash flow positive and may still seek further funding in other means to continuously grow the business. |
| Security and cyber risks | Bring Me Home's business and performance depends on our in-house and outsourced third-party systems, servers, cyber security, processes and operations. Whilst we use the best and reputable systems, security attacks and other operational risks may possibly affect our business and impede business performance. |

2.7 Financial information

Below are the financial statements of Bring Me Home Pty Ltd for the financial periods ended 30 June 2019. The accounts are prepared in accordance with the accounting standards. In addition for 2019 years provided based on management accounts.

2.7.1 Balance sheet

| | Year ended 30 JUNE 2019 |
|---|----------------------------|
| Assets | |
| Cash at Bank | 58,396 |
| GST | 1,314 |
| Income Tax Payable | 67 |
| Total Current Asset | 59,777 |
| 2019 Pooled Software Development | 44,988 |
| Total Fixed Asset | 44,988 |
| Capitalised Legal Expenses - IP, Trademark etc. | 8,756 |
| Preliminary Expenses | 3,072 |
| Less Preliminary Expense Amortisation | (614) |
| Total Non-Current Assets | 56,202 |
| Total Assets | 115,979 |
| Liabilities | |
| Loan - Jane Kou | 38,801 |
| Total Non-Current Liabilities | 38,801 |
| Total Liabilities | 38,801 |
| Net Assets | 77,178 |
| Equity | |
| Current Year Earnings | (30,030) |
| Equity Investments | 100,000 |
| Retained Earnings | 7,208 |
| Total Equity | 77,178 |

2.7.2 Profit & Loss statement

Year ended
30 JUNE 2019

Trading Income

| | |
|-----------------------------|---------------|
| Commission | 9,905 |
| Grant Income | 25,000 |
| Interest Income | 161 |
| Total Trading Income | 35,066 |

Cost of Sales

| | |
|----------------------------|--------------|
| Sales Commission Paid | 8,172 |
| Total Cost of Sales | 8,172 |

| | |
|---------------------|---------------|
| Gross Profit | 26,894 |
|---------------------|---------------|

Operating Expenses

| | |
|---------------------------------|---------------|
| Labour costs | 44,181 |
| Subscriptions | 4,176 |
| Advertising | 3,733 |
| Bank Fees | 97 |
| Consulting & Accounting | 1,365 |
| Legal Expenses | 1,756 |
| Preliminary Exp Amortisation | 614 |
| Printing & Stationary | 765 |
| Travel | 90 |
| Other Expenses | 147 |
| Total Operating Expenses | 56,924 |

| | |
|-------------------|-----------------|
| Net Profit | (30,030) |
|-------------------|-----------------|

2.7.3 Cash-flow statement

Year ended
30 JUNE 2019

Operating Activities

| | |
|---|-----------------|
| Receipts from Grants | 25,000 |
| Receipts from Customers | 10,577 |
| Payments to Suppliers and Staffs | (59,254) |
| Interest Received | 161 |
| Taxes refunded/ (Paid) | (687) |
| Net Cash Flows from Operating Activities | (24,203) |

Investing Activities

| | |
|---|---------------|
| Proceeds from Issuing of Shares | 100,000 |
| Payment for App Development | (53,744) |
| Other Cash Items from Investing Activities | (2,458) |
| Net Cash Flows from Investing Activities | 43,798 |

Financing Activities

| | |
|---|---------------|
| Proceeds from Founder Loan | 58,960 |
| Repayment of Founder Loan | (20,159) |
| Net Cash Flows from Financing Activities | 38,801 |

| | |
|-----------------------|---------------|
| Net Cash Flows | 58,396 |
|-----------------------|---------------|

Cash and Cash Equivalents

| | |
|--|--------|
| Cash and Cash Equivalents at Beginning of Period | - |
| Cash and Cash Equivalents at End of Period | 58,396 |

| | |
|--------------------------------------|---------------|
| Net Change in Cash for Period | 58,396 |
|--------------------------------------|---------------|

2.7.4 Movement in equity statement

Year ended
30 JUNE 2019

Equity

| | |
|-----------------------|----------|
| Opening Balance | 7,208 |
| Current Year Earnings | (30,030) |
| Equity Investments | 100,000 |

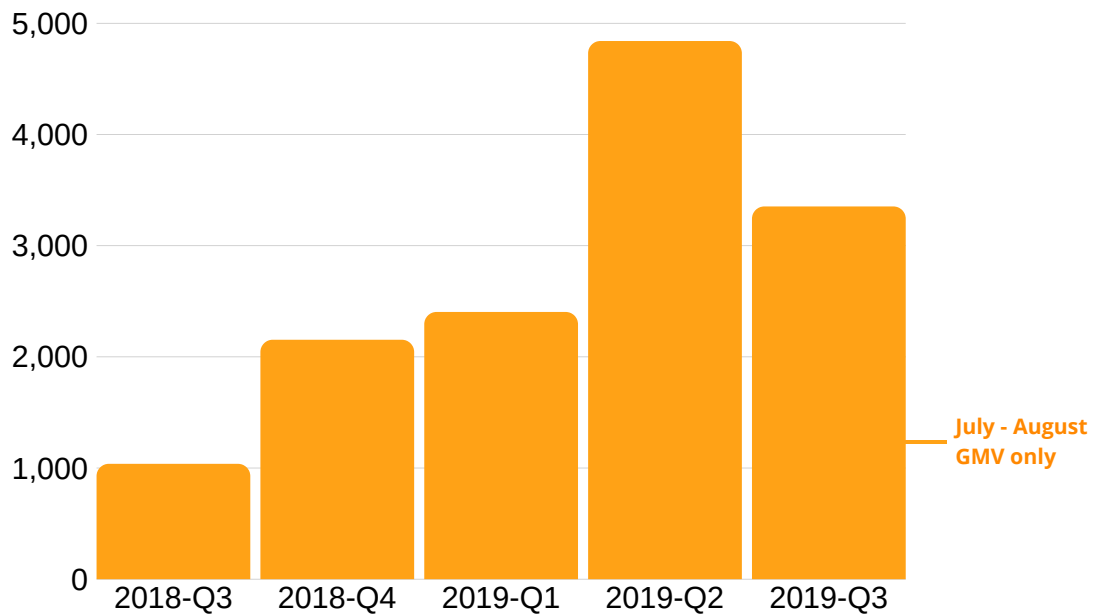
| | |
|---------------------|---------------|
| Total Equity | 77,178 |
|---------------------|---------------|

2.7.5 Performance and outlook

The below chart illustrates Bring Me Home's quarterly sales performance since launching in late August 2018 (from August 2018 - August 2019). Gross Merchant Volume (GMV) is steadily growing with minimal marketing and sales expenses.

Please note that for 2019-Q3, September's GMV has been excluded due to insufficient data.

Figure 14 - GMV from August 2018 - current
(Note September is not included in 2019-Q3)



Anticipated growth

Being that we have only launched 1 year ago, we observed that we've generated modest revenue, and have seen constant growth in a quarterly basis.

Bring Me Home's GMV in the last 3 months has shown strong signs of growth (Figure 15). With a 37% growth rate from June to July 2019, and 41% growth rate from July to August 2019.

It is projected that our GMV can grow between 30%-40% month-on-month.

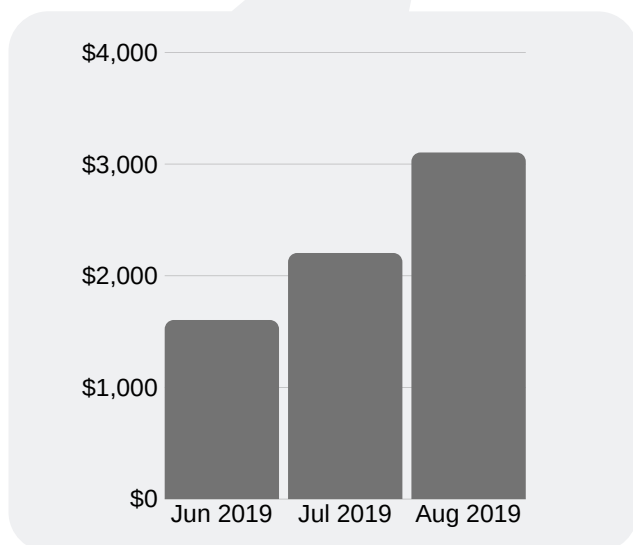


Figure 15 - Previous 3 months breakdown (GMV)

SECTION 3.0

Information about the offer



"Have had some excellent experiences using the BMH app so far! Very smooth process on the app and the cafés have all been on the ball and provided delicious food for a bargain price. Very handy for picking up a quick and cheap snack while in the city. I'm thinking of investing as I believe BMH is doing great things and is only going to get bigger and better."

Campbell - App user of Bring Me Home

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

3.1 Terms of the offer

Bring Me Home Pty Ltd is offering up to 5,000,000 ordinary shares at an issue price of AU \$0.20 per share to raise up to \$1,000,000.

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

| | |
|---------------------------------------|----------------------------|
| Shares | Fully-paid ordinary shares |
| Price | \$0.20 per share |
| Minimum subscription | \$200,000 |
| Maximum subscription | \$1,000,000 |
| Opening date | 06 September 2019 |
| Closing date | 06 October 2019 |
| Investor minimum buy-in | \$100 |
| Retail investor maximum buy-in | \$10,000 |

Please note for investments over \$10,000, investors will have to provide Birchal a certificate issued by an accountant to qualify as a wholesale investor.

For more information, visit <https://help.birchal.com/en/articles/1777403-wholesale-investors>

To participate in the Offer, you must submit a completed application form together with the application money via the Intermediary's (Birchal) 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 further of this CSF offer document.

The Offer is not underwritten.

A description of the rights associated with the shares is set out in the following Section 3.2 Rights Associated with the Shares.

3.2 Rights associated with the shares

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

The rights associated with the shares are set out in the Company's Constitution, which is available on the Intermediary's platform and also annexed to this Offer Document. A summary of these rights is set out below.

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

The main rights attached to ordinary shares are:

- to receive notice of and to attend any general meeting of the Company;
- to vote at any general meeting of the Company on the basis of one vote for each share held;
- receive dividends (if they are paid); and
- participate in the distribution of the surplus assets of the Company (being any assets left over after all debts have been paid) in a sale or winding up of capital of the Company (where priority shall be given to the Preference Shareholders as described below).

Preference Shares have been issued to the investors that have invested in the Company through its early stages, taking significant risk and helping the Company grow.

The main rights attached to the Preference Shares are:

- same voting rights and dividend rights as ordinary shares;
- priority on the sale or winding up of the Company up to the value of their original purchase price of the Preference Shares; and
- anti-dilution protection if the Company issues further shares at a price that implies a lower valuation of the Company than when the Preference Shareholder was issued their Preference Shares using a broad based weighted average anti-dilution formula.

The Preference Shares will automatically convert into ordinary shares (and thus the rights above will fall away) if the Company undertakes an initial public offering.

3.3 Use of funds

The table below shows the funding allocation to Bring Me Home's business activities, based on the portion of total funding raised.

| Intended use | % allocation | Minimum | Maximum |
|-----------------------|--------------|------------------|--------------------|
| Staffing | 35% | \$70,000 | \$350,000 |
| Operations & systems | 10% | \$20,000 | \$100,000 |
| Marketing | 22% | \$44,000 | \$220,000 |
| IT & tech development | 20% | \$40,000 | \$200,000 |
| Capital raising cost | 6% | \$12,000 | \$60,000 |
| Contingency funds | 5% | \$10,000 | \$50,000 |
| Legal & regulatory | 2% | \$4,000 | \$20,000 |
| Total | 100% | \$200,000 | \$1,000,000 |

The main use of funds will help us achieve the following near term goals and milestones:

- (1) Sydney launch & expansion
- (2) Set up a pilot test in the commercial and industrial sector
- (3) Improve our products, services, and customer experience
- (4) Increase brand awareness, user base and transaction volume

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

The cost of the Offer includes the Intermediary's fees under the hosting agreement between the Company and the Intermediary.

These fees are up to 6% of all funds raised by the Issuer through Birchall Pty Ltd (Intermediary).

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.

3.4 What can I do with my shares?

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

- A trade sale of the Company
- A listing on a recognised stock exchange (e.g. the ASX)
- A share buy-back by the Company
- Sales between shareholders and/or to third parties interested in holding shares

Please note that there is no guarantee that any of the exit options will eventuate.

In the case where investors want to pursue a transfer/sale of existing shares, prior notice to the company is required, which may act as the seller's agent for the purposes of the transfer (eg the company must file the transfer with ASIC and prepare a new share certificate for the new purchaser.)

For more information about transfer/sale of existing shares, please see clause 11 of the Constitution available on www.birchal.com/company/bringmehome

For more about investor returns and reward, see Appendix (I).

3.5 Investor rewards

In addition to being a shareholder of Bring Me Home, a range of incentives and rewards are being offered for investors, summarised in the tables below.

As a minimum, all investors will be rewarded a mini personalised share certificate and 50,000+ in-app reward credits to:

1. Redeem on Bring Me Home app for your next purchase or

For all investors

| Reward | \$100+ | \$500+ | \$1,000+ | \$5000+ | \$10,000+ | \$25,000+ |
|--|---------|----------|----------|---------|-----------|-----------|
| Reward points | 50K pts | 250K pts | 500K pts | 1M pts | 2M pts | 5M pts |
| Personal certificate | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| Limited edition token | | ✓ | ✓ | ✓ | ✓ | ✓ |
| Reusable straw kit | | | ✓ | ✓ | ✓ | ✓ |
| Limited edition t-shirt | | | | ✓ | ✓ | ✓ |
| Limited edition reusable cup set | | | | | ✓ | ✓ |
| Exclusive chocolate set | | | | | ✓ | ✓ |
| Exclusive dining in zero-waste / sustainable restaurants (for two) | | | | | | ✓ |
| Invitation to quarterly board meetings | | | | | | ✓ |

Terms & Conditions

In addition to being a shareholder of Bring Me Home, investors are eligible to take up Bring Me Home reward points (if you are a Bring Me Home end-user; current or new).

To be eligible to receive the reward points, investors are required to register a user account on Bring Me Home app with the same email address used to make the investment on Birchal by 31 Dec 2019, or nominate one user account to credit the points to. Reward points are available to only individual investors, can only be associated with one user and are not transferrable to other user once credited. Food redemption using points is subjected to Bring Me Home's usual terms such as geographic availability. Reward points will be credited to all eligible user accounts on the 1 Jan 2020.

Additional rewards for food retail partners

| Investment | Bring Me Home service-related reward |
|---------------------|--|
| \$2,000 - \$4,999 | 5% increase in payback in revenue for 6 months (i.e. payback revenue shares increase from 75% to 80% for 6 months). |
| \$5,000 - \$9,999 | 10% increase in payback in revenue for 6 months (i.e. payback revenue shares increase from 75% to 85% for 6 months). |
| \$10,000 - \$25,000 | 100% payback revenue for 6 months (i.e. commission free for 6 months). |
| \$25,000 + | 100% payback in revenue for 12 months (i.e. commission free for 12 months). |

Applies to for all venues owned / managed by the same investor.

Terms & Conditions

In addition to being a shareholder of Bring Me Home, investors are eligible to take up Bring Me Home's service related reward (if you are a Bring Me Home retail partner; current / new).

To be eligible to receive the service related reward, investors are required to register or have a business account on Bring Me Home business app with a legitimate food retail business no later than 31 Dec 2019. This is available to only individual investors, can be associated with multiple businesses owned by the same investor, and is not transferrable to other businesses not owned by the same investor. Service related reward will commence on the 1 Jan 2020.

SECTION 4.0

Information about investor rights



"So far we have prevented over 50 kilograms worth of food waste from going to landfill, and we look forward to making more of a positive impact with Bring Me Home in the future."

Bao - Founder and CEO of Roll'd, offering fresh and healthy Vietnamese rice paper rolls by the best-by date

As seen on Sydney Morning Herald

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

4.1 Cooling-off rights

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 (the Cooling-off Period).

You must withdraw your application via the Intermediary's platform as follows: by following the link and instructions on the CSF Offer page on the Intermediary's platform.

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

4.2 Communication facility for the offer

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

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

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

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

4.3 Proprietary company corporate governance obligations

4.3.1 Annual report

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

Our financial reports are currently not required to be audited as we are a small proprietary company. This means that the Company's financial reports will not be subject to auditor oversight and, therefore, there will be no independent assurance of the Company's financial statements. However, the directors are still required to ensure that the financial statements give a true and fair view of the Company's financial position and performance and that the financial statements comply with the accounting standards.

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

4.3.2 Distribution of annual report

The Company is not required to notify shareholders in writing of the options to receive or access the annual report. Shareholders will not be able to elect to receive a copy of the annual report by way of email or post. However, shareholders can access the annual report on the Company's website at the following address www.bringmehome.com.au (free of charge) or can purchase the report from ASIC.

4.3.3 Related party transactions

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

4.3.4 Takeovers

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

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

Glossary



"Bring Me Home's bringing in new customers every day which is great, but even better it's saving us a lot of money on wastage. I'd highly recommend Bring Me Home to any cafe or restaurant."

Jack - Cafe Manager at Eclipse Cafe, offering delicious pastries, soups, healthy sandwiches, bagels and wraps.

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

Glossary

B2B means Business to Business, form of one business selling supplies to another business. For example, a wholesale food supplier might sell produce to a cafe.

B2C means Business to Consumer, form of one business selling supplies to a consumer. For example, a cafe might sell food to an end-consumer.

Company, The Company and Bring Me Home means Bring Me Home Pty Ltd ACN 626 705 226.

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

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

Intermediary means Birchall Financial Services Pty Ltd AFSL 502618.

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

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

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

Wholesale Investor means an investor who satisfies the definition of a 'wholesale client' under Chapter 7 of the Corporations Act 2001 (Cth).

Triple bottom line is a theory that recommends that companies commit to focus on social and environmental concerns just as they do on profits

UX means User experience, it refers to the process of enhancing customer satisfaction and loyalty by improving the usability, ease of use, and pleasure provided in the interaction between the customer and the product.

UI means User Interface, it refers to the product/ service complement such as the look and feel, the presentation and interactivity of a product. Often relates to how the user and the technology/ system interact.

End of document



"Bring Me Home has helped us achieved less food waste, and the community of Kensington has really appreciated the solution!"

Jessica - Owner of Juicy Fruits, offering mystery boxes with imperfect fruits and veggies, and goods near best-by date

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