

ediofy

LEARN. SHARE. TEACH.



AI powered, social education for all Health Professionals.

Coached Education Pty Ltd

Trading as Ediofy

Crowd-sourced funding offer document

1 June 2021

Offer of fully-paid ordinary shares in Coached Education Pty Ltd at \$1.00 per share to raise a maximum of \$600,000

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

Issuer: Coached Education Pty Ltd, trading as Ediofy, ACN 619 980 602

Intermediary: Birchall Financial Services Pty Ltd AFSL 502618

The name 'Ediofy' in this document refers to Coached Education Pty Ltd trading as Ediofy

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

ediofy

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1. RISK WARNING

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

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

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

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

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

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

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

2. INFORMATION ABOUT THE COMPANY

2.1 INTRODUCTION TO THE OFFER

Dear prospective Ediofy shareholder,

Thank you for taking the time to consider investing in Coached Education Pty Ltd and our exciting social education experience, Ediofy.com.

My name is Chris Peyton, I'm a doctor based in Western Australia and have been building online education platforms for almost 10 years. In 2012 I co-founded my first platform, iMeducate.com, with a simple mission to help Emergency Doctors pass their professional exams.

Since 2012, the platform has grown steadily year on year. To date the site has helped over 20,000 doctors pass their professional exams, while its current user base spend over 34,000 hours on the platform each year.

However, it wasn't until I met my wife, Haley (who is significantly smarter than me) that I realised that in the ever-changing health education landscape, iMeducate was limited by the content that I and the rest of the team could create while working full time as doctors.

With this in mind, we founded Coached Education Pty Ltd in 2017. Drawing from my experience as a doctor, and Haley's experience in media we have worked tirelessly to create Ediofy.com, a unique education experience for the entire global health community. Over time we've looked at all the ways health professionals currently share and consume education both off and online.

Our goal was to create an all-inclusive community of health professionals that could share up to date education and interesting cases in real time. In addition, we wanted to use artificial intelligence to help identify knowledge gaps and create a unique learning journey for each user.

We have privately funded the platform for the past three years. Through multiple testing cycles, updates and challenges, we believe that we have created a truly unique learning experience.

As an endorsement of both the platform and its potential, we were excited to welcome Dapper Apps Pty. Ltd. to our shareholder register. Dapper Apps is a venture backed development firm in WA who converted a large portion of their development invoice into shares at \$1 per share; the same rate as the current capital raise.

Now, having created a fantastic team that includes My Dad, Rodney, an OBE awarded Surgeon (and general medical legend) we're ready to take this platform to the global health community.

We are also privileged to have the support of Dr Mike Cadogan, a serial entrepreneur and founder of the largest medical blog in the world - Life in the Fast Lane (LITFL), with over 60 million global page views per year and almost 70 million visitors to date. Our affiliation with such a global brand adds massive value in the medical education space.

With the addition of Kohen Grogan and his amazing colleagues at the Yappy Group we now have all the right pieces that will allow us to take our platform and message to the Australian market and soon the rest of the global health community.

We would love you to join us on our journey!

The Ediofy Team!



2.2 COMPANY DETAILS

This offer of shares is made by Coached Education Pty Ltd ACN 619 980 602 (the Company).

The Company was incorporated on 23 June 2017.

Company Name	Coached Education Pty Ltd
ACN	619 980 602
Offer Type	Crowd-Sourced Funding
Offer Date	1 June 2021
Offer Details	Offer of fully paid ordinary shares in Coached Education at \$1.00 AUD per share to raise a maximum of \$600,000 AUD.
Registered Office and Contact Details	Suite 6, 68 Petra Street Palmyra, WA, 6157
Principal Place of Business	216A Duke Street, Scarborough, WA, 6019
Related Companies	Oz iMedic Pty Ltd (trading as iMeducate). Owner of iMeducate.com

This offer refers to Coached Education Pty Ltd only and excludes all related companies including Oz iMedic Pty Ltd.

2.3 DESCRIPTION OF THE BUSINESS

*Ediofy is a social education hub for health professionals.
We use artificial intelligence and the wisdom of the crowd to help users create their own,
bespoke learning journey.*

ABOUT THE COMPANY

When creating Ediofy, we talked to doctors, nurses, students, hospital executives and medical educators. Then we looked at all the ways health professionals learn or share education.

We discovered that health professionals currently satisfy their requirement for ongoing professional development by completing a mix of on-the-job training and off-site courses. In addition, health professionals attend conferences, engage with online resources and collaborate across a multitude of web-based platforms in order to keep their skills relevant and up to date.

Despite their busy professional and personal lives, they have to manage their own professional learning in order to maintain their registration, pulling from a myriad of sources and sites. There is no simple, central place that they can go to find online medical education.

With this in mind, we created Ediofy.

Ediofy is a social education hub for health professionals delivering benefits not currently matched by a single platform including:

- Artificial intelligence and the wisdom of the crowd to help users create their own bespoke learning journey
- Fit-for-purpose social functionality to foster sharing and collaboration.
- Automatic tracking of CPD hours and report generation to save precious time for all health professionals.

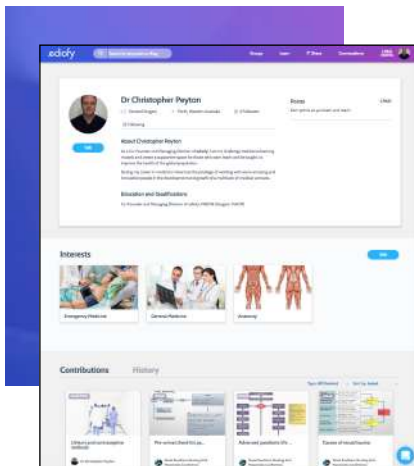
The platform has been built and Beta tested through multiple testing cycles with over 370 users. We have built out and revised key features based on feedback from our test groups and created a roadmap of further additions to the platform over the next year to be implemented as funding allows.

We have also built a sign up email list for both general users and content creators who will gain early access to the platform prior to the launch

Once the raise is complete our developers will focus on both load testing, to identify any potential bottlenecks and automated quality assurance (QA) testing to ensure we are in a position to scale the platform quickly to coincide with our marketing campaigns at launch.

2.4 PRODUCTS & SERVICES

Ediofy is a content rich platform with a number of features that allow healthcare professionals to seamlessly **learn, share, and teach**.

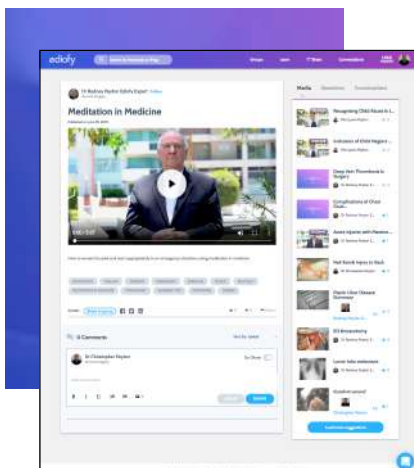


PROFILES

Members can build their professional profile and network as they progress through their career and contribute to the platform

Members have the ability to create public or private profiles. With a public profile, members can connect with like-minded professionals from around the world.

Using a private profile, members can restrict interactions as they choose.

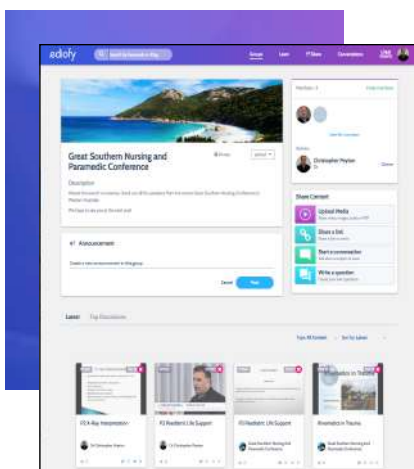


GLOBAL HUB

Ediofy delivers access to content developed by contributors across the world.

Supporting multiple content formats including video, images, case studies, questions and links; the Global Hub enables users to find the right information in the right formats that best suits their learning style and needs in a safe and supported environment of peers.

Intuitive social functionality enables interaction with contributor,



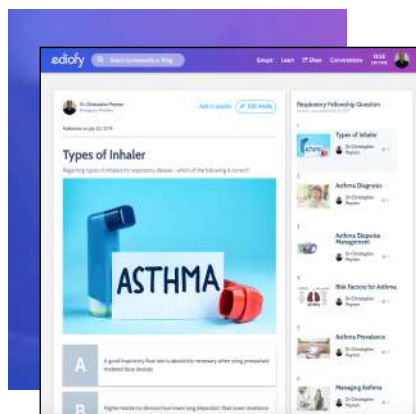
GROUPS

Design and add content to groups to build a community of like-minded friends and colleagues.

Create open groups to allow you to build your global network quickly allowing for a diverse array of health professionals to interact within.

Create closed groups to keep content and discussions private and confidential

Pull and curate content from the global hub into your open or closed

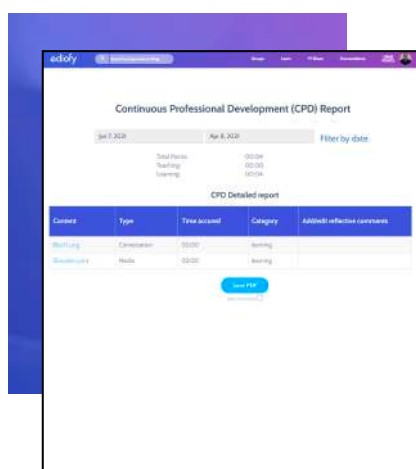


PLAYLISTS

Playlists allow users to take media they have pulled into their groups and build their own educational journeys or mini courses.

Add videos, PDFs, images and multi choice questions to make a unique learning experience for those within your group.

Playlists can be hidden, duplicated to other groups or edited at anytime to ensure they are up to date .

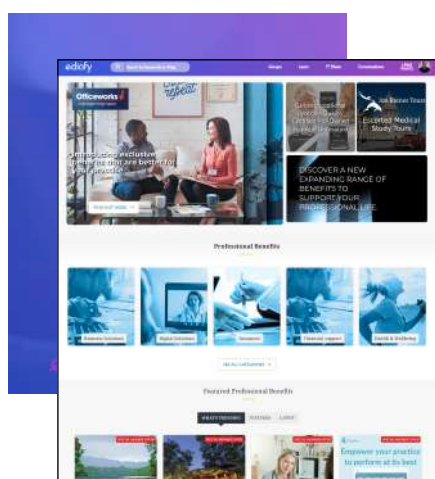


CPD REPORTING

Continuous Professional Development Tracking and Reporting is a core benefit of Ediofy.

Track the time you spend on the platform in real time to create a comprehensive report of all of teaching and learning throughout the year. Add reflective commentary to your report as you go or add your own study notes and reminders.

Look back through all the education you have engaged in to refresh your knowledge as required.



MEMBER BENEFITS & INCENTIVES

Ediofy will give members access to a wide range of offers and discounts from premium brands. Many of these benefits are not normally available to most health professionals, adding significant extra value to the subscription.

We are working with a 3rd party platform to provide the ability to reward and incentivise content creators and contributors with points for hitting specific content performance milestones.

Contributors will be able to use these points to purchase goods and services from a wide range of suppliers.

These additional functions should be delivered by the end 2021.

PLATFORM OWNERSHIP

Coached Education Pty Ltd owns the domain ediofy.com, the trademark “Ediofy” within Australia and the platform itself including the code.

CONTENT OWNERSHIP

Ediofy is a social platform and as such licences content from our users. The user is therefore the owner of their own content and can remove or edit anything they post at their own discretion. They are also able to have control over who views their content using different features within the platform.

An example of this is a user who creates a private group to share their content. They are able to choose which individuals have access to this group, and users in their group are unable to download or share this content

Seed Content

As a social platform, Ediofy does not own large amounts of its own content, instead it will leverage its relationship with both Life in the Fast Lane (LITFL) and iMeducate to license large amounts of multi media seed content on launch to appeal to a wide array of users.

Quality Control

Given the professional nature of the platform, content quality control is of high importance, with this in mind we have implemented several strategies.

- Users can view the profile of someone who posts content on the platform to ensure it is from a trusted source.
- Users can vote on the quality of content by giving a thumbs up or down.
- Users can flag inappropriate or incorrect content.

2.5 MARKET SIZE, COMPETITORS & POSITIONING

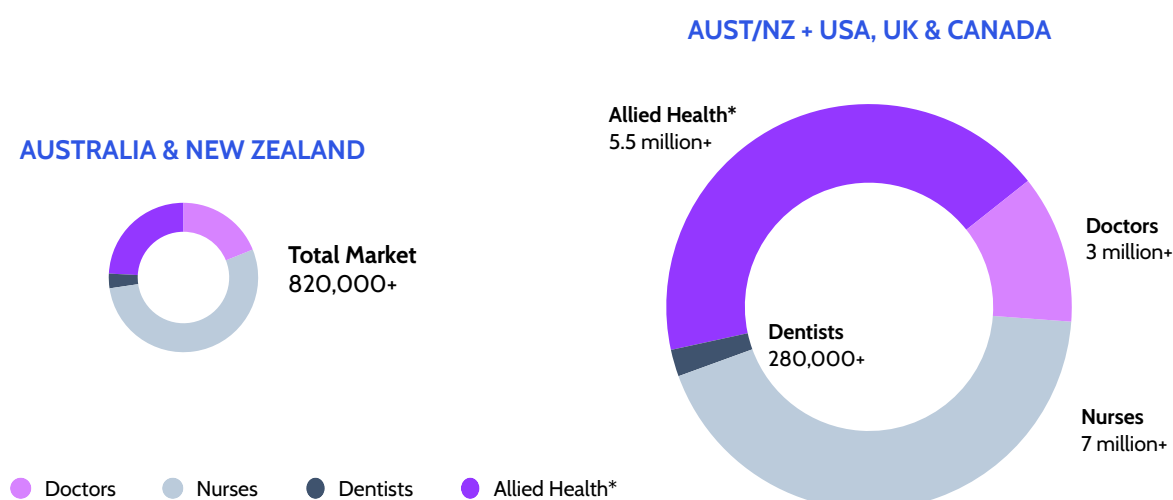
MARKET SIZE

From the outset we designed Ediofy to be a global platform. Initially focused on the Australian market, once we have established operations focussed on this market, we intend to widen our customer acquisition activities to include the United States, the United Kingdom and the rest of Europe.

TOTAL ADDRESSABLE MARKET

The immediate potential of the Australian and New Zealand market reach is approximately 820,000.

Widening the scope of customer acquisition activities to the United States, United Kingdom and Canada alone will grow the total addressable market to approx 13,000,000.¹



CURRENT SOLUTIONS AVAILABLE TO HEALTHCARE PROFESSIONALS

A major challenge currently faced by health care professionals is the need to seek education content from multiple sources. These can be broadly categorised as Medical Content Creators and Social Platforms.

Medical Content Creators

Many medical platforms and blogs are content providers. Although they offer great material, they are restricted by the capacity of the site owner to produce new, up to date content. The majority of these sites generally allow only minimal interaction or discussion.

*Allied Health includes physiotherapy, occupational therapy, pharmacists and paramedics.

¹Total addressable market estimate & Individual estimates by profession based on accumulated statistics sourced for Australia, New Zealand, United States, Canada & United Kingdom.

Sources: Australia aph.gov.au, New Zealand teara.govt.nz, USA statista.com, nursesandmidwives.org, ada.org, explorehealthcareers.org, Canada cibi.ca, statista.com, United Kingdom statista.com, ons.gov.uk

Social Platforms

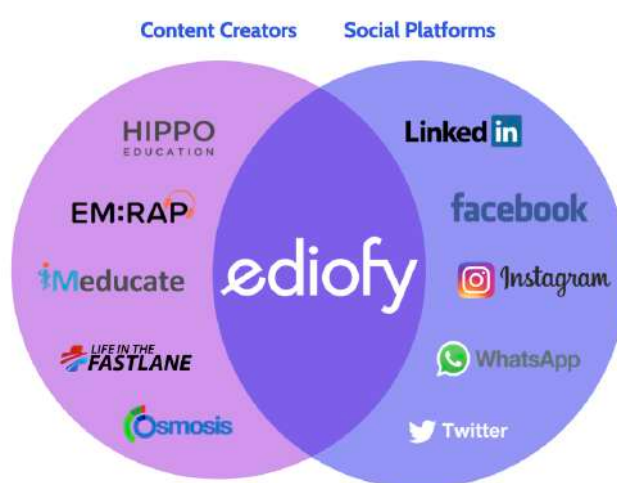
Healthcare Professionals use a multitude of social and messaging platforms to share educational information and develop their own professional communities. Key platforms include Facebook, Twitter, Instagram and Youtube.

These are not fit-for-purpose and do not allow the user to monitor their CPD progression.

EDIOFY. A UNIQUE MARKET POSITIONING

Ediofy is poised to occupy a unique market position. Ediofy will function as the single platform to bridge the gap between content creation and social functionality specific to the needs of this incredibly valuable market.

In doing so, we aim to actively change the culture of learning by providing safe, peer supported, learning environment.



Ediofy will help create individual learning journeys from the aggregated content from sources including Ediofy's partner sites iMeducate & the worlds largest medical blog, Life in The Fast Lane; plus user generated content from the growing subscriber base.

Exceptional access to content is matched with key social functionality required by healthcare professionals. With Ediofy, users can share, interact with, and discuss:

- Pictures (like Instagram).
- Questions (like Quora)
- Videos like (like YouTube)

Ediofy also allows a user to curate their own content with features such as:

- Private groups (like Facebook)
- Educational playlists (like Teachable)

Completely unique to the space is Ediofy's CPD tracking and reporting functionality.

All teaching and learning on the platform is tracked and compiled to give the user access to a complete education record. The record can then be used as evidence towards continued professional development requirements.

COMPETITORS

While we believe we bringing a unique solution to the market, there are a number of platforms that deliver a number of similar features to Ediofy.

Our closest competitor is a platform called figure 1, a social network for healthcare professionals to post and comment on medical images. Often described as the 'Instagram for doctors', figure1 was founded in Toronto in 2013 and now has over 2.5 million subscribers.

The table below shows a functionality comparison between figure 1 and Ediofy:

		
Share images	✓	✓
Social interaction	✓	✓
Ask questions to the group	✓	✓
Share/create multi choice questions	✓	Limited
Share video	✓	✗
Share podcasts	✓	✗
Create open and private groups	✓	✗
Share external links	✓	✗
Create educational playlists	✓	✗
Realtime CPD reporting	✓	✗
Add reflective commentary to your CPD report	✓	✗
Member benefits	✓	✗

Competitor Valuation

There has been significant support from a range of key investors in this competitor. To date Figure1 has raised USD \$23.5 million in venture capital including:

- A USD \$2 million seed round in Dec 2013
- Series A funding of USD \$5 million in Oct 2015 and Series B of USD \$10 million in June, 2017 later at an estimated valuation surpassing AUD \$40m.³

Ediofy is not positioning this as a proxy for expected future value of the company.

² USD \$2 million raised at USD \$6.2 million valuation. Source: www.crunchbase.com/organization/figure/company_financials

³ Source: www.techcrunch.com/2017/06/13/the-instagram-for-doctors-just-raised-a-fresh-10-million/

2.6 BUSINESS STRATEGY

OVERVIEW

We believe we have developed a highly differentiated solution to meet the needs of a global, high-value market. Our objective is to uniquely position Ediofy as the dominant, all-inclusive hub for the global health community.

BUSINESS & REVENUE MODEL

Ediofy is a social education company for health professionals that uses AI and the wisdom of the crowd to allow users to create their own individual learning journey.

Every piece of content consumed or added by an Ediofy member is collated into their own CPD report, giving the member a complete account of their teaching and learning on the platform. This is a central point of value generation for users.

"Ediofy is tapping into a huge and developing new market for provision of evidence based medical education.

They (the founders) already have 7 years of proven scientific and IT involvement...and now aim to use that experience to develop a global platform for clinicians that has potential to be of benefit for doctors, dentists, nurses, paramedics, pharmacists and physiotherapists internationally.

The potential is vast as this field is in its infancy.

This is essentially an untapped global market. Furthermore, it is ongoing: most clinicians remain working in a clinical position for 40 years or more, meaning (a) subscriber could potentially remain with the platform throughout their career."

Reviewer Comments. Bio Expert Network

The Bio Expert Network is a group of Health Professionals that review and assist start up companies develop their businesses in the health sector. www.bioexpertnetwork.com

FREEMIUM USER MODEL

We are operating on a freemium model where the core of the platform will be offered free of charge.

Free services and functionality available to all users:

- **Profiles** enabling content interaction/sharing and professional networking including discussion with the global community in real time.
- **Global Hub** to access educational content from contributors around the globe.
- **Groups.** All members can create and join open groups to build communities of like-minded professionals.

Premium services and functionality available on top of the free version with subscription:

- **CPD Tracking and Reporting.** Real time, up to date continuous professional development reporting.
- **Private Groups.** Create and join private groups to create closed communities, ideal for individual business or department use.
- **Playlists.** Create educational playlists using their own content or content uploaded to the rest of the site.
- **Ad-free.** For a streamlined user experience.
- **Member Benefits.** Unique offers and discounts from our partners.

SUBSCRIPTION REVENUE

Our expectation is for subscriptions to be the main source of revenue for the Company. The initial monthly subscription fee is planned to be set at \$14.99 AUD.

Compared to the value of the time saved per month in CPD management alone we believe this price point delivers an exceptional value proposition to drive conversion over from the free version.

For comparison, a LinkedIn premium subscription costs from \$59.995 per month and CPD tracking apps such as Ausmed6 charge \$30.00

ADVERTISING REVENUE

As with most freemium models, Ediofy intends to generate a level of revenue from advertising on the platform. The multimedia nature of the content to be hosted on the platform creates natural opportunities to incorporate advertising.

It is important to note, that while there is a level of acceptance of advertising on free platforms, we are acutely aware of the importance of not impacting the user experience. Advertising partnerships will be focussed on highly relevant, premium brands that can add value to users.

TARGET REGIONS

Our initial growth focus will be the Australian & New Zealand (ANZ) markets over the next 18- 24 months.

While we will not be restricting access to wider audiences and expect a level of organic growth, paid user acquisition activities will be concentrated on ANZ to ensure the most effective return on investment.

This narrower focus will enable a high level of relevance in the development of our Member Benefit and Rewards Programs which can be expanded as our geographic focus widens.

It will also encourage engagement and increase the value of the platform to each user through the impacts of network effects as numbers grows.

Following completion of the funding round, we believe we have developed a robust Go To Market Strategy built around three core pillars of activity to establish and grow the platform:

- User Acquisition Growth
- Product & Value Proposition Growth
- User Retention & Revenue Growth

⁵ LinkedIn Premium Business Subscription AUD \$69.99 per month. Note total annual cost reduced to AUD \$659.88 for annual payment. Costs accurate as of 21 May 2021. Source: <https://www.linkedin.com/>

⁶ Ausmed Subscription costs AUD \$99 per quarter or AUD \$396 annually. Cost accurate as of 21 May 2021. Source: <https://www.ausmed.com.au/subscribe>

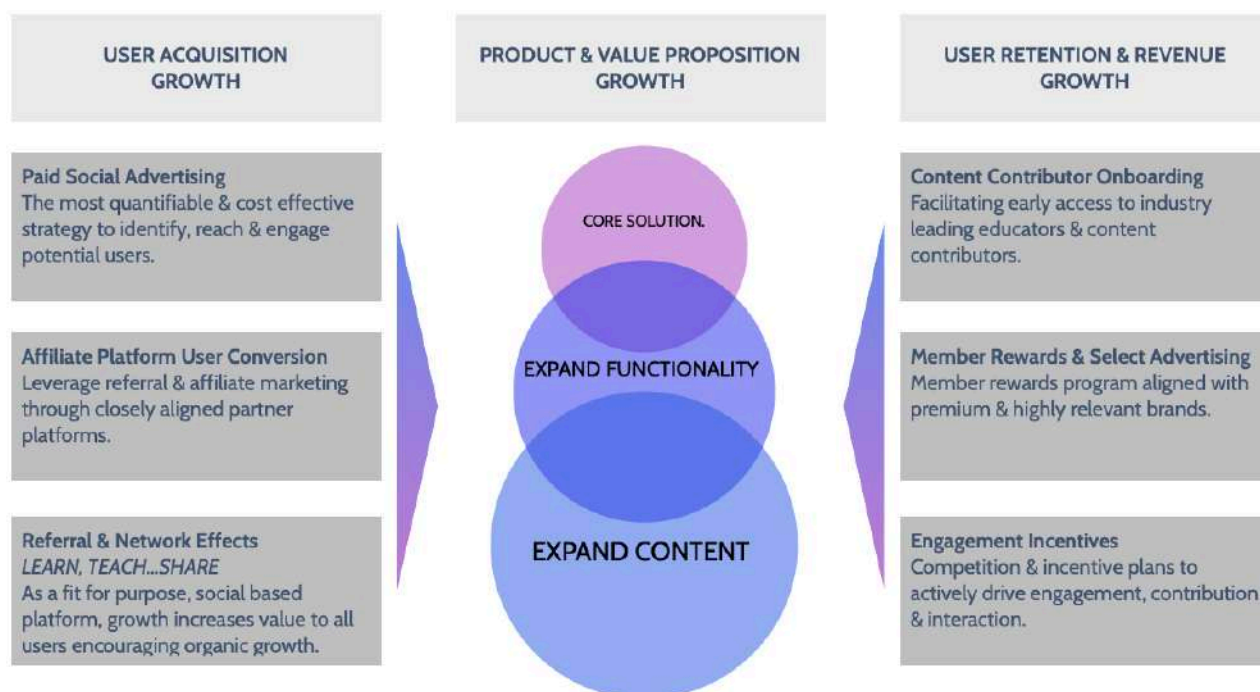
GO TO MARKET STRATEGY

Given the expected range of the opening content offering and early interest in the platform, we aim to have between 25,000 and 50,000 freemium signups within the first year, representing between 3% and 6% of the total addressable Australian market previously defined.

Our Go To Market Strategy is built around 3 core pillars of activity:

- User Acquisition Growth
- Product & Value Proposition Growth
- User Retention & Revenue Growth

Ediofy Go To Market Strategy Summary:



USER ACQUISITION

Paid Social Advertising

Paid social advertising is the most quantifiable and cost effective tool to identify, reach and engage our target potential users.

We are partnering with Yappy Group, a leader in the use of paid social advertising in the APAC region to lead our user acquisition efforts. Drawing on our understanding of the target market built up previously through efforts to grow the user base of iMeducate to over 20,000 subscribers, Yappy Group will be converting our key value propositions and market insights into world class content to maximise the return on user growth investment.

⁷. LinkedIn Advertising estimates based on a selected audience of doctors, dentists & allied health professions totalling 500K+ individuals sets a base range of impressions on a 30 day spend of \$900 of 21,000 to 97,000 and click through rates of 0.44%. Based on results of similar campaigns the click through rate forecast is 2%.

Due to the quantifiable nature of social advertising we are basing our initial user and subsequent subscriber conversion targets from the potential outcomes of the planned social advertising programs.

With a defined reach of over 500,000 potential users, we have cross referenced the minimum performance guidance from key social platforms to be used⁷ with forecast results from prior campaigns executed by Yappy Group. Based on an average ad media spend of AUD \$5,000/mth we are forecasting click through rates to the platform of 2% to drive an average of 5,000 potential users/month with expected sign up conversion of 50%.

At a 10% user to subscriber version we are targeting 3,000 paid subscribers year 1. This excludes user acquisition potential from other listed activities.

Affiliate Platform user Conversion

We are in the privileged position of being able to leverage the audiences of our closely aligned partner sites:

Life in the Fast Lane (LITFL).

LITFL is a medical education blog and clinical examination website, with over 69 million website visitors. LITFL's founder Dr Mike Cadogan is an advisor to the Company, and through this partnership is supporting us by sharing access to LITFL's extensive global audience.

As a shareholder in Ediofy, Dr Cadogan will assist our growth over the year through regular advertisements on the LITFL platform and in the LITFL newsletter; and provide access to make guest blog posts on LITFL.

In return for the above, Ediofy will assist in the hosting cost for LITFL to a maximum for \$1000 as part of our marketing budget if funding allows.

iMeducate.

Our previous educational platform, iMeducate, has amassed a substantial database of over 20,000 doctors and medical students. iMeducate has already licenced thousands of pieces of seed content relevant to this group.

As this database continues to grow we are able to leverage our user group to promote Ediofy through both cross promotion and the natural career progression and change in learning requirements from exam preparation to Continuing Professional Development.

Designed Referral and Network Effects

Ediofy. Learn, Teach...and SHARE.

As a fit for purpose, social based platform, Ediofy inherently encourages word of mouth and organic growth to optimise our ability to drive a significant proportion of earned user growth as opposed to being solely reliant on paid acquisition.

The platform has been consciously designed to take advantage of network effects. As the number of users increases, the value of the site increases for all current users through:

- increased content availability; and
- the ability to engage and interact with a larger pool of aligned professionals.

PRODUCT & VALUE PROPOSITION GROWTH

As the user base grows and our targeting scope for new users widens; both geographically and by profession, we will actively expand the breadth and depth of both the content and product offering to maintain a high value proposition for all users.

Core Solution

Offer immediate benefits to early adopters enabling profile development, establishment of the content base to populate the global content hub and enable AI support

The content already loaded includes thousands of high quality multi choice questions, video, PDFs, and images. All of the content has been either specifically created for the platform or has been donated by doctors, nurses and other health professionals.

Expanded Functionality

We will continue to increase the value proposition to far outweigh the cost of subscription through the activation of key services and features including groups, playlist curation and CPD report generation.

Expanded Content

Ensure the growth of the content base to maintain a high level of relevance and value to allied health professionals and wider geographic market segments.

"I think as a practicing health care professional this provides a real platform to integrate shared learning whilst capturing it seamlessly for CPD appraisal. It also has the potential to network global research projects in primary care. E.G. AI as a tool for triage.

Reviewer Comments. Bio Expert Network

The Bio Expert Network is a group of Health Professionals that review and assist start up companies develop their businesses in the health sector. www.bioexpertnetwork.com

USER RETENTION & REVENUE GROWTH

Content Contributor Onboarding

Driving the engagement and onboarding of industry leading educators and content contributors will be a key focus. We are currently facilitating sign on for contributors on the platform to enable early access to contributors to set up and populate content.

Ediofy has allocated budget to identify and engage a stable of education champions; thought leaders in their respective fields who already create and share content online through their various social platforms.

Champions will create exclusive content and act as influencers through their social accounts.

Contributor and Champions onboarding efforts will be supported through Content Creator & Member Rewards Programs.

Content Creator & Member Rewards Program

Ediofy will run incentive programs to encourage health professionals from around the world to both teach and learn on the platform.

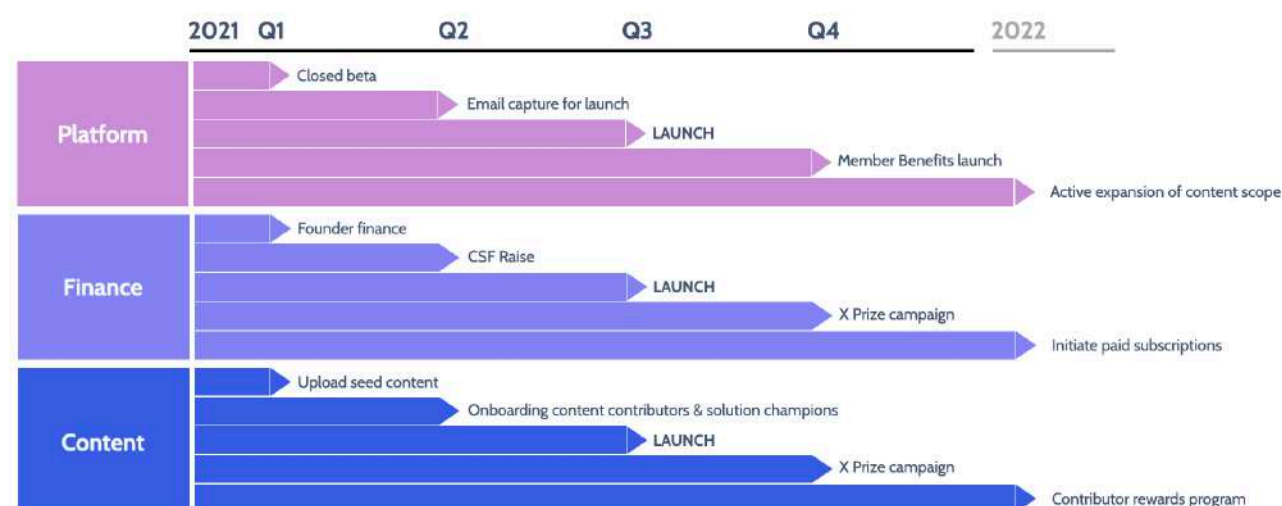
Prizes and rewards will be offered based on a number of parameters including the type of content created, the number of views of a piece of uploaded content, and the number of interactions recorded with that content.

Core objectives of the programs:

- Encourage health influencers to direct their followers to Ediofy.
- Promote and reward quality content contribution.
- Maximise the monthly active user base.

2.7 KEY MILESTONES 2021/22

Ediofy Key Milestones Summary.



Q1 2021. Closed Beta

During early 2021, we have been running a number of Beta test cycles to get feedback from the existing user base and identify any major issues. To date we have had over 300 people on the platform in the beta stage, ahead of the push we intend to do once we have closed our crowdfunding round.

Q2 2021. Email Capture

To create a buzz for the launch of the open version of the platform, we will leverage our crowdfunding marketing campaign to capture email addresses of early adopters and health influencers.

The email capture phase will enable us to identify and work with influencers and content creators prior to the launch of the open platform. Content creators will be offered early access so that they can upload seed content and help us to create a buzz around the launch date.

This will enable us to immediately launch to a large user base once the site opens to the Australian health community.

Q3 2021. Platform Launch

We will launch the open version of the platform to the Australian health community. By this stage, the site will be populated with a considerable amount of seed content provided by our own databases, influencers, and content creators.

Q4 2021. Benefits Program Launch

We aim to launch our benefit program toward the end of 2021. The program will provide our members with access to a range of corporate deals and discounts, integrated into the core platform so that members enjoy a seamless user experience. Initially as we let our user group explore and become used to the platform, we will provide free access to our user benefits program.

2022. Paid Subscription

By May 2022 our goal is to have enough content and traction on the site to offer a paid subscription service. By then our current user base will have had enough time to sample the premium features of the site to see the benefit of a paid subscription. This transition will generate immediate cash revenue for the business.

2022. Ediofy Rewards

With the paid subscription in place, we will launch Ediofy Rewards as a continued incentive for our influencers to interact on our platform. We will work in partnership with a large Australian corporate benefit program, enabling us to reward high value contributors with gifts and other incentives.

2022. Native Apps

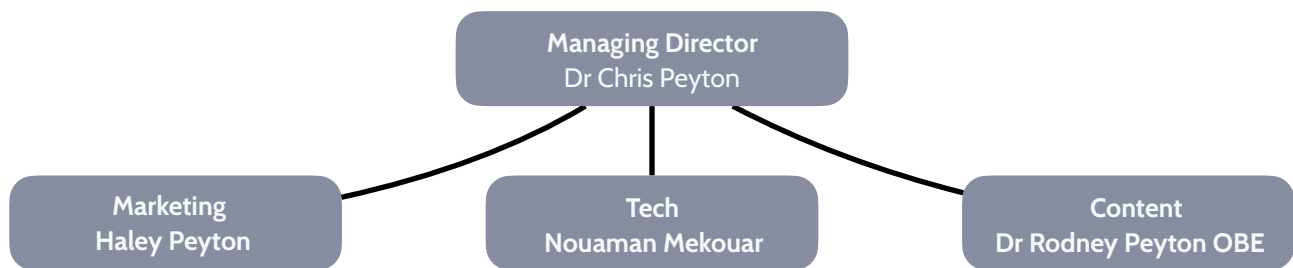
Although our platform is mobile responsive, we aim to start development of native IOS and Android apps during 2022. Commencing app development in 2022 will allow us time to collect significant feedback from our user group, and will allow us to grow and scale the web-based portal.

2022. Advertising

2022 will see us engaging with retailers to create advertising campaigns on the platform. By this stage we will have significant traction as well as robust data and analytics to share with advertisers who want to get next to our user base. Advertising will only be directed to users on free subscriptions. Paid subscribers will have access to a more streamlined, advertisement free experience.

2.8 THE TEAM

EDIOFY ORGANISATION STRUCTURE



OUR DIRECTORS, MANAGEMENT & ADVISORS



Dr Chris Peyton. MBChB, MACPE
Co-Founder & Managing Director

Chris is an Irish-born doctor living in Australia. He has a background in emergency medicine and currently works clinically in regional emergency departments around Australia.

In addition to working clinically, Chris has spent much of his career building medical businesses and was recognised for his contribution to the community with a nomination for citizen of the year while he built and ran an after-hours home doctor service in Western Australia

More recently Chris has focused on medical education, his first online education platform, iMeducate, was built to help emergency doctors pass their professional exams. Over 20,000 doctors have subscribed to iMeducate to date, with active users spending more than a combined 34,000 hours on the platform per year.

From here he founded Coached Education Pty Ltd. As an entrepreneur Chris is generally involved in every aspect of the business. Following our successful capital raise he will reduce his clinical work further to be able to increase his focus on the business moving forward.



Mrs Haley Peyton
Co-Founder & Director

Haley is a TV presenter and entrepreneur who has been on Australian TV screens for over 18 years. Haley has also worked with Chris and Rodney on a variety of online education projects and has become adept at speaking the language of our user group.

She was previously the marketing director for a large medical practice servicing West Australia's south west region.

More recently, Haley was in charge of Ediofy's test content social media campaigns through iMeducate. Over the course of the year, those social campaigns bought over 12,000 new visitors to iMeducate.com.

Following the capital raise Haley will act as the content lead working with our stable of influencers through the onboarding process as well as helping them add and promote their content within the platform. She will also work with the team at Yappy to create external social campaigns highlighting our content creators.

SENIOR MANAGEMENT



Al Nouaman Mekouar (Nano)
Chief Technology Officer

Nano is a full stack and mobile development machine with a heavyweight software development and architecture background.

Nano's experience in computer science and international consulting brings the needed skills for building advanced technology at scale. Nano is also a published app developer of multiple products in the augmented reality, computer vision and artificial intelligence space

Following the capital raise Nano will continue to act as our CTO while helping Chris hire full time development assets to help the platform scale quickly as our user base grows over the next year.



Dr Rodney Peyton OBE
Chief Content Officer

A consultant surgeon based in Northern Ireland, Rodney is a legend when it comes to medical education. As well as creating 'The Peyton Method of Surgical Teaching' - which is referenced in more than 100 research articles - Rodney has authored and co-authored many courses, including the internationally taught 'Training the Trainers' course.

He is recognised as a fellow of all four of the UK and Irish surgical colleges and received his OBE from Prince Charles in recognition to his services to medicine through the Troubles in Northern Ireland.

Rodney has already created substantial amounts of content for the platform from general questions to a complete "Training the Trainers, Lite" group that will be available to anyone accessing the platform. He will continue to work with us as an editor and content creator moving forward.

OBE, TD, BSc (Hons).
MBChBAO (Educ).
MD, FRCS(Eng, Ed, Glasg &I).
FRCP(Lond)
PGDL

"I love this project. If you can make it the Quora/Spotify/TED platform it wants to be, I think it will be very successful."

Reviewer Comments. Bio Expert Network

The Bio Expert Network is a group of Health Professionals that review and assist start up companies develop their businesses in the health sector. www.bioexpertnetwork.com

ADVISORS



Mr Martin Hassan
CEng IMechE, APMP

Martin is an executive and leadership coach specialising in change and culture. Martin also specialises in the facilitation of strategic and operational planning, developing high-performance results-focused teams and implementing operational-excellence discipline.

In his early career, Martin worked as an Engineer and Project Manager for a global leader in aero-engines. More recently, Martin has worked as a management consultant and corporate coach where he has worked with hundreds of leaders across Australia in multiple phases of the project life-cycle from Front End Loading, Construction, Commissioning, through to Operations and Maintenance.



Mr John Vickers
Bcom BAcc

John has over 30 years' experience in strategic planning, corporate finance and financial management. John has successfully completed numerous residential and commercial projects including capital raising and development management.

Over his career, John has worked with global companies such as KPMG and Alexander Forbes.

John has served as a director on numerous public company boards, including Alexander Forbes Limited (the ultimate listed holding company).

In Australia, John was an early stage investor in SEQTA Software and joined the Board as Chairman. Following a merger in 2017, John fulfilled the role of Chairman of the new public unlisted holding company Education Horizons Group until his recent transition to a non-executive director role.



Dr Mike Cadogan
MA MBChB FACEM FFSEM

Mike is a serial entrepreneur and Emergency Physician based in Western Australia. He currently spends most of his time as an Emergency Doctor at Sir Charles Gairdner Hospital in Perth.

An avid fan of rugby, he has previously served as team doctor for both the Western Force and the Wallabies as well as working as a "Rock Doc" for many celebrities who come to WA on tour.

Over the course of his career, Mike has also founded several companies in Australia including Healthengine - the leading online platform for patients to book medical appointments, iMeducate, and Life in the Fast Lane - the largest medical blog in the world.



Mr Kohen Grogan
BA Comms Advertising & PR

Kohen founded Yappy Group 9 years ago to shift the use of social platforms from growing followers to driving quantitative returns for businesses.

Yappy Group is now an APAC leader in the use of social intelligence and world class content to drive business outcomes.

Kohen is an Advisory Board Member at the School of Business and Law, Edith Cowan University and the Marketing and Communications Chair for the Perth branch of Entrepreneurs' Organisation.

OUR PARTNERS

Life In The Fast Lane



LITFL is a medical education blog and clinical examination website based in Australia. They specialise in emergency medicine, ECG, clinical examination, intensive care and toxicology providing case histories and open access educational material.

With over 60 million page views per year, thousands of pages of content, and almost 70 million visitors since its inception, LITFL has become the largest medical blog in the world.

LITFL have donated large banks of ECGs and clinical images. With their large user base, they will help to drive traffic to Ediofy and will be a major contributor to our growth - initially as we expand within Australia and then as we accelerate into the global market.

iMeducate

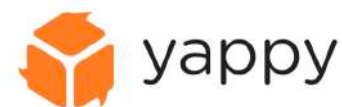


iMeducate is a medical exam preparation site for emergency doctors.

To date it has helped over 20,000 doctors pass their professional exams and has donated content, primarily hundreds of multi-choice question (MCQ) sets, to Ediofy. These MCQs cover a wide variety of subjects and specialities from general anatomy to equipment used for surgical procedures

With a growing database and a current user group that spends over 34,000 hours on the platform each year, iMeducate will form an organic funnel into Ediofy as users transition their focus from exam prep to lifelong learning.

Yappy Group



Yappy leverage social intelligence and world class content to drive business outcomes.

A leader in the APAC region in the application of social advertising to drive quantifiable returns, Yappy has been successfully developing and delivering eCommerce and wider business solutions for over 9 years.

Yappy will form a key pillar in scaling Ediofy's user base.

2.9 CAPITAL STRUCTURE, RIGHTS, LIABILITIES, RISKS & FINANCIAL STATEMENTS

CAPITAL STRUCTURE

To date most of the Company's funding has come from us the founders and our family. In addition we've leveraged some debt facilities and the R&D tax incentive.

ISSUED CAPITAL

The Company has 4,000,000 ordinary shares on issue.

Table 1: Issued capital of the Company before the Offer

Shareholder	Share type	Number of shares
The Peyton Family Trust	Ordinary	2,935,814
Lynne Peyton	Ordinary	393,598
Scop Family Trust	Ordinary	180,959
VIP Medicine Pty Ltd	Ordinary	180,959
Martin Hassan	Ordinary	73,670
Samantha Rees	Ordinary	10,000
Daniel Bradley	Ordinary	10,000
Dapper Apps Pty Ltd	Ordinary	185,000
Andrew Larsen	Ordinary	20,000
John Vickers	Ordinary	10,000
Total	Ordinary	4,000,000

Table 2: Issued capital of the Company following the Offer

Shares	Minimum subscription	Maximum subscription
Existing shares	4,000,000 96.75%	4,000,000 87%
Offer shares	125,000 3.25%	600,000 13%
Total shares on issue	4,125,000 100%	4,600,000 100%

RIGHTS AND LIABILITIES ASSOCIATED WITH SECURITIES

As at the date of this Offer, the only class of shares on issue are ordinary shares. There is no shareholders agreement between the existing shareholders and as such, the rights and liabilities associated with the shares are as set out in the Company's constitution.

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

Under the Constitution, the Board has the discretion to approve a transfer of shares to a third party. A more detailed description of the rights and liabilities associated with the shares is set out in Section 3. below. A copy of the Company's Constitution is available on the Intermediary's platform.

Each shareholder has one vote on a show of hands and, on a poll, one vote for each share held. The rights associated with the ordinary shares are set out in Ediofy's Constitution, available on the Intermediary's platform.

A summary of these rights is set out below:

- To receive notice of and to attend any general meeting of Ediofy;
- To vote at any general meeting of Ediofy on the basis of one vote for each share held;
- To receive dividends (if they are paid); and
- To participate in the distribution of the surplus assets of the Company (being any assets left over after all debts have been paid) in a winding up or reduction of capital of the Company.

DEBT FUNDING AND OTHER SOURCES OF FUNDING

A summary of the Company's debt facilities is below:

Director's loan from Christopher Peyton

Loan: \$55,199.70

Interest rate: 0%

No repayments for this loan will be paid from the CSF raise. The director's loan will not be repaid until the company has sufficient funds (provided either through revenue or a further capital raise) so that repayments do not effect the company's ability to grow and scale.

Company loan from Oz iMedic Pty Ltd

Loan: \$30,000.

Interest rate: 0%

No repayments for this loan will be paid from the CSF raise. The Company loan will not be repaid until the company has sufficient funds (provided either through revenue or a further capital raise) so that repayments do not effect the company's ability to grow and scale.

Westpac business banking overdraft

Loan: \$9,970.93 outstanding

Interest rate: 9.46%

Over the past two years we've also been successful at accessing the R&D tax incentive for Ediofy each year and will continue to leverage this rebate moving forward as the business grows.

RISKS FACING THE BUSINESS

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

Risk	Description
Cash flow risk	The Company's operating activities involve a series of cash inflows and outflows. Although the Company seeks to manage its cash flow efficiently, there is a risk that the Company may not have sufficient cash or working capital, at times, to fund both its operations and its expansion plans. This could affect the Company's profitability, future prospects, and its ability to meet its business objectives.
On-going funding risk	<p>Our current cash reserves (plus the net proceeds of the Offer assuming only the minimal targets reached) will not be adequate for our funding requirements beyond the next 12 months.</p> <p>The Company may need to raise additional funds in the future from investors or third parties. There is no assurance that the Company will be able to obtain additional rounds of funding on substantially the same terms as outlined in this Offer Document or at all. The Company's value may be materially affected if the required additional funding is not available.</p>
Competition risk	The Company operates in a highly competitive market, with several known competitors, and moderate barriers to entry that could give rise to new and unknown competitors. If the Company is unable to successfully compete with existing and/or new competitors, this would have a negative impact on the revenue, profitability and future prospects of the business.
Key person risk	The Company has a strong reliance on its executive team, as such its ability to execute its business strategy is dependent on that team remaining in place and operational. There is no key man insurance in place.
Technology risk	The Company uses a number of sales, marketing and member communication technology solutions. Despite the Company's measures to effectively manage these systems and risks, if any of these technologies were to fail without notice, it could interrupt the Company's ability to sell or communicate with customers, which could have a direct impact on revenue and profitability.
Startup risk	<p>The Company is a pre-revenue startup and will build the business with the funds raised through this crowd-sourced funding offer.</p> <p>As an early stage business, the Company is subject to all of the risks associated with early stage companies, including uncertainty around the volume and origin of revenue streams, size and existence of repeat customers, and risks associated with evolving technology. In particular, the Company is not yet profitable and is yet to generate revenue through certain anticipated revenue streams.</p> <p>The commercial success of the business will depend on many factors including the Company's ability to attract and retain quality staff and loyal customers.</p>
User Acquisition risk	<p>The success of the company is underpinned by the requirement to grow the user base, in particular users who contribute content to the platform to increase the utility of the platform for all users.</p> <p>The company has outlined a number of customer acquisition activities that we be implemented, the time taken to grow the Company will be directly impacted by the ability to successfully attract and keep users engaged on the platform.</p>
Professional indemnity risk	Although the site's terms and conditions place professional indemnity risk with the site's users (who - given that they are health professionals - will have their own PI insurance in place), there is always the risk that the site may be liable.

FINANCIAL INFORMATION

Below are the financial statements of the Company for the financial years ended 30 June 2020 and 2019, which have been prepared in accordance with Australian Accounting Standards.

Financial information for the 11 months ended 27 May 2021 has also been included, based on management accounts, and accordingly may be subject to change

Profit and Loss Statement

	27 May 2021	30 June 2020	30 June 2019
Gross receipts		\$ 30,000.00	-
Rebates & refunds		\$ 54,628.17	\$ 77,181.00
Total income	\$ 0.00	\$ 84,628.17	\$ 77,181.00
Accountancy	\$ 1,590.00	\$ 11,993.16	\$ 14,985.00
Other	\$ 1,096.61	\$ 3,347.08	\$ 6,192.00
Amortisation expense		\$ 71,342.31	\$ 71,342.00
Contract payments			\$ 6,550.00
Website hosting & feedback			\$ 3,979.00
Total expenses	\$ 2,686.61	\$ 86,682.55	\$ 103,048.00
Profit / (loss) before income tax	\$ (2,686.61)	\$ (2,054.38)	\$ (25,868.00)

Balance Sheet

	27 May 2021	30 June 2020	30 June 2019
Cash at bank	\$ (9,970.93)	\$ 22,939.07	
Total current assets	\$ (9,970.93)	\$ 22,939.07	\$ 0.00
Preliminary expenses	\$ 2,206.95	\$ 2,206.95	\$ 3,310.00
Research and development	\$ 5,651.46	\$ 5,651.46	\$ 8,398.00
Website development	\$ 372,862.68	\$ 161,287.68	\$ 229,884.00
Total non-current assets	\$ 380,721.09	\$ 169,146.09	\$ 241,592.00
Total assets	\$ 370,750.16	\$ 192,085.16	\$ 241,592.00
Unsecured cash at bank			\$ 9,740.00
GST payable		\$ 2,477.00	
Input tax credit control account	\$ (5,170.31)		\$ (3,692.00)
Total current liabilities	\$ (5,170.31)	\$ 2,477.00	\$ 6,048.00
Unsecured loans	\$ 85,199.77	\$ 251,802.27	\$ 295,683.00
Total non-current liabilities	\$ 85,199.77	\$ 251,802.27	\$ 295,683.00
Total liabilities	\$ 80,029.46	\$ 254,279.27	\$ 301,731.00
Net liabilities	\$ 290,720.70	\$ (62,194.11)	\$ (60,139.00)
Issued and paid-up capital	\$ 381,030.00	\$ 200.00	\$ 200.00
Accumulated losses	\$ (90,309.30)	\$ (62,394.11)	\$ (60,339.73)
Total equity	\$ 290,720.70	\$ (62,194.11)	\$ (60,139.73)

Notes on Balance Sheet

Outstanding loans to the company of 195,829.77 from Christopher Peyton and Lynne Peyton will be converted into shares prior to the capital raise.

Dapper Apps Pty. Ltd. (venture backed development firm in Perth) converted \$180,000 of invoices into shares in Ediofy at \$1 per share; matching the crowdfunding price per share.

Leaving only the loans outlined above of:

- \$30,000 to oz iMedic Pty Ltd
- \$55,199.77 to Dr Christopher Peyton - the cost of the current cap raise
- \$9,970.93 Westpac overdraft amount

Cash Flow Statement.

	27 May 2021	30 June 2020	30 June 2019
Cash Flow from Operating Activities			
Receipts from customers		\$ 84,628.17	\$ 77,180.75
Payments to Suppliers & Employees	\$ (35,113.43)	\$ (79,425.37)	\$ (90,182.14)
Interest & Other Costs of Finance	\$ (449.07)	\$ (1,088.18)	\$ (862.22)
Net Cash provided by (used in) operating activities (note 2)	\$ (35,562.50)	\$ 4,114.62	\$ (13,863.61)
Cash Flow from Investing Activities			
Payment for:			
Payments for property, plant & equipment	\$ (211,575.00)	\$ 72,445.78	\$ (48,826.85)
Net cash provided by (used in) investing activities	\$ (211,575.00)	\$ 72,445.78	\$ (48,826.85)
Cash Flow from Financing Activities			
Proceeds of borrowings			\$ 62,251.27
Proceeds of issue of shares	\$ 380,830.00		
Repayment of borrowings	\$ (166,602.50)	\$ (43,881.00)	
Net Cash provided by (used in) financing activities	\$ 214,227.50	\$ (43,881.00)	\$ 62,251.27
Net Increase (decrease) in cash held	\$ (32,910.00)	\$ 32,679.40	\$ (439.19)
Cash at the beginning of the year	\$ 22,939.07	\$ (9,740.33)	\$ (9,301.14)
Cash at the end of the year (note 1)	\$ (9,970.93)	\$ 22,939.07	\$ (9,740.33)

Note 1. Reconciliation Of Cash

For the purposes of the statement of cash flows, cash includes cash on hand and in banks and investments in money market instruments, net of outstanding bank overdrafts.

Cash at the end of the year as shown in the statement of cash flows is reconciled to the related items in the balance sheet as follows:

	2021	2020
Cash at bank	(\$9,970.93)	(\$22,939.07)

Note 2. Reconciliation Of Net Cash Provided By/Used In Operating Activities To Operating Profit After Income Tax.

	2021	2020
Operating profit after income tax	(\$27,915.19)	(\$2,054.38)
Changes in assets and liabilities net of effects of purchases and disposals of controlled entities:		
Increase (decrease) in sundry provisions	(\$7,647.31)	(\$6,169.00)
Net Cash provided by (used in) operating activities	(\$35,562.50)	(\$4,114.62)

Statement of changes in equity

Opening balance as at 1 July 2018	\$	(34,272.12)
Shares issued	\$	0.00
Loss for the year	\$	(25,867.61)
Closing balance as at 30 June 2019	\$	(60,139.73)
Opening balance as at 1 July 2019	\$	(60,139.73)
Shares issued	\$	0.00
Loss for the year	\$	(2,054.38)
Closing balance as at 30 June 2020	\$	(62,194.11)
Opening balance as at 1 July 2020	\$	(62,194.11)
Shares issued	\$	380,830.00
Loss for the year	\$	(27,915.19)
Closing balance as at 27 May 2021	\$	290,720.70

MANAGEMENT COMMENTS ON HISTORICAL PERFORMANCE & OUTLOOK

Historical performance

Income received in previous years consists of the R&D tax incentive and sponsorship received from iMeducate.

In 20/21 financial year due to covid 19 Chris had to increase his clinical workload at the hospitals he works in as they lost many of their FIFO medical workforce following border shutdowns. This in turn meant that planning and implementation of a crowdfunding campaign was delayed, beginning at the start of this calendar year.

Outlook

We are a startup company raising seed funding to allow us to grow and scale our MVP quickly over the next year. With this in mind our outlook and potential growth throughout the next year is based on assumptions drawn from data and from our experience with previous advertising campaigns with iMeducate, as well as data from our competitor figure 1 and from other social and education platforms. We have briefly outlined our assumptions below.

Given the wide range of seed content we are loading onto the platform and leveraging the marketing expertise of the Yappy Group who will run our marketing campaigns going forward we aim to have 25,000 to 50,000 signups within the first year.

Given that our user population is time poor and high income earners, and that Ediofy provides a necessary service to maintain their professional registration, we believe a conversion rate of 15% or more is a reasonable estimation at this stage.

Expected subscription pricing is detailed in section 3.

As we are offering a freemium model we will also derive revenue from advertising on the platform. Given the multimedia nature of our content there will be multiple opportunities for brands to reach our user base however we aim to focus more on growth and traction in the early stages of the business and will therefore ensure that first and foremost our users have a great experience.

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 the Company and has not been validated by an independent third party.

3. INFORMATION ABOUT THE OFFER

3.1 TERMS OF THE OFFER

The Company is offering up to 600,000 shares at an issue price of AU \$1 per share to raise up to \$600,000.

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

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

The Intermediary must close the Offer early in certain circumstances. For example, if the Maximum Subscription is reached, the Offer must be closed. If the Minimum Subscription is not reached or the Offer is closed but not completed, you will be refunded your application money.

Terms of the Offer

Term	Details
Shares	Fully-paid ordinary shares
Price	\$1.00
Minimum Subscription	\$125,000.00
Maximum Subscription	\$600,000.00
Minimum parcel size	\$250.00
Opening date	1 June 2021
Closing date	1 July 2021

A description of the rights associated with the shares is set out in Section 3.

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

The Offer is not underwritten.

3.2 USE OF FUNDS



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

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

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

These fees are up to 6% of all funds raised by the Issuer through Birchal Financial Services Pty Ltd (Intermediary), plus \$2,800 for administration and setup costs.

There will also be a fee payable to the Yappy Group following successful cap raise, this fee is to cover the social media advertising costs for the raise and the PR campaign. As part of this fee is a 2% success fee.

SUMMARY USE OF FUNDS	Min. Subscription	Max. Subscription
Overheads- TOTAL	\$ 11,700	\$ 39,000
Salaries		
Dr Chris Peyton (Director) - salary	\$ 0	\$ 0
Mrs Haley Thompson (Director) - salary	\$ 0	\$ 48,000
Mr Al Nouaman Mekouar (CTO) - salary	\$ 0	\$ 48,000
Salaries- TOTAL	\$ 0	\$ 96,000
IT & Development- TOTAL	\$ 100,000	\$ 177,000
Marketing		
Yappy Group: Ongoing marketing engagement fees	\$ 0	\$ 120,000
Marketing- Other	\$ 0	\$ 69,200
Marketing- TOTAL	\$ 0	\$ 189,200
CSF Offer Costs		
Birchal Raise Costs	\$ 10,300	\$ 38,800
Yappy Group: Raise campaign costs & Success fee	\$ 3,000	\$ 60,000
CSF Offer Costs- TOTAL	\$ 13,300	\$ 98,800
TOTAL FUNDS	\$ 125,000	\$ 600,000

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.

3.3 RIGHTS ASSOCIATED WITH THE SHARES

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

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

VOTING RIGHTS

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

DIVIDENDS

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

GENERAL MEETINGS & NOTICES

Directors have the power to call meetings of all shareholders. Shareholders who hold at least 5% of the votes which may be cast at a general meeting of the Company have the power to call and hold a meeting themselves or to require the directors to call and hold a meeting.

Shareholders have the right to receive notice of and to attend any general meeting of the company, either personally or through a duly appointed proxy, attorney or representative.

WINDING UP

If the Company is wound up and there are any assets left over after all the Company's debts have been paid, each shareholder will participate equally in the distribution of the capital and surplus assets of the Company in a winding up or reduction of capital of the Company.

RESTRICTIONS ON SALE & TRANSFER

The shares in the Company are transferable in accordance with the provisions of the Company's constitution.

3.4 INVESTOR REWARDS

In addition to gaining part ownership of the Company, investors of amounts equal to, or greater than AUD \$500 will receive one years free access and investors who invest greater or equal to AUD \$1,000 will receive two years of free access to all of the premium features of the site.

Investors free subscription will start when we begin paid subscriptions to the platform.

Investors who are not health professionals may choose to gift their free subscription to someone else.

3.5 WHAT CAN I DO WITH MY SHARES?

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

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

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

4. INFORMATION ABOUT INVESTOR RIGHTS

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

ANNUAL REPORT

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

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

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

DISTRIBUTION OF ANNUAL REPORT

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

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).

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 Coached Education Pty Ltd

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)