



CROWD-SOURCED FUNDING OFFER DOCUMENT

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

Offer of fully-paid shares in Flash Market Pty Ltd at \$0.25 per share to raise a maximum of \$2,500,000.

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

Issuer:

Flash Market Pty Ltd: ACN 615 277 677

Intermediary:

Birchal Financial Services Pty Ltd:
AFSL 502618

Start Date of Offer:

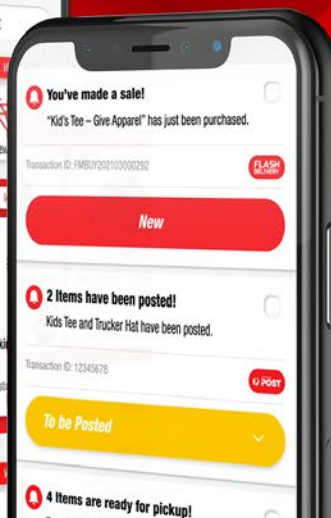
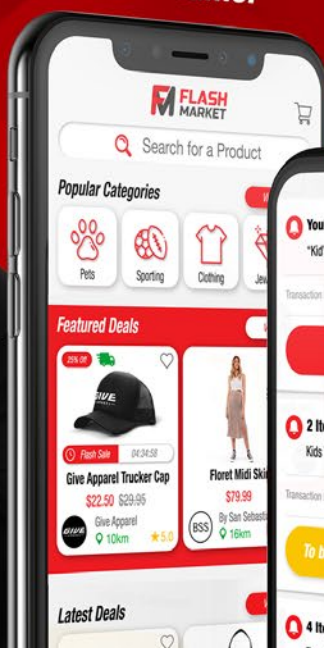
26th August 2021




Consumer


Business


Driver



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SECTION 1

RISK WARNINGS

1.1 RISK WARNING

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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 this offer document or for 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.

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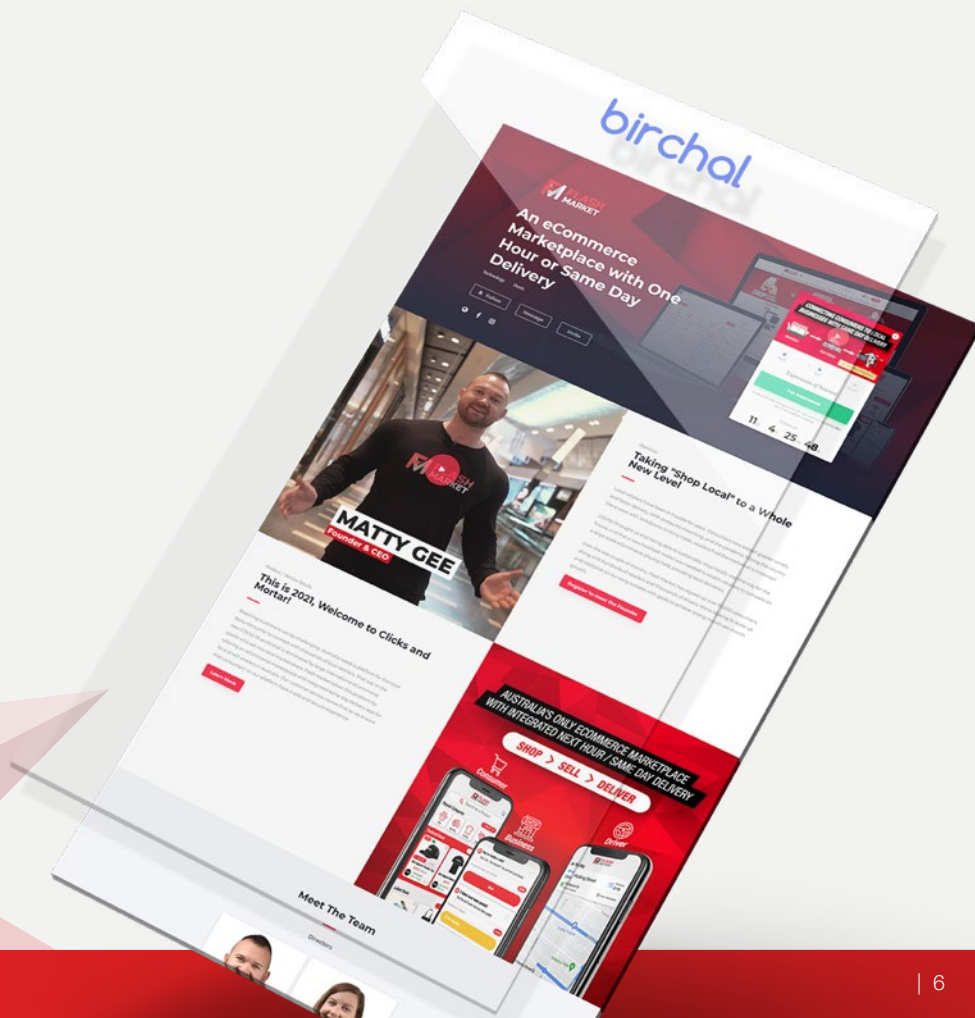
SECTION 2

INFORMATION ABOUT THE COMPANY

2.1 Company Details

This offer of shares is made by Flash Market Pty Ltd ACN 615 277 677 (the Company). The Company was incorporated on 4 November 2016.

COMPANY NAME	Flash Market Pty Ltd
ACN	615 277 677
Offer Type	Crowd-Sourced Funding
Offer Date	26th August 2021
Offer Details	Offer of fully-paid ordinary shares in Flash Market Pty Ltd at \$0.25 per share to raise a maximum of \$2,500,000
Registered Office and Contact Details	Unit 33, 9 Vision Street, Wangara 6065 WA
Principal Place of Business	Unit 33, 9 Vision Street, Wangara 6065 WA



2.2 Description of the Business

What is Flash Market?

Flash Market is an Australian owned & operated eCommerce marketplace with an integrated delivery app for next hour or same day delivery which makes shopping local easy.

Founded with a sole purpose and a vision to see local retailers thriving and competing against international eCommerce giants at a local level. Until now we have been in research and development (R&D) based on year on year (YoY) data from industry reports along with live testing to develop a marketplace with features tailored to local retailers and the ever-changing buying behaviour of local consumers.

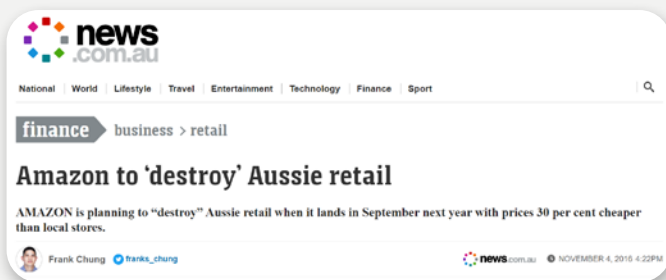
We are currently in our onboarding phase where we are signing up retailers, consumers and drivers to the platform before we officially launch.

The Problem

Retailers are struggling and have been for years as consumers really start to ramp up online spend. They have been hit even harder now with Covid and lockdowns and they don't know when it's going to end.

The Solution

Flash Market's localised marketplace with integrated same day delivery means retailers can trade through lockdowns and have their products delivered to local consumers.



Marketplaces are dominating

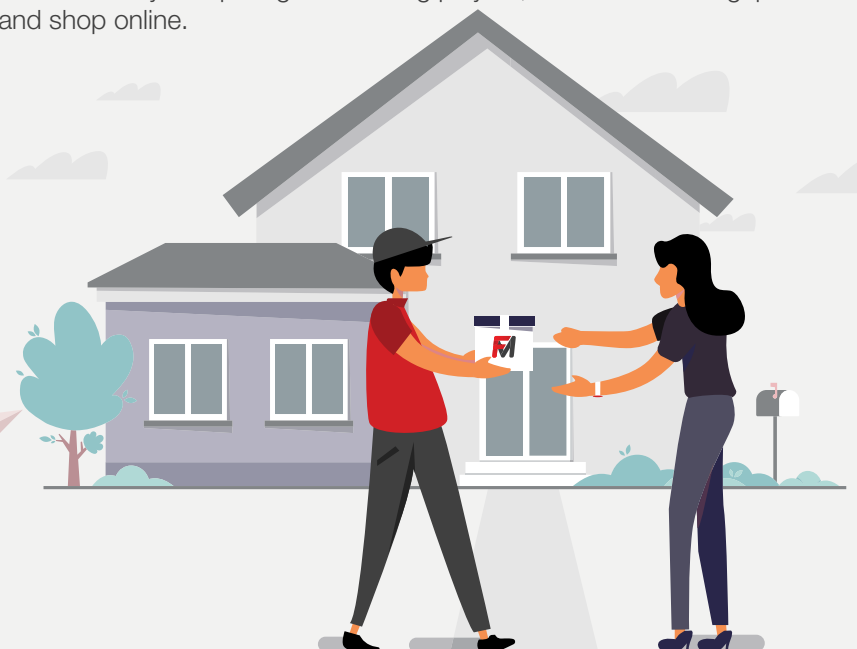
There are more players in the Australian Marketplace than ever before.



Inside Australian Online Shopping

Why Flash Market

The time is now for a new player in the game to emerge and serve the community with its data backed solution. The first to market features on Flash Market means that instead of directly competing with the big players, we fill a massive gap in a market that has 12 million consumers that browse and shop online.



2.2 Description of the Business (Continued)

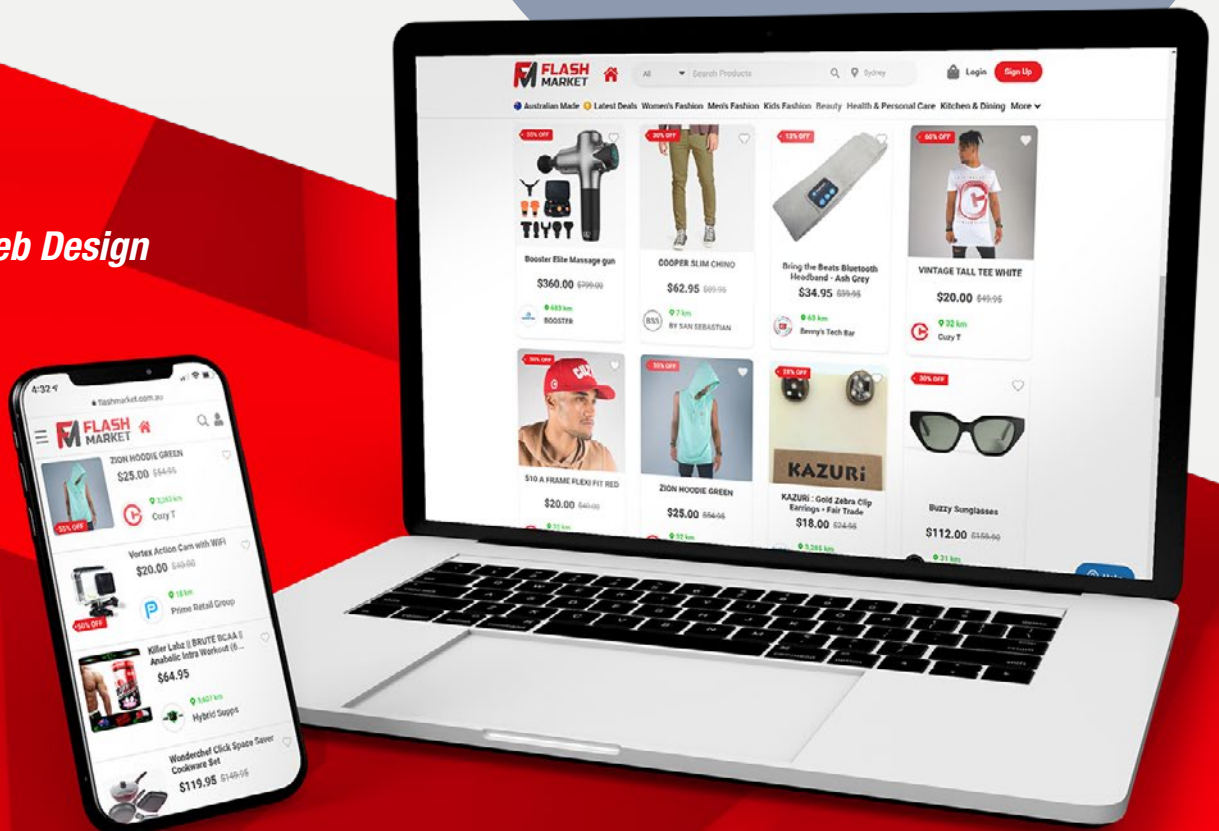
Product Overview

Flash Market is made up of 5 major elements: Content Management System (CMS), Web - Desktop & Mobile, Consumer App, Business App & the Delivery App.



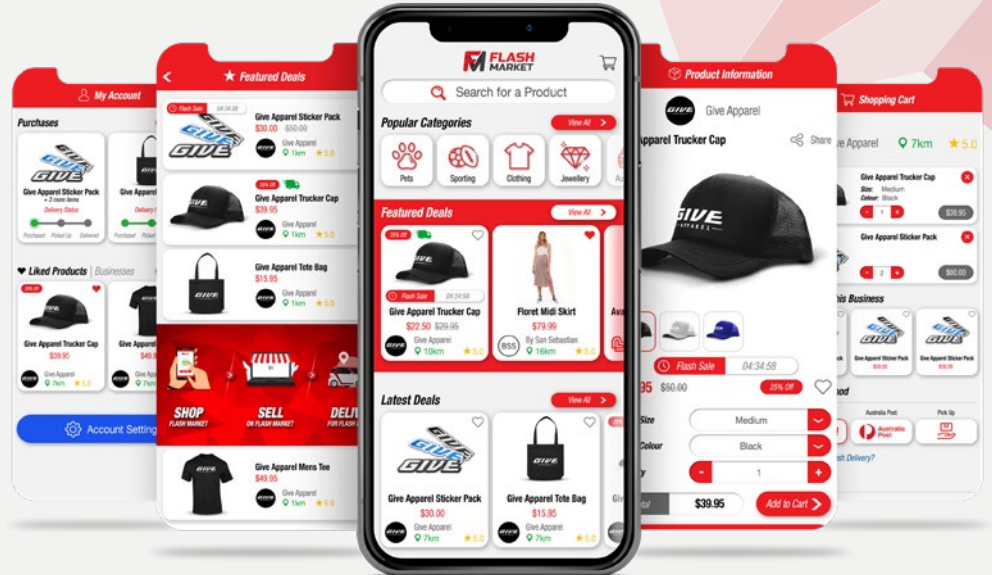
Content Management System (CMS)

Responsive Web Design



2.2 Description of the Business (Continued)

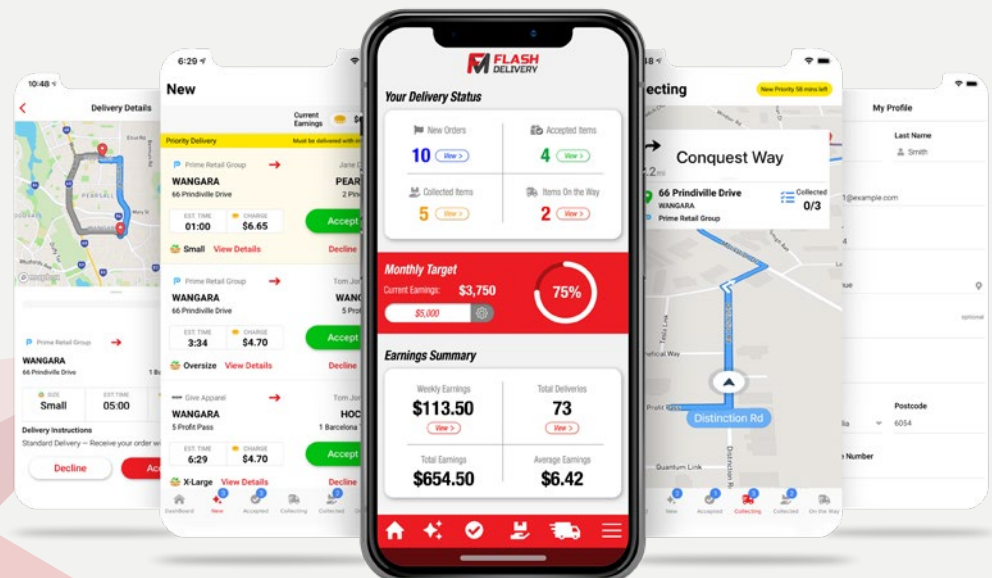
Consumer App



Business App



Driver App



2.2 Description of the Business (Continued)

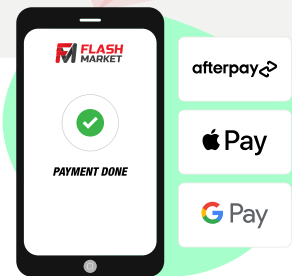
Features Coming Soon



Consumer App



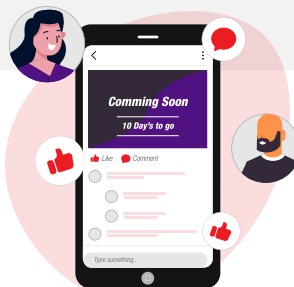
Investor Portal



More Ways to Pay



Ads Manager



Go Social



Noticeboard



Integrations



Get Rewarded



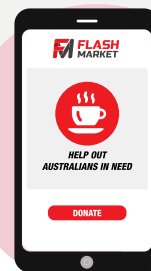
Business App



More Categories



Flash Frenzy



Pay It Forward

2.2 Description of the Business (Continued)

Other Category Groups

We will be launching Trades & Services, Food & Drink and Travel & Leisure. This will allow Flash Market to expand its service offering and allow local businesses in these other category groups to have an eCommerce solution and extra sales they didn't know they had access to.



SHOP

FLASH MARKET



SELL

ON FLASH MARKET



DELIVER

FOR FLASH MARKET

The background of the slide is a red-tinted photograph of a car's interior. It shows the steering wheel, a hand on the gear shift, a smartphone displaying a map application, and a wristwatch on the dashboard.

OUR MISSION

“

***To be the largest online marketplace
in Australia by making shopping
local easy while supporting local
family-owned retailers.***

”

2.3 Business Model & Strategy

While Flash Market is based solely on retail at the moment, it was built to cater for deals and flash sales along with listings for trades & services, food & drink and travel & leisure which will expand our user base, business listings and overall ease of finding anything in your local area.

The Company was incorporated in 2016 with Research & Development, live testing, more research and development, lots of community work and brand exposure. As you can see, the marketplace and the entire Flash Market ecosystem is a sophisticated network of components and integrations and therefore has taken a substantial period of time to research, design and develop.

Flash Market has an additional revenue stream through a 'fee for service' providing strategy, marketing and management for promotions and raffles. The Team has the expertise to build sound infrastructure and the ability to capture clients and a large audience. Having access to an advanced technical and development team ensures this platform will continue to develop into the future with large scale promotions planned for years to come. To date, the success of these promotions provided Flash Market with an injection of funds to support the Company's operation.

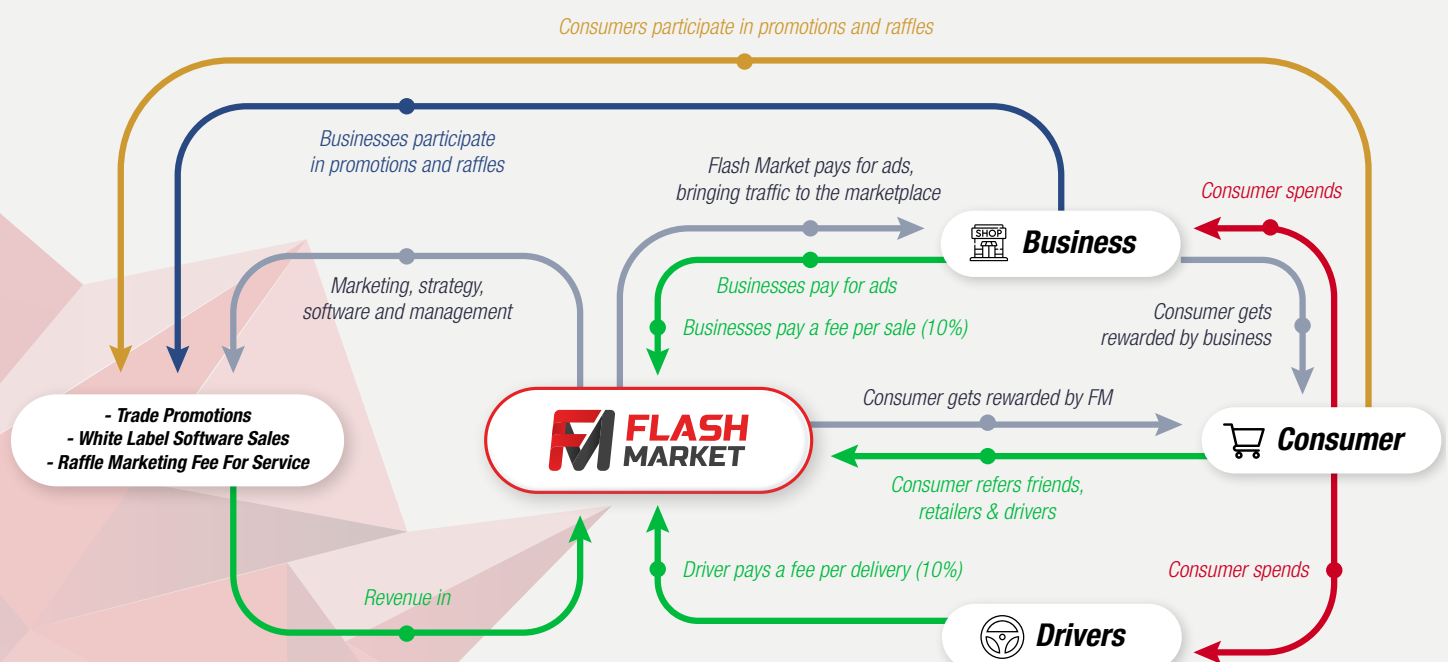
Flash Market currently generates revenue from this model. Our main business is designed to generate revenue from 3 other major streams.

Shopping local made easy is as simple as it sounds. Monitoring years' worth of eCommerce industry data and consumer buying behaviour was the leading force in creating an eCommerce solution that would allow local retailers to stay ahead of the savvy online shoppers of tomorrow. We're positioned really well by delivering a seamless online experience combined with the ultimate level of ease and convenience at the heart of the pandemic.

Flash Market generates revenue from 4 major streams:

1. Promotions & 'fee for service' providing external marketing, strategy & management
2. Platform fees at 10% of each sale
3. 10% of each delivery fee from the driver
4. Ads from businesses through our custom ads manager

Flash Market's ecosystem keeps money circulating through the local economy, creating more jobs and more stability for future generations.



2.4 Testimonials & Feedback

Industry Professionals:



Joff* | *By San Sebasation*

What can we say.... Flash Market has been an absolute game changer for our business. In such a competitive retail market and in a time when small businesses are finding it hard to remain competitive, Flash Market has given By San Sebastian the ability to now sell our products in way that was once unattainable to most small businesses in Australia.

Hilton* | *Cuzy T*

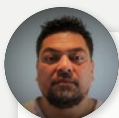
This a great platform for selling your products. The concept behind this is all about supporting Australian local businesses in your community and I see huge potential with it. The same day delivery and their customer service is what sets them apart. I can't wait to see them grow to be a massive player here in Australia. It's what we've all been waiting for.



Adam* | *Auto One Morley*

Flash Market let's us reach new customers and gives us a same day delivery solution which puts us as a first preference to new and existing customers. It's amazing to finally have an Australian company with an Australian support team offering a major eCommerce solution to local retailers.

Social Media:



Jerome Lerome*

If this platform kicks off as advertised. It's going to be bloody awesome! I'm genuinely excited and look forward to buying and selling products from it. Well done!



Abbie Jones*

What a great platform and even better to receive goods on the same day as purchase!! Well done 😊

As a small business myself I think this will be a great opportunity to help us progress. Especially after Covid has impacted us greatly. 🙏 best of luck with it !



Trent Wiggs*

It's great what you fellers do something so small but at same time so big can change a person life around, keep the good work rolling on 🙌



Jai Edwards*

Done! Good to see such progress! Full support!



Lauren Anne*

Done! The platform you have created is freakin awesome! And the give away is top notch! 🙌

*Individual has provided consent to inclusion of this statement

2.5 Traction to Date From June to August 2021

**Over
30,000**
Consumers

330
Businesses

2,400
Drivers

Drivers are subcontractors, same as they are with Uber etc

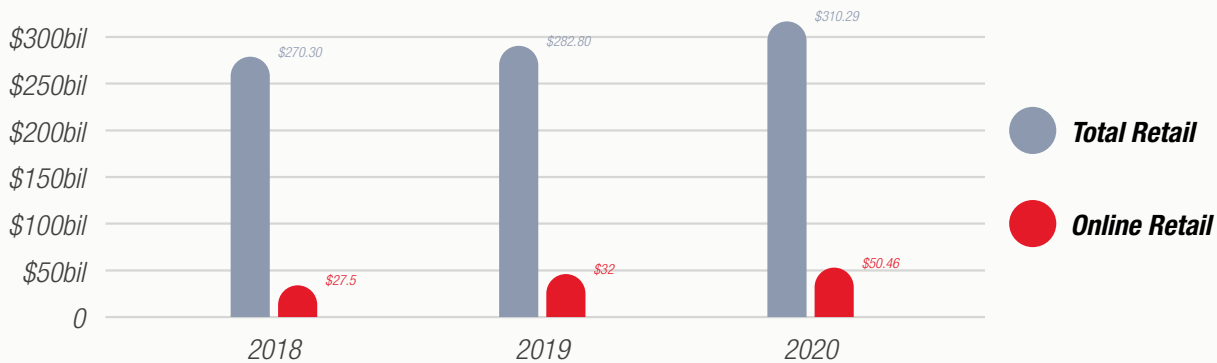


2.6 Growth Strategy

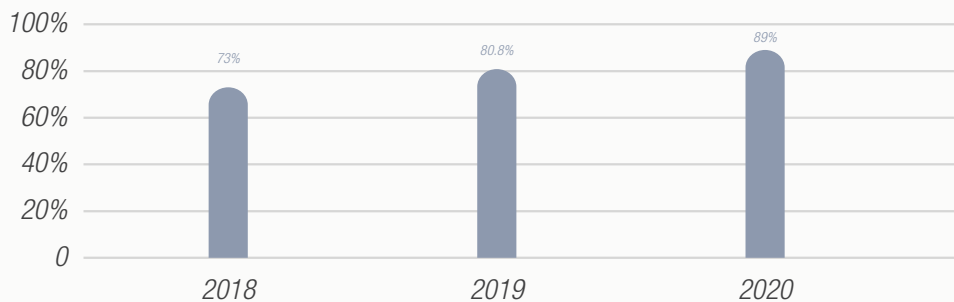
Graph 1: Industry Growth for Online Shopping in Australia



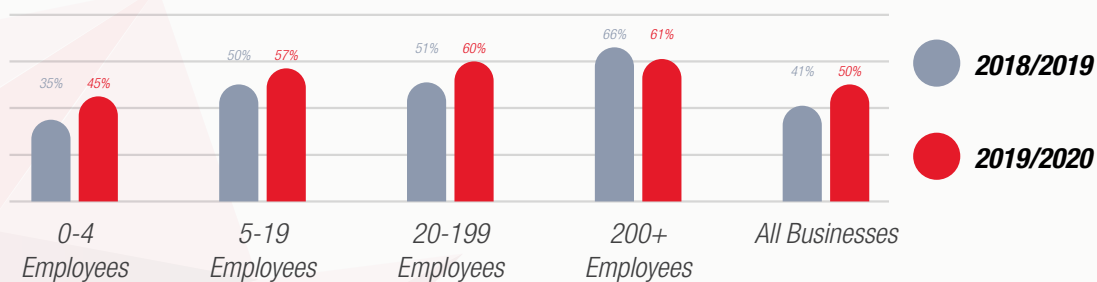
Australian Retail Spending



Percentage of Australian Households Shopping Online



Percentage of Businesses that Received Orders via the Internet



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https://auspost.com.au/content/dam/auspost_corp/media/documents/2020-e-commerce-industry-report.pdf
https://auspost.com.au/content/dam/auspost_corp/media/documents/e-commerce-industry-report-2021.pdf
<https://www.webalive.com.au/e-commerce-statistics-australia/>
<https://powerretail.com.au/in-focus/the-new-normal-one-million-households-shopped-online-every-month-of-2020/>
<https://www.abs.gov.au/statistics/industry/technology-and-innovation/characteristics-australian-business/2019-20#e-commerce>

2.7 The Organisational Structure

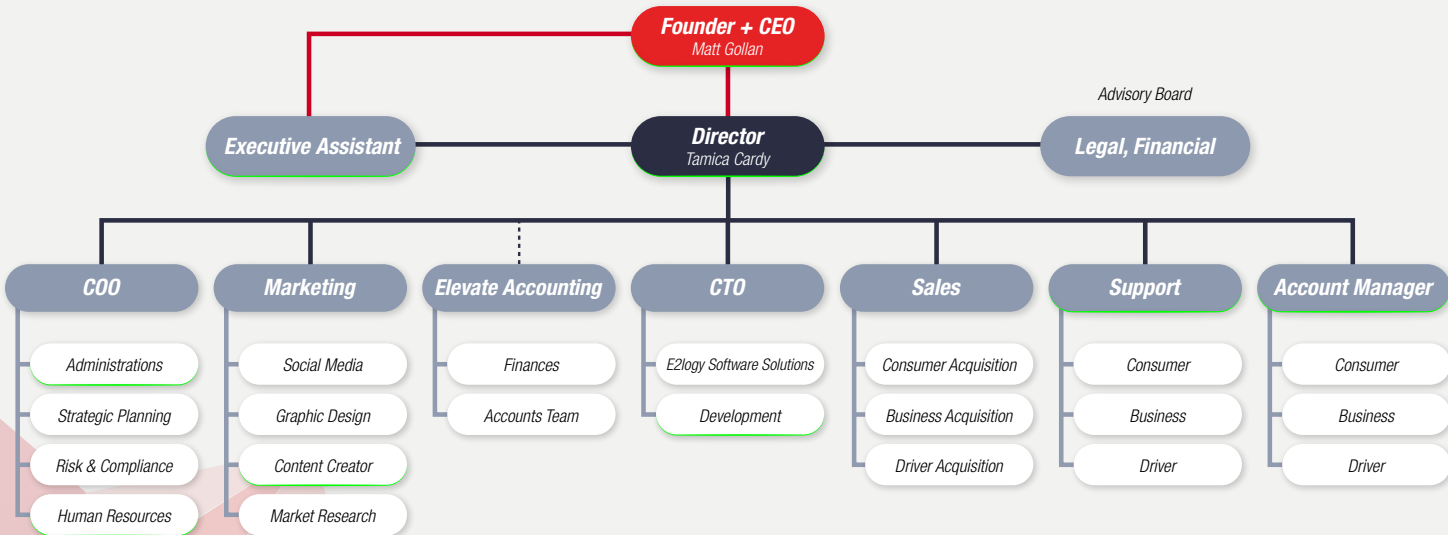
Company Structure

Flash Market Trading Pty Ltd is a wholly owned subsidiary of Flash Market Pty Ltd. Flash Market Pty Ltd owns all the IP, trademarks and has all the shares.



Team Structure

We are currently a team of just 9. The below structure shows our 6 month plan. We expect to have all positions filled within the next 6 months with massive team growth.



● Green highlight underneath boxes indicate currently filled positions

2.8 Directors & Advisors



Matt Gollan | *Founder & CEO*

The driving force behind the innovative Company is none other than Matt Gollan, better known as Matty Gee. A person who lives and breathes Flash Market, Matt has dedicated the last five years to ensuring Flash Market is a fighting contender in the saturated online arena. Although an electrician by trade, Matt has always been highly motivated to build things that help people and believes that passion and purpose trump skill every day of the week.

The father to two gorgeous girls, Matt's marriage experienced a breakdown because of the hours needed to build the company over the years. His relentless dedication to Flash Market's vision is what keeps us going as a team.

Massively focused on the community, and going above and beyond to help others, Matt's spark for giving back can be felt within the fabric of our company.

Matt is a down to earth and authentic person who is constantly thinking of our future and what new ideas we can implement. Strongly advocating the role of being a leader, not a boss, Matt treats his team like a family.

Having a genuinely happy team is his priority, and he views each member as an asset that propels Flash Market's success.

Tamica Cardy | *Director*

The highly efficient, smooth operator of Flash Market is Tamica, our second director. We can always trust Tamica to keep the company in check, as she ensures we remain compliant and on track. Tamica works seamlessly with Matt and the team in achieving our vision. She complements Matt immensely in being a powerhouse for the company's growth. Working on the ethos that every team member is an exponential asset, Tamica has a significant focus on making sure the team is happy, fulfilled and working to their full potential.



Advisors



Shane | *Elevate Accounting*

Shane Crommelin established Perth Accounting Firm – Elevate Group in 2016 to better serve the evolving needs of the small to medium-sized business market.

Shane is a creative accountant who works well in difficult situations. Shane's career success has been forged through his holistic approach to providing superior service to his clients. This fastidious focus on service runs deep through Elevate's very own DNA today.

Daniel Cole | *Beck Legal*

As a Commercial and Succession Planning Lawyer I advise across the commercial and business sector which includes corporate and enterprise restructuring, enterprise, personal and farm succession planning, self managed superannuation funds, private mergers and acquisitions, business and equity sales and purchases, asset protection strategies, Personal Property Security Act 2009 (Cth) compliance and other strategically negotiated commercial transactions.



2.9 The Team



Jeremy Salt | *Development Manager*

Jeremy manages our entire team and oversees project delivery, and he does so with an immense passion for the Flash Market vision. An avid learner who always finds new ways to upskill, and absorb information, Jeremy has sound knowledge in development, and keeps our company growing exponentially. His excellent communication skills with the team and his ability to convey our ideas to the dev team ensure we seamlessly bridge the gap between development and strategic planning.

Samantha Gollan | *Admin*

Samantha has the role of our in-house bookkeeper and general administration manager; Samantha looks after our books for the company, pays wages and handles our invoicing. Working closely with our accountant, Samantha's work is prudent in ensuring our internal operations run smoothly. Samantha is the mother of Matt's two children and is also his ex-wife. They remain best friends and work well in a team environment. No workday would be the same without Samantha's friendly and hard-working attitude.



Madeleine Young | *Account Management*

Our vibrant, and gregarious account manager brings so much positivity to our Flash Market team. We can always count on Maddy to provide that classic 'service with a smile'. Her cheerful attitude never goes unnoticed as she is always eager to learn, upskill and actively finds new ways to add value to Flash Market's constantly evolving business model. Massively focused on the end customer, Maddy is driven to provide support wherever she can, and her passion for helping people reach their best is what makes her an asset.

Elroy Yeap | *Content Creator*

Our creative driving force can be seen in our in-house content creator, Elroy. Always ready to convey Matt's message into engaging video content; Elroy works alongside our graphic designer to regularly create social media and website content. Through his impeccably creative flair, and his ability to inject completely new and fresh ideas into our content calendar, Elroy is an asset to our team. An excellent relationship builder, Elroy's ability to translate that interpersonal connection, through video, is seen in the quality of his work.



2.9 The Team (Continued)



Peter Rafferty | *Support Services*

When it comes to customer service, no one does it quite like Peter. With a strong backing in customer service, our Peter is nothing short of a go-getter. Peter is a new member of our team, but that has not stopped him from proving his weight in gold. Peter is always eager to learn, upskill and take on every challenge that is thrown his way. Needless to say, his attention to the customer is sharper than ever; Peter is quick to respond to consumers, businesses and drivers alike.

Rochelle Tonkin | *Executive Assistant*

Rochelle joins our team with over 30 years' experience as an Executive Assistant. Her extensive career includes the commencement of two companies from initial planning stage to the successful operation of the organisations. Completing a Bachelor of Business, Rochelle's skill set provides a high level of administrative support. Rochelle is energetic, diligent, organised and committed to support the Flash Market team.



Tracy Bizaare | *HR / Recruiting*

Tracy joined our team to provide sourcing solutions across a range of sectors, working with management to source talent, screen resumes, conduct behavioural based interviews and deliver recruitment solutions.

Tracy has an exceptional skill to build rapport across candidates, manage priorities, meet deadlines and build strong networks. Her experience in recruiting provides strong foundations for Flash Market's Human Resources Department.

2.10 The Developers

e2logy Software Solutions are contracted by Flash Market and have specifically recruited these developers on long term contracts for our project only. In short, we class them as our developers as they weren't employed by e2logy for any other project apart from ours.

The team are balanced with mobile & web developers, quality analysts, UI/UX and HTML designers, experienced in working with challenging environments. They are a creative and hard working team that work effectively for on-time delivery and customer satisfaction.



Ruchhir Agarwal | *Chief Executive Officer*

Looks after Client relationship management, Project delivery, Technology & Sales. Responsible for communicating, on behalf of the company. Leading the development of the company's short- and long-term strategy. Mentor and interact with members of staff at all levels to foster growth and encourage development among the senior executive team and all members of staff.

Suresh Nariya | *Group Delivery Manager*

Maintaining overall delivery of the services and responsible for identifying business needs while managing client's expectations. Maintaining deadlines of the project, responsible for defining system architecture using his deep experience in building and scaling technology solutions. He is over all responsible for managing team & project's dynamics.



Shailesh Patel | *Delivery Manager*

Coordinating with the delivery team members. Responsible for execution of web and mobile solutions. Responsible for client communication, requirement understanding, status updates, delivery of project work etc. Skilled at programming from problem statement to well executed solutions.

Rahul Patel
Development Lead



Kumar Awadesh
Senior Web Designer



Hiren Dave
Senior Web Developer



Rajal Dudhatra
Senior Software Engineer

2.10 The Developers (Continued)

Swati Desai

Senior Software Engineer



Ayush Kumar Goel

Senior Software Engineer



Chandresh Patel

Senior Software Engineer



Dhruv Upadhyay

Software Engineer

Kishan Chotaliya

Software Engineer



Jigar Soni

Software Engineer



Ankit Gandhi

Software Engineer



Komal Sidhu

Senior Quality Engineer

Aksh Chaudhary

Quality Engineer



2.11.1 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.

Under the Constitution, the Company 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 page 23 below. A copy of the Company's Constitution is available on the Intermediary's platform.

2.11.2 Sources of Financing, Including Debt Financing and Other Financing

The commercial loan in the amount of \$150,000 from Colin Campbell was a 60 sec approved loan to be able to cover elevated ad spend for the CSF and onboarding campaign due to iOS 14 changes (inability to track iPhone users across social media) and a 300% increase in the cost of Facebook ads.

This loan is to be paid back in full, and with interest, out of our current revenue model. The loan from One Raise Pty Ltd for \$259,727 will also be paid back from the current revenue model over time with no interest payable.

To date, our activities have been primarily funded by the Company's founding shareholders along with the current revenue model. See section 2.3 for more information on the current revenue model. The founding shareholders have loaned funds of \$26,256 in total to the Company. These loans do not generate any interest and the founder loans will not be repaid with the funds raised under the Offer.



2.11.3 Capital Structure

As of the date of the Offer Document, the Company has 44,998,660 ordinary shares on issue.

The company only has ordinary shares on issue.

Flash Market Pty Ltd owns all the shares on issue in Flash Market Trading Pty Ltd.

Table 1: Issued capital of the company before the Offer

SHAREHOLDER NAME	Number of Ordinary Shares
Gollan Family Investments Pty Ltd as trustee for Gollan Family Trust (Founder: Matthew Gollan)	24,149,860
Missile 292 Pty Ltd as trustee for Fred's Family Trust	16,864,680
Nash Jackson Lee	1,392,300
Steven Paul Kreti as trustee for Steven Kreti Family Trust	1,323,280
Heath Wayne Robertson	587,860
Brett Cleary	442,680
Matthew Gollan	238,000
TOTAL	44,998,660

Table 2: Issued capital of the company following the Offer

SHARES	Min. No. of Shares Issued	Max. No. of Shares Issued
Existing Shares	44,998,660	44,998,660
Offer Shares	2,000,000	10,000,000
TOTAL SHARES	46,998,660	54,998,660

2.12 Business Risks

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

Table 3: List of business risk overview

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.
Funding Risk	The Company is in the process of raising funds to achieve its strategic business objectives and to cover its projected operating expenses. The Company may not raise all of the required funding and therefore not achieve all of its business objectives. The Company may also need to raise additional funds in the future from investors or third parties. There is no assurance that the Company will be able to obtain additional rounds of funding on substantially the same terms as outlined in this Offer Document or at all. The Company's value may be materially affected if the required additional funding is not available.
Competition Risk	The Company operates in a highly competitive market, with several known competitors, and moderate barriers to entry that could give rise to new and unknown competitors. If the Company is unable to successfully compete with existing and/or new competitors, this would have a negative impact on the revenue, profitability and future prospects of the business.
Insolvency Risk	The Company is not yet profitable. The company is seeking to obtain further funding to achieve its objectives. There is no guarantee that funding will be available on favourable terms or that the Company will receive any level of funding at all. There is no guarantee the Company will ever be profitable.
Technology Risk	The Company uses a number of distribution (e.g. app stores) 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 or block us out, it could interrupt the Company's ability to sell or communicate with customers, which could have a direct impact on revenue and profitability.
Business Model Risk	The Company is at the proof-of-concept stage of the business cycle. As such, it carries the risks of a start-up business. Given the limited trading history of the company, no assurance can be given that the Company will achieve commercial viability through the implementation of its business plan.
Startup Risk	The Company has a limited operating history and intends to build its business with the funds raised through this crowd-sourced funding offer.

2.13 Financial Information

This section shows the summary of Financial Statements for both Flash Market Pty Ltd and Flash Market Trading Pty Ltd individually (that is, two Balance Sheets, two Profit & Loss Statements and two Statement of Cash Flow).

At the time of the Offer, Flash Market Trading Pty Ltd is a wholly owned subsidiary of Flash Market Pty Ltd therefore the Financial Reports have been combined to show the two companies as a Group.

The 'management comments on historical performance and outlook' section explains the consolidated view of both businesses combined. Flash Market's current revenue stream will continue into the near future while the company transitions into its main revenue model which will allow for the extra income needed to cover company debts and other operational costs.

The Financial Statements for each company are for the year ending 30 June 2021 and 30 June 2020 and have been prepared as Special Purpose Financial Statements. The directors have taken the view that the software development is an asset and the development costs have been recognised as an asset.

The directors are responsible for the preparation for these accounts and it is noted that these Financial Statements which include the Balance Sheet, Profit & Loss Statements and Statement of Cash Flows has not been subject to audit. These financial statements have been prepared in accordance with Accounting Standards.



2.13 Financial Information (Continued)

Table 4: Balance Sheet of Flash Market Group

	Year Ending 30 June 2021			Year Ending 30 June 2020		
ASSETS	Flash Market Pty Ltd	Flash Market Trading Pty Ltd	Group Total	Flash Market Pty Ltd	Flash Market Trading Pty Ltd	Group Total
Current Assets						
Cash at Bank	\$6,564	\$31,256	\$37,820	\$19	\$54,473	\$54,492
Loan - Associates	\$2,899	-	\$2,899	\$2,899	-	\$2,899
Receivables	\$7,772	\$3,605	\$11,377	\$10,075	\$71,375	\$81,450
Loan - Unrelated Parties	-	-	-	-	\$50,000	\$50,000
Loan - Flash Market Group	-	\$292,394	\$292,394	-	\$536,552	\$536,552
Total Current Assets	\$17,235	\$327,175	\$344,410	\$12,993	\$712,400	\$725,393
Non Current Assets						
Trademarks*	\$44,681	-	\$44,681	\$43,022	-	\$43,022
Software Asset	\$1,116,015	-	\$1,116,015	\$615,431	-	\$615,431
Motor Vehicles & Equipment	-	\$15,255	\$15,255	-	-	-
Total Non Current Assets	\$1,160,696	\$15,255	\$1,175,951	\$658,453	\$615,431	\$658,454
Total Assets	\$1,177,931	\$342,430	\$1,520,361	\$671,446	\$712,400	\$888,412

Asset reproduction cost completed via ATO recommendations

<https://www.ato.gov.au/general/capital-gains-tax/in-detail/market-valuations/market-valuation-for-tax-purposes/?page=13>

LIABILITIES	Flash Market Pty Ltd	Flash Market Trading Pty Ltd	Group Total	Flash Market Pty Ltd	Flash Market Trading Pty Ltd	Group Total
Current Liabilities						
Payables	\$58,951	\$75,623	\$134,574	\$41,280	\$55,771	\$97,051
Loan - Flash Market Group	\$292,314	-	\$292,314	\$536,552	-	\$536,552
Loan - Unrelated Parties	-	\$409,727	\$409,727	-	\$70,787	\$70,787
Loan - Equipment Finance	-	\$17,158	\$17,158	-	\$17,472	\$17,472
Loan - Associates	\$25,756	\$500	\$26,256	\$25,756	\$700,500	\$726,256
Total Current Liabilities	\$377,021	\$503,008	\$880,029	\$603,588	\$844,530	\$1,448,118
Non Current Liabilities						
Loan - Equipment Finance	-	\$53,114	\$53,114	-	-	-
Total Non Current Liabilities	-	\$53,114	\$53,114	-	-	-
Total Liabilities	\$84,707	\$494,217	\$578,924	\$603,588	\$844,530	\$1,448,118

SHAREHOLDERS EQUITY	Flash Market Pty Ltd	Flash Market Trading Pty Ltd	Group Total	Flash Market Pty Ltd	Flash Market Trading Pty Ltd	Group Total
Issued & Paid Up Capital	\$1,169,900	\$1,100	\$1,171,000	\$420,000	\$1,000	\$421,000
Retained Profits	-\$368,990	-\$214,792	-\$583,782	-\$352,142	-\$133,130	-\$485,272
Total Equity	\$800,910	-\$213,692	\$587,218	\$67,858	-\$132,130	-\$64,272

2.13 Financial Information (Continued)

Table 5: Profit & Loss Statement of Flash Market Group

	Year Ending 30 June 2021			Year Ending 30 June 2020		
PROFIT / LOSS	Flash Market Pty Ltd	Flash Market Trading Pty Ltd	Group Total	Flash Market Pty Ltd	Flash Market Trading Pty Ltd	Group Total
Income						
Marketing Revenue	-	\$101,750	\$101,750	-	\$106,909	\$106,909
Sundry Revenue	-	\$51,480	\$51,480	-	\$5,425	\$5,425
Interest Received	-	\$370	\$370	-	-	-
Promotional Income	-	\$1,460,273	\$1,460,273	-	\$136,198	\$136,198
Profit on Sale of Assets	-	\$18,181	\$18,181	-	\$11,364	\$11,364
Total Income	-	\$1,632,054	\$1,632,054	-	\$259,896	\$259,896
Direct Expenses						
Promotional Expenses	-	\$1,298,686	\$1,298,686	-	\$78,433	\$78,433
Total Direct Expenses	-	\$1,298,686	\$1,298,686	-	\$78,433	\$78,433
Expenses						
Advertising & Marketing	-	\$58,194	\$58,194	-	\$40,829	\$40,829
App & Software Development	-	\$62,035	\$62,035	-	\$15,875	\$15,875
Graphic Design & Videography	-	\$68,875	\$68,875	-	\$9,637	\$9,637
Depreciation	-	\$60,108	\$60,108	-	\$30,946	\$30,946
Office Administration	\$1,348	\$107,747	\$109,095	\$753	\$23,400	\$24,153
Professional Fees	\$15,500	\$55,932	\$71,432	\$1,240	\$9,212	\$10,452
Wages & On Costs	-	\$79,195	\$79,195	-	\$51,129	\$51,129
Total Expenses	\$16,848	\$492,086	\$508,934	\$1,993	\$181,028	\$183,021
Other Income						
R&D Tax Incentive	-	\$77,056	\$77,056	-	\$35,315	\$35,315
Total Other Income	-	\$77,056	\$77,056	-	\$35,315	\$35,315
Net Profit (Loss)	-\$16,848	-\$81,662	-\$98,510	-\$1,993	\$35,750	\$33,757

2.13 Financial Information (Continued)

Table 6: Statement Cash Flow of Flash Market Group

CASH FLOW	Year Ending 30 June 2021			Year Ending 30 June 2020		
	Flash Market Pty Ltd	Flash Market Trading Pty Ltd	Group Total	Flash Market Pty Ltd	Flash Market Trading Pty Ltd	Group Total
Cash Flow from Operating Activities						
Receipts from Customers	-	\$1,613,503	\$1,613,503	-	\$247,992	\$247,992
Payments to Suppliers & Employees	\$3,126	-\$1,683,837	-\$1,680,711	-\$1,065	-\$179,390	-\$180,455
Interest Received	-	\$370	\$370	-	-	-
Receipts from R&D	-	\$182,848	\$182,848	-	-	-
Net Cash Inflows (Outflows) from Operating Activities	\$3,126	\$112,884	\$116,010	-\$1,065	\$68,602	\$67,537
Cash Flows from Investing Activities						
Proceeds from Sale of Assets	-	\$18,182	\$18,182	-	\$11,364	\$40,829
Loans Shareholders: Increase (Decrease)	-	-\$615,000	-\$615,000	-\$667	\$164,663	\$15,875
Payments for Equipment & IP	-\$1,658	-\$575,948	-\$577,606	-	-\$401,056	-\$401,056
Loans FM Group	-\$744,823	\$744,823	-	\$1,204	-\$1,204	-
Loans Unrelated: Increase (Decrease)	-	\$291,741	\$291,741	-	-\$18,021	-\$18,021
Net Cash Inflows (Outflows) from Investing Activities	-\$746,481	-\$136,202	-\$882,683	\$537	-\$244,254	-\$243,717
Cash Flows from Financing Activities						
Proceeds from Issue of Shares	\$749,900	\$100	\$750,000	-	-	-
Net Cash Inflows (Outflows) from Financing Activities	\$749,900	\$100	\$750,000	-	-	-
Net Increase /(Decrease) in Cash Held	\$6,545	-\$23,218	-\$16,673	-\$528	-\$175,652	-\$176,180

CASH HELD	Flash Market Pty Ltd	Flash Market Trading Pty Ltd	Group Total	Flash Market Pty Ltd	Flash Market Trading Pty Ltd	Group Total
Cash Held at Beginning	\$19	\$54,473	\$54,492	\$547	\$230,125	\$230,672
Net Cash Movement	\$6,545	-\$23,218	-\$16,673	-\$528	-\$175,652	-\$176,180
Cash Held at End	\$6,564	\$31,255	\$37,819	\$19	\$54,473	\$54,492

To date Flash Market has invested in research and development of App and Software ensuring our platform is like no other in Australia and enhancing the consumer, business and driver experience. Money has also been spent in Graphic Design to create our Asset along with Graphic Design and Videography for digital advertising and marketing of our product through social media outlets allowing us to reach out to a larger audience. Our very own creative team has filmed and produced all our marketing material.

Flash Market's additional expense over the last 2 years is the engagement of a dedicated team providing an array of skills to the Company, to ensure ongoing success. Flash Market has also engaged with professional services in various fields – eg Accounting, legal and IT, to assist with operational requirements and to ensure we operate within regulatory parameters.

Promotional income received last financial year was created by the fourth stream of income, a 'fee for service' providing strategy, marketing and management for promotions and raffles. This is planned to continue to build in the future.

Flash Market is expanding our Team. Employing an experienced CEO, CTO and Marketing Manager. We are planning to launch a major advertising campaign to build our consumer, business and driver base and enhance our online presence to provide Australians a simple solution to shop local.

SECTION 3

INFORMATION ABOUT THE OFFER

3.1 Terms of the Offer

Flash Market Pty Ltd is offering up to 10,000,000 shares at an issue price of AUD \$0.25 per share, to raise up to \$2,500,000.

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.

Table 7: Terms of the Offer

TERMS	Details
Shares	Fully Paid ordinary shares
Price	\$0.25
Minimum Subscription	\$500,000
Maximum Subscription	\$2,500,000
Minimum Parcel Size	\$100
Opening Day	26th August 2021
Closing Day	16th September 2021

Investors may withdraw their application during the Cooling-off Period. Further information on investor cooling-off rights can be found in Section 3 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.

Table 8: Use of Funds

USE OF FUNDS FOR CSF	\$500,000 (min)	\$2,500,000 (max)
Team expanding	\$150,000	\$530,000
Marketing & Sales	\$100,000	\$1,300,000
Development	\$160,000	\$350,000
Software & Hosting Costs	\$30,000	\$70,000
Rent, admin, equipment, other	\$30,000	\$100,000
Offer*	\$30,000	\$150,000
Total	\$500,000	\$2,500,000

**The Offer costs includes the Intermediary's fees under the hosting agreement between the Company and the Intermediary. These fees are up to 6% of all funds raised by the Company through Birchal Financial Services Pty Ltd (Intermediary). The \$2,800 fee for administration and setup will be paid out of our current revenue.*

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 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. A summary of these rights is set out below. A copy of the constitution is attached in the Annexure to this CSF offer document and is available on the Intermediary's platform.

Voting rights

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

Dividends

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

General meetings and notices

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

Election and removal of directors

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

Winding-up

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

Restrictions on sale and transfer

Subject to complying with all requirements of the Constitution, a shareholder may transfer the ordinary shares held by that shareholder. The directors of the Company may decline to register any transfer of shares, without being required to give any reason.

Prior to transferring any ordinary shares, each shareholder must (other than in certain limited cases) give notice to the Company (Transfer Notice) setting out the number of shares the shareholder proposes to transfer and (if the shareholder desires) the price per share which the shareholder is willing to accept (subject to the Company's right to request an auditor to determine the fair value of the shares). The Company will, as the shareholder's agent, offer the shares to all other ordinary shareholders in proportion to the number of shares held by them.

If, after 28 days from receipt of the Transfer Notice, the Company has not found a purchaser for all of the shares proposed to be transferred, then the shareholder may at any time within 6 months thereafter sell all of the unsold shares to any person and at any price (provided the price must not be lower than any price the shareholder had specified in the Transfer Notice).

We also draw your specific attention to the fact any shares acquired under the Offer must not be sold within 12 months of their issue without a prospectus or offer disclosure document unless an exemption under section 708 of the Corporations Act 2001 (Cth) applies (e.g. sales to sophisticated or professional investors) or unless ASIC gives relief from the requirement to provide such a prospectus or other disclosure documents.

3.3 Rights Associated with Shares (Continued)

Drag along

The Constitution also contains a “drag along” provision which applies where:

(a) a Majority Selling Member (being one or more shareholders who collectively hold more than 50% of the Company’s shares then on issue) receives an offer from a third-party purchaser to acquire all of the Majority Selling Member’s shares at or above market value;

(b) the Majority Selling Member wishes to accept the offer and has complied with the transfer process set out above; and

(c) it is a condition of the purchaser’s acquisition that all of the shares of the Company are acquired by the Purchaser (Mandatory Sale Transaction).

In such circumstances:

(a) the Majority Selling Member must give a Drag Along Notice to the Company and the other shareholders if they enter into the Mandatory Sale Transaction, with the Drag Along Notice required to state the transaction terms (including the structure and price payable) and be provided to the Company and the other shareholders at least 10 business days before the Mandatory Sale Transaction is finalised and becomes binding on the Majority Selling Member;

(b) the other shareholders must sell their shares to the purchaser at the same price and on conditions no less favourable to the purchaser than those on which the Majority Selling Member proposes to sell (or has agreed to sell) their shares, with such sale and purchase to occur contemporaneously with the completion of the sale of the shares by the Majority Selling Member to the purchaser; and

(c) if any other shareholder does not sell their shares to the purchaser as required, then the shareholder automatically and irrevocably appoints the Company and each director severally as its attorney to sell its shares and to take all action to give effect to the sale.

The Company notes the information contained in this section is a non-exhaustive list of the rights and liabilities attaching to the Company’s shares.

The Company strongly encourages prospective investors to review a copy of the Company’s Constitution (available on the Platform) and to obtain independent legal advice before making an investment so as to understand the full details on the rights and liabilities attaching to the Company’s shares.

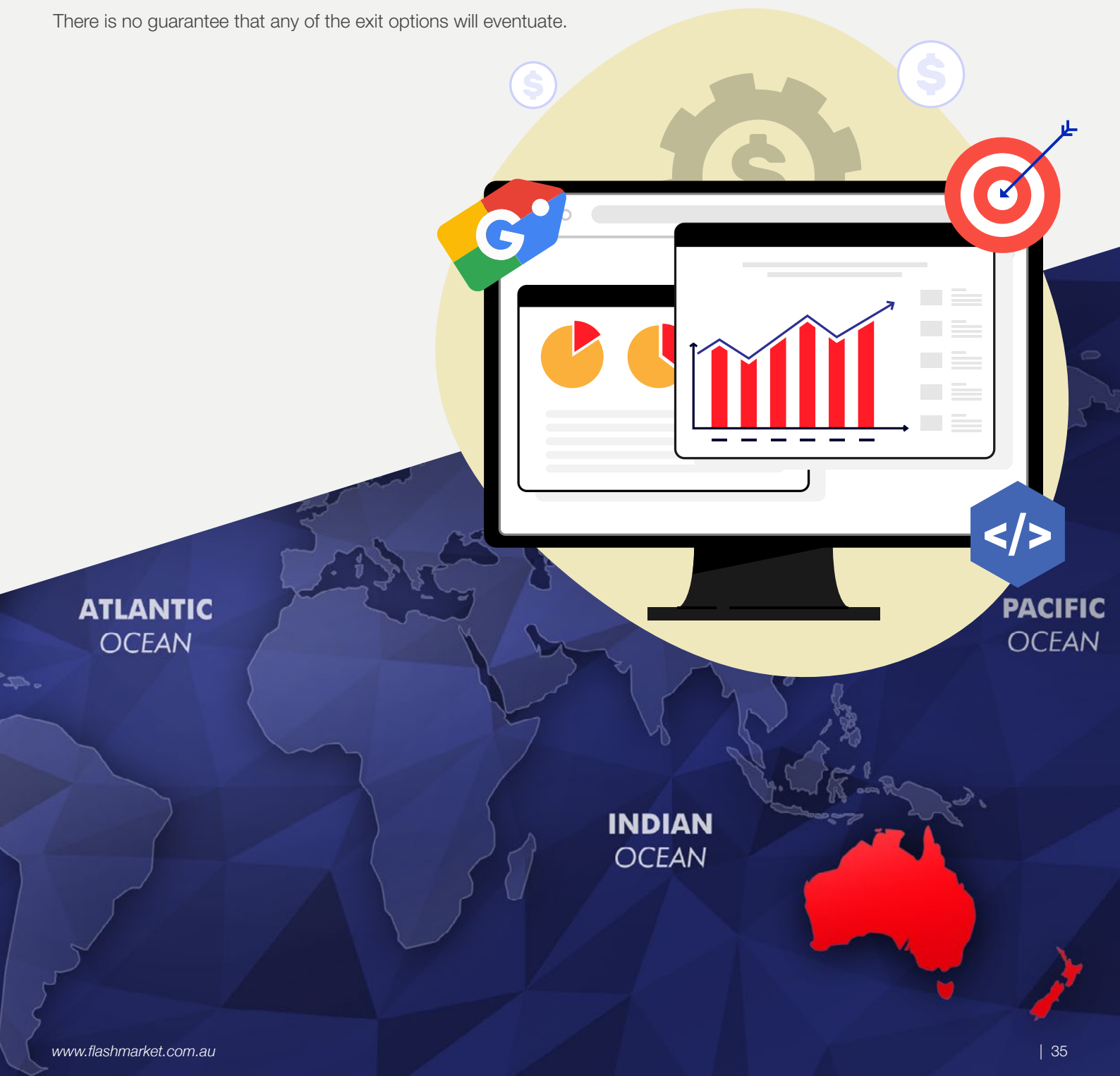


3.4 What Can I Do with My Shares?

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

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

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



SECTION 4

INFORMATION ABOUT INVESTOR RIGHTS

4.1 Investor Portal

We have custom developed an Investor Portal so Matt & the team can keep shareholders updated every week with where the growth of the company is heading.

4.2 Cooling Off Rights

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

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

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



4.3 Communication Facility for the Offer

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

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

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

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

4.4 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 registry service website at the following address www.registrydirect.com.au or can purchase the report from ASIC.



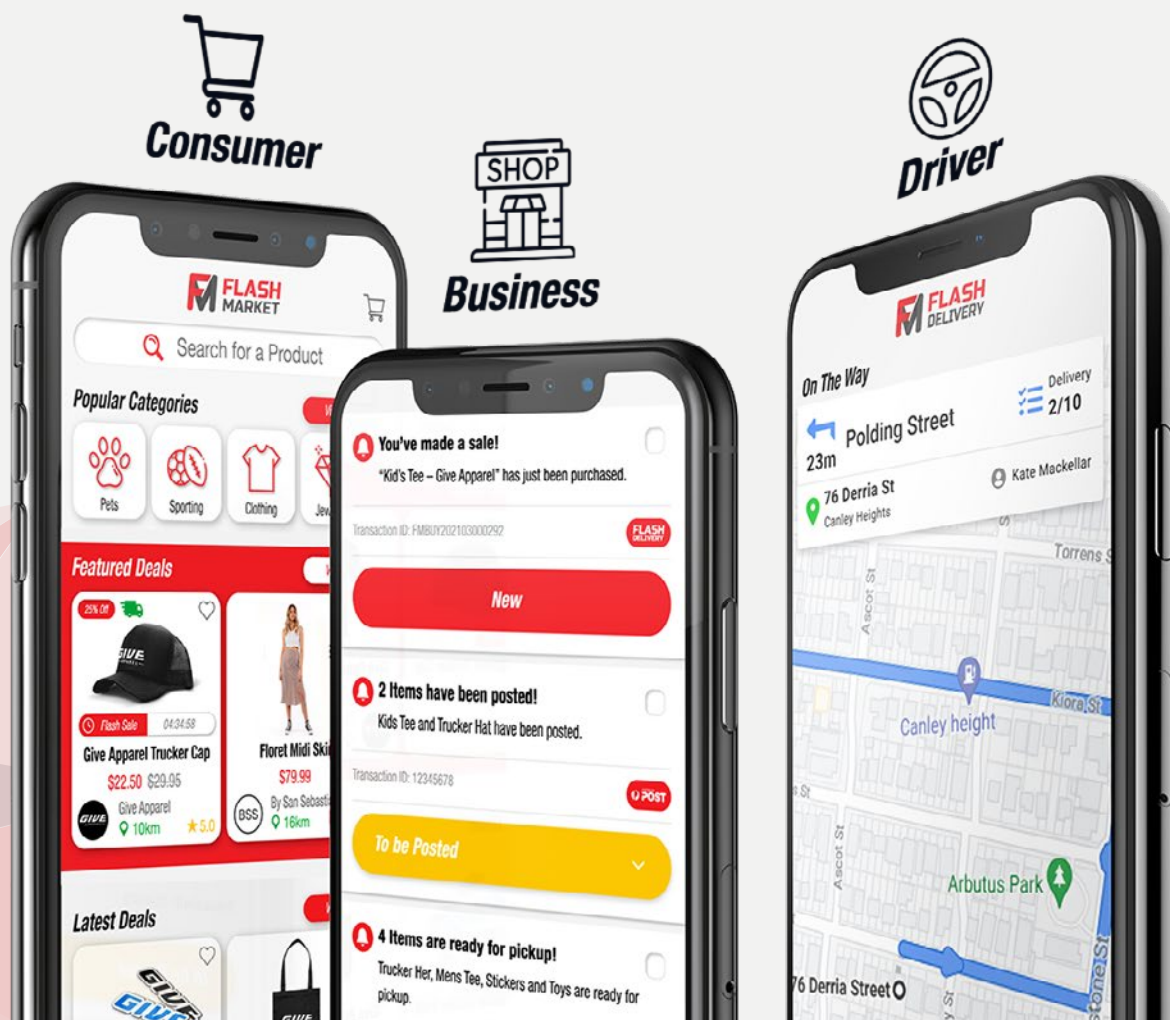
4.5 Related Party Transactions

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).

4.6 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 that 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 Flash Market 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 2001 (Cth)

Maximum Subscription means the amount specified in this CSF offer document as the maximum 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)



THANK YOU

***We look forward to welcoming you to the
Flash Market family as an investor***

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

