

CROWD-SOURCED FUNDING OFFER DOCUMENT

22 JUNE 2021

A hand is shown pressing the pump of a white, cylindrical bottle. A thick, white foam is being dispensed from the nozzle into the palm of another hand. The bottle has the text "SINGLE USE AIN'T SEXY." printed on it. Two white, circular tablets are lying on the surface next to the bottle.

**SINGLE USE
AIN'T SEXY.**

SINGLE USE AIN'T SEXY.

Behemoth Media Pty Ltd Trading as SINGLE USE AIN'T SEXY Crowd-sourced funding offer document

Dated 22.06.2021

Offer of fully-paid ordinary shares in Behemoth Media Pty Ltd at \$.21 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 Behemoth Media Pty Ltd. This Offer is made under the CSF regime in Part 6D.3A of the Corporations Act 2001 (Corporations Act).

Issuer

Behemoth Media Pty Ltd ACN 603 619 754

Intermediary

Birchal Financial Services Pty Ltd AFSL 502618

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SECTION 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.



SECTION 2:

INFORMATION ABOUT THE COMPANY

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LETTER FROM THE CEO

I STARTED SINGLE USE AIN'T SEXY BECAUSE I USED TO BE A BIT OF A TOSSER!

Sure, I wasn't chucking plastic bottles out of my car window, but over 90% of the plastic I was using ended up in landfill - unfortunately, that's the average.

There was the secondary issue of unnecessarily transporting water, which makes up approximately 95% of the liquid soap products we use each day. This was neither economical, nor good for the planet.

So we got to work and launched Australia's first dissolving hand soap tablet and reusable glass bottle. Just add water and wash your hands, without plastic bottles.

It's so simple.

If all our customers reuse each of their glass bottles for an entire year, we estimate they can save up to 125,000 single-use plastic bottles from being used. Plus, instead of needlessly shipping 250ml of water per bottle, our 4 gram soap tablets decrease the carbon footprint of the supply chain.

Until now, with grit and passion we've built SINGLE USE AIN'T SEXY into an incredible brand, grown an amazing community, operationalised our systems and achieved product/market fit. We're only just getting started.

Now it's time to take things to the next level, but we need your help!

With an injection of capital, we will increase our production runs and marketing initiatives to fund our expansion and our environmental impact.

We're offering you the opportunity to invest in Single Use Ain't Sexy, so together we can own a piece of the future without single-use plastic bottles.

JOSH

¹: <https://www.nationalgeographic.org/article/whopping-91-percent-plastic-isnt-recycled/>
²: <https://www.elle.com/uk/beauty/a35627658/byo-water-beauty-products/>

S2: COMPANY DETAILS

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THIS OFFER OF SHARES IS MADE BY BEHEMOTH MEDIA PTY LTD ACN 603619754 (COMPANY).

Company name	Behemoth Media Pty Ltd (Trading as SINGLE USE AIN'T SEXY)
ACN	603619754
Date of incorporation	9/1/2015
Registered office	Level 13 664 Collins Street DOCKLANDS VIC 3008
Principal place of business	Level 13 664 Collins Street DOCKLANDS VIC 3008
Other related companies	N/A

S2: WHO ARE WE?

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WE EXIST TO MAKE OUR PLANET CLEANER.

SINGLE USE AIN'T SEXY is a proud Australian high growth, purpose-driven brand started in Melbourne in November 2019. Our mission is to eradicate single-use plastic bottles from the world, so they don't end up in landfill and our oceans. Our vision is to become the global leader in the 'just add water' category & transition the world to refillable, reusable, eco-friendly products. We exist to make sustainability accessible, easy, affordable and sexy - because looking good, shouldn't cost the earth.

1. SINGLE-USE PLASTIC BOTTLES

In simple terms, we all chuck out too much stuff!

Australians use 130kg of plastic per person each year and only 9% of that gets recycled³.

While plastic bottles were once considered cheap and convenient, they are now known to be toxic and costly for our environment. Our 'throw away culture' is out of control.

We know that most Aussies want to find sustainable alternatives to change their habits and do good. Aussies also wash their hands almost 200 million times every day⁴ - these two facts combined show the need for more sustainable options in the market.



2. TRANSPORTING WATER

Moving heavy liquid soap and cleaning products is expensive and bad for the planet.

Let's start with the financial cost - freight charges are calculated by weight and volume of goods. Generally the heavier the goods, the more expensive they are to move.

Whether by sea, land or air freight, this places an enormous strain on our supply chains and produces significant carbon emissions.

It's also maddeningly unnecessary given it's a resource you've already paid for, coming out of your tap at home!



³<https://www.wwf.org.au/get-involved/plastics>

⁴<https://foodsafety.asn.au/topic/surprise-finding-no-major-increase-in-australians-washing-their-hands-since-this-time-last-year-global-handwashing-day-15-october-2020/>

S2: WE ARE THE SOLUTION

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1. NO MORE PLASTIC BOTTLES

We are enabling Aussies to save single-use plastic bottles from ending up in landfill and our oceans.

Our reusable glass bottles and tablet refills are making single-use plastic bottles obsolete, forever.

Just one of our reusable glass bottles can save up to 25 single-use plastic bottles from being used each year.

2. NO MORE TRANSPORTING WATER

We are enabling Aussies to significantly minimise their carbon footprint by not transporting water.

With our solution, our customers are using water from their taps at home.

This makes sense for two reasons. Firstly, they are already paying for it and secondly, this is where they are making and using our soap.



S2: COMPANY TIMELINE

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2019

NOVEMBER 19' - Started SINGLE USE AIN'T SEXY in Australia.

FEBRUARY 20' - Tablet manufacturer secured.

APRIL 20' - First-to-market: Launched product in Australia.

JUNE 20' - Raised and donated over \$10,000 to Foodbank Victoria.

JULY 20' - Sold out (1st time).

AUGUST 20' - We started hosting Ticker News TV show about sustainability.

DECEMBER 20' - Featured by Chrissie Swan on *Chrissie, Sam & Brownie*.

FEBRUARY 21' - Sold out (2nd time) after biggest sales month in January.

FEBRUARY 21' - Marketing Expert Russel Howcroft appointed as an Advisor.

FEBRUARY 21' - International Recycling Group CEO Chris Dow appointed as an Advisor.

FEBRUARY 21' - PwC M&A and Strategy Executive Annica Weissenfelt appointed as an Advisor & Interim-CFO.

MARCH 21' - We won a Pausefest Award, leading Australian accolade for innovation and creativity.

APRIL 21' - Exhibited at the Victorian Circular Economy Activator.

MAY 21' - Launched custom biodegradable kraft paper mailer delivery boxes.

JUNE 21' - Selected as an Australian Small Business Champion Finalist.

JUNE 21' - Coconut Bowls Founder and CEO Jake McKeon joins as an Advisor.

JUNE 21' - Culture Digital Agency Founder and Digital Marketing Specialist Gerard Sison joins as an Advisor.

JUNE 21' - Launched Equity Crowdfund campaign and invited Australia to join our movement.

TODAY



S2: OUR PRODUCTS

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AUSTRALIA'S FIRST DISSOLVABLE FOAMING HAND SOAP TABLET AND REUSABLE GLASS BOTTLE - JUST ADD WATER AND WASH YOUR HANDS, WITHOUT PLASTIC BOTTLES.

OUR BOTTLES

Our stunning matte white glass bottles are made to last. These have been designed to hold 250ml of foaming hand soap solution, once our tablet has been mixed with water. Customers can buy these once and replace the need to buy or throw out multiple plastic soap bottles. People who buy our products are investing in sustainability, quality, longevity and style.

We plan to develop a full home suite of 'just add water' personal care and home cleaning products in drop-tablet and other forms, with reusable bottles and packaging.

OUR TABLETS

Our effervescent non-toxic soap tablets have been formulated using safe ingredients, which are not included on the Environmental Working Group's Unacceptable List⁵, a globally recognised standard. They are lightly scented with aloe essence and their foaming hand soap solution - when mixed with water - is beautifully soft to touch.



<https://www.environmentalworkinggroup.org/en/chemicals/unacceptable-list>

Behemoth Media Pty Ltd trading as Single Use Ain't Sexy ACN 603619754 | CSF OFFER DOCUMENT

SINGLE USE AIN'T SEXY.

S2: HOW IT WORKS

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1. FILL

our reusable glass bottle with water.



2. DROP

one dissolvable soap tablet in the bottle.



3. PUMP

the foam & wash your hands.



4. REPEAT

by using tablet refills, not plastic bottles.

S2: OUR CUSTOMERS

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AUSTRALIANS ARE HUNGRY FOR A DESIGN-LED SUSTAINABILITY BRAND.

Our passionate customers appreciate beautifully designed products that look sexy in their homes and have a positive impact on the environment.

They want to do good and look good. We are making it easy for them to do both.

Our frictionless products seamlessly integrate into their daily lives and routines.

"GENIUS"

"THE NEW HOLY GRAIL!"

"THIS IS SUCH A BRILLIANT IDEA"

"I'M OBSESSED"

"TRIPLE WIN"

"AN ABSOLUTE MUST-HAVE"

"AMAZING PRODUCT"

"LOVE EVERYTHING ABOUT THE BRAND"



THIS BRAND HITS DIFFERENT!

At the core of our business is a cult brand which has attracted thousands of regular Aussies to join our movement to eradicate single-use plastic bottles.

Our strategy has been to approach the serious issue of single-use plastic consumption by making sustainability funny, cheeky and irreverent. That is why our tagline is 'Don't be a tosser'!

Our ethos is never to guilt or shame people into being more eco-friendly. Instead, our brand has made sustainability fun and engaging.



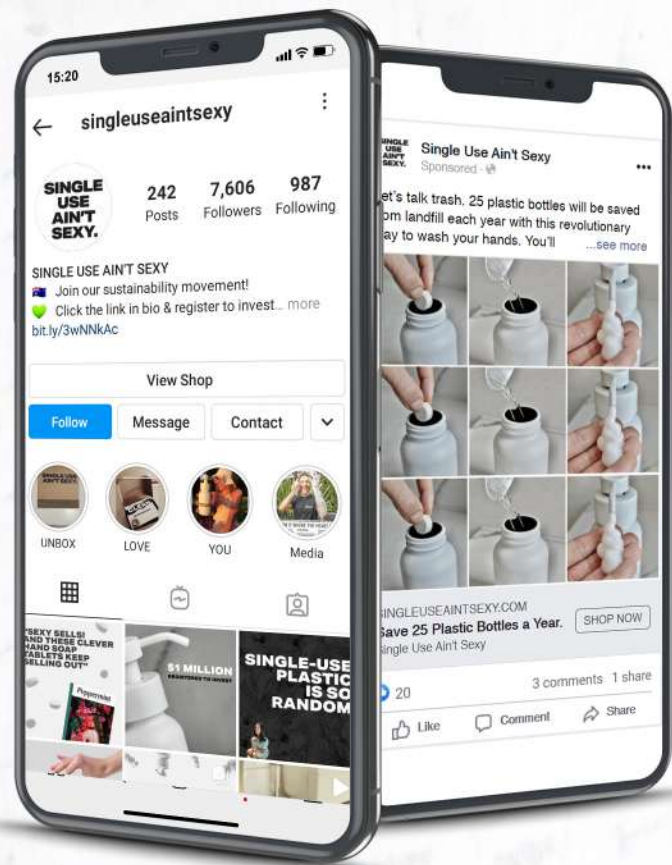
S2: MARKETING AND DISTRIBUTION

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SOCIAL MEDIA

SINGLE USE AIN'T SEXY has driven awareness and sales through social media.

Meeting our customers where they're at, on social media, has formed a key part of our marketing strategy. We've successfully reached cold audiences via Facebook and Instagram advertising, with a detailed targeting strategy and a scaled spend approach to achieve up to 5X return on our investment.



@SINGLEUSEAINTSEXY

WORD OF MOUTH

Australians love SINGLE USE AIN'T SEXY!

Like all cult brands, we are rapidly growing by word of mouth.

This requires no advertising spend and no marketing strategy. It is simply about passionate brand advocates who want their communities to know about our mission and products.

These people are the backbone of our organic growth and are proud of their SINGLE USE AIN'T SEXY purchase, what it represents environmentally and how it looks in their home.



INFLUENCERS & TASTEMAKERS

More than 200 high profile Australians with a collective community of over 3 million followers have helped SINGLE USE AIN'T SEXY grow.

Many of these people have large and engaged followings in the sustainability, beauty, home design and family sectors.

Chrissie Swan

Edwina Bartholomew

Melissa Leong

Chyka Keebaugh

Melissa Doyle



BRAND PARTNERSHIPS

Some of Australia's leading direct-to-consumer brands have partnered with SINGLE USE AIN'T SEXY!

We collaborate with leading businesses to grow our community and position SINGLE USE AIN'T SEXY as a market leader in the sustainability, personal care and lifestyle categories.



EVENTS

SINGLE USE AIN'T SEXY is in demand!

To amplify our message we have strategically aligned with major live events, conferences and educational institutions to share the story of our business and impact.



AWARDS & ACCOLADES

SINGLE USE AIN'T SEXY has received several industry-leading recognitions for its design, function & impact.



PRESS COVERAGE

Widespread credibility from Australia's leading media publishers.



S2: MARKET OPPORTUNITY

SUSTAINABILITY

90%⁶ of Australians want more sustainable products.

The global sustainable packaging market is worth over USD **\$225 BILLION**⁷ by 2027.



HANDWASHING

Australians wash their hands almost **200 MILLION**⁸ times daily.

The global liquid soap market will increase from USD **\$18.3 BILLION** in 2019 to USD **\$38.19 BILLION** by 2027⁹.

⁶: <https://www.couriersplease.com.au/about/media-release>

⁷: <https://www.reusables.org/sustainable-packaging-is-now-a-225-billion-market/>

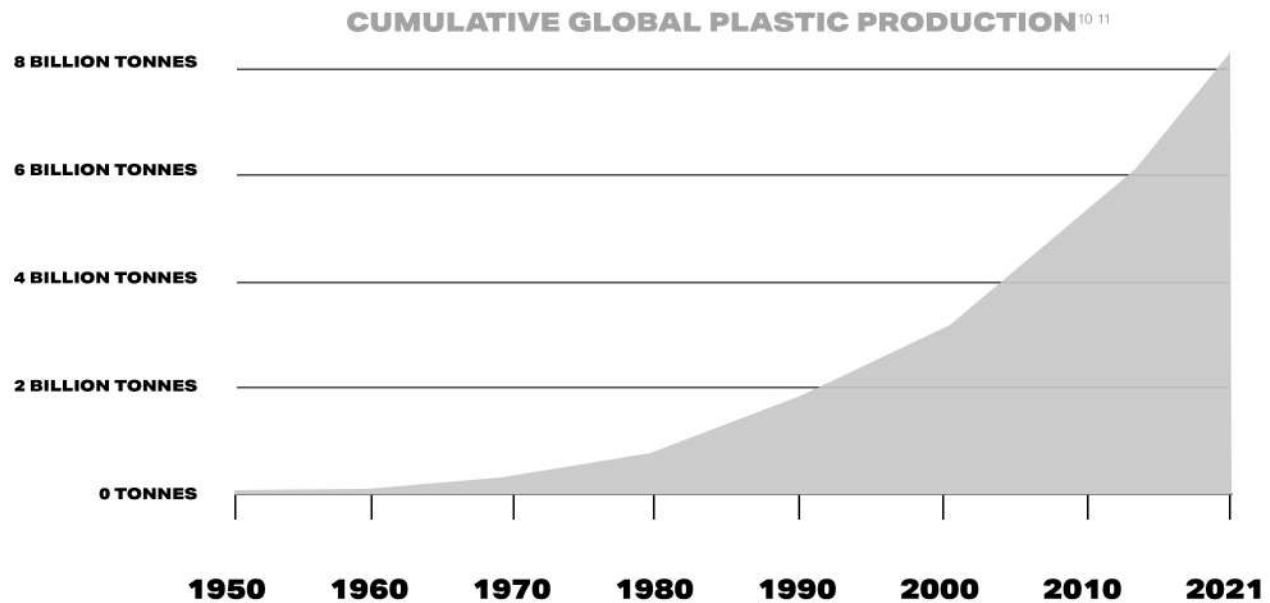
⁸: <https://foodsafety.asn.au/topic/surprise-finding-no-major-increase-in-australians-washing-their-hands-since-this-time-last-year-global-handwashing-day-15-october-2020/>

⁹: <https://www.prnewswire.com/news-releases/liquid-soap-market-to-reach-38-19-bn-globally-by-2027-at-9-3-cagr-allied-market-research-301288558.html>

S2: THE PLASTIC CRISIS

**"OUR PLANET IS DROWNING IN PLASTIC POLLUTION,
IT'S TIME FOR CHANGE!"**

- UNITED NATIONS



¹⁰: <https://ourworldindata.org/plastic-pollution>

¹¹: <https://www.unep.org/interactive/beat-plastic-pollution/>



S2: HANDWASHING

TODAY, SINGLE USE AIN'T SEXY

EXISTS IN A WORLD OBSESSED WITH HAND WASHING¹²

1. When your hands are visibly dirty.
2. After going to the toilet.
3. After helping a child go to the toilet, or changing a nappy.
4. After handling rubbish, household or garden chemicals, or anything that could be contaminated.
5. Before you prepare or eat food.
6. After touching raw meat.
7. After blowing your nose or sneezing, or wiping a child's nose.
8. After patting an animal.
9. After cleaning up blood, vomit or other body fluids.
10. After cleaning the bathroom.
11. Before and after you visit a sick person in hospital.
12. Before and after touching a wound, cut or rash.
13. Before breastfeeding or feeding a child.
14. Before giving medication or applying ointment.
15. When holding a sick child.



¹²: <https://www.healthdirect.gov.au/hand-washing>

S2:

KEY DIFFERENTIATORS

BRAND

We've built a brand universe around SINGLE USE AIN'T SEXY & people just love it!

SEXY

Our bottle has been designed to look damn sexy on your bathroom, kitchen or laundry sink.

END SINGLE-USE PLASTIC

Each time you use our soap you're helping to save plastic bottles from being used.

MINIMISE CARBON FOOTPRINT

Significantly minimise carbon emissions in the supply chain by not shipping water.

CONVENIENT

Buy the bottle once and get tablet refills posted to you when you need them.

STORAGE

Our tablets are easy to store and free up space in your cupboard.

SHELF LIFE

Our tablets have a 2 year shelf life so they can last until you need to use them.

HIGH QUALITY

Our non-toxic tablets are formulated with safe ingredients and scented with aloe essence.

PACKAGING

Our custom kraft mailer boxes are Aussie made and biodegradable.

FIRST TO MARKET

We launched the first dissolving soap tablet & reusable glass bottle in Australia.

AFFORDABLE

Our hand soap tablets are competitively priced, starting from \$3 + GST.

FUN

Making our soap is fun! Thousands of Aussies love it and so will you!



S2:

ENVIRONMENTAL IMPACT

1. SINGLE-USE PLASTIC BOTTLE REDUCTION

Just one of our reusable glass soap bottles can save up to 25 single-use plastic bottles from being used each year. If all our customers reuse each of their glass bottles for an entire year, we estimate they can save up to 125,000 single-use plastic bottles from being used. We are making it simple, easy, affordable & fun for everyday Aussies to reduce their single-use plastic bottle consumption in their homes.

2. NOT SHIPPING WATER

We are enabling Aussies to leverage water they are already paying for, from their taps at home. Not shipping water can significantly minimise the carbon footprint of the supply chain.



S2: SOCIAL IMPACT

WE PASSIONATELY SUPPORT SOCIAL CAUSES AND ORGANISATIONS WE CARE ABOUT.

MENTAL HEALTH MONTH

We partnered with world renowned meditation guru Manoj Dias and Open Studio to offer our community an exclusive meditation workshop.



WORLD PRIDE MONTH

We partnered with LGBTQAI+ youth charity Minus18 to celebrate World Pride Month in June 2021.



FOODBANK

We raised over \$10,000 for people in need via Foodbank Victoria during Melbourne's 2020 Covid lockdown.



FAMILIES IN NEED

We donated hand soap to families in need via St Kilda Mums during Melbourne's 2020 Covid lockdown.



S2: BUSINESS AND REVENUE MODEL

SINGLE USE AIN'T SEXY is an e-commerce company that generates revenue through online sales of eco-friendly dissolvable hand soap tablets and reusable glass bottles.

Thanks to high demand for our products, we completely sold out within our first year - Twice!

We drive traffic to our website through social media, collaborations, PR, partnerships, outdoor advertising, paid online marketing and live events, as well as maintaining a passionate and active community across our social media platforms, resulting in a loyal customer base.

We have established a strong brand through our iconic marketing to become a distinct and game changing player in the sustainable personal care market.

With the push to expand our range of products and market share in Australia and overseas, we will increase our sales and marketing spend to grow brand awareness to leverage these new opportunities.

With the funds raised under this offer, we plan to invest up to \$200,000 in inventory. At our current gross margin rate of approximately fifty percent on cost of goods sold, this should result in \$400,000 of revenue for the business.

With an average order value of AUD \$52.71, Table 1 illustrates how our revenue model scales. We are focused on increasing our average order value by launching new products, bundling products and releasing seasonal collections.

ILLUSTRATIVE REVENUE MODEL

Number of Orders	Average Order Value	Revenue
100	\$52.71	\$5,271
1,000	\$52.71	\$52,710
100,000	\$52.71	\$5,271,000

S2: BUSINESS AND REVENUE MODEL

OUR GROWING CUSTOMER BASE AND SKY-HIGH DEMAND HAS GIVEN US GREATER PURCHASING POWER.

This has enabled us to reduce our cost per unit (CPU) and our unit packing cost (UPC), and given us the ability to negotiate better prices with our suppliers, resulting in higher margins on Cost of Goods sold.

Customers buy our reusable glass bottle once and the business benefits from recurring revenue from tablet refill purchases. We are already seeing our customers make repeat purchases, which we anticipate will increase when we launch a planned monthly hand soap tablet subscription program, designed to ensure longer customer retention and more recurring monthly revenues.

As part of our marketing and sales strategy, we also intend to increase our average order value. Given the 'just add water' category in personal care and home cleaning products is a relatively new market, we are still monitoring the seasonality and lifetime value of our customers.

Our competitively priced \$3 + GST tablet refills have also made our eco-friendly soap accessible to every demographic.

SINGLE USE AIN'T SEXY has a robust IP strategy in place and has filed trademarks in Australia for SINGLE USE AIN'T SEXY (trademark number: 2179889) and DON'T BE A TOSSER (trademark number: 2179903).

SINGLE USE AIN'T SEXY is also a registered Australian business name of our legal entity Behemoth Media Pty Ltd.

CURRENTLY WE HAVE THREE PRICING TIERS

Product	Price Incl GST	Description
Starter Pack	\$29.70	1 bottle and 4 tablets
Full Home Pack	\$59.95	3 bottles and 10 tablets
Tablet Refill Pack	\$33.00	10 tablets

S2:

BUSINESS STRATEGY

The global liquid soap market - including Hand Wash, Face Wash, Surface Cleaner and Other Cleaners - is expected to grow from USD \$18.3 billion in 2019 to USD \$38.19 billion by 2027¹². We're positioning SINGLE USE AIN'T SEXY to take a portion of that market share by executing a 3-phase growth strategy.

PHASE 1 - REFINE E-COMMERCE

- Direct-to-Consumer e-commerce revenue has been our primary growth driver to date.
- New website design with improved user experience
- Updated photography and marketing collateral
- Data collection and key insights
- Sales, demographics and conversion behaviour
- Increase digital advertising spend
- Limited addition and seasonal collections



PHASE 2 - INNOVATE & EXPAND

- Supply chain optimised to ensure stock always at hand
- Pursue wholesale leads in hospitality, fitness, offices & education sectors
- Scale 3PL efficiencies to decrease costs and increase margins
- Increased trade show and industry leadership presence
- Invest in R&D to formulate and launch new soap tablets scents
- Ensuring our processes are built to scale
- Trial retail opportunities in grocery and beauty



PHASE 3 - SCALE & GO GLOBAL

- Explore securing commercial partnerships in multiple regions
- Increased online and offline marketing
- Launch alternate product variations and lines
- Key strategic market entries in North America, Asia and Europe
- Secure global network of 3PLs and distribution partners
- Increased stock supply to ensure against stock outages resulting in lost sales

¹²: <https://www.prnewswire.com/news-releases/liquid-soap-market-to-reach-38-19-bn-globally-by-2027-at-9-3-cagr-allied-market-research-301288558.html>

S2:

OUR TEAM

RUSSEL HOWCROFT

ADVISOR - BRAND STRATEGY, MARKETING & COMMUNICATIONS



- Australia's leading Brand, Advertising and Marketing expert.
- Pannellist on ABC's The Gruen Transfer.
- Melbourne's #1 Breakfast Radio host on 3AW.
- Fmr Chief Creative Officer of PwC.
- Former Executive General Manager of Network Ten.
- Former CEO of ad agency George Patterson Y&R.



JOSH HOWARD

CEO, CO-FOUNDER & DIRECTOR



DESCRIPTION OF DUTIES

- Sets long and short term strategy and vision for the company.
- Leads major deal flow, commercial partnerships and key contracts.
- Heads Marketing, Communications, PR and press strategy.
- Deals with key suppliers and 3PL/warehousing partners.
- Hires and manages key talent including advisors.

SKILLS & EXPERIENCE

- Former NY-based advertising and media executive.
- International tech and media experience in Australia, US, UK & India.
- Qualified Australian Lawyer with a Graduate Diploma in legal practice
- Fmr SVP Global Strategy at \$200m tech company in the US.
- Bachelor of Laws (LLB) & Bachelor of Arts (BA) from Monash University.



OLIVER HOWARD

CO-FOUNDER & DIRECTOR



DESCRIPTION OF DUTIES

- Capital raising and funding.
- Commercial strategy and partnerships.
- Legal and regulatory strategy.
- Corporate governance.

SKILLS & EXPERIENCE

- Experienced Chair, Investor, General Counsel & Advisor.
- Current Chair of AFL Europe.
- Managing Director, Sports & EventTech at Startupbootcamp.
- Invested in and accelerated 20 Australian & international startups.
- Co-Founder & Managing Director, Behemoth Capital.
- Former Legal Counsel, E-Commerce and Online Retail at Tesco PLC - world's 3rd largest retailer: annual revenue of ~£53 billion.
- Former Associate, Commercial & Regulatory at MinterEllison. Specialising in Intellectual Property law.
- Bachelor of Laws (LLB) & Bachelor of Arts (BA) from Monash University.



S2: ADVISORS

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CHRIS DOW

ADVISOR - SUSTAINABILITY, RECYCLING & GOVERNANCE

- Global sustainability expert of 25+ years in AU, US and UK.
- Renowned Chairman, Director, Advisor and Corporate Governance expert.
- Current CEO of the US-based International Recycling Group.
- Building the world's most advanced plastics recycling facility.
- Former Chairman of AFL Europe.
- Served Boris Johnson's 'London and Partners' as an advocate and advisor.



ANNICA WEISSENFELT

ADVISOR & INTERIM-CFO - FINANCE & STRATEGY

- Current Director of Deals Strategy at PwC Australia.
- Senior M&A executive with focus on retail, health & technology.
- Market entry and growth strategy, commercial due diligence.
- Business planning, budgeting and forecasting.
- Operating model design and change management experience.
- Master's in Economics from University of Turku (native Finland).



JAKE MCKEON

ADVISOR - E-COMMERCE, BRAND & COMMUNITY

- Founder and CEO of multi-million \$ e-commerce brand Coconut Bowls.
- Global sustainability and brand e-commerce expert.
- Creator of global cross platform communities with over 4 million followers.
- Founder of health and wellness media platform Plantd.
- Co-Founder of social networking app Moodswing.
- Appeared on Shark Tank television show.



GERARD SISON

ADVISOR & CONSULTANT - DIGITAL ADVERTISING & BRAND STRATEGY

- Leading Australian digital marketing expert and brand strategist.
- Current Founder and Director of Culture Digital Agency.
- Clients include The Iconic, Outland Denim, Fashion Journal and Pandora.
- Formerly in Marketing at The 5th Watches, 500k+ customers worldwide.
- Former Director at Anna Swimwear.
- Marketing Degree from RMIT University.



S2:

CONSULTANTS



TESSA HAWTHORN

CONSULTANT - CONTENT STRATEGY

- Leading Australian content strategist, copywriter, editor and podcast producer.
- Executive Committee Member of TEDxMelbourne.
- Former Lawyer & Associate at the Federal Court of Australia.
- Bachelor of Laws (LLB) & Bachelor of Arts (BA) from Univ of Melbourne.



MADDI SHEEHAN

CONSULTANT - DESIGNER

- Multi-disciplined graphic designer.
- Branding, positioning, art direction, place-making and problem solving.
- Certificate IV in Graphic Design from Shillington College.



SARAH CIANCIO

CONSULTANT - DIGITAL MARKETING

- Digital marketing specialist who helps brands grow 'fan culture'.
- Creates online sales growth for top tier Australian ecommerce brands.



FRITZIE BANZON

CONSULTANT - ADMIN & CUSTOMER SUPPORT

- Admin and customer service advocate.
- Former Fraud Analyst for JP Morgan Chase.
- Former customer service lead for AT&T North America.
- Bachelors in Business Administration.



JPMORGAN CHASE & CO.

S2: CAPITAL STRUCTURE

2.6.1 ISSUED CAPITAL (BEFORE THE OFFER)

As at the date of this Offer Document, the Company has 20,000,000 ordinary shares on issue. The majority of shares are held by the Company's Founders/Directors.

Prior to the Offer, the Company Directors and shareholders passed resolutions to convert the shares on issue into a larger number and to transfer shares between the Founders and Advisors. These changes will be lodged with ASIC and changes made to the register within 28 days.

Table 1 below sets out the issued capital of the Company before the Offer.

TABLE 1: ISSUED CAPITAL OF THE COMPANY BEFORE THE OFFER

Shareholder	Share Type	Shares
Accelerator Plus Pty Ltd ATF Accelerator Plus Trust	Ordinary	17,700,000 (88.50%)
Behemoth Investments Pty Ltd ATF The ODH Family Trust	Ordinary	1,150,000 (5.75%)
Howcroft Media Pty Ltd ATF The Russel Howcroft Family Trust	Ordinary	230,000 (1.15%)
C Dow Pty Ltd atf The Cee Cee Family Trust	Ordinary	230,000 (1.15%)
Annica Weissenfelt	Ordinary	230,000 (1.15%)
Gerard Sison	Ordinary	230,000 (1.15%)
Go Long JM Pty Ltd as Trustee for the JM Family Trust	Ordinary	230,000 (1.15%)
TOTAL	Ordinary	20,000,000 (100%)

S2: CAPITAL STRUCTURE

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2.6.1 ISSUED CAPITAL (AFTER THE OFFER)

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

TABLE 2: ISSUED CAPITAL OF THE COMPANY FOLLOWING THE OFFER

Shares	Minimum Subscription	Maximum Subscription
Existing Shares	20,000,000 (93.33%)	20,000,000 (87.50%)
Offer Shares	1,428,571 (6.67%)	2,857,143 (12.50%)
TOTAL SHARES	21,428,571 (100%)	22,857,143 (100%)

2.6.2 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 Board has the power to refuse to register 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 3.3 below. A copy of the Company's Constitution is available on the Intermediary's platform.

2.6.3 SOURCES OF FINANCING, INCLUDING DEBT FINANCING AND OTHER FINANCING

To date, the Company has been partly funded by the Company's Founders, who have loaned funds of \$107,805 in total to the Company.

No funds raised under the offer will be used to repay founder loans. These may be repaid from operating cashflow when the business is in a financial position to do so.

2.6.4 EMPLOYEE SHARE OPTION PLAN (ESOP)

Within the next 6 to 12 months, the Company has plans to implement an Employee Share Option Plan (ESOP) to retain and attract the best talent to SINGLE USE AIN'T SEXY. The ESOP allocation pool will be between 5 to 10% and will dilute all shareholders accordingly.

S2:

DIRECTORS AND SENIOR MANAGERS

JOSHUA HOWARD

Role:

CEO, Co-Founder, Director

Description of duties:

Strategy, Marketing, PR, Product Development, Deal Flow, Talent Acquisition, Supplier Relationship Management.

Skills and experience:

Growth Strategy, Vision Setting, Partnerships, Media, Communications, Brand Strategy and Advertising.

OLIVER HOWARD

Role:

Co-Founder and Director

Description of duties:

Capital Raising and Funding, Legal and Regulatory Strategy, Commercial Strategy and Partnerships, and Corporate Governance.

Skills and experience:

Legal including Intellectual Property and Contracts, Advisory, Strategic Planning and Commercial Partnerships.



RISKS FACING THE BUSINESS

An investment in SINGLE USE AIN'T SEXY 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
Key person risk	<p>As an early stage business, the Company is susceptible to the loss of key team members as they are considered critical to the continued success of the Company. If a key team member was lost, due to illness for example, this could significantly affect the Company's ability to continue its operations or achieve its business objectives as the case may be.</p>
Funding risk	<p>The Company is in the process of raising funds to achieve its strategic business objectives and to cover its projected operating expenses. The Company may not raise all of the required funding and therefore not achieve all of its business objectives.</p> <p>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.</p>
Brand risk	<p>If the Company does not maintain consistent levels of quality and service in its offering, the Company's brand and reputation could be damaged. In an increasingly connected world, damage to a company's brand and reputation can be catastrophic. The Company is acutely aware of this risk and is vigilant to ensure that it maintains a consistently high level of product quality and customer service.</p>
Technology risk	<p>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.</p>

RISKS FACING THE BUSINESS

Risk	Description
Cash flow risk	<p>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.</p>
Startup risk	<p>The Company has a limited operating history 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>
Intellectual property risk	<p>The protection of the Company's intellectual property is critical to our business and commercial success. If we are unable to protect or enforce the Company's intellectual property rights, there is a risk that other companies will copy our product and technology, which could adversely affect our ability to compete in the market.</p>
Supply Chain	<p>Risks posed by the supply chain to the business include: International Trade Wars, COVID-19, oil prices and reliance on stable freight conditions and our 3PL (third party logistics partner) who executes our order fulfilment. Other risks include inaccurate ordering and stock management.</p>
Customer Acquisition Costs	<p>The Company relies on low customer acquisition costs to bring new customers into its sales funnel, primarily via online and social media platforms such as Facebook and Instagram. Ongoing changes to how these platforms enable advertisers to target their users, combined with associated fluctuations in pricing, mean there is a risk the Company's customer acquisition costs could increase.</p>

RISKS FACING THE BUSINESS

Risk	Description
Regulatory risk	<p>The Company has not yet received regulatory approval to sell our products in any overseas jurisdictions. Our growth strategy depends on obtaining approvals from the relevant regulatory authorities.</p> <p>There is no guarantee that we will receive all necessary regulatory approvals and we cannot predict with certainty the timelines for such approvals, or whether other requirements may be imposed by regulatory authorities (e.g. further requirements to prove the effectiveness of our product).</p>
Failure to secure/loss of major suppliers	<p>As an ecommerce business, we rely on securing suppliers to provide our products to clients. Inability to secure or lose a major supplier or customer is a real risk for us, especially as we rely on overseas suppliers and manufacturers.</p>
Foreign currency exchange rates	<p>Fluctuating foreign currency exchange rates could adversely affect The Company in our dealings with foreign suppliers.</p>



S2:

FINANCIAL INFORMATION

Below are the financial statements of the Company for the financial year ended 30 June 2020, which have been prepared in accordance with the Accounting Standards. Financial information for the approximately 11.5 months ended 18 June 2021 have also been included, based on management accounts, and accordingly may be subject to change.

BALANCE SHEET

A\$	30 June 2020	18 Jun 2021
ASSETS		
Bank		
Airwallex AUD		608
Airwallex USD		590
Behemoth Media	-	2,486
Total Bank	0	3,685
Current Assets		
Prepayments		26,407
Stock on Hand	4,000	37,800
Total Current Assets	4,000	64,207
	4,000	67,892
LIABILITIES		
Current Liabilities		
Accounts Payable	498	27,202
Founder Loans	16,010	91,795
GST	(934)	(5,433)
Rounding	0	(0)
Total Current Liabilities	15,574	113,564
	15,574	113,564
NET ASSETS	(11,574)	(45,672)
EQUITY		
Current Year Earnings	(11,574)	(34,098)
Retained Earnings	0	(11,574)
	(11,574)	(45,672)

S2:

PROFIT AND LOSS

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A\$	6 Apr 2019 to Jun 30 2020	1 Jul 2020 to 18 Jun 2021
TRADING INCOME		
Sales	8,394	67,468
Total Trading Income	8,394	67,468
COST OF SALES		
Cost of Goods Sold	1,299	31,272
Inbound Freight	0	984
Total Cost of Sales	1,299	35,256
GROSS PROFIT	7,095	35,212
OPERATING EXPENSES		
3PL - Shipping and Warehousing	-	10,471
Bank Fees	-	148
Bank revaluations	-	(90)
Consulting & Accounting	-	5,276
Entertainment	596	532
Filing Fees	-	96
General Marketing	-	5,960
Gifts & Donations	127	900
Legal expenses	-	2,095
Merchant Fees	200	849
Office Expenses	2,878	6,466
Packaging	-	1,964
Postage & Courier	2,377	4,675
Printing & Stationery	273	338
Product Development	190	73
Rent	-	2,318
Samples	2,301	774
Social Media Marketing	6,035	18,421
Subscriptions	726	4,459
Telephone & Internet	307	431
Travel - National	2,661	3,154
Total Operating Expenses	18,669	69,310
NET PROFIT	(11,574)	(34,098)

S2:

CASH FLOW STATEMENT

AS\$	6 Apr 2019 to Jun 30 2020	1 Jul 2020 to 18 Jun 2021
OPERATING ACTIVITIES		
Receipts from customers	9,233	74,215
Payments to suppliers and employees	(21,273)	(86,168)
Net Cash Flows from Operating Activities	(12,040)	(11,953)
INVESTING ACTIVITIES		
Other cash items from investing activities	(4,000)	(60,207)
Net Cash Flows from investing Activities	(4,000)	(60,207)
FINANCING ACTIVITIES		
Other cash items from financing activities	30	19,970
Net Cash Flows from Financing Activities	30	19,970
NET CASH FLOWS	(16,010)	(52,190)
CASH AND CASH EQUIVALENTS		
Cash and cash equivalents at beginning of period	0	(16,010)
Net change in cash for period	(16,010)	(52,190)
Effect of exchange rate changes in cash		90
Cash and cash equivalents at end of period	(16,010)	(68,110)

STATEMENTS OF CHANGES IN EQUITY

AS\$	30 Jun 2020	18 Jun 2021
Opening balance	0	(11,574)
Current year Earnings	(11,574)	(34,098)
Total Equity	(11,574)	(45,672)

S2: MANAGEMENT COMMENTS ON HISTORICAL PERFORMANCE AND OUTLOOK

The SINGLE USE AIN'T SEXY brand was started just over 18 months ago in November 2019 and our initial focus was on achieving product/market fit and customer experience in Australia. Before long, it became clear our products were in demand and our model could become commercially viable. This brought increased virality and social media buzz which further boosted sales and helped the Company begin to grow.

From November 2020 to January 2021, the Company started investing larger budgets in advertising and marketing, and saw a 327% growth in sales compared to the previous three month period. As a result of the unanticipated level of demand, we sold out of stock. We engaged PwC M&A and Strategy Executive Annica Weissenfelt as an Advisor and have spent significant time forecasting and addressing logistical and supply chain issues, to ensure we can plan for growth and retain sufficient stock at hand.

We are now at an inflection point. In order for us to continue our high growth trajectory into new product categories and markets, we need more funds to invest back into the business.

With the funds raised under this offer, we plan to invest up to \$200,000 in inventory. At our current gross margin rate of approximately fifty percent on cost of goods sold, this should result in \$400,000 of revenue for the business.

In addition to using a large part of working capital from this raise to purchase stock, we will also invest strategically in marketing, streamlining operations, developing new products and attracting and paying industry experts and senior management to keep up with massive consumer demand.

We have developed a go-to market plan based on the lessons from our previous 18 months in the market and additional retail, commercial partnership and international opportunities. This has been based on robust analysis of customer and community data, focus groups, look-alike audience profiling, market testing & research.

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. Revenue outlook has been prepared by SINGLE USE AIN'T SEXY and has not been validated by an independent third party.

2.10 LEGAL OR DISCIPLINARY ACTIONS AGAINST THE COMPANY

There are no legal or disciplinary actions against the company.

SECTION 3:

INFORMATION ABOUT THE OFFER

3.1 TERMS OF THE OFFER

Behemoth Media Pty Ltd is offering up to 2,857,143 shares at an issue price of \$0.21 per share to raise up to \$600,000. The key terms and conditions of the Offer are set out below.

Term	Details
Shares	Fully-paid ordinary shares
Price	\$0.21 per share
Minimum Subscription	\$300,000 (1,428,571 shares)
Maximum Subscription	\$600,000 (2,857,143 shares)
Minimum parcel size	\$100
Opening date	22.06.2021
Closing date	06.07.2021

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

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

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

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

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

USE OF FUNDS

THE TABLE BELOW SETS OUT THE INTENDED USE OF FUNDS RAISED UNDER THIS OFFER BASED ON THE MINIMUM AND MAXIMUM SUBSCRIPTION AMOUNTS.

INTENDED USE	MINIMUM SUBSCRIPTION: \$300,000	MAXIMUM SUBSCRIPTION: \$600,000
Marketing	\$75,000	\$150,000
Senior management team, operational staff & consultants	\$50,000	\$100,000
Inventory	\$100,000	\$200,000
Freight & couriers	\$23,000	\$46,000
R&D	\$20,000	\$40,000
Intellectual property	\$4,300	\$10,000
Compliance	\$4,400	\$10,200
Rent	\$2,500	\$5,000
Offer Costs	\$20,800	\$38,800
TOTAL	\$300,000	\$600,000

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

Senior management team, operational staff & consultants includes payments to the Directors as follows:

- CEO (Director) remuneration \$40,000 (min) / \$40,000 (max)
- Senior management, operational staff & consultants remuneration \$10,000 (min) / \$60,000 (max)

Other than as specified above, no other payments from the funds raised will be paid (directly or indirectly) to related parties, controlling shareholders, or any other persons involved in promoting or marketing the Offer.

We expect that the Maximum Subscription amount will be sufficient to meet the Company's short-term objectives over the next 18-24 months. If only the Minimum Subscription amount is raised, the Company may require further funding to be able to carry out our intended activities over the next 12-18 months. In such circumstances, the Company may consider undertaking a further CSF offer under the CSF regime.

S3:

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.

3.3.1 VOTING RIGHTS

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

3.3.2 DIVIDENDS

All shareholders have a right to receive any dividends declared and paid by the Company. The Board has a discretion and may resolve to pay dividends, subject to any obligations under the Corporations Act (for example, the Board 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).

3.3.3 GENERAL MEETINGS AND NOTICES

A Director, the Directors or the Board have the power to call meetings of all shareholders or meetings of only those shareholders who hold a particular class of shares. Shareholders have the power to call and hold a meeting themselves or to require the directors to call and hold a meeting only in accordance with the Corporations Act.

S3:

RIGHTS ASSOCIATED WITH THE SHARES

3.3.4 ELECTION AND REMOVAL OF DIRECTORS

Shareholders may vote to elect and remove directors at a general meeting by way of special resolution (75%).

3.3.5 WINDING-UP

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

3.3.6 RESTRICTIONS ON SALE AND TRANSFER

The Constitution includes pre-emption rights that provide that if the Company wishes to issue additional shares of a particular class, the board of the Company must first offer those shares to all non-CFS Shareholders who hold 10% or more of the total issued Shares of that class.

Exceptions to the pre-emption rights above apply to:

- Shares issued as a result of one or more conversions of equity securities (such as under the Convertible Note);
- Shares issued to fund a buy-back, cancellation, purchase or redemption of any equity securities by the Company;
- Shares issued under an approved employee share option agreement.

The Shares may be sold or disposed of in accordance with the Company's Constitution.

S3:

RIGHTS ASSOCIATED WITH THE SHARES

3.3.7 PRE-EMPTIVE RIGHTS ON ISSUE OF SHARES

As per the Company Constitution, the Company Board of Directors may grant to any person an option over Shares or pre-emptive rights at any time and for any consideration as the Board determines.

3.3.8 OTHER SHAREHOLDER TERMS

The Company Constitution also sets out the following Shareholder terms

Drag and tag along rights

Drag along rights at 60% - meaning that if 60% of the ordinary shares on a fully diluted basis are offered to an unrelated buyer or to a shareholder, then the buyer may also buy your shares as well.

Tag along rights at 60% - meaning that if shareholders holding 60% or more of the share capital seek to sell their portion - you have the right to sell at the same price to the buyer at the same time.

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 their investment in the Company. These include, but are not limited to:

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

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

S3:

INVESTOR REWARDS

IN ADDITION TO BEING A SHAREHOLDER OF SINGLE USE AIN'T SEXY, A RANGE OF REWARDS ARE BEING OFFERED FOR INVESTORS.

These include:

- SINGLE USE AIN'T SEXY Starter Pack (1 bottle, 4 tablets)
- SINGLE USE AIN'T SEXY Full Home Pack (3 bottles, 10 tablets)
- SINGLE USE AIN'T SEXY T-Shirt
- Tier 1 Lifetime Product Discount Code
- Tier 2 Lifetime Product Discount Code

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

REWARD	> \$1,000	> \$2,000	> \$5,000	> \$5,000	METHOD OF DELIVERY
Starter Pack (1 bottle, 4 tablets)	YES	NO	NO	NO	We will contact investors via their registered email to request delivery information.
Full Home Pack (3 bottles, 10 tablets)	NO	YES	YES	YES	We will contact investors via their registered email to request delivery information.
SINGLE USE AIN'T SEXY T-Shirt	NO	NO	YES	YES	We will contact investors via their registered email to request delivery information.
Tier 1 Lifetime 5% Product Discount Code	NO	NO	YES	NO	We will send investors a unique lifetime 5% product discount code (discount does not apply on shipping).
Tier 2 Lifetime 10% Product Discount Code	NO	NO	NO	YES	We will send investors a unique lifetime 10% product discount code (discount does not apply on shipping).

SECTION 4:

INFORMATION ABOUT INVESTOR RIGHTS

4.1 COOLING-OFF RIGHTS

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

You must withdraw your application via the Intermediary'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.

4.2 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.

S4:

INFORMATION ABOUT INVESTOR RIGHTS

4.3 PROPRIETARY COMPANY CORPORATE GOVERNANCE OBLIGATIONS

4.3.1 ANNUAL REPORT

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

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

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

4.3.2 DISTRIBUTION OF ANNUAL REPORT

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

S4:

INFORMATION ABOUT INVESTOR RIGHTS

4.3.3 RELATED PARTY TRANSACTIONS

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

4.3.4 TAKEOVERS

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

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

GLOSSARY:

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COMPANY means Behemoth Media Pty Ltd trading as SINGLE USE AIN'T SEXY ACN 603619754.

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.

RETAIL INVESTOR has the meaning given to the term "retail client" under the Corporations Act.