



Crowd-sourced Funding Offer Document

Offer of fully-paid ordinary shares in BeeSTARX Pty Ltd at \$1 per share to raise a maximum of \$500,000.

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

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

BeeSTARX Pty Ltd

Trading as BeeSTAR

Issuer:

BeeSTARX Pty Ltd
ABN 96 681 390 465

Intermediary:

Swarmer Pty Ltd
AFSL 507867

Dated:

03 December 2024



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Section 1: Risk Disclosure.

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.

Letter from the Founders.

We are excited to offer you the chance to join BeeSTARX Pty Ltd, revolutionary beekeeping solution company, as a shareholder.

Our journey began three years ago with a simple question: “How can we prove pure honey with evidence?” This led us to explore how to protect the integrity of honey in a market filled with counterfeits and address the broader challenges faced by beekeepers and the pollination industry.

In 2021, we started developing BeeSTAR, and in 2022, we launched our company under the name of LB Agtech. After winning the BeeTech Challenge, we collaborated with beekeepers to create practical technology, digitising over 1,000 hives so far. Our data-driven algorithms have proven to deliver tangible ROI and benefits for users- beekeepers.

With support from governments, universities, and early adopters, we've restructured company structure for the growth. BeeSTARX Pty Ltd as a key business operation entity is to expand our impact. We are now raising capital to bring this transformative solution to more beekeepers globally.

Commercial beekeeping plays a vital role in food security but has long been undervalued. Your investment will support this beekeeping revolution, driving both financial and social impact.

Join us on this exciting journey to transform the future of beekeeping and pollination.

Welcome to BeeSTARX!

Ray Kwon & Simon Burt



2.1 Company Details.

2.1.1 The Company.

This offer of shares is made by BeeSTARX Pty Ltd ABN 96 681 390 465 (the Company). The Company was incorporated on 09 October 2024.

Company Name:	BeeSTARX Pty Ltd
ABN / ACN:	ABN 96 681 390 465
Date of Incorporation:	09 October 2024
Registered Office:	Level 2, 315 Brunswick Street Fortitude Valley QLD 4006
Principal place of business:	Level 2, 315 Brunswick Street Fortitude Valley QLD 4006
Offer Type:	Ordinary Shares
Other Related Companies:	LB Agtech Holdings Pty Ltd, AWE Corporation Pty Ltd
Website:	https://www.beestar.com.au/



2.1.2 Company Structure

Ray Kwon and Simon Burt founded LB Agtech Holdings Pty Ltd on March 1, 2022, to develop BeeSTAR. To facilitate seamless investment, corporate activities, and scaling up, the corporate governance structure was reorganised in October 2024 into a holding company, operating company, and IP company model. For further details, please refer to **Section 2.5.2: Organisation**.

2.2 Description of the business.

2.2.1 Why Remote Hive Monitoring?

Remote Hive Monitoring (RHM) is a core feature and benefit of BeeSTAR.

Traditional beekeeping relies on invasive inspections to verify the queen bee's health and reproductive activity—essential for colony maintenance and productivity. This approach demands intensive labour, frequent travel, and poses risks associated with opening hives.

With BeeSTAR, beekeepers can remotely monitor hive health and focus inspections only on hives where anomalies are detected without driving far distance. This significantly reduces labour, time, and costs while minimising disturbances to healthy colonies.

For growers, real-time monitoring of hives during pollination services provides invaluable data to enhance agricultural yields. As IoT and connectivity advance, remote hive monitoring is becoming essential. BeeSTAR leads the market by offering the most accurate, affordable, and automated solution.

Just 20 years ago, few could have imagined that everyone would carry a personal computer in their pocket, yet today, it's hard to find someone without a smartphone.

BeeSTAR is set to become an essential tool for commercial beekeepers worldwide. Without BeeSTAR, beekeeping will face reduced efficiency and higher costs, leaving businesses at a competitive disadvantage.



2.2 Description of the business.

2.2.2 Breakthrough

Commercial beekeeping, despite its critical role in global food production and human survival, remains reliant on 150-year-old practices. Undervalued and under-recognised, the industry is ripe for transformation. BeeSTAR is pioneering this change, leveraging innovative technology to not only disrupt the status quo but to unlock unparalleled value, positioning itself as the golden goose of modern beekeeping

Apiary Performance



Hive Abnormality



Historic Record



Swarm Warning



Queen Status



Foraging Capacity



Location Tracking



The BeeSTAR app alerts beekeepers to hives with potential issues and identifies problems through data analysis. This enables efficient inspection planning, immediate cost savings, and quick responses to prevent colony loss. By enhancing overall apiary performance, beekeepers can directly increase profits.

While inspections remain necessary, **Targeted Hive Inspection**—a method unique to BeeSTAR—focuses efforts where they are most needed, revolutionising traditional beekeeping practices and maximising efficiency.

**Targeted
Hive Inspection:**
World's first data-based
Commercial beekeeping
innovation.

Untouched Opportunity

**\$ 16 B Australian Domestic Impact
& \$310 B Global Beekeeping Market**



2.2 Description of the business.

2.2.2 Breakthrough

BeeSTAR is a solution meticulously developed through extensive exploration of the needs of numerous commercial beekeepers and the industry's strategic R&D&E initiatives. It offers a practical and realistic breakthrough to overcome the traditional limitations of beekeeping, serving as a critical business alternative for scaling beekeeping operations.

Beekeeping Activities	Traditional Beekeeping	VS	Beekeeping with BeeSTAR
Inspection	Invasive Manual Inspection		Non-invasive Remote Inspection
Inspection Method	Entire Hive Inspection		Targeted Hive Inspection
Heavy Lifting	100 hives = over 3,000~4,000 KG		Only problematic hives = approx.. 10~20%
OH&S	High Risk		Low Risk
Travel Distance	Repeated long distance driving		Planning optimised driving
Compliance	Handwriting, inaccurate manual report		Fully automated, accurate movement report
Traceability	Rely on beekeeper's word		Data proven evidence
Location Proof	Rely on manual report, hard to audit		Real time location report & audit with GPS
Theft Warning	No detection		Immediate warning and possible tracking
Health Record	Rely on human memory or note		Digital record
Queen Check	Revisit to check every new queen		Remote queen status check
Swarm Warning	Rely on human experience		Early warning through swam symptoms
Pest Check	During periodic inspection		Early warning through abnormality
Pre-Pollination	Manual, sample hive audit by their party		3~6 months hive health history data
During-Pollination	Manual walk-through visual inspection		Real time location report & audit with GPS
Post- Pollination	No sophisticated report		Hive performance report and data

Note: The above data is based on field-tested practices in actual beekeeping operations and can achieve greater accuracy and efficiency through scaling up.



2.2 Description of the business.

2.2.3 Opportunity

Addressing the Beekeeper Shortage

Australia needs over 300,000 additional beehives by 2032, but commercial beekeepers are declining. BeeSTAR reduces labour, time, and costs, enabling beekeepers to manage more hives efficiently, positioning itself as a vital solution for the future.

Driving Sustainable Agriculture and Food Security

BeeSTAR supports eco-friendly pollination and healthier bee colonies, aligning with global goals for sustainable agriculture and food security amid climate challenges.

Empowering the Next Generation

With Australia's aging beekeeper workforce, BeeSTAR's technology appeals to younger, tech-savvy individuals, helping modernize and grow the industry.

Improving Compliance and Biosecurity

BeeSTAR automates livestock compliance and biosecurity reporting, replacing outdated manual systems and improving accuracy.

Solving Global Beekeeping Challenges

BeeSTAR offers remote hive management and cost-effective solutions for global challenges like rising costs, beekeeper shortages, and declining colony health, ready to capitalize on emerging opportunities.



**No bees
equals
no food.**

2.2 Description of the business.

2.2.4 Industry

Our goal is to digitise 1% of the world's beehives within 5 years.

According to AgriFutures, Australia currently has about 630,000 registered beehives and a total of 48,983 registered beekeepers. The beekeeping industry is aging, and the gate price of honey produced by commercial beekeepers has not increased over the past 20 years despite inflation. In some cases, honey is sold at even lower prices per kilogram, indicating unfavorable conditions for beekeeping. Nevertheless, demand continues to grow due to the need for pollination, leading to a rising trend in service fees per hive.

Globally, nearly 100 million beehives have been reported. BeeSTAR plans to scale up within Australia over the next two years and actively expand overseas from the third year, aiming to digitise 1% of the world's beehives within five years.



Region	Number of Commercial Beehives	Economic Impact (AUD)	Source
Australia	630,490	\$15.5 Billion	Australian Honeybee Industry Council
USA	2.7 million	\$23.2 Billion	USDA National Agricultural Statistics Service
South America	5 million	\$7.7 Billion	FAO Statistics on Beekeeping
Europe	17 million	\$37.2 Billion	European Commission Reports
Asia	30 million	\$77.5 Billion	FAO Statistics on Beekeeping
World Total	90 million	\$310 Billion	FAO Global Honeybee Statistics

2.2 Description of the business.

2.2.5 Competitive Advantage

Diverse Benefits Across Industries

BeeSTAR supports beekeepers, growers, corporate farms, seed companies, food manufacturers, compliance agencies, and governments with data-driven solutions for pollination, traceability, and biosecurity.

Unparalleled Ease of Use

With simple login and fast sensor installation (20 seconds), BeeSTAR's user-friendly interface helps beekeepers quickly identify hive issues via a traffic light system, designed to minimise their workload.

Data Protection Certification

As the first in the industry certified under Australia's National Farm Data Code, BeeSTAR safeguards sensitive beekeeper data, addressing privacy concerns.



Collaborative Research and Development

Joint efforts with universities, bee scientists, and agronomists ensure BeeSTAR's pollination and hive health solutions are research-backed and effective.

Global Connectivity Access

With simple login and fast sensor installation (20 seconds), BeeSTAR's user-friendly interface helps beekeepers quickly identify hive issues via a traffic light system, designed to minimize their workload.



2.2 Description of the business.

2.2.6 Our Success to Date

Incorporated only two and half years ago, BeeSTAR has rapidly developed its technology and established a presence across Australia. Key milestones include:

Dec 21

First MVP of BeeSTAR.



Jun 23

Winner - Innovation Pitch



Jun 22

BeeTech Challenge Winner

the first official project introducing innovation by the Australian Honeybee Industry Council and AgriFutures.



Jul 23

Launching live Data capturing trial in Tasmania.



Sep 23

Contract with Agriculture Victoria



Oct 23

Awarded an AgTech Grant by Launch Vic

Aug 24

National Farm Data Code Certification.



Sep 24

AI Model Development with UTS



Nov 23

Contract for 1,008 commercial beehives

Achieved commercial deployment at scale, digitising 1,008 hives for the first time in Australian beekeeping history.

Oct 24

Restructuring the company for growth (founding BeeSTARX)



Present

New commercial contracts.

We are transferring all commercial operations to BeeSTARX, ensuring smoother, more efficient partnerships with beekeepers.

2.2 Description of the business.

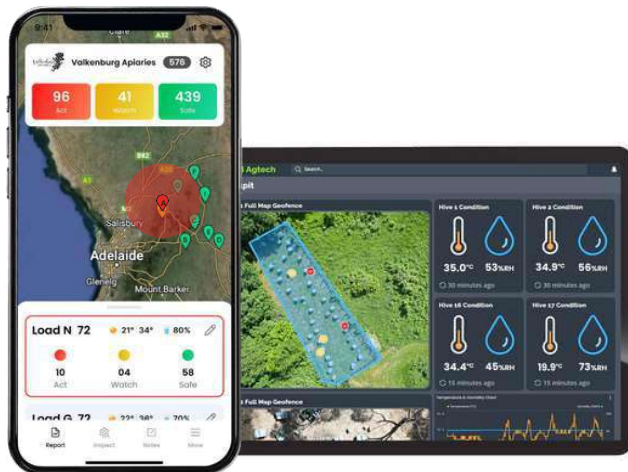
2.2.7 Key Products and Services



New In-hive sensor pendant design



Pollination Matching Platform App



Drop & Go In-Hive Sensor

The lightweight and durable sensor installs in under 20 seconds and features a battery life of over three years. Built to military-grade standards, it ensures reliable performance in all agricultural settings, proven through extensive field testing.

Traffic Lights App

The app provides advanced connectivity with geo-fencing for theft prevention, biosecurity tracking, and hive movement monitoring. Its traffic light system simplifies hive management, while collaboration with UTS is enhancing data analysis capabilities through machine learning.

BeeSTAR Nano Sensor

In partnership with Macquarie University, BeeSTAR is developing nano gas sensors to detect queen bee pheromones and identify pests and diseases early. Testing will finish in 2025, with commercialisation planned for 2026.

Pollination Matching Platform

Launching in August 2025, this platform uses BeeSTAR data to ensure transparent and traceable pollination services, fostering trust between growers and beekeepers.

BeeSTAR Mini

Designed for hobbyist beekeepers, BeeSTAR Mini will feature AI, gamification, and community networking, aiming to grow the global market and promote biosecurity and engagement.

2.3 Business & Revenue Models.

2.3.1 Overview of business model

BeeSTAR is making progress on many fronts.

As of November 2024, BeeSTAR has secured contracts with six commercial beekeepers, leading to the digitisation of a total of 1,512 beehives. We have also signed supply agreements with two educational institutions (Macquarie University and Wilsonton High School in Toowoomba) and two state government departments (Agriculture Victoria and PIRSA in South Australia). Our plan is to deploy a total of 10,000 BeeSTAR units by August 2025, ahead of the Almond Pollination Season.



**Our goal is to
deploy a total of
10,000 BeeSTAR
units by
August 2025**

2.3 Business & Revenue Models.

2.3.1 Overview of business model (continued)

Data collected from BeeSTAR's technology will also be highly valuable with the intent to be used towards the following:

- 1 ESG Compliance**
Mandatory policies drive demand for our bee and pollination data.
- 2 Livestock Valuation**
Hive health data enables bees to be valued as insurable livestock.
- 3 Digital Compliance**
BeeSTAR assists state governments in managing livestock movements and ensuring traceability.
- 4 Agricultural Productivity**
Growers benefit from the pollination data, making our insights inherently valuable.

BeeSTAR's insights and efficiencies make it a much sought after product with a number of target markets including:



- Commercial beekeepers
- Crop growers
- Corporate farms
- Food manufacturers
- Compliance agencies
- State governments

2.3 Business & Revenue Models.

2.3.2 Revenue Models

1. Hardware as a Service – Subscription Model

We have carefully planned and tested the return on investment for beekeepers using BeeSTAR, analysing their cost-benefit to set an annual subscription fee of **\$ 100 per hive (excl. GST)**. This fee includes both hardware and software. We are also planning to diversify our services in the future through advanced data analysis.

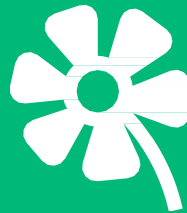
Current

**Annual Subscription
\$100 per Hive**

Coming soon:



**Pollination
Matching
Platform**



2. Pollination Matching Platform – Marketplace

Model Utilising data from BeeSTAR, we are developing a platform through exclusive licence agreement with LB Agtech where crop growers and beekeepers can trade bee pollination services transparently and reliably. A small service fee is charged as a percentage of the transaction amount generated from pollination services. We are pursuing a business model similar to Uber, aiming to create a trustworthy marketplace for pollination services.

3. Data Share Model

We believe that beekeeping and pollination data should directly benefit the data owners. With the consent of the data owners, we are promoting a model to share profits by selling data licences to institutions and research organisations, universities, governments, pharmaceutical companies, insurance companies, and others that require agricultural data.

Coming soon:



**Data
Sharing**



2.4 Business Strategy.

2.4.1 Strategy & Priorities

BeeSTARX aims to leverage fundraising to provide more beekeepers access to BeeSTAR, building a larger community of BeeSTAR enthusiasts. With no competing technology offering BeeSTAR's level of convenience and accuracy, combined with agriculture's seasonal nature, we are prioritising the following strategies to achieve market share and our goals:

With the funds raised, we will:

- **Expand User Adoption for Initial Deployment of 10,000 Sensors**
By August 2025, our goal is to digitise 10,000 hives, targeting specific segments of commercial beekeepers. We will create positive and successful use cases of BeeSTAR, gathering and analysing more data to develop highly accurate predictive models.
- **Build Strategic Partnerships**
Collaborating with organisations like Hort Innovation, AgriFutures, and state governments, we will actively engage in ongoing bee-related projects. This will position BeeSTAR as a compliance tool at a high level by showcasing its practical utility.
- **Establish a Customer Success Team**
Supporting small-scale beekeepers in improving operations and profitability, we will work closely with them to ensure their success in digital beekeeping. This involves creating optimised networks and teams for long-term, sustainable business growth.

Priorities:

- Finalise results from university-linked R&D projects.
- Develop and field-test new in-hive pendants.
- Respond to global interest in BeeSTAR from USA, Europe, and South America.
- Address regulatory requirements for pollination services.
- Conduct pest and disease detection experiments using nano-technology.
- Develop additional algorithms for hive activity monitoring.
- Actively promote BeeSTAR's activities and impact.



2.5 Directors & Senior Managers.

2.5.1 Key Roles

We truly have created something extraordinary here, we cannot wait to see where this goes.



Ray Kwon
Founder & Managing Director

Ray is responsible for the overall concept development of BeeSTAR, leveraging his deep understanding of customers and the market, as well as over 15 years of international business experience. He handles ESG-based company management, planning, investment, and finance.

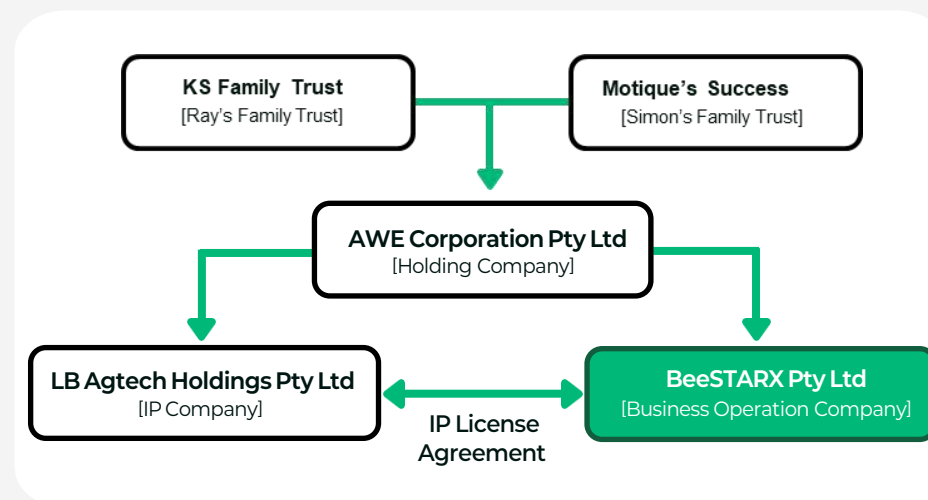


Simon Burt
Founder & CEO

Simon, coming from an agricultural family background, uses his understanding of agriculture to listen to and communicate with beekeepers and growers. He serves as a bridge between BeeSTAR and the market and represents the company externally.

2.5.2 Organisation

Initially founded as LB Agtech Holdings Pty Ltd (1 March 2022), we have this year restructured to a format where the IP is held in LB Agtech Holdings Pty Ltd while all operations and revenue generation will now be conducted through BeeSTARX Pty Ltd trading as BeeSTAR. LB Agtech Pty Ltd has concurrently granted BeeSTARX Pty Ltd an exclusive royalty free worldwide licence for all intellectual property. This crowdfunding raise is for BeeSTARX Pty Ltd.



Note: LB Agtech Holdings Pty Ltd and BeeSTARX Pty Ltd are 100% owned by AWE Corporation Pty Ltd.

2.5.3 Legal or disciplinary actions against the Company

There are no current or past legal or disciplinary or threatened actions against the company.

2.5 Directors & Senior Managers.

2.5.4 Key Team Members



Jonathon Moraitis

Fractional CTO

Jonathon, skilled in industrial automation background, has been critical to BeeSTAR development from its MVP phase. His analytical prowess and methodical approach have been key in solving complex technical challenges at BeeSTAR.

Steve Fuller

Apicultural Advisor

Steve Fuller, with 40 years as a beekeeper and influencer in the Australian Honeybee Industry, provides strategic insights at BeeSTAR. His roles on various agricultural boards amplify his impact on industry practices and BeeSTAR's relevance.

Dr. Noushin Nasiri

Nano-Tech Advisor

Associate Professor Noushin Nasiri, head of Macquarie University's NanoTech Lab and multiple award winner, collaborates on BeeSTAR's pioneering pheromone research. Her expertise enhances the startup's innovative sensor technologies.

Dr. Jody Gerdts

Bee Science Specialist

Founder and Managing Director of Bee Scientifics in Bendigo, Victoria, focusing on honeybee nutrition and genetic resilience, especially against the Varroa mite. Outside work, enjoys biking, gardening, and beach outings with her daughter and dogs.

2.6 Capital Structure.

2.6.1 Issued Capital

As at the date of this CSF offer document, the Company has 2,000,000 ordinary shares. As set out in Table 1 below.

[Table 1: Issued capital of the Company before the Offer]

Shareholder	Share Type	Shares
AWE Corporation Pty Ltd (100% owned by Ray's and Simon's family trust)	ORD	2,000,000
Total	ORD	2,000,000

Table 2 sets out the issued capital of the Company following the Offer.

[Table 2: Issued capital of the Company following the Offer]

Shares	Minimum Subscription	Maximum Subscription
AWE Corporation Pty Ltd (100% owned by Ray's and Simon's family trust)	2,000,000	2,000,000
Offer shares	50,000	500,000
Total shares on issue (undiluted basis)*	2,050,000 (100%)	2,500,000 (100%)

2.6.2 Debt funding and other sources of funding.

There are no current debt or other sources of funding within the company.



2.7 Risks facing the business.

An investment in the Company should be seen as high-risk and speculative. A description of the main risks that may impact our 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 (e.g. risks relating to general economic conditions or the inability to sell our shares).



Type of risk	Description of risk	[Table 3: Main risks.]
Early-Stage Company Risk	Investments in early-stage businesses involve several significant risks. These risks apply to an investment in the Company and include under capitalisation of the enterprise, obstacles or delays in business plans, uncertainties with the industry environment, as well as uncertainties in the ability to generate revenue.	
Competition Risk	The Company does not face any immediate threatening competition from other companies within sector. Competitors may adapt their offerings, posing increased competition to BeeSTAR products.	
Supply Risk	The Company relies on manufacturers and distributors for the supply of parts and components used in its products. Any decrease in supply or disruptions in the supply chain could impact BeeSTAR's operations and revenue.	
Operating Costs Risk	While the Company has positive financial projections, maintaining profitability is partly dependent on achieving its strategic plan. Unforeseen increases in operating costs could impact profitability.	
Capital Raising Risks	There is no guarantee that the Company will be able to raise adequate capital in a timely manner to support its commercial goals. Failure to secure additional funding could hinder the company's growth and operations.	
Cybersecurity Risk	Data breaches or cyberattacks could result in financial losses, legal liabilities, and reputational damage to the Company.	
Intellectual Property Risk	This company is a business operation entity, as stated in Offer Document section 2.5.2, while the IP entity, LB Agtech Holdings Pty Ltd, owns and protects all IP. However, The Company has access to the IP through an exclusive licence agreement, ensuring no hindrance to the operation of its products and services. Additionally, BeeSTAR plays a direct or indirect role in the development of this IP.	
Key Person Risk	The Company is dependent on key personnel, such as its founder or CEO, whose departure or mishap could disrupt operations and strategic direction.	

2.7 Risks facing the business (continued).

Type of risk	Description of risk	[Table 3: Main risks (continued).]
Management and Governance Risk	Ineffective management or governance issues could hinder the Company's ability to execute its business strategy effectively.	
Unforeseen Expenditure Risk	Despite careful financial planning, unforeseen expenditures could arise, impacting the Company's ability to achieve its strategic goals within budget.	
Economic Risk & Market Conditions	Factors, such as, but not limited to, world economic conditions, political instability, stock market trends, interest rates, exchange rates, inflation levels, commodity prices, industrial disruption, environmental impacts, international competition, taxation changes and legislative or regulatory changes may all have an adverse impact on the Company's revenues, operating costs and profit margins. These factors are beyond the control of the Company and the Company cannot predict how they will impact its business.	
Litigation Risk	The Company is exposed to possible litigation risks including intellectual property claims, contractual disputes, occupational health and safety claims and employee claims. Further, the Company may be involved in disputes with other parties in the future which may result in litigation. Any such claim or dispute, if proven, may impact adversely on the Company's operations, financial performance and financial position. The Company is not currently engaged in any litigated disputes.	
Returns are not guaranteed	There is no guarantee of any income distribution or capital return on the shares in the Company nor is there a guarantee of repayment of capital amounts. Shareholders will not be entitled to any guaranteed distributions of profits or capital.	
Dilution	A shareholder's interest in the Company could be diluted if the Company raises further capital via share issuance and existing shareholders do not participate in future fundraisings.	
Insolvency Risk	The Company is not yet profitable or cash flow positive and 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.	
Operational & Industrial Risks	Industrial disruptions, work stoppages, safety issues and accidents in the course of the Company's operations could result in losses and delays, which may adversely affect profitability.	

2.8 Financial Information.



Level 7B, 348 Edward Street
Brisbane 4000 QLD
Ph - 0466 300 147
reception@smartsolutionstax.com.au
www.smartsolutionstax.com.au

2 December 2024

PRIVATE AND CONFIDENTIAL

Dear Sir or Madam,

BEESTARX Pty Ltd A.C.N. 681 390 465

We currently act as Accountants for BEESTARX Pty Ltd. I can confirm that since the company's incorporation on the ninth day of October 2024 there has been no transactions in the company and therefore a detailed set of financial statements has not been required to be prepared.

Should you require further information, please do not hesitate to contact me directly on 0466 300 147.

Yours Sincerely

A handwritten signature in black ink that reads 'Sally Preston'.

Sally Preston
Partner

Smart Solutions Tax and Business Advisory Pty Ltd (ACN 668 759 457) - Liability limited by a scheme approved under Professional Standards Legislation.

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Section 3: Information about the Offer.

3.1 Terms of the Offer.

The Company is offering up to 500,000 shares at an issue price of \$1 per share to raise up to \$500,000. The key terms and conditions of the Offer are set out in Table 4 below.

[Table 4: Terms of the Offer.]

Term	Details
Shares	Fully-paid ordinary shares
Price per Share	\$1.00
Minimum Subscription	\$50,000
Maximum Subscription	\$500,000
Opening Date	03 December 2024
Closing Date	16 December 2024

A description of the rights associated with the shares is set out in Section 3.3 below. To participate in the Offer, you must submit a completed application form together with the application money via the Intermediary platform. The Intermediary's website provides instructions on how to apply for shares under the Offer.

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.



3.2 Use of Funds.

Table 5 below sets out the intended use of funds raised under this Offer based on the minimum and maximum subscription amounts.

[Table 5: Use of funds]

Intended use	Minimum Subscription	Maximum Subscription
Research & Development	5,000	150,000
Hardware & Software upgrades	15,000	80,000
Customer Engagement Expansion.	9,000	120,000
Operation & New Staff	3,500	100,000
Offer costs	17,500	50,000
Total funds	50,000	500,000

If only the minimum Subscription amount is raised, the Company will 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. Until additional funding is obtained, we will scale back sales and marketing and production activities and continue to focus our cash resources on research and development and working capital costs to advance the trials of our BeeSTAR technology.



Research & Development

We are partnering with UTS to develop a machine learning model for analysing hive data and collaborating with Macquarie University on a 12-month project using nano sensors to detect pests, diseases, and hive conditions. Both R&D project with universities are government grant eligible for funding.

Hardware & Software Upgrades

Funds will enhance our in-hive sensor pendant to a branded, user-friendly version and improve app performance through API integration, with completion expected in 6 months.

Customer Engagement Expansion

To digitise 10,000 hives within a year, we will invest in deployment costs, marketing at agricultural events like evokeAG, and establishing regional customer success systems. We also aim to build step stones for global expansion.

Operation & New Staff

Funds will support operations and talented member recruitment, with the timing and scale dependent on the funds raised. Sales revenue will cover a significant portion of operational costs.

Offer Costs

The Offer includes a 6% fee to the Intermediary and 1% allocated to consultants and marketing agencies supporting the campaign.

3.3 Rights associated with the shares.

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

The rights associated with the shares are set out in the Company's constitution. 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.

3.3.1 Voting Rights

The voting rights associated with shares entitle each fully paid share to one vote at general meetings. Voting is typically conducted by a show of hands, where each shareholder or their representative has one vote, or by a poll, where votes are proportional to the number of shares held. However, shareholders with unpaid calls on their shares may be restricted from voting.

3.3.2 Election and Removal of Directors

Regarding the election and removal of directors, shareholders may appoint directors during general meetings or, in some cases, directors may be appointed by the board. Shareholders holding an Equity Proportion of at least 20% are entitled to appoint one Representative Director, as specified in the Constitution. Directors can also be removed by a resolution passed at a general meeting or in accordance with the Constitution's provisions.

3.3.3 General Meetings and Notices

For general meetings and notices, shareholders must receive at least 21 days' notice of a meeting unless shareholders holding 95% of the voting rights agree to a shorter notice period. Meetings may be held physically or virtually, as decided by the directors, and decisions are made through resolutions, with special resolutions requiring the approval of at least 75% of the votes cast.



3.3.4 Dividends

In terms of dividends, the directors have the discretion to declare dividends based on the company's financial performance and legal compliance. Dividends may differ depending on the class of shares held and can be distributed in various forms, including cash, shares, or other assets.

3.3 Rights associated with the shares. (continued.)



3.3.5 Winding-Up

In the event of a winding-up, shareholders are entitled to the surplus assets remaining after all liabilities are settled. These assets are distributed among shareholders in proportion to the amounts paid on their shares. Additionally, liquidators may, with shareholder approval, distribute assets in kind.

3.3.6 Restrictions on Sale and Transfer

Restrictions on the sale and transfer of shares require compliance with pre-emptive rights, whereby existing shareholders are given the first opportunity to purchase shares being sold, except in the case of permitted transfers. Shares held by founding shareholders are classified as restricted and cannot be transferred within 12 months of issuance, unless otherwise specified. Transfers typically require approval from other shareholders or adherence to pre-emption rules.

3.3.7 Drag-Along and Tag-Along Rights

Finally, drag-along and tag-along rights ensure fair treatment of minority shareholders during certain transactions. Tag-along rights allow minority shareholders to sell their shares to a third-party buyer under the same terms if a shareholder sells a controlling stake of 51% or more. Drag-along rights permit majority shareholders holding at least 51% of shares to compel minority shareholders to sell their shares to a buyer under identical terms if an offer to purchase all shares is accepted by the majority.

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 sale of the Company.
- A listing on a registered stock exchange (eg the ASX).
- A private equity acquisition of the Company.
- A share buy-back by the Company.

There is no guarantee that any of the exit options will eventuate. Therefore, potential shareholders should consider this investment as illiquid and be prepared to hold it until there is an exit event as set out above.

Did you know:
Two-thirds of Australia's
agricultural production
benefits from bee
pollination.



3.5 Investor Rewards.

Investment Reward.	Investment Value					
	Up to \$500	\$501 ~ \$1,000	\$1,001 ~ \$2,000	\$2,001 ~ \$5,000	\$5,001 ~ \$10,000	\$10,001+
\$5 donation per investor to Crop Pollination Association Australia to help the industry.	✓	✓	✓	✓	✓	✓
BeeSTAR Calendar 2025. (per investor)	✓	✓	✓	✓	✓	✓
BeeSTAR Cap. (per investor)		✓	✓	✓	✓	✓
Opportunity to become a trial partner for BeeSTAR Mini for hobbyist beekeeper investor.		✓	✓	✓	✓	✓
5% discount for 1st year BeeSTAR subscription for commercial beekeeper investors.			✓	✓	✓	✓
500g of pure fresh honey provenance certified by BeeSTAR.			✓			
1 Kg of pure fresh honey provenance certified by BeeSTAR.				✓		
5 Kg of pure fresh honey provenance certified by BeeSTAR.					✓	✓
Investor Name on a beehive with BeeSTAR sensor and Data Share.					✓	✓
Large Apiary Site Group Tour nearest to the investor.						✓

Section 4: Information about the investor rights.

4.1 Cooling-off rights.

You have the right to withdraw your application under this Offer and to be repaid your application money.

If you wish to withdraw your application for any reason (including if you change your mind about investing in the Company), you must do so within five business days of making your application (the Cooling-off Period).

You must withdraw your application via the Intermediary's platform as follows:

1. Proceed to your profile on the top right-hand side of the screen on Swarmer's website by clicking your profile image.
2. Click on the right-hand side bar and select "My Investments".
3. Scroll until you find your BeeSTARX Investment Click the "Withdraw" button below the BeeSTARX logo.
4. Confirm the selection by clicking the "Confirm" button on the pop up.
5. Your Withdraw request will be processed.

This may take a few days to complete. After your withdrawal has been processed, the Intermediary will refund the application money to your nominated account as soon as practicable.

4.2 Communication facility for the Offer.

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

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

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

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

4.3 Proprietary company corporate governance obligations.

4.3.1 Annual Report.

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

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

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

4.3.2 Distribution of annual report.

The Company is not required to notify shareholders in writing of the options to receive or access the annual report. Shareholders will not be able to elect to receive a copy of the annual report by post. However, shareholders will be issued a copy of the annual report by email, alternatively the report can be purchased from ASIC.

4.3.3 Related party transactions.

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

4.3.4 Takeovers.

If we successfully complete this Offer and have more than 50 shareholders, the takeover rules in the Corporations Act will only apply to the Company in a very limited way. If someone wants to buy more than 20% of the voting shares in the Company, they will be able to do so without complying with the takeover rules. This means 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.

4.4 Company Updates.

The Company will provide regular updates to investors on the Company's website, social media platforms and via email.

Glossary.

Company means BeeSTARX Pty Ltd ABN 96 681 390 465.

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.

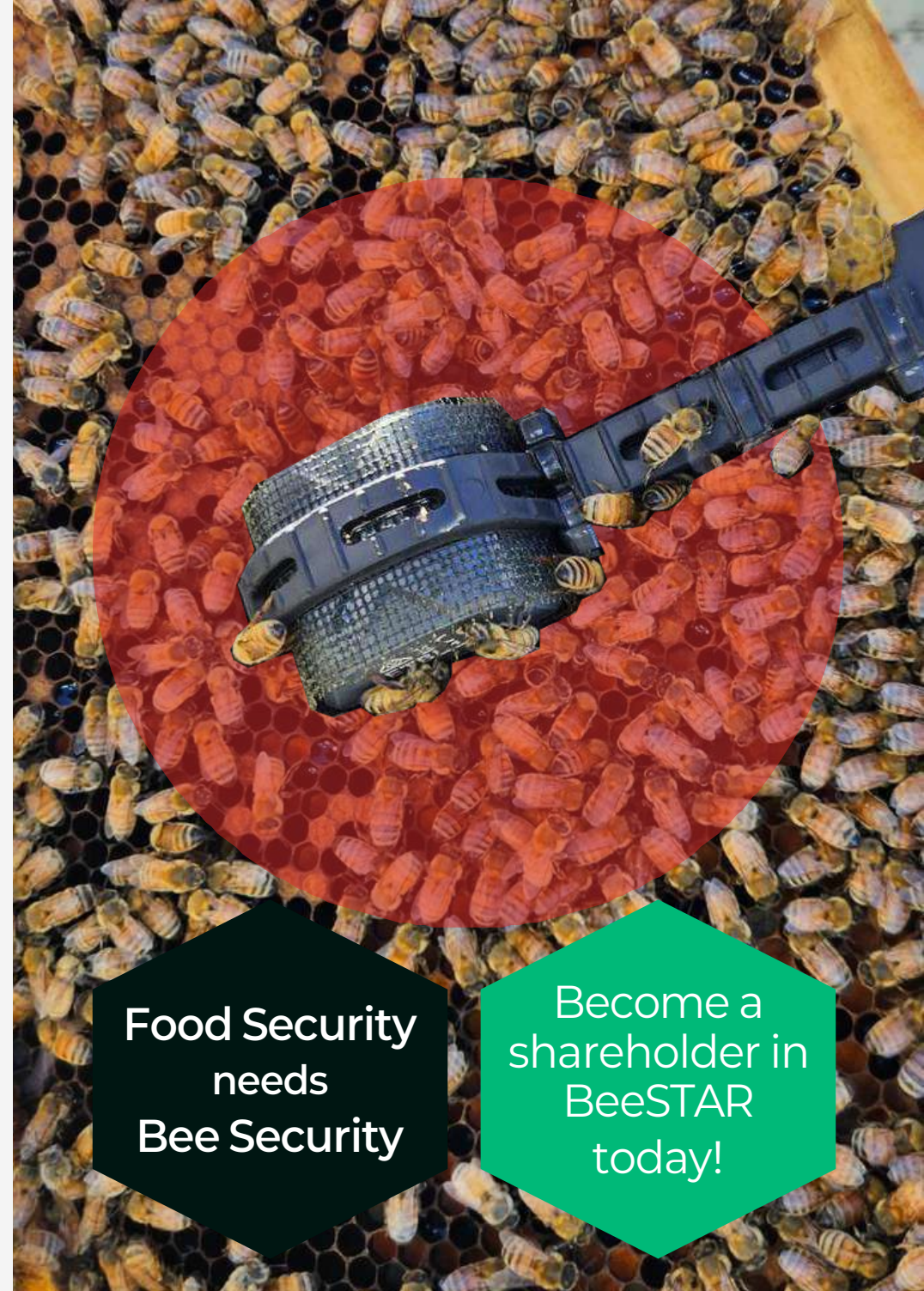
CSF means crowd-sourced funding under Part 6D.3A of the Corporations Act.

Intermediary means Swarmer Pty Ltd AFSL 507867.

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.



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