



## Crowdsourced Funding Offer Document.

Offer of fully-paid ordinary shares in Cooee Holdings Pty Ltd at \$1.00 per share to raise a maximum of \$750,000.

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

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

**Issuer:**

Cooee Holdings Pty Ltd  
ABN: 96 679 125 716

**Intermediary:**

Swarmer Pty Ltd  
AFSL 507867

**Date:**

1 August 2024.



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## 1.0 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.

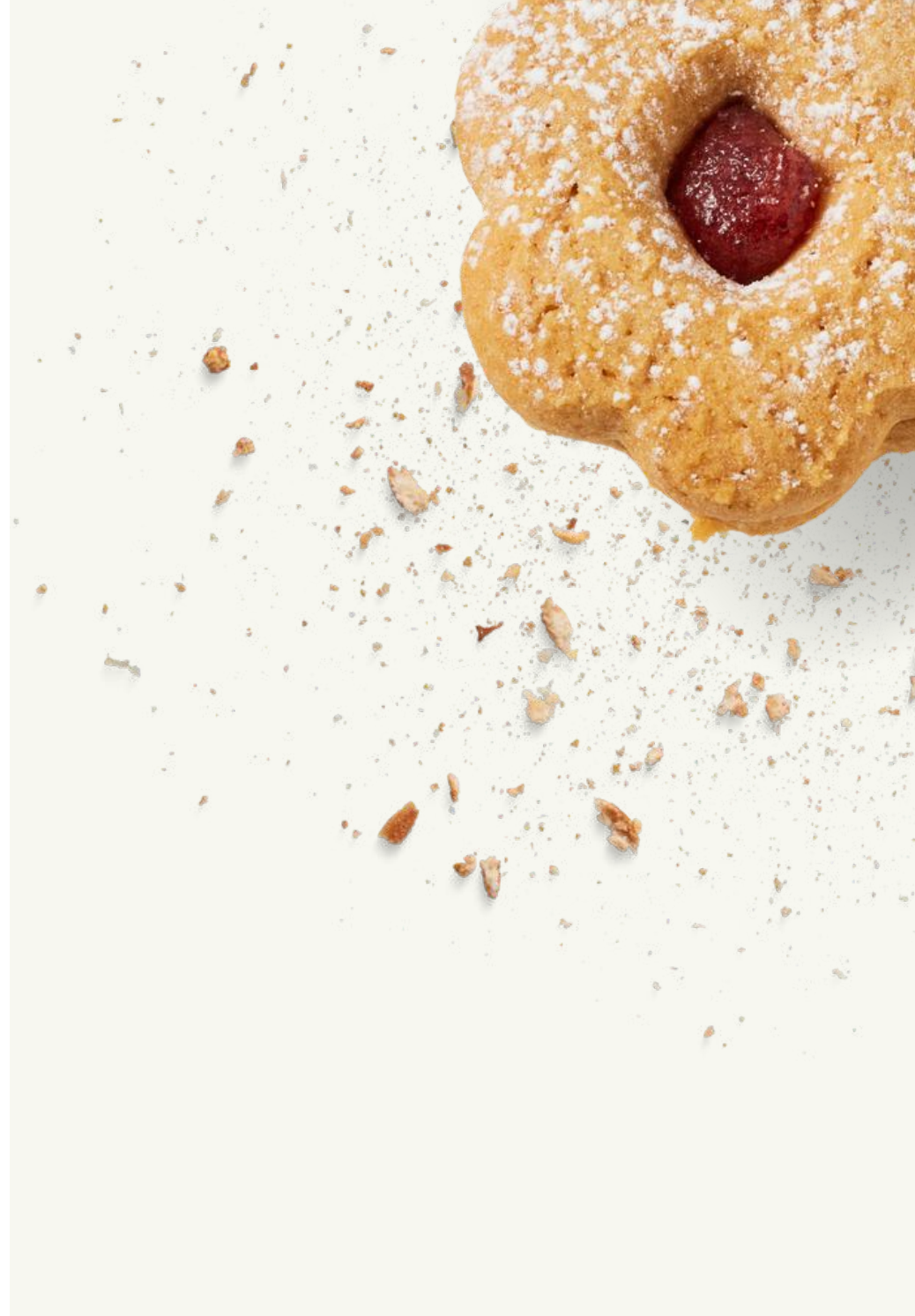
Even if the company is successful, the value of your investment and any return on the investment could be reduced if the company issues more shares.

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.





## 2.0 Information about the Company

# Acknowledgement

The Company acknowledges the traditional people of the lands we visit & recognise their continuing connection to land & water, to the dreaming & all things living.

We pay our respects to Ancestors & Elders, past and present, whose strength & guidance continually nurture us. We pay tribute to Aboriginal & Torres Strait Islander leadership within our communities.



# Letter from the Founder.

**Yaama** (Hello).

Coeee Cookies was born out of love. Love of my family, love of culture, and love of country. As a mother of 7 amazing humans and part of a large, blended family, I struggled to find quality products that met all our diverse dietary needs in one safe, convenient snack. After extensive research, I realised the challenge of finding products that meet diverse dietary needs is a major issue for many Australian families and is a rapidly growing market worldwide. I was shocked to discover Australia has the highest percentage of people with food allergies globally, we are among the top consumers of vegan retail food, and 1 in 70 Australians has coeliac disease – just like my Mum.

Recognising the need for change in our baking practices, I, as a proud Wiradjuri woman and a mother who loves to bake, took on the task of creating delicious food everyone can enjoy. Inspired by memories of baking with my grandmother, our cookies not only taste deliciously homemade, but are also 100% plant-based, gluten-free, nut-free, dairy-free, GMO-free, and over half of our range is soy-free. Each cookie is infused with a signature native superfood, using Australian botanicals that have been part of our land for thousands of years, sourced from Indigenous growers. This way, we ensure future generations can experience the health benefits, unique and delicious flavours, and wisdom of the world's oldest continuous living culture.

Coeee Cookies™ is a for-profit certified Indigenous enterprise with social enterprise outcomes. In addition to being allergen friendly, we're RAP procurement compliant, Kosher, Halal, and proudly Australian Made®. In addition to celebrating inclusivity and transcending boundaries, "Kindness is our kinda thing" is the core value that fuels our mission. With every bite, we aim to bring people together, honour our heritage, and foster a kinder community. We've already donated over 320kg to not-for-profit and charitable partners; and continue to divert a portion of profits to causes near and dear – including early intervention programs for kids who have experienced domestic violence. Our vibrant packaging also showcases the commissioned work of talented Indigenous artists, such as Kate Webster.

Coeee Cookies™ intersects five key and growing markets – the Australian clean label food category worth \$2.2bn, biscuits \$1.1bn, vegan \$215m, Gluten-free \$208m, Native Food \$81m, and a growing trend of organisations introducing reconciliation procurement targets. While major competitors have scale, there's limited direct competition at the intersection of our unique value proposition. Currently, no competitor ticks all the boxes in a single product, but we do and we're priced to sell at scale.

We're off to a great start, selling over \$200,000 in just 5 months of trading with strong margins, and our limited edition tins for NAIDOC WEEK are set to generate more in just a few short weeks, and forming partnerships with recognisable wholesale and retail brands. We may be new, but I'm proud of our ASEAN Taste Tester reviews, export potential research results, and incredible traction. As a former Regional Sales Manager for DuroTuss™, I understand the importance of product development, innovation, safety, quality, marketing, and consistency at scale. We spent years refining and market-testing our products and processes, through trade shows, events, and direct partnerships with Whole Foods stores. We have an extensive distributor network, and wholesale direct clients, and have recently launched our eCommerce platform and subscription model. We're also well on our way to our dream of featuring on an Australian airline, having been recently successfully invited to bid with Australia's largest airline catering supplier.

Coeee Cookies™ has grown from a little country kitchen in Jindera NSW, to a premium brand with an unmatched offering and the capacity to export globally the unique allergy-friendly tastes of Australia. With the traction generated to date, we have plans to roll out a wide range of products including cookie dough, cake mix, and pet treats and are exploring nutraceutical products with the power of Indigenous ingredients. We have a passionate founder and experienced team - I hope you can join our community and become part of our growth and success story.

**Madaang Guwu** (thank you).

**Tezzi.**

## 2.1 Company Details.

### 2.1.1 Company Key Information.

This offer of shares is made by Cooee Holdings Pty Ltd (the Company)

**Company name:** Cooee Holdings Pty Ltd.

**ABN / ACN:** ABN: 96 679 125 716

**Date of incorporation:** 15 July 2024.

**Registered office:** 143 Grand Parade  
Bonnells Bay 2264.

**Principal place of business:** 143 Grand Parade  
Bonnells Bay 2264.

**Offer Type:** Crowd-sourced funding.

**Offer Details:** Offer of fully-paid ordinary shares in Cooee Holdings Pty Ltd at \$1.00 per share to raise a maximum of \$750,000.

Cooee Cookies is our brand name which delivers the product via the subsidiary entity Cooee Cookies Pty Ltd.

Further information on the Company can be found under section 2.5.3 Company Structure.



## 2.2 Description of the Business.

### 2.2.1 Cooee Cookies (Cooee Holdings)

Cooee Cookies is a subsidiary entity of Cooee Holdings Pty Ltd and is an Indigenous food manufacturer, that creates premium allergy-friendly cookies with wide-ranging plans to expand into Pet and Nutraceutical markets!

Offering a unique and modern approach to a large and growing global market. Cooee Cookies aims to solidify its position and be a leading player in the speciality allergen-friendly & native superfood market globally, leveraging its commitment to quality and innovation.

We plan to expand our product range, with an extensive pipeline, enhance our online presence, and explore new markets, ensuring sustainable growth and elevating customer experiences.

### The meaning of 'Cooee'

Cooee was the call used by Tezzi's great-grandmother's people to help find and keep each other safe at long distances and was taught to the ANZACS for the same reason.

Our cookies are a yummy celebration of our history, culture and diversity; and are jam-packed with nutritious native ingredients and Indigenous flavours.





## 2.2 Description of the Business.

### 2.2.2 Success to Date.

**July 2023**

Founded by Tezzi in July, 2023.



FIRST AUSTRALIANS  
CAPITAL

**April 2024**

Secured grant funding from First Australians Capital, for being an integral Indigenous-owned business.



**\$200,000**

**May 2024**

Achieved \$200,000 revenue in just 5 months of active trading!

**June 2024**

Partnered with Bunnings for NAIDOC Week.

**October 2023**

Nominated for Indigenous Business of the Year by the NSW Indigenous Chamber of Commerce.

**Nominated Indigenous Regional Business of the Year**  
by NSW Indigenous Chamber of Commerce.

**April 2024**

Launched our e-commerce store generating over \$18,000 in sales in the first week!

**\$18,000**  
Sales in our first week.



## 2.2 Description of the Business.

### 2.2.3 The Opportunity.

We're on a mission to bring our inclusive 'free-from' snacks to every home in Australia and beyond!

At Cooee Cookies we bring Australia's traditional native tastes to your modern plate, providing nut-free, gluten-free, non-GMO cookies that merge allergen-friendly foods and Indigenous culture.

Cooee Cookies was launched in July of 2023 due to an ever-increasing difficulty feeding my own family, who have a range of food allergies and intolerances.

Australia has the highest percentage of food allergies and intolerances in the world<sup>1</sup>, a trend that is rapidly growing year-on-year. This global challenge is now worth an estimated USD \$40 Billion Globally in 2022.<sup>2</sup>

Soon after launching in July 2023, we were nominated for Regional Indigenous Business of the year by the NSW Indigenous Chamber of Commerce.

We're now baking more than 50,000 cookies per month in a peanut-free facility in Melbourne and have generated over \$200,000 in the last 5 months, all while onboarding new partners and distributors.

1. <https://medcast.com.au/blog/australia-why-are-we-the-allergy-capital-of-the-world#:~:text=Australia%20has%20the%20dubious%20crown,and%20around%20%25%20of%20adults.>

2. <https://www.linkedin.com/pulse/insights-global-food-allergy-market-size-share-growth-kala-vest-dbgcf/>



**\$200,000+**  
**REVENUE GENERATED**  
**IN JUST 5 MONTHS OF**  
**ACTIVE TRADING**

'We bring Australia's traditional native tastes to your modern plate, providing nut and gluten-free cookies that merge allergen-friendly foods and Indigenous culture'...

## 2.2 Description of the Business.

### 2.2.4 The Market.

We intersect a number of growing markets including:

- The \$1.1B biscuit manufacturing industry in Australia<sup>3</sup>
- The Global Markets including the \$40B USD Global Food Allergy Market<sup>4</sup>
- The \$91B USD Global 'Free-From' Food market.<sup>5</sup>

There is also rising demand for Australian Organisations to incorporate Reconciliation Action Plan's (RAP) into their procurement processes, which encourage and identify Indigenous supply chains.

While major competitors have scale, there is limited direct competition at the intersection of our unique and delicious cookies.



3. <https://www.ibisworld.com/au/industry/biscuit-manufacturing/107/>

4. <https://www.linkedin.com/pulse/insights-global-food-allergy-market-size-share-growth-kala-vest-dbgcf/>

5. <https://www.mordorintelligence.com/industry-reports/free-from-food-market>

## 2.2 Description of the Business.

### 2.2.5 Key Products.

#### Existing Product Range:

Discover the Cooee Cookie Way - where every bite is a step towards making a difference. Crafted with love, our recipes incorporate allergy-friendly ingredients, meaning our products are free from nuts, gluten or dairy, and are suitable for vegans.



#### Choc Chip and Wattle Seed.

When we say chocolate chips, we mean lots and lots of them! Every bite of this shortbread, melt-in-your-mouth cookie is bursting with the finest plant-based dark chocolate chips. It seemed only fitting that we teamed this cookie with the equally famous Wattle Seed, grown on Yorta Yorta Country (VIC).



#### Triple Choc & Muntries.

Our delicious Triple Choc cookie is for diehard chocoholics. This cookie is like a crunchy explosion of serious chocolatey yumminess, combined with our highly nutritious Muntries, grown on Kaurna Country (SA). Muntries contain a powerhouse of nutritional benefits and are valued for their natural waxes and high levels of antioxidants (4X stronger than Blueberries). Muntries are full of Vitamin C, calcium, magnesium, iron, potassium, sodium and fibre; all of which contribute to their wound healing properties.

## 2.2 Description of the Business.

### 2.2.5 Key Products.



#### White Choc & Strawberry Gum.

One smell of our delicious Strawberry Gum will have you thinking instantly of lollies and bubble gum with the yummy fruity undertones of this native treat. Grown on Yuin Country (NSW), strawberry gum is an excellent source of antioxidants that provide comprehensive protection from oxidative stress, autoimmune and cardiovascular diseases.



#### Chai & Kakadu Plum.

Our Sticky Chai cookie is decadent, to say the very least, so we decided Kakadu Plum would be the perfect match for this cookie. Grown on Nyal Nyal Country (NT), Kakadu Plum is considered a gift from the Dreamtime - Australia's native star superfood. Kakadu Plum has exceptional nutritional and antiseptic properties and has been an important food and medicine in Northern Australia for Aboriginal people for millennia. Kakadu plum has the highest recorded levels of Vitamin C of any fruit in the world, measuring up to 100 times the Vitamin C content found in an orange.

## 2.2 Description of the Business.

### 2.2.5 Key Products.



#### Jude's Vanilla Cream with Finger Lime.

Our vanilla-flavoured shortbread cookies are sandwiched with a scrumptious citrus cream enriched with the mother of all citrus fruits - the Native Finger Lime. Grown on Bundjalung Country (NSW), Fingerlime is known for its sensational flavour and also contains a range of antioxidants and vitamins, including Vitamin E & C.



#### Nan's Jam Drop with Davidson Plum.

These yummy shortbread cookies with rich sticky jam bursting through will conjure up childhood memories for many, and I hope to make some new memories for you by sharing them with your mob. The Davison Plum in the jam gives the family fave the cultural infusion it deserves.

Davison Plum was a dietary staple of Aboriginal people for thousands of years, known as an excellent source of potassium, Vitamin E, lutein, zinc, folate, calcium and magnesium.

## 2.2 Description of the Business.

### 2.2.6 New Products.

We are excited to announce that we will be introducing a range of new products to diversify our existing product line: two more flavours under our Miyagan Collection, a Christmas Gingerbread release, and multiple new products to expand Cooee Cookies reach into adjoining retail markets.

#### **Cookie Dough.**

Coee Cookie Dough, enjoyed raw or baked, features a unique blend of classic cookie flavours enhanced with native superfoods. Our dough stands out as one of the first allergy-friendly options available, providing consumers with the delightful experience of baking fresh cookies at home, all while ensuring the use of allergy-safe ingredients.

#### **Protein Bites.**

Imagine combining a protein ball and a granola bar, removing as many allergen ingredients as possible, eliminating refined sugars, and adding high percentages of plant-based protein and native superfoods. That's what Coee Protein Bites are! While most protein balls and snack bars are packed with dried fruits and nuts, finding a nut-free option that's also gluten-free and vegan is nearly impossible. We're here to change this space.

#### **Cake Mixes.**

We're developing a range of bake-at-home, allergen-friendly cakes using our unique blend of native superfoods. Building on the success of our cookies, we're expanding into delicious bake-at-home cake options. As a first-to-market product, we'll bring safe and inclusive cooking to kitchens worldwide with native superfood ingredients. We also intend to launch our own brand of Coee Cookware Utensils with our beautiful indigenous artwork.



**Coming Soon...**

## 2.2 Description of the Business.

### 2.2.6 New Products (continued).

#### Mirri Dog Treats / Pet Range.

Hypo-allergen dog treats because our furry best mates deserve it!

Our dog treats are 100% plant-based, gluten-free, non-GMO, and infused with native superfoods. Just like humans, dogs can suffer from allergies, and we believe they should still enjoy tasty treats free from common allergens.

Mirri is the Wiradjuri word for Dog, and we will be launching Mirri Dog Treats very soon! Our dog treats will come in sustainable, reusable, no-spill, recyclable containers.

Building on the success of our cookies, we're already in discussions to launch our allergy-friendly dog treats in retailers across Australia. Stay tuned for the launch and treat your dog to safe, delicious, and nutritious snacks!





## 2.2 Description of the Business.

### 2.2.7 Our Competitive Advantage: Native Ingredients.

Our cookies are more than just vegan and allergen-friendly; they celebrate the diverse flavours of Australian native ingredients, providing a culturally authentic experience that is both Kosher and Halal. Proudly Australian-made, our cookies celebrate culture and inclusivity with every bite.

As a NSWICC-assured and Supply Nation Registered enterprise, we bring verified authenticity and reliability, assuring wholesale distributors of our brand's credibility and Indigenous heritage.

We source our native ingredients from across Australia and are introducing a range of traditional native tastes to modern Australian plates.

Our commitment to community giving and raising awareness for Indigenous enterprise further elevates our brand, positioning Cooee Cookies as a frontrunner in a market where consumers are increasingly valuing brands that blend delightful taste with purposeful impact.



## 2.2 Description of the Business.

### 2.2.7 Our Competitive Advantage: Native Ingredients.

#### Davidson Plum.

Davidson Plum was a dietary staple of Aboriginal people for thousands of years, growing in the rainforests of Northern NSW (Bundjalung Country) and Queensland. Davidson Plum has the highest amount of anthocyanins, offering superior antioxidants compared to blueberries, and is an excellent source of potassium, Vitamin E, lutein, zinc, folate, calcium and magnesium. Grown on Bundjalung Country (NSW).



#### Kakadu Plum.

Considered a gift from the Dreamtime, Australia's native superfood. Kakadu Plum has exceptional nutritional and antiseptic properties and has been an important food and medicine in Northern Australia for Aboriginal people for millennia.

Kakadu plum has the highest recorded levels of Vitamin C of any fruit in the world, measuring up to 100 times the Vitamin C content found in an orange. Kakadu Plum used in Cooee Cookies is grown on Nyal Nyal Country (NT).



## 2.2 Description of the Business.

### 2.2.7 Our Competitive Advantage: Native Ingredients.

#### Wattleseed.

Wattle Seed has been a dietary staple for Indigenous Australians for over 40,000 years. Often considered the unsung hero of Australian native foods, it is an exceptionally rich source of protein. As a low glycemic food, Wattle Seed releases sugars slowly, supporting people with conditions such as diabetes to maintain blood sugar levels. It also contains high concentrations of potassium, calcium, iron, and zinc. The Wattle Seed used in Cooee Cookies is proudly grown on Yorta Yorta Country (Victoria).



#### Muntries.

The Muntrie fruit was a vital part of the diet of the Ngarrindjeri people of the Coorong (southeast South Australia). Muntries contain a powerhouse of nutritional benefits and are valued for their natural waxes and high levels of antioxidants (4X stronger than Blueberries). Muntries are full of Vitamin C, calcium, magnesium, iron, potassium, sodium and fibre; all of which contribute to their wound healing properties. The Muntires used in Cooee Cookies are grown on Kaurna Country (SA).



## 2.2 Description of the Business.

### 2.2.7 Our Competitive Advantage: Native Ingredients.

#### Strawberry Gum.

The Aboriginal peoples who passed through the Northern Tablelands would often chew on the leaves of the Strawberry Gum for their sweet berry flavour. Strawberry Gum is native only to the NSW Tablelands region, Australia's highest highland region. Also known as Forrest Berry, Strawberry Gum contains the highest quantity of methyl cinnamate of any plant, giving it a robust fruit-berry flavour. Strawberry gum is an excellent source of antioxidants that provide comprehensive protection from oxidative stress, autoimmune, and cardiovascular diseases. The Strawberry Gum used in Cooee Cookies is grown on Yuin Country (NSW).



#### Finger Lime.

Long before fancy restaurants discovered the amazing zesty goodness of Finger Limes, they were an essential food source for Aboriginals for thousands of years. Our people have always understood the amazing healing properties of this fruit, which is full of folate, vitamin E, vitamin C, and potassium. The Finger Lime has also been used as a topical treatment for many generations to treat infected sores. The Finger Lime used in Cooee Cookies is grown on Bundjalung Country (NSW).



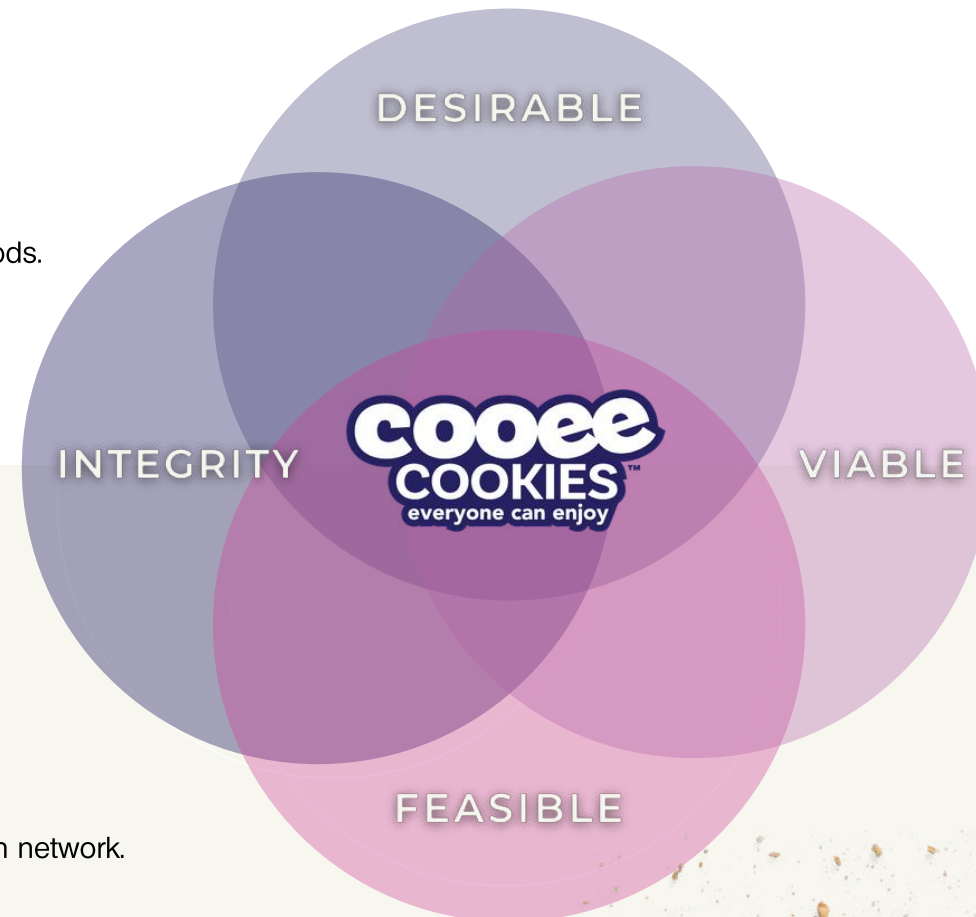


## 2.2 Description of the Business.

### 2.2.7 Our Competitive Advantage: Unique Value Proposition.

#### Desirable

- 9.5/10 'TRY to BUY' Ratio.
- 5 out of 5 ASEAN Taste Tester.
- Allergy & Culturally Safe Food.
- Made with Indigenous Superfoods.
- RAP / ESG alignment.
- Compact & non-perishable.
- Premium Presentation.



#### Feasible

- Scalable Partners.
- QC / Safety Processes.
- Sustainable Growth.
- Established eCommerce.
- Warehouse / Direct Sales.
- Reliable logistics & distribution network.

#### Viable

- 35-38%\* Distributor Margin.
- Competitive Unit Price Structure.
- Cost Controlled / Sustainable COGs Margin.
- 61%\* would pay \$4.00 to \$4.50+
- Rapidly growing market.

Source: ASEAN Taste Tester Report 2021

#### Integrity

- Female / Indigenous Owned.
- Certification membership.
- Impact Enterprise.
- Inclusive (vegan, allergy-friendly, Kosher & Halal).
- "Kindness is our kinda thing".

## 2.2 Description of the Business.

### 2.2.7 Our Competitive Advantage: Branding & Messaging.

At our core Cooee Cookies™ is a for-profit certified Indigenous enterprise with social enterprise outcomes.

Our fun, yet premium branding prominently features vibrant and original Indigenous Artwork “Bright Futures”, our proud Indigenous ownership, and native superfood ingredients – telling our inclusive story.



Artwork That Tells a Story:  
**Mawang (Together)** by Kate Webster

The adjoining cookie tin is adorned with the captivating artwork “Mawang” (Together) by the talented Kate Webster, a proud representation of Wiradjuri artistic excellence. This artwork is more than just a design; it's a narrative of community, resilience, and belonging. Featuring vibrant colours, it visually narrates the essence of coming together and supporting one another. This tin is not just a container but a piece of art - encapsulating the spirit of unity and the enduring strength of the Wiradjuri people.

## 2.2 Description of the Business.

### 2.2.8 Legal or disciplinary actions against the Company.

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

Nor are there any against any Directors and Senior Managers of the company.



## 2.3 Business & Revenue Model.

### 2.3.1 Revenue Model.

- **Direct to Consumer** (D2C) via our online ecommerce store, with built in subscription model offerings.
- **Business to Business** (B2B) through partnerships and event opportunities, like partnering with Bunnings Warehouse for NAIDOC Week 2024!
- **Wholesale Partnerships** providing up to 1kg bulk wholesale orders.

### Future Revenue Opportunities:

Following the successful launch of our eCommerce platform, we will continue to build our direct and wholesale customer community and subscription model arrangement. Over the coming years, we are looking to launch new products and are just beginning to scratch the surface of corporate partnerships, including;

- Corporate & Government contracts.
- Subscription service generating recurring revenue.
- Commercial Airlines.





## 2.3 Business & Revenue Model.

### 2.3.2 Marketing & Distribution Strategy.

Following our e-commerce success, we intend to continue building our retail and wholesale community and expand into a corporate gifting range, building on our NAIDOC Week partnership with Bunnings and working with Indigenous vending machine partners.

To date, we have created a 'Customer Community' and by leveraging brand partnerships with our supporting distributors our reach is continuously growing - Cooee Cookies is available Australia-wide via wholesale distributors.

With funds raised from this CSF Offer, we will expand the sales and marketing team, and increase marketing spend, to increase demand in growing markets with a particular focus on primary wholesale-direct contracts. Several tenders with major organisations including the aviation industry are already in the market and are awaiting an outcome.

#### Future Opportunities

The Australian market for free-from foods, (particularly foods that taste great!) is rapidly growing and we are currently researching to bring new products to market over the coming years.



## 2.3 Business & Revenue Model.

### 2.3.3 Global Distribution Agreement.

#### Partnered with Vetirus Pharmaceuticals.

Cooee Holdings and Vetirus Pharmaceuticals are excited to announce a new strategic partnership with Global reach!

Vetirus Pharmaceuticals is a next-generation pharmaceutical company based in Naples, FL and London, UK with a specialisation in natural biologic therapies for both the human and veterinary markets.

The partnership will leverage their complementary expertise to drive innovation in the pet food industry, launching the world's first hypo-allergenic dog cookie using native Australian ingredients.

Under the partnership, Cooee Holdings will provide Vetirus Pharmaceuticals with access to its Australian native ingredients and recipes, including scientific research on health benefits. Vetirus in return will develop and produce novel products for the Veterinary market, sharing their pharmaceutical research and insights with a focus on Pet Nutraceuticals.

The partnership aims to accelerate the commercialisation of innovative products that improve patient outcomes and support the growth of environmentally friendly practices worldwide.



## 2.3 Business & Revenue Model.

### 2.3.4 Coming Soon! to selected Woolworths Metro Stores.

Coming soon in late 2024, Cooee Cookies will be available in selected Woolworths Metro's!

Launching with Woolworths will improve brand visibility as well as improving customer familiarity and confidence with our products. As Cooee Cookies grows we will look forward to leveraging this relationship and launching across more retailers.

Another key benefit of the partnership will be an increased capture of consumer data, as well as supply chain efficiencies, bringing a cyclical flow to orders and cash flow.



## 2.4 Business Strategy.

### 2.4.1 Strategy & Priorities.

Over the next 3 years, our four key priorities are to;

#### **Expand Supply Capacity.**

Expand existing in-house warehousing to increase capabilities beyond manufacture storage and shipping. Expand manufacturing capacity through partnerships and commissioning a night-shift to increase production.

#### **Global Expansion.**

Leverage the export-ready ASEAN Taste Tester® research feedback, Australian Made® brand proposition, and unique appeal of Australian Native Ingredients to explore export to international markets. As our products are all Kosher & Halal, we have considerable opportunities in overseas markets.

#### **Product & Partnership Development.**

Explore and expand product development and partnership opportunities and new markets. In the future, we intend to develop our own R&D facility to identify growing food segments and create allergen-friendly, native food options - such as a medicinal cookie edibles range, pet treats, diet products, protein balls, and bake-at-home cookie dough products.

#### **Kindness is our kinda thing.**

Continue to track and share our social impact with our partners and community, helping them achieve their ESG goals. Kindness is at the heart of everything we do, and we plan to establish a charitable foundation to expand our impact and scale our support for culturally significant causes. \$30,000 of funding from the raise will be utilised to establish the Cooee Foundation - a non-profit organisation built to support kids on remote Country.



## 2.5 Directors & Senior Managers.

### 2.5.1 Organisational Structure.

Cooee Holdings Pty Ltd (Parent Company)

Cooee Cookies Pty Ltd (Wholly-owned subsidiary)

**Founding Director**  
Terri-anne Daniels

**Managing Director**  
Shane Grech

**Board Director**  
Hamish Thomson

**The Cooee Cookies team**

**Suppliers & Manufacturers.**

#### **The Cooee Cookies team.**

Lead by our Operations Manager, Claire. With over 8 years of experience as Operations Manager for Australia-wide retailer 'Good Guys' Claire brings a wealth of knowledge to the team and has a specialisation in streamlining procedures and creating effective processes.



## 2.5 Directors & Senior Managers.

### 2.5.2 Founder & CEO.

#### **Terri-Anne Daniel (Tezzi)**

Founder, CEO and Director.

I'm Tezzi, a Wiradjuri woman, from a long line of proud, brave, and inspiring Wiradjuri women raised on Country.

I am the founder / co-owner and the heart & soul of Cooee Cookies. I am continually inspired by my Indigenous culture. This, together with my unwavering dedication to inclusiveness and kindness, is at the core of everything we do at Cooee Cookies.

With over 15 years of experience in Senior Sales Management within Pharmaceuticals and 12 years in Commercial Cookery, I lead Cooee Cookies with a wealth of knowledge in first-to-market strategies.

The name "Cooee" pays homage to my Indigenous heritage and my great-grandmother's hometown of Gilgandra, central NSW. Since I was a young girl learning to bake alongside my grandmother, my passion for food has continued to grow. Now, I get the honour of baking amazing, delicious cookies. It is humbling to use a rich array of native ingredients in every batch. Our cookies are a yummy celebration of culture & diversity and are jam-packed with deliciousness!

Cooee Cookies are a tribute to Australia's amazing native ingredients and the culture of our people.



## 2.5 Directors & Senior Managers.

### 2.5.2 Directors and Board Members.



**Shane Grech**

Managing Director.

Shane's background is in logistics and commercial business operations. He brings a wealth of knowledge to the back end of Cooee Cookies operations. Shane has successfully managed 2 start-up businesses to 6 figure turnover and now brings his expertise to Cooee Cookies.



## 2.5 Directors & Senior Managers.

### 2.5.2 Directors and Board Members.

#### **Hamish Thomson (Former Regional President of Mars)**

Advisory Board Member.

Hamish enhances stakeholder returns via strong process and procedural governance that enables pace, agility and transformational growth.

Hamish has previously been the Chair of Mars Inc (Australia/NZ), the Chair of Wrigley/Mars (UK), the interim Chair of the Australian Confectionery Manufacturers Association (CMA), and he is currently the advisory Board Chair of Australia's leading dessert company, Exquisite Ltd. Hamish is also committee chair and NED of The OzHelp Foundation – one of Australia's largest mental health and suicide prevention charities, coupled with being a board advisor (and investor) to purposeful accelerator funds and technology-led start-up ventures.

In an executive capacity, Hamish has been a CEO/Regional President and Global brand head for Mars Incorporated (circa 20 years – Australia/UK/USA), a senior sales + marketing exec for Reebok International (the UK and the Netherlands) and an account executive within London advertising. He recently published Wiley international leadership author (It's not always right to be right), alongside being a strategic consultant to a multitude of small tech and multinational companies.

Former Regional  
President of Mars





## 2.5 Directors & Senior Managers.

### 2.5.2 Directors and Board Members.



#### Rhyl Smith

Advisory Board (Chair).

With a wealth of experience spanning over 15 years in Fortune 500 enterprises. Rhyl's expertise is across diverse industries; including Finance, Pharmaceutical, Digital Marketing as well as establishing and managing Amazon FBA businesses. His pivotal contributions to the success of eCommerce start-ups position him as a leading authority in eCommerce fulfilment. With a clear vision for sustainable growth & business optimization, he is an invaluable addition to the Cooe Cookies Advisory Board.



#### Luke Mclroy-Ranga

Advisory Board.

A trusted strategist within Australasian and North American markets, Luke has advised on supplier diversity and economic inclusion at all levels of government. Luke's unique background in corporate leadership, entrepreneurial venture, and community development means he can effectively navigate boardrooms, organisations and diverse population groups through alternative engagement methodologies and communication styles.



## 2.5 Directors & Senior Managers.

### 2.5.2 Directors and Board Members.



**Heath George.**

Advisory Board.



Heath is an experienced business strategist and founder of multiple successful companies across various regions, with award-winning advertising, marketing, and brand expertise. Recognized as a BRW Top 100 Fast Starter, MBA Honour Society and AICD Member. His commitment to excellence in governance and strategic leadership makes him a valued member of the Cooee Cookies Advisory Board.



**Renai Mouton.**

Advisory Board.



Renai is the Founder of Muddy Waters Studio, Renai has worked on community engagement projects with Reconciliation NSW and Reconciliation QLD, & Federal Government employment programs nationally. Renai ensures that all stakeholders feel valued and understood, leading to more effective collaboration and successful outcomes.



## 2.5 Directors & Senior Managers.

### 2.5.3 Legal or disciplinary actions against the Directors.

There are no current or past legal or disciplinary actions against the Directors or Senior Managers of Cooee Holdings Pty Ltd.

### 2.5.4 Company Structure.

Entity:	ABN:	Trading Name:
Cooee Holdings Pty Ltd	96 679 125 716	Cooee Cookies.
Cooee Cookies Pty Ltd is a subsidiary entity and trades exclusively under Cooee Holdings Pty Ltd.		

**Note:** Cooee Cookies Pty Ltd was 'rolled up' into Cooee Holdings Pty Ltd in July 2024. The previous year of operation has been undertaken through Cooee Cookies Pty Ltd.



## 2.6 Capital Structure.

### 2.6.1 Issued Capital.

As at the date of this Offer Document, the Company has 5,000,100 ordinary shares on issue. The key terms of the shares can be seen overleaf in section 2.6.2. The majority of shares are held by the Company's founding Director in Terri-Anne Daniel.

#### Issued capital of the Company before the Offer.

Member	Share class	Equity	Shares
Terri-Anne Daniel	Ordinary	72%	3,600,072
Shane Grech	Ordinary	18%	900,018
HKG Holdings Pty Ltd	Ordinary	10%	500,010
<b>Total Shares</b>	<b>Ordinary</b>	<b>100%</b>	<b>5,000,100</b>

#### Issued capital of the Company following the Offer.

Member	Minimum Subscription	Maximum Subscription
Existing Shares	5,000,100	5,000,100
Offer Shares	50,000	750,000
<b>Total Shares</b>	<b>5,050,100</b>	<b>5,750,100</b>



## 2.6 Capital Structure.

### 2.6.2 Rights & Liabilities associated with securities.

As at the date of this Offer, the class of shares on issue are ordinary shares. Set out below is a summary of the rights and liabilities associated with the securities in the Company. A copy of the Company's Constitution is available on the Intermediary's platform.

#### Ordinary Shares.

The ordinary shares confer on their holders:

- (a) on a winding up of the Company, the right to participate pari passu with the holders of other ordinary shares in the repayment of paid up capital and distribution of any surplus assets or profits of the Company;
- (b) the right to receive notice of and attend any general meeting of the Company;
- (c) the right to cast one vote on a show of hands at a general meeting of the Company and to cast one vote for each ordinary share held on a poll; and
- (d) the right to such dividends and bonus shares pari passu with the holders of other ordinary shares as the Directors in their absolute discretion from time to time determine.

The shares offered under this Offer are ordinary shares. A more detailed description of the rights and liabilities associated with the ordinary shares is set out in Section 3.3.



## 2.6 Capital Structure.

### 2.6.2 Rights & Liabilities associated with securities (continued).

#### Other Rights.

The Constitution contains a series of other rights and liabilities associated with shares in the Company (including with respect to voting rights, dividends, new securities issues and winding up of the Company). The Constitution also sets out a number of other important provisions for shareholders. A more detailed description of these rights, liabilities and other provisions is set out in Section 3 “Rights associated with shares”.



## 2.6 Capital Structure.

### 2.6.3 Debt Funding & Other Sources of Funding.

Cooee Cookies has been funded through a mixture of seed funding, grants and revenue.

#### **Equity:**

HKG Holdings initially invested \$50,000 in seed funding for 10% of the business. There is no shareholder loan associated with this investment.

#### **Grant funding:**

Minderoo Foundation - Ready to Grow Grant. (2024).

\$25,000 in funding was secured to scale our operations and market the brand.

First Australians Capital (2024).

\$15,000 grant secured for being an Integral Female-led Indigenous Business.

Funding was used to design indigenous inspired packaging.

#### **Debt funding:**

First Australians Capital (2024).

\$15,000 loan at 3% interest for 2 years to assist with inventory volume and management.



## 2.7 Key Business Risks.

### 2.7.1 Risk Register.

Type of Risk	Description of Risk
Loss of key management personnel.	The Company's ability to effectively execute its growth strategy depends upon the performance and expertise of its key management personnel who have deep experience in, and knowledge of, the Company's business and the market in which it operates. The loss of key management personnel, or any delay in their replacement, may adversely affect the Company's future performance.
Failure to maintain existing customers or win new customers.	The Company's ability to maintain successful relationships with existing customers or win new customers is fundamental to its business, growth and future profitability. There can be no guarantee that the Company will be successful in retaining or winning customers.
Business model risk.	The Company is at an early stage and, as such, it carries the risks of a start-up business. Given the limited trading history of the company, no assurance can be given that the Company will achieve sustained commercial viability through the implementation of its business plan.
Cashflow risk.	The Company's operating activities involve a series of cash inflows and outflows. Although the Company seeks to manage its cash flow efficiently, there is a risk that the Company may not have sufficient cash or working capital, at times, to fund both its operations and its expansion plans. This could affect the Company's profitability, future prospects, and its ability to meet its business objectives.
Supplier risk	The Company sources certain important products, materials and inputs from various third party suppliers. If one of the Company's suppliers ceases to supply its product(s) to the Company, or alters the price of any product(s) supplied, the Company's production capabilities and / or profitability may be adversely impacted.
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. There is no guarantee that distributions will be at a certain level or that there will be distributions at all.



## 2.7 Key Business Risks.

### 2.7.1 Risk Register.

Type of Risk	Description of Risk
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. General economic conditions, movements in interest and inflation rates, commodity prices and currency exchange rates may have an adverse effect on the Company's operations and activities, as well as on its ability to fund those activities. Neither the Company nor the Directors warrant the future performance of the Company or any return on an investment in the Company.
Unforeseen Expenditure Risks.	Expenditure may need to be incurred that has not been taken into account in the preparation of this Offer Document. Although the Company is not aware of any such additional expenditure requirements, if such expenditure is subsequently incurred, this may adversely affect the expenditure proposals of the Company.
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.
Dilution	A shareholder's interest in the Company will be diluted if they do not participate in future equity fundraisings. The Company expects to undertake additional fundraising initiatives in the future to enable future expansion.



## 2.8 Financial Information.

Below are the financial statements of Cooeec Holdings Pty Ltd for the period ended 30 June 2024, prepared in accordance with the Accounting Standards.

### 2.8.1 Balance Sheet.

#### Balance Sheet

As at 30 June 2024

#### Assets

##### Current Assets

Cash and cash equivalents	\$64,274
Trade and other receivables	\$40,356
Inventories	\$58,000
Capital Raising Costs	\$6,090
<b>Total Current Assets</b>	<b>\$168,720</b>
<b>Total Assets</b>	<b>\$168,720</b>

#### Liabilities

##### Current Liabilities

Trade and other payables	\$96,010
Borrowings	\$15,000
Provision for Income Tax	\$2,537
<b>Total Current Liabilities</b>	<b>\$113,547</b>
<b>Total Liabilities</b>	<b>\$113,547</b>
<b>Net Assets</b>	<b>\$55,173</b>

#### Equity

Issued Capital	
5,000,000 Fully Paid ORD Shares	\$50,245
Retained earnings	\$4,928
<b>Total Equity</b>	<b>\$55,173</b>

### 2.8.2 Profit & Loss.

#### Profit and Loss

For the year ended 30 June 2024

#### Sales

Sales	\$198,424
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#### Less Cost of Goods Sold

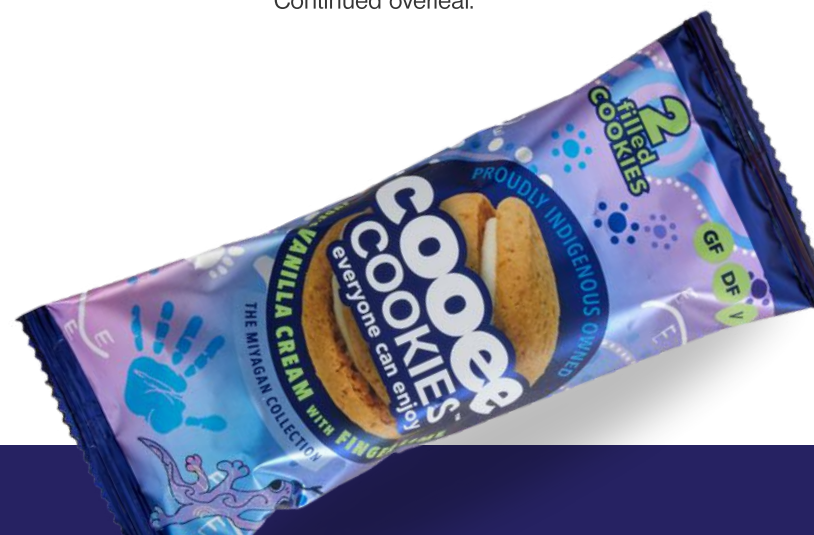
Purchases	\$104,328
Packaging	\$84,670
Closing Stock	-\$58,000
	<b>\$130,998</b>

<b>Gross Profit From Trading</b>	<b>\$67,426</b>
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#### Other Income

Other Revenue	\$40,000
	<b>\$107,426</b>

Continued overleaf.



## 2.8 Financial Information.

### 2.8.2 Profit & Loss Statement.

<b>Expenses</b>	
Advertising & Promotion	\$22,800
Amortisation	\$1,523
Bank Charges	\$763
Bookkeeping	\$550
Cleaning & Rubbish removal	\$43
Depreciation	\$11,981
Entertainment & Gifts	\$1,992
Freight & Cartage	\$18,360
Insurance	\$578
Interest Paid	\$84
Kitchen Supplies & Utensils	\$903
Motor Vehicle Expenses	\$7,852
Less Private Use	-\$1,963
Office Supplies	\$2,663
Permits, Licences & Fees	\$487
Professional Fees	\$1,100
Protective Clothing & Uniforms	\$87
Rent	\$7,190
Repairs & Maintenance	\$5,687
Subscriptions & Memberships	\$2,758
Superannuation Contributions	\$691
Telephone & Internet	\$882
Trade & Event Expenses	\$1,587
Travelling Expenses	\$5,079
Wages	\$6,284
	<b>\$99,961</b>

<b>Profit before Income Tax</b>	<b>\$7,465</b>
Income tax expense	\$2,537
<b>Profit after Income Tax</b>	<b>\$4,928</b>
Retained earnings at the beginning of the financial year	\$0
<b>Retained earnings at the end of the financial year</b>	<b>\$4,928</b>

## 2.8 Financial Information.

### 2.8.3 Cashflow Statement.

#### Statement of Cash Flows

For the year ended 30 June 2024

#### Operating Activities

Receipts from customers	\$204,756
Payments to suppliers and employees	-\$220,593
Cash receipts from other operating activities	\$2,006
<b>Net Cash Flows from Operating Activities</b>	<b>-\$13,831</b>

#### Investing Activities

Payment for property, plant and equipment	-\$11,981
Other cash income from Capital Investor	\$50,245
Other cash income from First Australians Capital	\$15,000
<b>Net Cash Flows from Investing Activities</b>	<b>\$53,264</b>

#### Financing Activities

Other cash items on behalf of Directors	-\$2,452
Other cash items from financing activities	\$40,000
Other cash items of a capital nature	-\$12,707
<b>Net Cash Flows from Financing Activities</b>	<b>\$24,841</b>

<b>Net Cash Flows</b>	<b>\$64,274</b>
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#### Cash and Cash Equivalents

Cash and cash equivalents	\$0
Net change in cash for period	\$64,274
Cash and cash equivalents at end of period	\$64,274

### 2.8.4 Statement of Changes in Equity.

#### Statement of Changes in Equity

For the year ended 30 June 2024

	Retained Earnings	Total
<b>Balance at 30 June 2023</b>	<b>\$0</b>	<b>\$0</b>
Profit attributable to equity shareholders	\$4,928	\$4,928
<b>Balance at 30 June 2024</b>	<b>\$4,928</b>	<b>\$4,928</b>
<b>Issued Capital</b>		<b>\$50,245</b>





**3.0 Information about the Offer.**

## 3.1 Terms of the Offer.

Cooee Holdings Pty Ltd is offering up to 750,000 shares at an issue price of \$1 per share to raise up to \$750,000. The key terms and conditions of the Offer are set out in the table adjacent. This includes that existing shareholders have a pre-emptive first right of participation.

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 <https://swarmer.com.au/en/> (the 'Intermediary').

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.

Term	Details
Shares	Fully-paid ordinary shares
Price	\$1.00
Minimum Subscription	\$50,000
Maximum Subscription	\$750,000.
Opening Date	1st August 2024
Closing Date	16th August 2024 11:59PM.



## 3.2 Use of Funds.

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

### Use of Funds

Intended use	Min. Subscription	Max. Subscription
Team Expansion.	\$10,000	\$300,000
Product Development	\$2,750	\$100,000
Sustainable Packaging	-	\$90,000
Market Leadership	-	\$120,750
Cooee Foundation	-	\$60,000
Offer Costs	\$37,250	\$79,250
<b>Total funds</b>	<b>\$50,000</b>	<b>\$750,000</b>



### Team Expansion:

Expanding our team to focus on business development, market research and distribution to accelerate product innovation and penetration in the 'free-from' market. In the first 12 months post raise, we will be onboarding a new Business Development / Corporate Tier Manager to explore new opportunities to offer a sales & marketing cadetship to an Indigenous youth from Country.

### Product Development:

Expanding our portfolio with a new line of allergen-friendly and sugar-free protein-based snacks. New products will be driven by R&D and market demand.

### Market Leadership:

Establishing ourselves as the leading allergen-friendly brand in Australia through targeted marketing campaigns, strategic partnerships, and broadened distribution channels.

### Sustainable Packaging:

Investing in sustainable packaging solutions to minimise our environmental footprint and underscore our commitment to responsible business practices.

## 3.2 Use of Funds.

### Use of Funds (continued).

#### Cooee Foundation:

Dependent upon the raise value, on maximum subscription \$60,000 of the funds raised will be used to establish the 'Cooee Foundation' which will be a non for profit organisation and scholarship program for talented kids in remote locations to help them live their dreams. We also aim to work with aligned health professionals to develop a programme for schools to help break generations of DV and help with healing trauma in kids affected by DV. Our cookies will become a vessel to promote kindness and healing across Australia.

#### Offer Costs.

The Offer costs include the Crowdfunding 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 Swarmer Pty Ltd (the Intermediary), in addition to the costs for administration and setup costs paid to 3rd party consultants, marketing agencies and marketing budget the Offer Costs equate to \$37,250 to \$79,250 dependent on the minimum and maximum raise targets are met.

Other than as specified above, no other payments from the funds raised will be paid (directly or indirectly) to related parties, 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 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 months and also beyond 12 months in the event that we reach our maximum goal. In such circumstances, the Company may consider undertaking a further CSF offer or investment under the CSF regime. Until additional funding is obtained, we will scale back marketing and focus our cash resources on scaling retail partnerships to maximise revenue growth.





## 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 are set out below. A copy of the constitution is available on the Intermediary's platform.

### **Voting rights.**

Subject to any rights or restrictions attached to any class of shares, each Member, entitled to vote may vote in person or by proxy, attorney or body corporate representative authorised under the Act, at a meeting of the Members of the Company, and each Member has:

- (a) on a show of hands, one vote; and
- (b) on a poll, one vote for each share they hold.

### **Winding up.**

Subject to clause 3 of the Constitution and any specific rights attaching to shares, if the Company is wound up, the liquidator may, with the sanction of a special resolution of the Company:

- (a) divide among the Members in specie or in kind the whole or any part of the property of the Company and may for that purpose set such value as they consider fair on any property to be divided and may determine how the division will be carried out as between the Members or different classes of Members; or
- (b) vest the whole or any part of the Company's property in trustees on such trusts for the benefit of the contributories as the liquidator thinks fit, but so that no Member is compelled to accept any shares or other securities in respect of which there is any liability, or do both.



## 3.3 Rights associated with the Shares (Continued).

### **Appointment and removal of directors**

Removal by Company Subject to the terms of the Constitution and clause 25.2 of the Constitution, the Company may by ordinary resolution:

- (a) remove any Director from office; and
- (b) appoint another person as a Director instead.

### **Notice of general meetings.**

(a) Notice of every general meeting must be given in the manner authorised by clause 37 of the Constitution to:

- (i) every Member;
- (ii) every Director;
- (iii) the auditor (if any); and
- (iv) every person who establishes to the Directors' satisfaction their entitlement to a share in consequence of the death, mental incapacity, bankruptcy or insolvency of a Member and, who but for the death, mental incapacity, bankruptcy or insolvency (as the case may be) would have been entitled to receive notice of the meeting.

(b) Notice to joint Members may be given by sending it to the joint Member named first in the Register.

(c) Where a general meeting is held only virtually using Meeting Technology:

- (i) the place for the meeting is taken to be the address of the Office; and
- (ii) the time for the meeting is taken to be the time at that place.



## 3.3 Rights associated with the Shares (Continued).

### **Transfer of shares.**

Subject to this Constitution, a Member may transfer all or any of the Member's shares by instrument in writing in any usual or common form or in any other form executed by or on behalf of both of the transferor and transferee as the Directors accept.

### **Registration of transfers.**

(a) A transferor of shares remains the holder of the shares transferred until the transfer is registered and the name of the transferee is entered in the Register in respect of the shares.

(b) The Directors are not required to register a transfer of shares in the Company unless:

- (i) the instrument of transfer has been duly stamped (if required by Law);
- (ii) the instrument of transfer and any share certificates have been lodged at the Company's Office;
- (iii) any fee payable on registration of the transfer has been paid; and
- (iv) the Directors have been given all the information they reasonably require to establish the right of the transferor to make the transfer.

(c) Subject to clause 9.2 of the Constitution.

### **Registration of transfers (continued).**

(d) (Non applicable as the company does not have a shareholders deed).

(e) The Directors may suspend the registration of transfers of shares in the Company at such times and for such periods as they determine. The period of suspension must not exceed in the aggregate 30 days in any calendar year.

### **Restrictions on sale or transfer under the Corporations Act & Constitution.**

Any CSF Shares acquired under the Offer must not be on-sold within 12 months of their issue without a prospectus or other disclosure document, unless an exemption under section 708 of the Corporations Act 2001 (Cth) applies (e.g. sales to sophisticated or professional investors) or unless ASIC gives relief from the requirement to provide such prospectus or other disclosure document.

### **Indigenous Enterprise status.**

A Member must not Dispose of its shares, and shares must not be issued to any person, if such Disposal or issue of shares would result in the Company ceasing to be an Indigenous Enterprise, unless the Disposal or issue is approved by a Unanimous Board Resolution and by each Key Member. Note, a Key Member means any Member who holds at least 5% of the Share Capital.

## 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 (e.g. 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.



## 3.5 Investor Rewards

By investing through Equity Crowdfunding, you will own shares in Cooee Cookies and be part of our journey by becoming a shareholder. That means that you have a stake in the long-term success of the business should a liquidity event take place.

In addition to becoming a shareholder of Cooee Cookies, a range of perks and benefits are available as a thank you to the investors.

Investment	Rewards
\$500 - \$4,999	Thank you gift box of assorted cookies.
\$5,000 - \$19,999	Limited edition cookies tin!
\$20,000 - \$49,999	Limited edition cookies tin and a 3 months refill subscription.
\$50,000 - \$99,999	Limited edition cookies tin and a 12 months refill subscription.
\$100,000+	Dinner with the Founders at "Attica" Indigenous Fine Dining Experience in Melbourne, plus a limited edition cookies tin and 12 months refill subscription.

## 3.6 Details of Previous CSF Offers

Cooee Holdings Pty Ltd has not undertaken any previous Crowdsourced funding offers.





## 4.0 Information about Investor Rights.

## 4.1 Cooling-off Rights.

You have the right to withdraw your application under this Offer and to be repaid your application money. If you wish to withdraw your application for any reason (including if you change your mind about investing in the Company), you must do so within five business days of making your application (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 on your profile image.
2. Click on the right-hand side bar and select "My Investments".
3. Scroll until you find your Cooee Cookies Investment.
4. Click the "Withdraw" button below the Cooee Cookies logo.
5. Confirm the selection by clicking the "Confirm" button on the pop-up.
6. Your Withdrawal 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.

As we are a small proprietary company, 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 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 Cooee Holdings Pty Ltd ABN: 96 679 125 716

**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.

**Corporations Act** means the Corporations Act 2001 (Cth).

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

**Intermediary** means Swarmer Pty Ltd ABN 18 609 908 009, AFSL 507 867

**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.

**Offer Document** means this CSF Offer Document.



**Mandaang Guwu  
Thank you.**



**cooee**  
NATIVE SUPERFOODS