



CROWD-SOURCED FUNDING OFFER DOCUMENT



Offer of fully-paid ordinary shares in Elsewhere Pod Co. Pty Ltd at \$1 per share to raise a maximum of \$1,200,000

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

DATED: 9TH APRIL, 2024

ISSUER: ELSEWHERE POD CO. PTY LTD ACN: 658561650

INTERMEDIARY: SWARMER PTY LTD AFSL 507867



elsewhere

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GLOSSARY

Section 1. Risk Warning



Crowd-sourced funding is risky. Issuers using this facility include new or rapidly growing ventures. Investment in these types of ventures is speculative and carries high risks. You may lose your entire investment, and you should be in a position to bear this risk without undue hardship.

Even if the company is successful, the value of your investment and any return on the investment could be reduced if the company issues more shares. Your investment is unlikely to be liquid. This means you are unlikely to be able to sell your shares quickly or at all if you need the money or decide that this investment is not right for you.

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

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

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



Section 2. Information about the Company

2.0 Letter from the Founder & CEO



Dear Investors,

My name is Matt Decarne, Founder & CEO of Elsewhere Pod Co. Pty Ltd, a company I started with a vision to redefine the landscape of sustainable living and eco-tourism accommodations. Growing up in Byron Bay, I witnessed firsthand the impacts of gentrification on housing affordability and the environmental disconnection we experience in modern society. This personal experience, coupled with my professional background in international trade law and economics, fueled my passion to create Elsewhere Pods - a solution designed to reconnect people with nature through sustainable, innovative living spaces in an affordable and scalable way.

Our mission is clear: to develop a luxury eco-tourism industry and improve housing affordability through sustainable, flat-packed, modular building solutions. We envision a world where eco-tourism thrives as a beacon of responsible environmental development, offering comfortable, aspirational, and "Instagrammable" experiences. Our values of innovation, sustainability, and customer satisfaction are the backbone of everything we do, ensuring that we deliver on our promise to offer unmatched living solutions that minimise environmental impact.

The market opportunity for modular construction, eco-tourism accommodations, and tiny homes is immense and growing. With a shift towards sustainability and minimalistic living, coupled with the challenges of housing affordability, our products meet a critical need. Our innovative system, which requires less than 1% of the parts and components compared to traditional manufacturers, positions us uniquely to capture this opportunity, offering efficiency and sustainability unmatched in the market.



To date, Elsewhere Pods has made remarkable progress. Since our commercial launch 18 months ago, we've achieved 24 sales valued at \$4.6m, with a strong pipeline of enquiries and over 11.2k Instagram followers. Our achievements include winning the Airbnb OMG! Fund, establishing key partnerships, and expanding our product range to meet diverse market needs.

Looking ahead, we have ambitious plans to expand our reach and impact. This includes entering the New Zealand and USA markets in 2024, further developing our product line, and scaling our operations to meet increasing demand. Our goals are not only to grow Elsewhere Pods but to lead the industry towards a more sustainable future.

To achieve these objectives, we are seeking to raise capital. We believe an investment in Elsewhere Pods is not just a financial decision but a commitment to sustainable development and innovation. We're offering an opportunity to be part of a company that's poised for significant growth, with plans to utilise the funds for team expansion, product development, and market penetration.

We invite you to join us on this journey. Your investment will not only fuel our growth but also contribute to a movement towards a more sustainable and connected world. We are excited about the future and believe that together, we can achieve remarkable things. Thank you for considering this opportunity. We look forward to the possibility of working with you and making a lasting impact.

Sincerely,

Matt Decarne
Founder & CEO, Elsewhere Pod Co. Pty Ltd



Designs Only Limited By Imagination



Company Details:

This offer of shares is made by Elsewhere Pod Co. Pty Ltd ACN 658561650 (the Company) under the Business Name Elsewhere Pods.

Company name	Elsewhere Pod Co. Pty Ltd
ACN	658561650
Date of incorporation	04/04/2022
Registered office	Level 1, 102 St Kilda Rd, St Kilda VIC 3182
Principal place of business	Level 1, 102 St Kilda Rd, St Kilda VIC 3182
Directors	Matt Decarne, Tobias Bensimon
Company Website	elsewherepods.com

Top 5 Reasons to Invest in Elsewhere Pods

1. Innovative and Sustainable Solutions:

Elsewhere Pods stands at the forefront of the sustainable living movement, offering innovative, eco-friendly modular buildings that cater to the growing demand for minimalistic, environmentally conscious living spaces. Our use of 99.9% recyclable materials, flat-packed for efficient transportation and quick assembly, underscores a commitment to reducing the environmental impact of construction.

2. Strong Market Position and Growth Potential:

Elsewhere Pods has successfully identified and tapped into key strategic markets, including eco-tourism accommodations, tiny homes, and work-from-home studios. With a scalable business model and plans for international expansion into markets like New Zealand and the USA, Elsewhere Pods is well-positioned for significant growth.

3. Proven Track Record and Industry Recognition:

With 24 sales valued at \$4.6 million since its commercial launch 18 months ago and a strong pipeline of inquiries, Elsewhere Pods has demonstrated its market appeal and operational success. Recognition as Airbnb OMG! Fund winners and features in prestigious publications like ArchitectureAU further validate Elsewhere Pods's industry standing and potential for future success.



4. Diverse Revenue Streams

Elsewhere Pods' business model incorporates multiple revenue streams, including direct sales, leasing, commercial deals, and the Elsewhere Eco-Resorts accommodation management platform. This diversification enhances financial stability and offers multiple pathways for growth and profitability.

5. Experienced and Passionate Team

The leadership and operational teams at Elsewhere Pods bring a wealth of experience from various fields, including architecture, project management, and sales, finance and commercial law. This diverse expertise, combined with a shared passion for sustainability and innovation, drives Elsewhere Pods's vision and strategic direction, making this an unmatched investment opportunity.



2.2 Description of the Business

2.2.1 Who Are We?



Overview

At Elsewhere Pods our mission is to redefine the landscape of luxury eco-tourism and make strides towards solving the housing affordability crisis. Our vision is anchored in a profound commitment to environmental preservation and the sustainable transformation of the tourism industry. We aim to create experiences that are not just comfortable and sustainable but also aspirational and "Instagrammable," thereby taking eco-tourism to the mass market.



Our Approach

Our approach sales and marketing is built on customer success. We make the customer journey seamless by utilising advanced tools to streamline each stage. From our sales funnel management, to product configuration and design, right through to project management and installation, we are utilising the latest tools, and AI technology. We are passionate, relentless, and innovative, always striving to surprise and delight our customers while providing unmatched value and simply stunning designs.

Our Leadership Team:

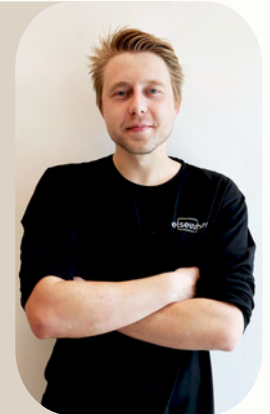


Matt Decarne: *Founder & CEO*

With a robust background in international trade law and economics, Matt brings visionary leadership and a strategic approach to our business. His passion for scalable solutions to significant environmental and societal issues drives our company forward.

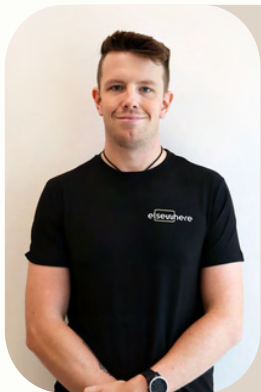
Jamie Spain: *Customer Success Manager*

Jamie's experience in building lasting customer relationships and his strategic communication skills ensure our sales strategy and customer engagement is both effective and empathetic. He brings a unique perspective from his background in emergency services dispatch and the construction industry.



Shannon Saultry: *Operational Success Manager*

Shannon's expertise in high-performance analysis and corporate operations, honed at the Richmond Football Club and the health recruitment sector, ensures our operations are optimised and effective. His attention to detail and commitment to excellence keep our organisation running smoothly.



Our team's diverse expertise and backgrounds enable us to approach challenges from multiple angles, fostering a culture of innovation and adaptability. At Elsewhere Pods we are more than a company; we are a movement towards a sustainable future, driven by a team that loves what they do and is committed to making a difference.

Problem Statement:

The housing and construction industries are confronting significant challenges that have widespread social and environmental implications.

Housing Affordability and Availability:

The housing crisis continues to deepen, exacerbated by gentrification and the burgeoning impact of short-stay and tourism accommodations on long-term housing availability. These factors contribute to a market where sustainable and affordable living options are increasingly out of reach for many. In particular, the competition for space has led to a scenario where, in certain regions, there are more properties available for short-term tourism than for long-term residential needs, driving up rental prices and pushing local residents out of the market.



Environmental Impact of Traditional Construction:

The conventional building sector is a major contributor to environmental degradation, characterised by resource-intensive processes that result in significant waste and a large carbon footprint. Traditional construction methods rely heavily on materials and practices that are far from sustainable, contributing to the ongoing challenge of climate change and resource depletion.



Disconnect from Nature:

Modern living, dominated by digital interactions, has led to a growing disconnection from the natural environment. This disconnect not only affects individual well-being but also diminishes collective awareness and appreciation of the natural world, further complicating efforts towards environmental conservation and sustainable living.



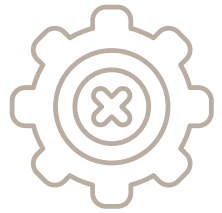
Impact of Tourism on Local Communities:

The proliferation of short-stay accommodations through platforms like Airbnb has had a noticeable impact on local housing markets. Data suggests that over 4% of the national property market is now listed on short-term rental platforms, leading to increased rental prices and a shortage of available properties for local residents. This shift has not only affected housing affordability but also the social fabric of communities, as transient populations replace long-term residents.



Inefficiencies in the Construction Industry:

The sector is plagued by inefficiencies, including high labor and material costs and the extensive use of heavy machinery, which not only slow down the construction process but also escalate costs and environmental impact. These inefficiencies are barriers to quick, flexible, and cost-effective construction projects, particularly in locations that are remote or have unique landscape challenges.



These pressing issues highlight the urgent need for innovative solutions that can address housing affordability, environmental sustainability, social connectivity, and industry efficiency.

Our Unique Solution:

Elsewhere Pods has emerged as the future of the construction and eco-tourism sectors through its innovative strategies and solutions, addressing inefficiencies, environmental concerns, and enhancing customer engagement with a unique blend of technology and sustainability. Our approach reimagines the construction process, offering unparalleled benefits and positioning us for significant growth globally.



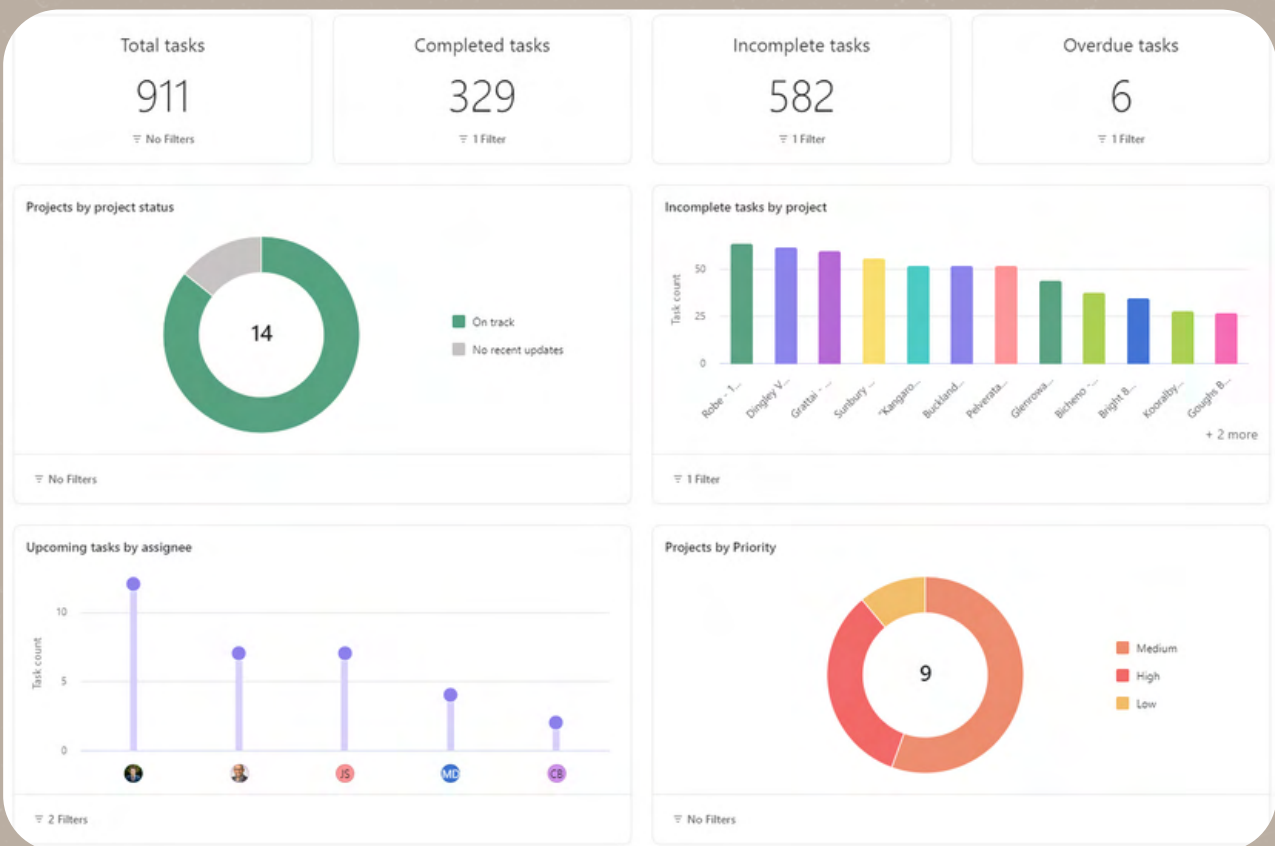
Production and Rapid Install



Elsewhere Pods revolutionises the construction process with a streamlined production system. By fully pre-fabricating materials and conducting test assemblies before flat-packing for site delivery we reduce logistical costs and environmental impact. This method facilitates rapid installation across Australia in as little as 2 days for a studio and 3-4 days for a tiny home, with the complete process from order to installation taking about 12 weeks—a stark contrast to traditional construction timelines of 12 to 18 months.

Tech Advancements

Leveraging automation and artificial intelligence, Elsewhere Pods optimises production, design, and customer engagement. These tech integrations accelerate product development and ensures precision in manufacturing. Additionally, an exclusive partnership with material manufacturers allows for high-quality, customisable materials suited to the Australian market, offering eco-friendly and flexible design solutions.





Sustainability and Impact

Focusing on eco-tourism and addressing the housing affordability crisis, Elsewhere Pods presents a sustainable alternative that reduces the impact of tourism on housing while promoting environmental stewardship. Elsewhere Pods' commitment to a seamless customer journey. Powering sustainability with the latest technology from eco-friendly off-grid systems, to screw pile footing systems all the way up to AI-powered project management and design tools, we constantly surprise and delight our customers whilst delivering unmatched environmental outcomes.

Scalability and Market Opportunity

Crucially, Elsewhere Pods has developed a highly scalable system, primed for expansion both nationally and into international markets. This scalability is a game-changer, allowing Elsewhere Pods to rapidly respond to and capitalise on the large and growing demand for eco-tourism accommodations and sustainable housing solutions. The modular, flat-packed nature of the pods means that geographical constraints are minimised, enabling us to target broad market segments without the logistical and cost limitations typical of our competitors and traditional construction methods.

Elsewhere Pods is uniquely positioned to seize these opportunities, with a product that appeals to both eco-conscious consumers, those affected by housing market pressures, and commercial clients alike. Elsewhere Pods' ability to deliver quickly, sustainably, and at scale presents a distinct competitive advantage in capturing a significant share of this expanding market.

Elsewhere Pods operates on a dynamic and versatile business model that caters to a broad spectrum of customers, reflecting the diverse applications and appeal of our modular pods. This multifaceted approach not only allows Elsewhere Pods to penetrate various strategic markets but also to adapt and innovate according to evolving customer needs and market trends.

Our Customers

Eco Tourism Accommodation (48% of inquiries):

This segment includes property owners enhancing their income through short-term rentals, investors in rural properties, caravan and holiday parks upgrading accommodations, and clients developing new eco-resorts. Emerging niches like luxury accommodations at wineries and regional event spaces also fall within this category.

Commercial and Events (9% of inquiries):

Sporting event hire, community health organisations, marketing display studios, shop fronts, stores, and outdoor and indoor meeting rooms represent some of the commercial applications of Elsewhere Pods.

Tiny Homes (30% of inquiries):

Encompassing traditional tiny homes, accommodations for digital nomads, multi-generational living spaces, off-grid bush living, and crisis accommodation, this market reflects a growing demand for sustainable, flexible and affordable living solutions.

Work From Home / Backyard Studios (10% of inquiries):

With the rise of remote work, this segment includes home offices, home gyms, yoga studios, multi-use entertaining spaces, pool houses, secondary dwellings, and spaces for gaming, sound recording, and podcasting.

Wellness Spaces (3% of inquiries):

Massage pods, sensory rooms, yoga studios, and artistic spaces cater to the wellness and self-care market.

Revenue Streams

Direct to Consumer Sales: The backbone of Elsewhere Pods' business model, supported by a variety of marketing channels that effectively showcase the aesthetic appeal of the pods through stunning photography and social media engagement.

Leasing and Commercial Deals: Supplementing direct sales, Elsewhere offers short and long-term lease arrangements and engages in commercial deals and large project tenders, broadening its revenue streams.

Elsewhere Eco-Resorts: This accommodation management service offers additional income through subscription or revenue sharing, further capitalising downstream on the burgeoning eco-tourism market.

Cost Advantages

The scalable, flat-packed, and modular building solution presents significant Cost of Goods Sold (COGS) advantages through materials, labour, and logistics efficiencies. The flat-packed nature of these modules allows for more compact shipping, reducing transportation costs. As Elsewhere Pods scales, the material and supply chain costs will continue to decrease, driving further profitability. This makes Elsewhere Pods the first truly scalable tiny home and studio solution.

Sales and Marketing

Sales Funnel: Primarily fueled by social media, which accounts for 50% of sales, and supplemented by events, expos, Google ad campaigns, and organic referrals. The visually striking design of the pods makes them particularly suited to digital marketing platforms.

Sales Achievements: With 24 sales valued at \$4.6 million since its commercial launch 18 months ago, Elsewhere Pods has a strong pipeline of inquiries. We are targetting 30 new sales in 2024, with plans to enter the export market, starting with New Zealand followed by the USA.



Production Capacity



With a current capacity to produce 10 pods per month, Elsewhere Pods has considerable scope to scale up operations. By focusing on sales and operational efficiencies, we aim to increase our project pipeline, supporting revenue and profit growth.



Elsewhere Pods is a fundamentally unique system when compared to traditional building companies and local tiny home builders through several competitive advantages that stem from our unique approach to construction and sustainability.

Flexibility and Accessibility

Site accessibility: Elsewhere Pods' flat-packed system enables installation in a wide range of locations, including challenging and remote sites, or backyards where traditional construction methods or large preassembled structures are impractical. There is a significant logistics advantage using our system as heavy machinery like cranes are not required. This flexibility allows customers to place their homes or studios in unique settings, enhancing the appeal of eco-tourism accommodations and private retreats.

Compliance: Elsewhere Pods is the only modular tiny home company in Australia which can achieve building permits due to being designed from the ground up to be National Construction Code compliant.

Customisation: The modular nature of Elsewhere Pods' system allows for a high degree of customisation. Customers can tailor their tiny homes or studios to their specific needs and preferences, something that traditional builders with fixed designs and materials may not offer as readily.



Commercial - Studio
Offices





Reduced Transportation and Installation Costs: The flat-packed design significantly cuts down on transportation and installation costs. Traditional building materials and preassembled tiny homes require specialised transport and heavy machinery for placement, which can be prohibitively expensive, especially in remote or difficult-to-access locations.

Labour and Material Savings: Elsewhere Pods' innovative design and construction approach leverages less labour-intensive assembly processes and optimises material usage. In contrast, traditional builders often face high labour and material costs, making Elsewhere Pods a more financially viable option for many consumers. Elsewhere Pods' innovative system, using less than 1% of the parts and components compared to traditional builders, significantly reduces complexity and costs, while enhancing speed, sustainability and efficiency in construction/maintenance.



Environmental Impact

Sustainable Materials: Elsewhere Pods's commitment to using 99.9% recyclable materials sharply contrasts with the often less sustainable practices of traditional construction and local tiny home builders. This not only appeals to environmentally conscious customers but also aligns with global trends towards sustainability.

Reduced Waste and Carbon Footprint: The efficient use of materials and the reduction of waste in the construction process minimise the environmental footprint of each Pod. This coupled with reduced footprint of materials during transport due to the innovative flat-pack system mean more efficient supply chains and a reduction in carbon footprint.



Scalability: Elsewhere Pods' system is uniquely scalable, offering solutions not just for individual homeowners but also for eco-tourism operators and commercial applications looking for sustainable and versatile building solutions. This scalability and the ability to deliver globally is a significant advantage over local builders who are often limited by geographic and logistical constraints.

Awards and Recognition: Recognition, such as the win in Airbnb's global design competition, underscores the innovative and appealing nature of Elsewhere Pods' offerings. This not only validates Elsewhere Pods's approach but also positions it as a leader in the industry, capable of drawing attention and investment that might elude traditional and local competitors.



WINNERS!

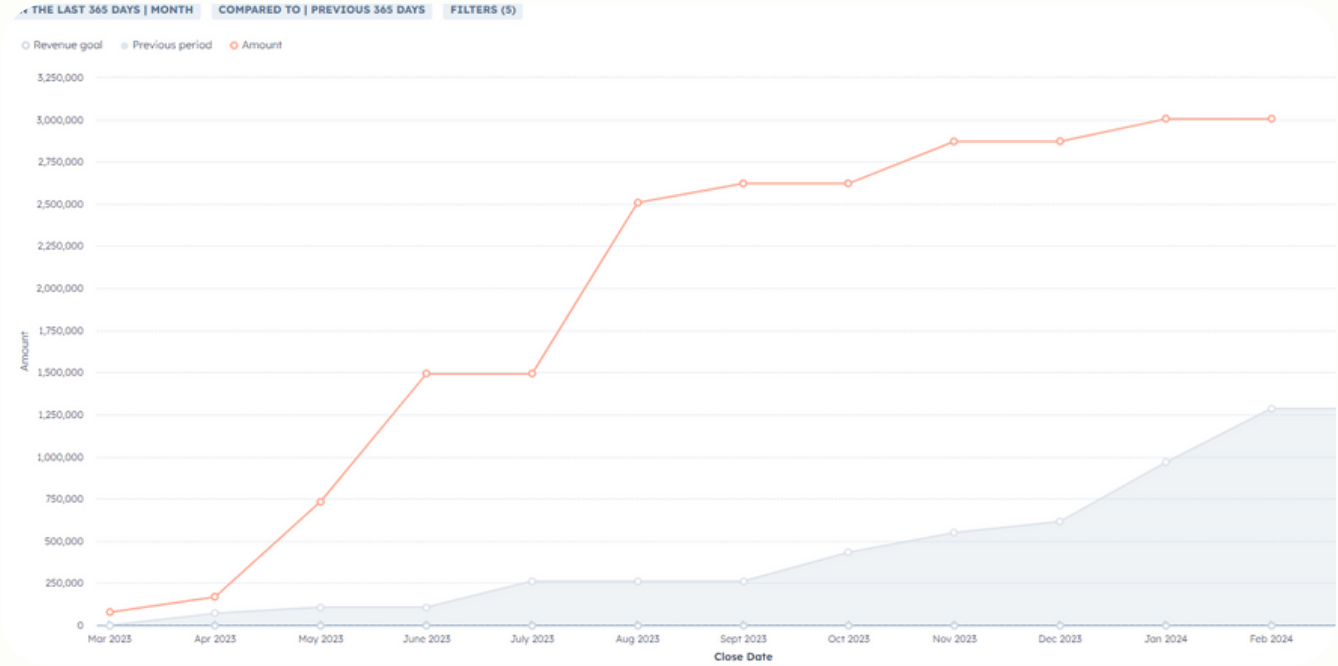


OMG! FUND

Elsewhere recently won a global design competition run by Airbnb called the OMG! Fund. Elsewhere was selected from over 10,000 entrants to be funded by Airbnb in building this concept called 'Kangaroom'. The structure will be located in Daylesford Victoria and will be available to guests on Airbnb by the end of 2023.

2.2.5 Traction & Achievements

In addition to the 24 sales valued \$4.6m and a robust pipeline of inquiries, Elsewhere Pods has achieved a great deal in the 18 months since its commercial launch. These achievements underscore our commitment to innovation, sustainability, and the redefinition of sustainable living and eco-tourism.



Successful Major Tenders:

TEACH Services Contract: Awarded a contract to produce 21 crisis accommodation tiny homes in South Australia, showcasing our large-scale solution capabilities and commitment to social responsibility.



As Seen In:



Grants:

- **Airbnb OMG! Fund Winners:** Out of over 10,000 applicants, we were chosen for this prestigious fund, with Airbnb contributing over \$145,000 for a project in Daylesford Victoria, demonstrating our design's global appeal.
- **EMDG Export Grant Recipient:** Supporting our international market expansion efforts.
- **R&D Tax Incentive Program:** Funding our continued product innovation and enhancement.



Partnerships:



- **Furniture and Discounts:** Collaborations with Koala.com and Troya Living enrich our offerings with high-quality furniture and exclusive customer discounts.
- **Finance Solutions:** Partnership with Great Escape Finance to offer specialised financing options for our customers.
- **Commercial Leasing and Events:** XO Media has enlisted us for short-term commercial leasing, brand activations, and events, highlighting the versatility of our pods.
- **Short-Stay Accommodation Support:** The Riparide platform enhances the visibility of our listings, expanding our customer reach.
- **Engineering and Design:** Our Structural Engineering partner Moddule Engineering Solutions ensures our pods meet the highest standards of safety and innovation.
- **Accommodation Management:** Tashi Travel facilitates efficient pod booking and management, improving customer experiences.

Media and Public Interest

Television: Featured on 7 Mate's "Goin' Off-Grid," highlighting our sustainable living solutions.

Guest Speaking Engagements: CEO Matt Decarne shared insights at the Global Tiny House Conference and appeared on the "Tiny House Conversations" podcast.

Magazine Features: Our innovations have been showcased in ArchitectureAU and The Farmer, underlining our impact on architecture and rural communities.

Expos and Events: Participation in events like the Home Show, Tiny Home Expo, and Tiny House Festival has significantly raised our profile among home innovation seekers and tiny house enthusiasts.

Our rapidly growing social media following (11.2k followers on Instagram) highlights the public interest.



The Australian modular construction industry is experiencing rapid growth and innovation, driven by the cost efficiency, speed, and sustainability of prefabricated buildings.

This burgeoning sector is characterised by a localised and fragmented market that fosters innovation which offers a variety of solutions to meet increasing demand. Internationally, **significant investments in countries like China, India, and Singapore** indicate a **strong global market outlook for modular construction**.

The total addressable market is projected to expand from **AUD 15.64 billion in 2024 to AUD 19.89 billion by 2029 at a 4.93% CAGR.*** The Australian market reflects a worldwide trend towards modern, affordable, and sustainable construction methods. Poised for ongoing growth and diversification, the Australian modular construction industry is expected to play a pivotal role in the nation's construction landscape, leveraging its commitment to sustainable and cost-effective building solutions.

- <https://www.mordorintelligence.com/industry-reports/australia-prefabricated-buildings-industry>



Australia's eco-tourism accommodation sector significantly boosts the economy, directly employing over 14,000 people and generating **AUD 1.6 billion annually**, as reported by Ecotourism Australia for 2019. The industry has seen remarkable growth, with a 54% increase in jobs and a 14% rise in revenue over two years, underscoring its vital role in the Australian economy. A majority of Ecotourism Australia's members operate in rural and regional areas, highlighting the sector's importance to regional development.

Queensland leads the sector with strong growth in revenue and jobs, followed by positive growth in Tasmania, New South Wales, and South Australia where job numbers have notably doubled. Victoria and the Northern Territory made significant employment gains, and Tasmania showed impressive revenue and job growth. Western Australia and NSW/ACT also saw steady increases in both revenue and employment, with Queensland experiencing a 64% job growth and an 18% revenue increase, indicating a prosperous future for the sector across multiple regions.*

- <https://www.ecotourism.org.au/blog/ecotourism-in-australia-delivers-over-14-000-direct-jobs-and-1-6-billion-annual-revenue#:~:text=Australia's%20ecotourism%20industry%20directly%20employs,Australia%20membership%20analysis%20this%20week>



Tiny Home Industry

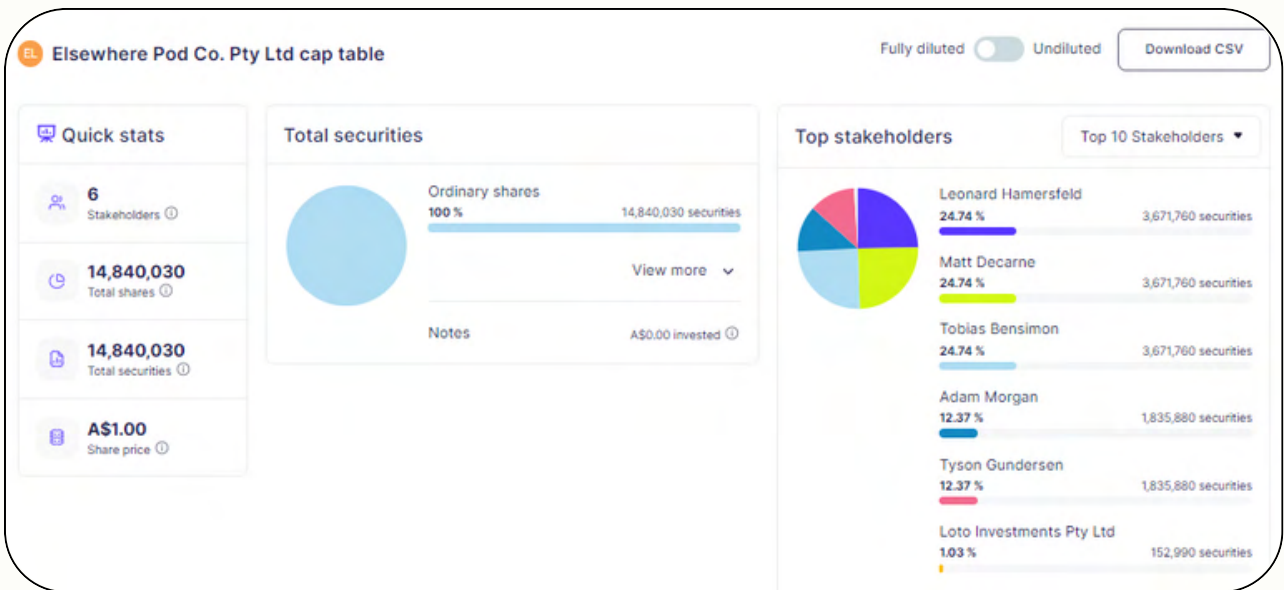


The tiny home movement in Australia has gained momentum as more individuals seek simpler, more sustainable, and affordable living options. Tiny homes are small, often mobile houses that emphasise minimalist living, reduced ecological footprint, and the efficient use of space and resources. This industry appeals to a diverse demographic, including young professionals, retirees, and those interested in off-grid living or reducing their carbon footprint. The movement has been supported by changes in legislation in some states, making it easier to build tiny homes. The industry benefits from the broader modular construction sector's efficiencies, with many tiny homes being prefabricated.



Issued Capital

As at the date of this CSF offer document, the Company has 14,840,030 Ordinary shares and Nil options on issue. As set out in Table 1 below, the 14,840,030 shares are held by the Company’s Directors, Matt Decarne (Managing Director) and Tobias Bensimon (Executive Director), as well as other shareholders; Leonard Hamersfeld, Tyson Gundersen, Adam Morgan, and Ioto Investments Pty Ltd.



The table below sets out the issued capital of the Company following the Offer.

Issued Capital Following the Offer

Shares	Minimum Subscription	Maximum Subscription
Existing Cap table Shares	14,840,030 (98%)	14,840,030 (93%)
Offer shares	250,000 (2%)	1,200,000 (7%)
Total shares on issue (undiluted basis)*	15,090,030 (100%)	16,040,030 (100%)



Rights Associated with Ordinary Shares and Options

An investor subscribing for shares is bound by the Constitution of Elsewhere Pods Co. Pty Ltd (available on the Intermediary's platform).

Set out below is a brief summary of the rights and liabilities associated with the Company's securities. For further information, including relating to restrictions on transfer and drag along and tag along rights, please refer to the Constitution, available on the Intermediary's platform.

ORDINARY SHARES

As at the date of this Offer, the only class of shares on issue are Ordinary Shares. The shares issued pursuant to this Offer Document will be fully paid Ordinary Shares. All Ordinary Shares have the same voting rights and the same rights to receive dividends. Under the Constitution, the Board may from time to time refuse to register a transfer of shares.

The Constitution (available on the Intermediary's platform) sets out the details of each of the rights and liabilities associated with Ordinary Shares.

OPTIONS

As at the date of this Offer Document, there are no vested, unvested or unexercised options on issue.

The Company intends to implement an Employee Share Options Plan ("ESOP") in the future. The Constitution of the Company (available on the Intermediary's platform) includes provisions that allow the Board to implement the contemplated ESOP in the future.

SHAREHOLDERS AGREEMENT

There is no shareholders agreement between the existing shareholders and as such, the rights and liabilities associated with the shares are as set out in the Company's Constitution.

OTHER RIGHTS

A more detailed description of the rights and liabilities associated with the shares is set out in Section 3.3 below. A copy of the Company's Constitution is available on the Intermediary's platform.

Grants

Elsewhere Pods has received a Grant from Airbnb of US\$100,000 (AU\$141,263.77 allowing for a weighted average exchange rate), to support its Kangaroo concept building which will be located in Daylesford Victoria. Elsewhere Pods is not expected to make any repayment of the contribution, but rather is expected to exclusively list the property on Airbnb for a minimum of 12 months following the completion of the project.

Elsewhere Pods also received an Export Market Development Grant (EMDG) from the Australian Government. This grant is paid retrospectively, and as yet not claims have been lodged.

Elsewhere Pods has been approved to take part in the Australian Government’s R&D Tax Incentive program and has lodged a claim for a rebate of \$54,000 claim for FY2023 and expects to receive these funds within FY2024.

Loans and terms:

As of the Offer Document date, Elsewhere Pods currently has 3 interest-free loans outstanding totalling \$100,000 payable to company shareholders; Matt Decarne, Tobias Bensimon, and Leonard Hamersfeld. Elsewhere Pods is not held to any specific repayment period in relation to these loans.



2.4 Organisational Structure



2.4.1 Directors and Senior Management



The role the person performs (e.g. managing director, non-executive director, chief financial officer). A brief description of their duties may also be relevant for investors. And disclose details of the person's skills and experience that are relevant to the role they have in the company, including explaining how their skills and experience are relevant to the role.

Matt Decarne

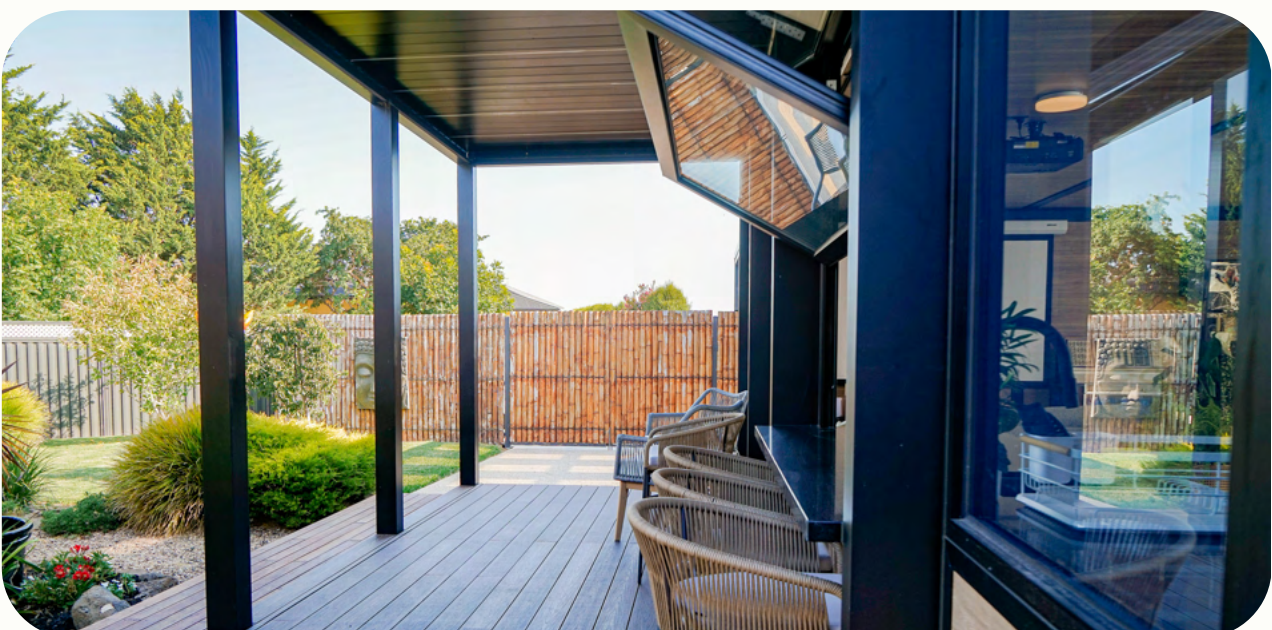
Matt's expertise in international trade law and economics fuels our visionary leadership and strategic operations. His passion for creating scalable solutions to environmental and societal challenges propels our company forward.

Tobias brings a diverse set of experiences to the Elsewhere Pods team have run a host of businesses in the jewelry and retail industries as well as a range of property development projects.

Tobias Bensimon

Legal or disciplinary actions

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.



Market Acceptance and Competition

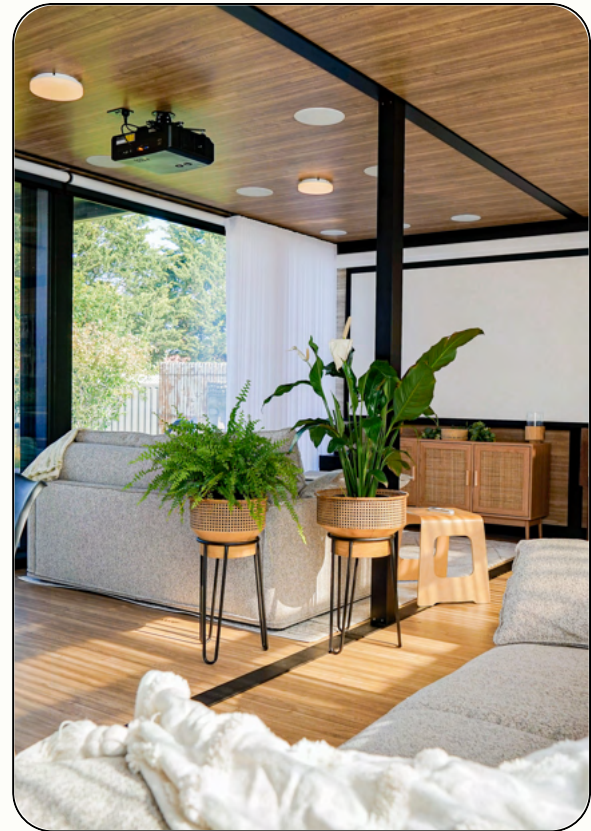
Consumer Preferences: Fluctuations in consumer preferences towards minimalistic living and eco-conscious travel could negatively affect demand for Elsewhere Pods.

Increasing Competition:

The growing market could attract new competitors or lead to existing ones innovating, potentially decreasing Elsewhere Pods' market share.

Regulatory and Compliance Risks

Building Codes and Regulations: Variability in local regulations may result in operational delays, increased costs, or challenges in pod deployment. **zoning Laws:** Restrictions on tiny home placements can limit expansion opportunities and growth.



Supply Chain and Operational Risks

Supply Chain Disruptions: Dependence on specific materials may lead to vulnerabilities in the supply chain, including delays or shortages.

Production Capacity: The need to scale operations in line with demand requires careful management to avoid inefficiencies and customer dissatisfaction.

Financial and Economic Risks

Cost Overruns: Unanticipated costs due to inaccurate estimations or increases in material costs could affect profitability.

Economic Conditions: Economic downturns may impact consumer spending on housing and travel, potentially reducing demand for products.

Environmental and Sustainability Challenges

Sustainability Claims: Failure to adhere to sustainability claims could damage Elsewhere Pods' reputation and customer trust.

Environmental Regulations: Stricter environmental laws may necessitate further investment in sustainability, affecting profit margins.

Technological Risks

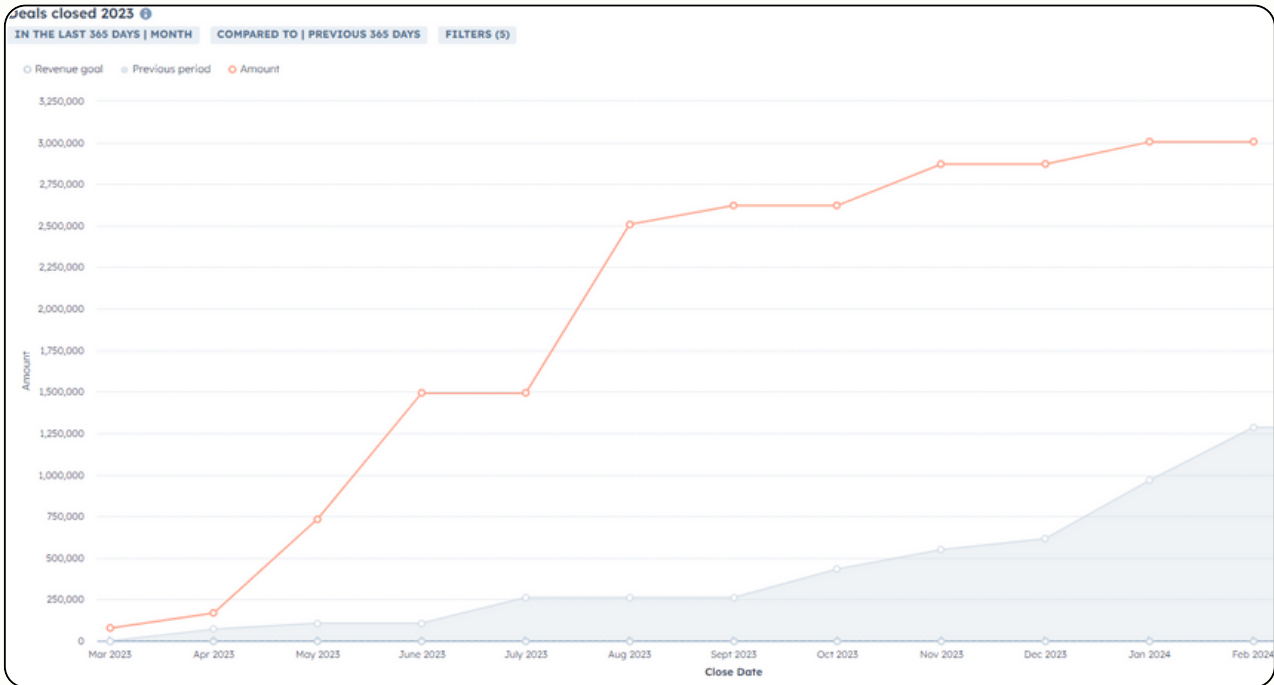
Innovation Keeping Pace: Continual innovation is necessary to maintain competitiveness; lagging could make Elsewhere Pods' offerings less attractive.

Mitigation Strategy

By acknowledging and proactively managing these risks, Elsewhere Pods aims to minimise their impact and sustain growth and success within the dynamic fields of modular construction, eco-tourism accommodation, and tiny homes.



Deals closed in 2023



Overview of last financial year

Elsewhere Pods' financial performance for fiscal year 2023 reflects our commitment to solidifying the company's foundation for enduring growth and market leadership. The absence of profit for the period encompassing our pre-launch period and just the first 9 months after launch does not reflect the fantastic financial position of the company today. In the initial months after launch we made strategic decisions to channel resources into pivotal segments of our operation that align with our mission to innovate within the modular construction sector, thus transforming the eco-tourism and tiny home markets.

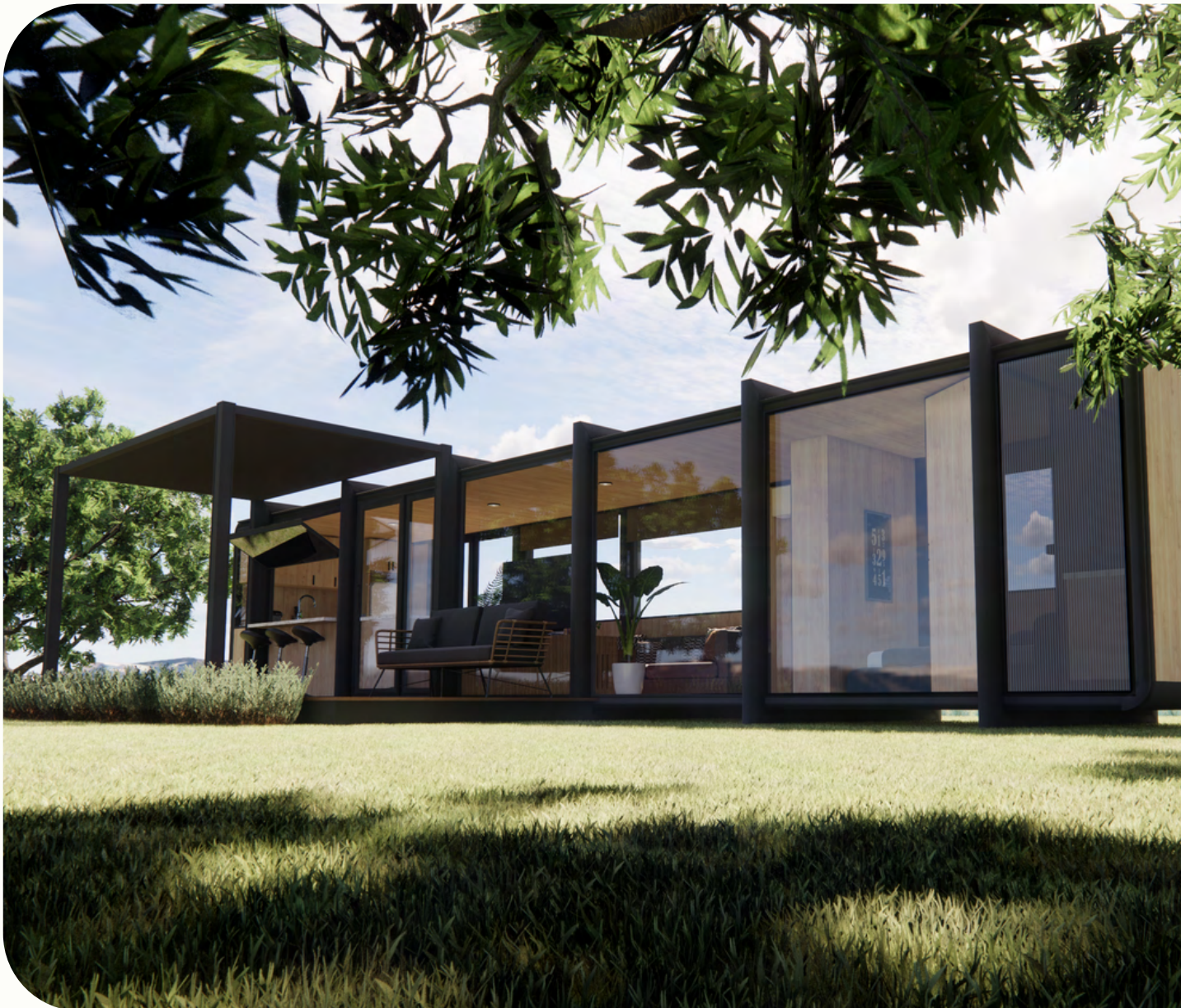
Strategic Investments:

Research and Product Development: We had heavily invested in research and product development in FY2023, focusing on pioneering a modular construction system that stands alone in terms of innovation and sustainability. This investment was crucial for establishing our competitive edge and ensuring our products meet the evolving needs of our customers.

Revenue-Generating Inventory: A significant portion of our working capital had been allocated to inventory that directly contributes to revenue generation in later periods, particularly display units. These units are essential for effectively marketing our pods, providing tangible experiences that highlight the uniqueness and advantages of our system.

Marketing and Promotional Expenditure: To complement our inventory investment and bolster sales growth, we undertook substantial marketing and promotional activities within the period. These efforts increased brand visibility, drove market penetration, and communicated the value proposition of our modular pods to a broader audience. Given the long sales lifecycle of such a high-value product, we are now seeing the benefits of this investment in the current fiscal year.

Design and Backend Process Enhancement: Recognising the importance of operational efficiency and compliance, we have also invested in building out our supply chain efficiency, project management processes, and design and architectural tools. These enhancements not only improve our operational capabilities but also ensure our products are in alignment with industry standards, particularly the National Construction Code.



Elsewhere Pod Co. Pty Ltd
 Profit & Loss Statement
 Year ended 30 June 2023



	2023 \$
INCOME	
Sundry Income	54,877
Gross profit from trading	<u>50,156</u>
	<u>105,033</u>
LESS EXPENDITURE	
Advertising	51,965
Bank charges	851
Cleaning	155
Consulting fees	15,081
Entertainment	1,621
Filing fees	290
General expenses	1,784
Insurance	5,415
Legal fees	-
Motor vehicle expenses	1,983
Office expenses	2,823
Printing and stationery	1,463
Reimbursed expenses	11,200
Rent	3,983
Repairs and maintenance	8,655
Small assets	4,605
Staff training and welfare	481
Subscriptions	2,538
Superannuation contributions	15,486
Travelling expenses	17,648
Wages	<u>147,481</u>
	<u>295,508</u>
	<u>(190,475)</u>
NET OPERATING PROFIT (LOSS)	<u>(190,475)</u>
Retained Profits (accumulated losses) at the beginning of the financial year	<u>(2,457)</u>
TOTAL AVAILABLE FOR APPROPRIATION (DEFICIT)	<u>(192,932)</u>
RETAINED PROFITS (ACCUMULATED LOSSES) AT THE END OF THE FINANCIAL YEAR	<u><u>(192,932)</u></u>

Elsewhere Pod Co. Pty Ltd
 Balance Sheet
 As at 30 June 2023



	2023 \$
CURRENT ASSETS	
Cash at bank	70,630
Goods and services tax	-
Cash on hand	1
Sundry Debtors	54,877
Trade receivables	135,775
Prepaid expenses	21,954
	283,237
TOTAL ASSETS	283,237
CURRENT LIABILITIES	
Other creditors	19,582
Sundry Creditors	-
Income in advance	193,745
Goods and services tax	12,841
	226,168
NON-CURRENT LIABILITIES	
Loans from others	250,000
	250,000
TOTAL LIABILITIES	476,168
NET ASSETS (LIABILITIES)	(192,931)
EQUITY	
1 fully paid ordinary shares	1
Retained Profits (Accumulated Losses)	(192,932)
TOTAL EQUITY (DEFICIT)	(192,931)



Elsewhere Pod Co. Pty Ltd
Statement of changes in equity as at
30 June 2023

ELSEWHERE POD CO. PTY LTD

**STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 30 JUNE 2023**

	Share Capital		
	Ordinary shares \$	Retained Earnings \$	Total \$
Balance at 1 July 2021	1	-	1
Comprehensive income			
Profit (loss) for the year	-	(2,457)	(2,457)
Total comprehensive income for the year			
Attributable to the member of the company	-	(2,457)	(2,457)
Balance at 30 June 2022	1	(2,457)	(2,456)
Balance at 1 July 2022	1	(2,457)	(2,456)
Comprehensive income			
Profit (loss) for the year	-	(190,475)	(190,475)
Total comprehensive income for the year			
Attributable to the member of the company	-	(190,475)	(190,475)
Balance at 30 June 2023	1	(192,932)	(192,931)

These statements are unaudited and should be read in conjunction with the attached compilation report.



Elsewhere Pod Co. Pty Ltd
Statement of Cashflow
as as at 30 June 2023

ELSEWHERE POD CO. PTY LTD	
STATEMENT OF CASH FLOWS	
FOR THE YEAR ENDED 30 JUNE 2023	
	2023
	\$
Operating Activities	
Receipts from customers	579,151
Payments to suppliers and employees	(725,851)
Cash receipts from other operating activities	-
Net Cash Flow from Operating Activities	(146,700)
Investing Activities	
Other cash items from investing activities	(4,606)
Net Cash Flow from Investing Activities	(4,606)
Financing Activities	
Other cash items from financing activities	200,000
Net Cash Flows from Financing Activities	200,000
Net Cash Flow	48,694
Cash and Cash equivalents	
Cash and cash equivalents at beginning of period	21,936
Net change in cash for period	48,694
Cash and cash equivalents closing balance	70,630

These statements are unaudited and should be read in conjunction with the compilation report included in the Financial Accounts.



3.1 Terms of the Offer

The Company is offering up to 1,200,000 shares at an issue price of \$1 per share to raise up to \$1,200,000. The key terms and conditions of the Offer are set out in Table 4 below.

Shares	Fully-paid ordinary shares
Price	\$1 per share
Minimum Subscription	\$250,000
Maximum Subscription	\$1,200,000
Opening date	9th April 2024
Closing date	23rd April 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 Swarmer platform. Swarmer provides instructions on how to apply for shares under the Offer.

Swarmer 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



Elsewhere Pods' growth strategy, following a successful crowdfunding campaign, is strategically designed to leverage the introduced capital for scaling operations, enhancing product offerings, and expanding into new markets. Here's an outline of how the funds will be allocated to support this growth:

Intended use	Year 1: Minimum Subscription	Year 1: Maximum Subscription
Ops Team Expansion	\$60,000	\$175,000
Sales Team Expansion	\$60,000	\$255,000
New Tech and Architecture tools	\$0	\$5,000
Training and Development	\$0	\$5,000
Material Testing and Design Improvements	\$10,000	\$90,000
New Display Units	\$55,000	\$260,000
International Market Entry	\$20,000	\$70,000
Next Gen Prototype & Displays	\$30,000	\$120,000
Expanded Marketing & Advertising	\$0	\$50,000
Offer Costs	\$15,000	\$72,000
Retained Operating Capital	\$0	\$98,000
Total funds	\$250,000	\$1,200,000

Operational and Sales Team Expansion

Ops Team Expansion: Investment in hiring an additional Architect/Draftsperson and a Junior Project Manager aims to bolster the operational capabilities, ensuring excellence in design and project execution.

Sales Team Growth: Adding a Senior Salesperson will enhance our ability to reach and engage potential customers, driving sales growth.

Design Tech and Tools: Allocating funds to architectural design assets will support the creation of innovative, visually appealing pod designs to win more sales and improve our efficiency during the project phase.

Training and Development: Investing in training ensures the team remains at the forefront of industry knowledge and practices.

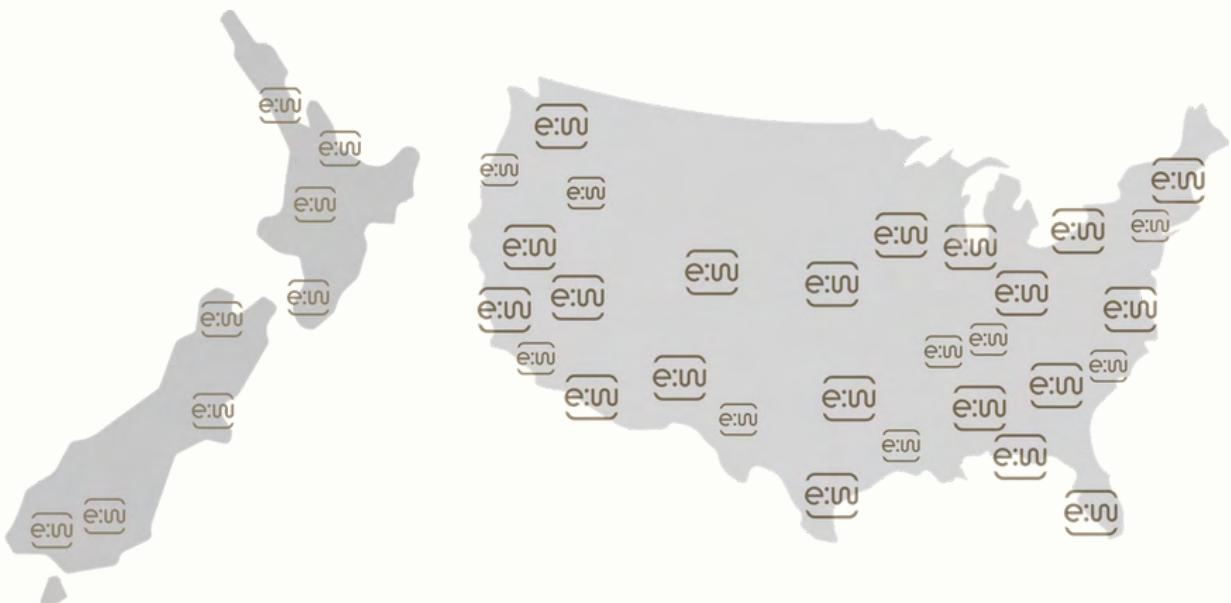
Material Testing for Compliance: A portion of the fund will be dedicated to Australian standard material testing, essential for meeting regulatory requirements and maintaining high-quality standards.

Product and Design R&D: An allocation will be made to product and design research and development will facilitate innovation, keeping Elsewhere Pods competitive.

Marketing and Expansion

New Display Units: An investment in new display units is crucial for marketing efforts, allowing potential customers to experience the quality and design of the pods firsthand.

International Market Entry: Launching in New Zealand and the USA represents a strategic move to tap into new, lucrative markets, significantly expanding Elsewhere Pods's global footprint.

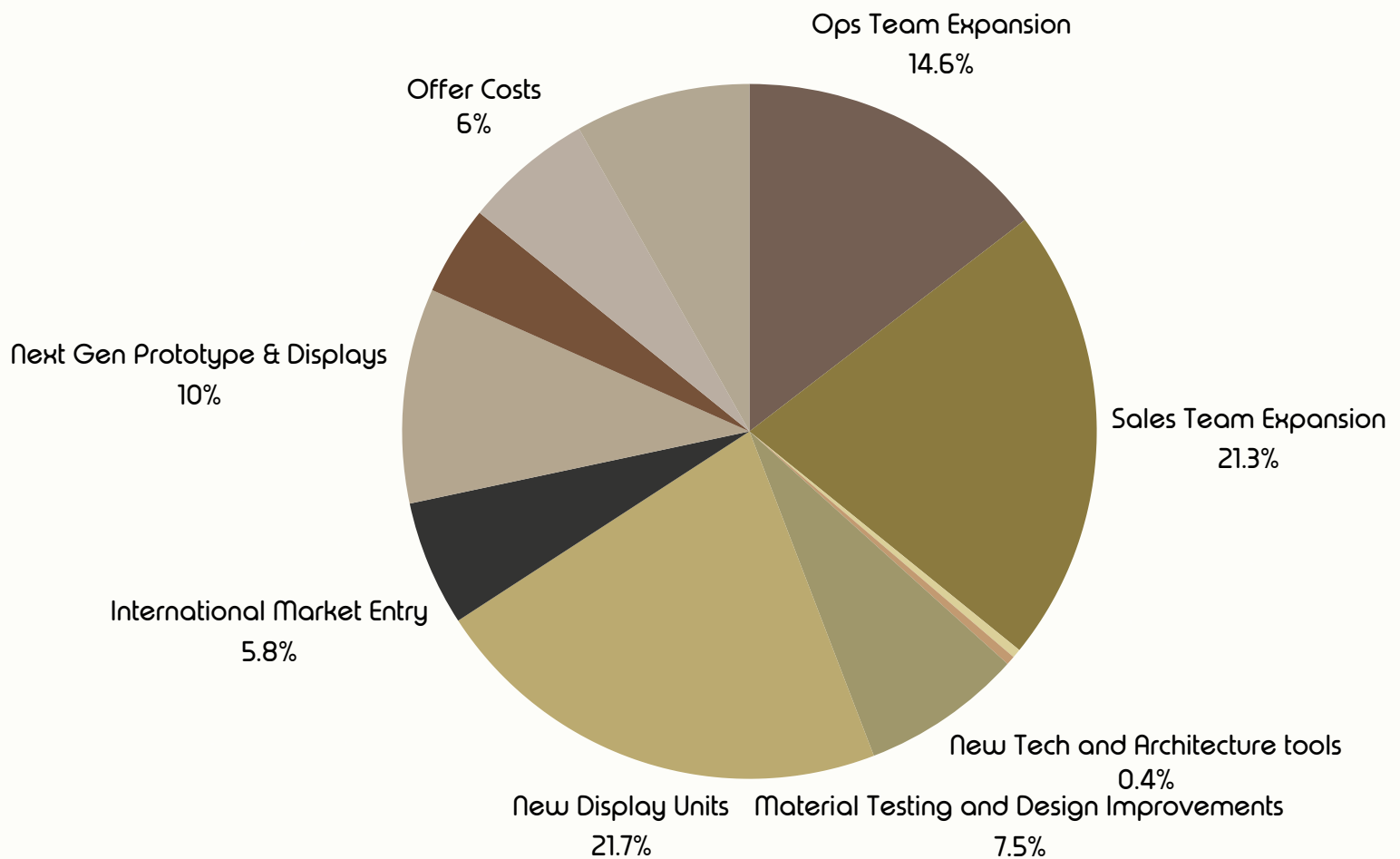


Innovation and Future Growth

Gen 2 Prototyping: Dedicated spending on the development of Gen 2 prototypes will ensure Elsewhere Pods remains at the cutting edge of modular and eco-friendly design, setting the stage for future product lines and innovations. We believe this range will be the future of modular construction.

This allocation of funds is designed to solidify Elsewhere Pods' market position, enhance operational efficiency, and drive significant growth. By investing in its team, expanding its product range, and entering new markets, Elsewhere Pods is poised to capitalise on the growing demand for sustainable and innovative living solutions, ensuring long-term success and profitability.

Breakdown based on Maximum Subscription



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

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

3.3.2 Election and removal of directors

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

3.3.3 General meetings and notices

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

3.3.4 Dividends

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

3.3.5 Winding-up

If the Company is wound up and there are any assets left over after all the Company's debts have been paid, the surplus is distributed to holders of ordinary shares after secured and unsecured creditors of the Company. Holders of fully-paid ordinary voting shares rank ahead of other classes of shares (if any).

3.4 What You Can Do With Your 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.



3.5 Investor Rewards

Reward	+\$1,000	+\$10,000	+\$25,000	+\$100,000	+\$200,000
Merch Pack (valued at \$300)	YES	YES	YES	YES	YES
Weekend at an Elsewhere Eco-Resort (valued at +\$800)	NO	YES	YES	YES	YES
2.5% discount on ALL future pod orders	NO	NO	YES	N/A	N/A
5% discount on ALL future pod orders	NO	NO	NO	YES	YES
FREE 2.7m Studio (valued at \$35,925)	NO	NO	NO	NO	YES

Conditions apply to all Investor Rewards



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 Elsewhere Pods Investment
4. Click the "Withdraw" button below the Elsewhere Pods logo
5. Confirm the selection by clicking the "Confirm" button on the pop up
6. 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.

4.3.1 Annual Reports

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 Reports

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

4.3.3 Annual financial report

The Company is required to prepare annual financial reports and directors' reports at the end of each financial year and lodge these 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 a large proprietary company, our financial reports are audited by [insert name of audit firm] and an auditor's report is lodged with ASIC together with our financial report.

Shareholders can elect to receive the Company's annual reports in hard copy or electronic copy free of charge, or by accessing them on the Company's website.

4.3.4 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).

4.3.5 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.



Company means Elsewhere Pod Co. Pty Ltd ACN 658561650

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 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

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