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SECTION 1

RISK WARNING

Crowd-sourced funding is risky.

Issuers using this facility include new or rapidly growing ventures. Investment in these types of ventures is speculative and carries high risks.

You may lose your entire investment, and you should be in a position to bear this risk without undue hardship. Even if the company is successful, the value of your investment and any return on the investment could be reduced if the company issues more shares.

Your investment is unlikely to be liquid. This means you are unlikely to be able to sell your shares quickly or at all if you need the money or decide that this investment is not right for you.

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

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

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



SECTION 2 INFORMATION ABOUT THE COMPANY

LETTER FROM THE FOUNDERS.



Dear Investor,

On behalf of the team at Grow it Local, we're excited to offer you the opportunity to become a shareholder in our rapidly growing business. We want you to join us as we become a global leader where growing and cooking intersect with health and well-being. We do this by providing education, support and products through our digital platform with a community-focused approach.

We believe that growing a bit of your own food goes a long way towards solving the world's problems, and so do the 30,000+ members of our community. We know people are growing for wellbeing, sustainability, community and connection to the natural world and Grow It Local enables all of this.

The biggest challenge facing people wanting to grow food at home is access to skills, knowledge and support. That's where Grow It Local comes in.

From the time the business was incorporated in late 2020, Grow It Local has been providing gardeners with the opportunity to learn and grow along with Australia's best growers, chefs and local food heroes. So no matter who you are, where you live or how much space you have, you can learn to grow and get the support you need to succeed.

Grow It Local was cofounded by Paul West, author, ABC broadcaster and presenter of River Cottage Australia, alongside Darryl Nichols and Andrew Valder, who co-founded Garage Sale Trail, Australia's largest and multi- award winning sustainability, waste reduction and community program.

Our team of content creators, educators and ambassadors to date has included ABC's Costa Georgiadis and Sophie Thomson, permaculture guru Morag Gamble, Darren Robertson and Mark La Brooy from the Three Blue Ducks, and Rodney Dunn from The Agrarian Kitchen. We also work with an amazing team of food growing legends from surfing, music, climate activism and design and the arts.



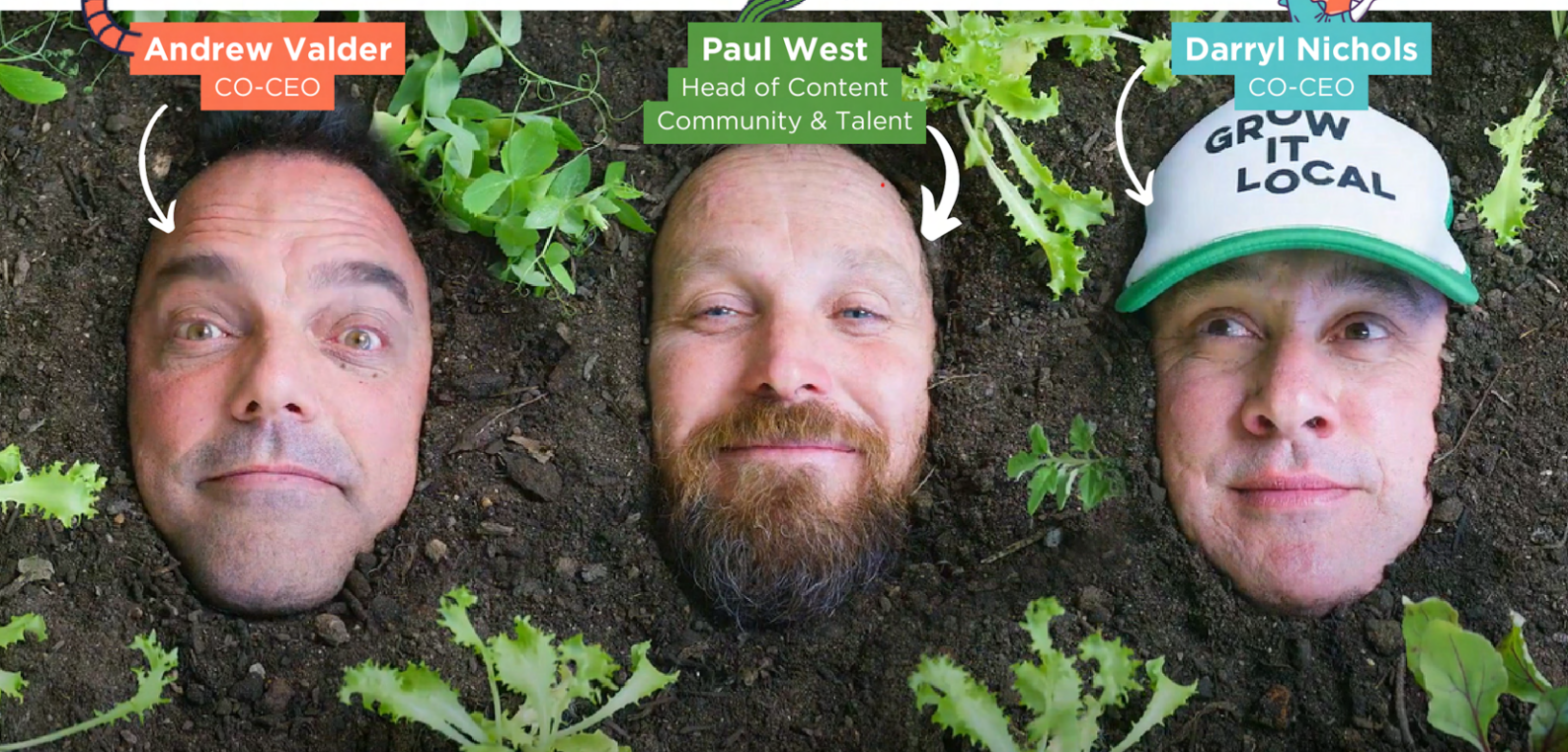
Andrew Valder
CO-CEO



Paul West
Head of Content
Community & Talent



Darryl Nichols
CO-CEO



SECTION 2 INFORMATION ABOUT THE COMPANY



LETTER FROM THE FOUNDERS. CONTINUED.

In just 3 years we've:

- Built a community of 30,000+ growers.
- Established multi-year partnerships with 31 Local and 3 State/Territory Australian governments.
- Formed strategic partnerships with some of Australia's leading environmental, sustainability, and gardening businesses including Patagonia & Sealol.
- Built relationships with a team of high-profile growers, chefs and educators.

In the last 12 months we've:

- Successfully piloted our first subscription product hitting our 1,000 subscriber target in 4 months.
- Grown revenue by 227% to \$500,000+
- Designed a range of retail merchandise to be made available for sale in 2024.
- Created a partnership with Australia's largest seed merchant and distributor for our soon to be released 'education-enabled' seed range.

There's a significant commercial opportunity within the global, multi-billion dollar home gardening, wellness, sustainability and organic food sectors, with 1 in 2 Australian households already trying to grow their own food, and hundreds of millions more doing it around the world.¹

We're just beginning to tap into this opportunity and are one of the first gardening companies in Australia to create a digital relationship with its community, enabling them to connect with the business and with each other. This equity crowdfunding raise will enable the business to accelerate growth, with capital being used to evolve and scale the digital platform, expand our retail offering and rapidly scale our subscription product.

Grow it Local has always been driven by our community.
For the last 3 years we've been helping you grow, now we invite you to grow with us.

1 - <https://australiainstitute.org.au/wp-content/uploads/2020/12/PB-59-Grow-Your-Own.pdf>



2.1 COMPANY DETAILS.



2.1.1 COMPANY KEY INFORMATION.

This offer of shares is made by Grow It Local Holdings Pty Ltd ACN 670 891 611 (the Company).

Company name:	Grow It Local Holdings Pty Ltd
ACN:	ACN 670 891 611
Date of incorporation:	29 August 2023*
Registered office:	Level 3, 85 William St Darlinghurst NSW 2010
Principal place of business:	Level 3, 85 William St Darlinghurst NSW 2010
Subsidiaries of the Company:	Grow It Local Pty Ltd ACN 671 030 532

Note:

*Between November 2020 and August 2023 the business traded from Grow It Local Unit Trust. The business was restructured into Grow It Local Holdings Pty Ltd and the associated trading entity Grow It Local Pty Ltd on 29th August 2023. The restructure was required to ensure that the business was able to raise capital under a crowd sourced funding campaign. Grow It Local Pty Ltd is a wholly-owned subsidiary of Grow It Local Holdings Pty Ltd. The business continues to trade as "Grow It Local".

The financial statements provided in this offer document include both Grow It Local Unit Trust and the newly formed Grow It Local Holdings Pty. Ltd. and trading subsidiary Grow It Local Pty./ Ltd.

Further information on the Company and its subsidiaries can be found under section 2.4 Organisation Structure.



Angel investor, business advisor and Grow it Local non-executive director, Rami Mukhtar showing off some of his home-grown harvest.

2.2 DESCRIPTION OF THE BUSINESS

2.2.1 ABOUT GROW IT LOCAL

GROW IT LOCAL BY THE NUMBERS:

Revenue has grown by **227%** in the last year, with income from a range of revenue streams;

\$390,138

In revenue from the Government Sector



\$71,500

In corporate sponsorship revenue.



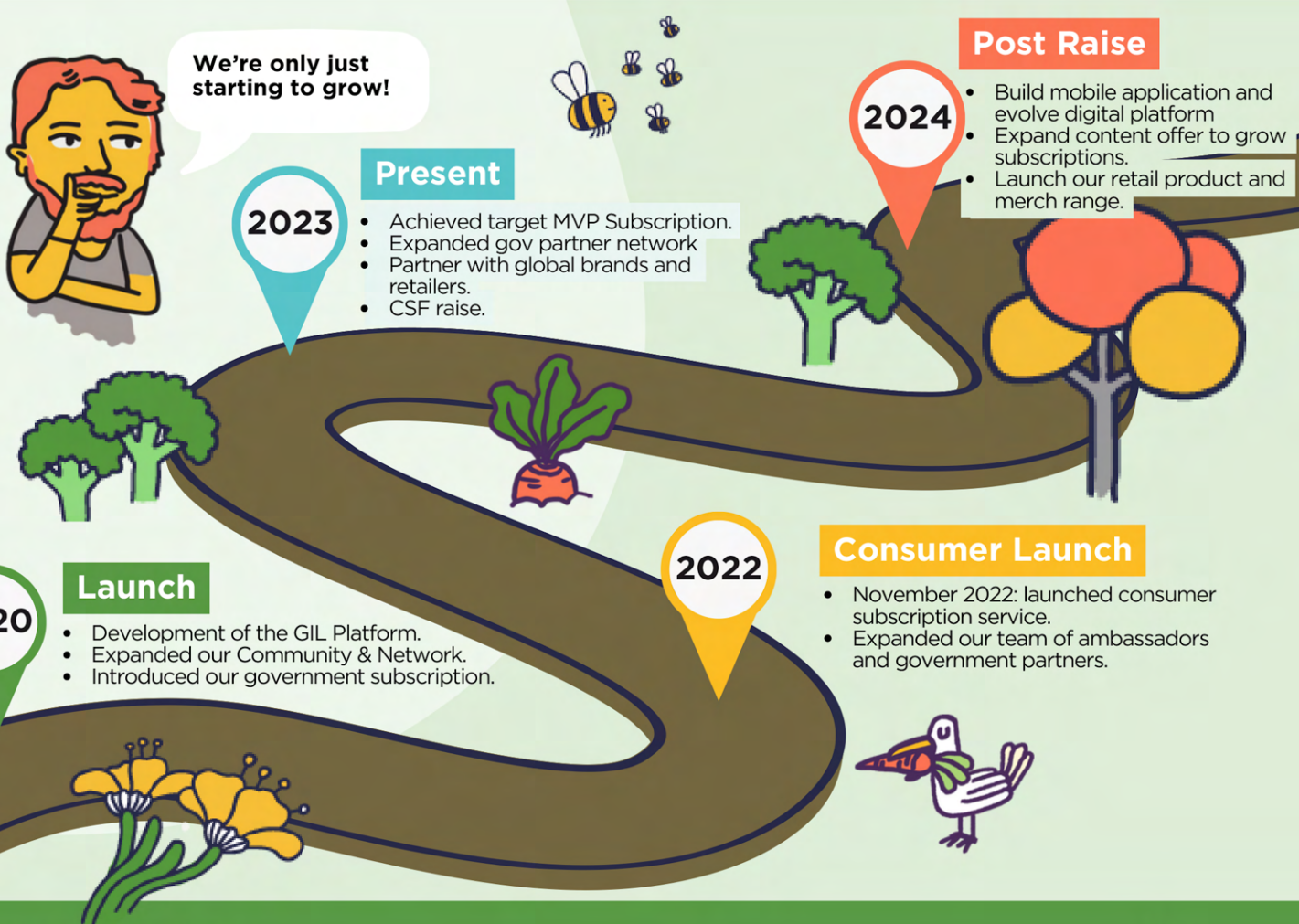
\$39,022

From subscription revenue (six months only)



MVP/Pilot Subscribers	1000+
Cost of acquisition/subscriber	\$30
Annual revenue per subscriber	\$96
Months to achieve pilot targets	4
Subscriber revenue (Year 1 - six months only)	\$39,022
Est. subscription service LTV/CAC	>4

Grow it Local (GIL) Members	30,000+ (up 63% YoY)
GIL Partner Council Reach	5m+ Australians
Monthly Website Visitors	20,000+
Instagram Followers	11,800+
Online Workshop Registration	20,000+ people
Content library	50+ hrs
Average EDM open rate	50%+





2.2 DESCRIPTION OF THE BUSINESS

2.2.1 ABOUT GROW IT LOCAL

Grow It Local helps people learn how to grow and eat healthy, fresh and naturally delicious food at home and in the process increase health & wellbeing, reduce food waste and live more sustainable lives.



What began as a local grassroots initiative has evolved into a fast-growing digital community and online education business underpinned by revenue from government, corporates and consumers. Today we work with Australia's leading growers, chefs and local food heroes to create content that makes growing food simple, social and fun!

The business provides two subscription products, one for government organisations, and one for consumers. These are both now ready to scale.

Our members consist of backyard, balcony, community garden, school and windowsill farmers from all parts of Australia.

Grow It Local delivers:

- Monthly live digital workshops with high-profile talent and emerging digital influencers.
- Seasonal 'grow-alongs' with seeds and video content that guides growers of all ability from patch-to-plate.
- Real-time impact data, and digital consultations to help you overcome problems in your patch.
- Wide-reaching digital activations such as the #GrowItLocalAwards.

Government partners have adopted Grow It Local to achieve strategic policy objectives relating to reducing food waste, sustainable living behaviours, and building stronger, healthier, and more resilient communities.

From a brand-building perspective, Grow It Local has strong connections to creative and pop culture communities which is unique in the space. Our ambassadors, collaborators, and talent include master growers, chefs, musicians, surfers, artists, designers, nature lovers, and everyday super people who love to grow.



2.2 DESCRIPTION OF THE BUSINESS

2.2.2 THE PROBLEM AND OUR SOLUTION

1 in 2

Aussie families grow their own food.

However, many face substantial challenges, including a lack of knowledge, skills and support.²



THE PROBLEM.

Our lives are increasingly spent in the digital world. As humans, time spent in the natural world, eating locally grown food, and connecting with a community is essential for our health well-being, and longevity. Growing just a little of your own food helps address these issues, the problem is, that many *want* to grow, but you don't know *how* to grow.

'The problem is, you might want to grow, but you don't know how to grow'.

If you've never grown before, where do you learn? Gardening programs? Youtube? Books? Magazines?

For the new grower, the volume of information can be overwhelming. Grow it Local supports its members on their home-growing journey through:

- The curation of seasonal 'grow-alongs' featuring seed selections embedded with detailed, step-by-step pieces of video content that guide members through the growing and cooking process, from patch-to-plate.
- Our digital support line for any growing queries from the community.

In addition to supporting home growers, we aim to celebrate and inspire existing and new growers to learn more or start their growing journey by celebrating the community and their collective impacts. This is done by:

- The #GrowitLocalAwards is a national social media-driven gardening award that celebrates colour, creativity, community, and passion.
- The Grow it Local Report - a community-driven data set quantifying the environmental, social, and health impacts of home food growing. This is an important tool for government and corporate ESG decision-making.

Barriers to growing food are multi-faceted, including a perceived lack of space, time, knowledge, and frustration experienced by individuals when their initial gardening endeavours fall short and fail.²

These issues underscore the need for improved access to education, support, and resources to foster a stronger connection between Australians and their food,

2 - <https://australiainstitute.org.au/wp-content/uploads/2020/12/PB-59-Grow-Your-Own.pdf>





2.2 DESCRIPTION OF THE BUSINESS

2.2.2 THE PROBLEM AND OUR SOLUTION

OUR SOLUTION.

Grow it Local gives individuals the unique opportunity to learn from the world's best growers, chefs, and local food heroes. So no matter who you are, where you live, or how much space you have, you can learn to grow. Our platform guides and supports growers through every step in the food growing process, from patch to plate.

Products & Services:

Leveraging a team of educators and a community of 30,000+ members, we have built unique insights and data to create:

- **A Local & State Government subscription service** currently partnered with 31 Local and 3 State/Territory Governments. This includes community 'grow-alongs', tutorials, and 'learn to grow' workshops led by gardening talent such as Paul West, Costa Georgiadis, Sophie Thomson, Morag Gamble, Compostable Kate, and more.

Our Local & State Government subscription service supports local governments in delivering on key strategic policies, reducing food waste through conscious food usage, and reducing landfill through composting. It also connects local government communities through a common platform of growing and eating healthy food - building stronger, healthier, and more resilient communities.

- **A direct-to-consumer (DTC) subscription service** launched as a pilot in November 2022 and currently serving 1,000+ subscribers. The consumer subscription service delivers seasonal grow-alongs which provide a step-by-step and end-to-end learning experience, making growing and preparing food more accessible to everyone.
- **The Grow It Local Impact Report** is a community-driven data set quantifying the environmental, social, and health impacts of home food growing by the members. In addition to quantifying for members the impacts collectively achieved, it is also helping governments and corporates understand the impact of growing food by their communities in relation to policies and objectives. The report is underpinned by a rich proprietary data set that captures key drivers of physical and mental well-being, as well as consumer attitudes and preferences to products, brands, and operators in the space.

Grow along at home with Australia's best growers, chefs and local food heroes



2.2 DESCRIPTION OF THE BUSINESS

2.2.2 THE PROBLEM AND OUR SOLUTION

THE OPPORTUNITY:

Grow It Local presents an opportunity to tap into the online education industry valued at \$9.1B in Australia in 2022.³ The success of our pilot subscription program has confirmed proof of concept as we also expand into the growing global wellness economy valued at a total of US\$4.4T in 2020.⁴ Key sectors within this industry include healthy eating, nutrition and weight loss, mental health, and wellness. Connecting the growth and interest in cooking with healthy eating, nutrition, and wellbeing opens up a range of new product and revenue opportunities. Grow it Local is in the very early stages of monetising these opportunities with significant room for growth. In addition to these revenue streams, we also have a planned rollout of future education-enabled retail products that integrate with the digital platform and which will see Grow It Local expand into the Garden services industry valued at \$3.2B in 2022.⁵ In the last year, annual revenue has grown by 227% demonstrating strong market demand for our services and platform.

Direct-to-government (D2G).

In FY23 government programs generated \$389,138 from 31 local and 3 state/territory governments. This represents less than 7% of the local & and state government bodies within Australia. This presents an opportunity for considerable growth in revenue generation from this segment. Funding generated by this raise is planned to scale the consumer subscription product.

Direct-to-consumer (DTC).

The business piloted its first direct-to-consumer subscription product generating \$39,022 in FY23. The pilot goal of attracting 1,000 subscribers was achieved in the first four months post-launch. Funding generated by this raise is planned to scale the consumer subscription product.

3 - <https://www.ibisworld.com/au/market-size/online-education/>

4 - <https://globalwellnessinstitute.org/what-is-wellness/what-is-the-wellness-economy/>

5 - <https://www.ibisworld.com/au/market-size/gardening-services/>



Grow It Local Subscription Service seed packets.

2.2 DESCRIPTION OF THE BUSINESS

2.2.2 THE PROBLEM AND OUR SOLUTION

THE OPPORTUNITY (CONTINUED):

The existing platform and consumer subscription product also have significant growth potential. Currently, with 1,000+ paid subscribers we are realising strong unit economics. Early estimates are showing a lifetime value (LTV)/customer acquisition cost (CAC) ratio of greater than 4. The investment will enable scaling of this revenue line through increased marketing.

Grow it Local has just commenced our corporate partnership program generating \$71,500 in FY23. As our audience continues to grow, the ability to generate revenue from corporate sponsorships increases. Sponsored content can be integrated into instructional videos, and workshop content as well as via digital platforms.

We are also in the early stages of developing additional revenue streams including:

- **Licensed retail products:** To tap into the gardening services industry that was valued at \$3.2B in Australia in 2022,⁵ a number of licensed branded retail products are in the final stages of development. These include seeds and merchandise with a range of gardening products to follow. Many of our planned retail products will be linked to our digital content platform through QR codes requiring customers to sign up to access the content. In addition to generating royalties from brand licensing, these connect the purchase of the physical product to sign-ups to our digital platform, increasing revenue and reducing acquisition costs.
- **Data and reporting:** Our digital platform generates a unique data set around individual lifestyle, eating preferences, environmental impact, and well-being. This generates revenue opportunities from a range of data and reporting products needed by governments and corporations. In future, we will obtain explicit customer consent so that we are also able to create unique audiences for the wellness economy.

Our soon to be launched licensed retail seed range.



5 - <https://www.ibisworld.com/au/market-size/gardening-services/>

2.2 DESCRIPTION OF THE BUSINESS

2.2.3 BUSINESS HIGHLIGHTS

SALES & REVENUE HIGHLIGHTS:

- \$389,138 in revenue from the government sector (FY23)
- \$71,500 in corporate sponsorship revenue (FY23).
- \$39,022 in annual recurring revenue since the launch of our direct-to-consumer (DTC) subscription service in November 2022 (FY23).
- Revenue growth of 227% in the last year.



PARTNERSHIP HIGHLIGHTS:

- Partnered with leading brands including Patagonia and Seasoil to promote Grow It Local's food growing education and environmental impacts.
- Increased government (local + state + territory) partner network by 240% - from 10 in FY 2021, to 34 presently. The reach of this network is now 5 million+ Australians.
- Signed agreements with Australia's largest seed retailer, Mr Fothergills to roll out the Grow It Local seed range to gardening and lifestyle retail featuring 24 varieties with integrated educational content.
- Teamed up with high profile talent in the music, food, gardening, sustainability, and surfing sectors to engage new growing audiences and amplify our impact.

PLATFORM & PRODUCT HIGHLIGHTS:

- Digital community growth to 30,000+ members on the growitlocal.com platform representing 63% growth in FY 23.
- Launched the #GrowItLocalAwards, as an annual celebration of growing, community and creativity supported by leading gardening & creative talent. Awards include a search for Australia's wonkiest vegetable, homegrown heroes, best chicken name, best school garden and more.
- Developed the 'grow-along' concept where members learn to grow with high profile talent in a guided, connected & fully supported patch-to-plate experience
- Piloted and validated MVP for a consumer subscription service that has 1,000+ paying subscribers since launching in November 2022. Achieved pilot subscription targets within 4 months of launch.
- Developed a community-driven data set on the impacts of growing food at home with Taverner Research and launched the 'Grow It Local Report'.
- Developed a range of Grow It Local merchandise launching later in FY24.



2.2 DESCRIPTION OF THE BUSINESS

2.2.3 BUSINESS HIGHLIGHTS CONTINUED.

IMPACT HIGHLIGHTS:

For the last 3 years, our data and impact reporting framework has been developed with Taverner Research. The goal is to quantify and qualify the collective impacts that are being achieved by our national community of growers to reinforce the positive power of growing food.

The data and impact reporting framework is underpinned by:

1. Real-time reporting based on member registration data that is localised and available to partners 24/7 via digital dashboards.
2. An annual impact report powered by a member survey which in 2023 was completed by 1448 Grow It Local community members. The Grow It Local Report packages up the insights and impacts of growing food in communities across Australia.

Some of the key findings of the Grow It Local Report include:

- Key barriers members face to growing food successfully is a perceived lack of knowledge, skills, and support.
- 93% report that growing food is good for mental health and relaxation.
- 85% report that growing food has had a positive impact on their diet.
- 76% report that growing food is a gateway to other sustainability actions.
- 43,886 kgs of food waste is being diverted per week by members' composting activities.
- 1,300,000+ m2 is under cultivation amongst our members' backyards, balconies, community gardens, school patches, and windowsill farms.
- 4.5 million kilograms of carbon emissions are being avoided through members' food waste diversion activities.
- Just under half of growers are cultivating between 1-5+ milk crates of food each month.
- All members noted they have an increased appreciation for the time, resources, and skill required to grow food, and have an increased appreciation for minimising food waste.
- More than 50% report that they're saving over \$500 a year, by growing their own produce.
- People who grow food develop a greater appreciation for food which leads to the adoption of a broader suite of food waste avoidance behaviours, and ultimately less food waste.



4.5m kg

of carbon emissions are being avoided through members' food waste diversion activities.



43,886 kg

of food waste is being diverted per week by members' composting activities.



93%

Report that growing food is good for mental health and relaxation.



85%

Report that growing food has had a positive impact on their diet.



2.2 DESCRIPTION OF THE BUSINESS

2.2.4 BUSINESS MODEL.

At the heart of the business, Grow It Local is a digital platform that connects members with the resources they need to grow, share, and eat locally-grown foods and enables them to share their experience with their community.

Members are offered expert-led educational resources (for growing and cooking food), a subscription service, and retail products designed to assist growers on their journey from patch-to-plate.

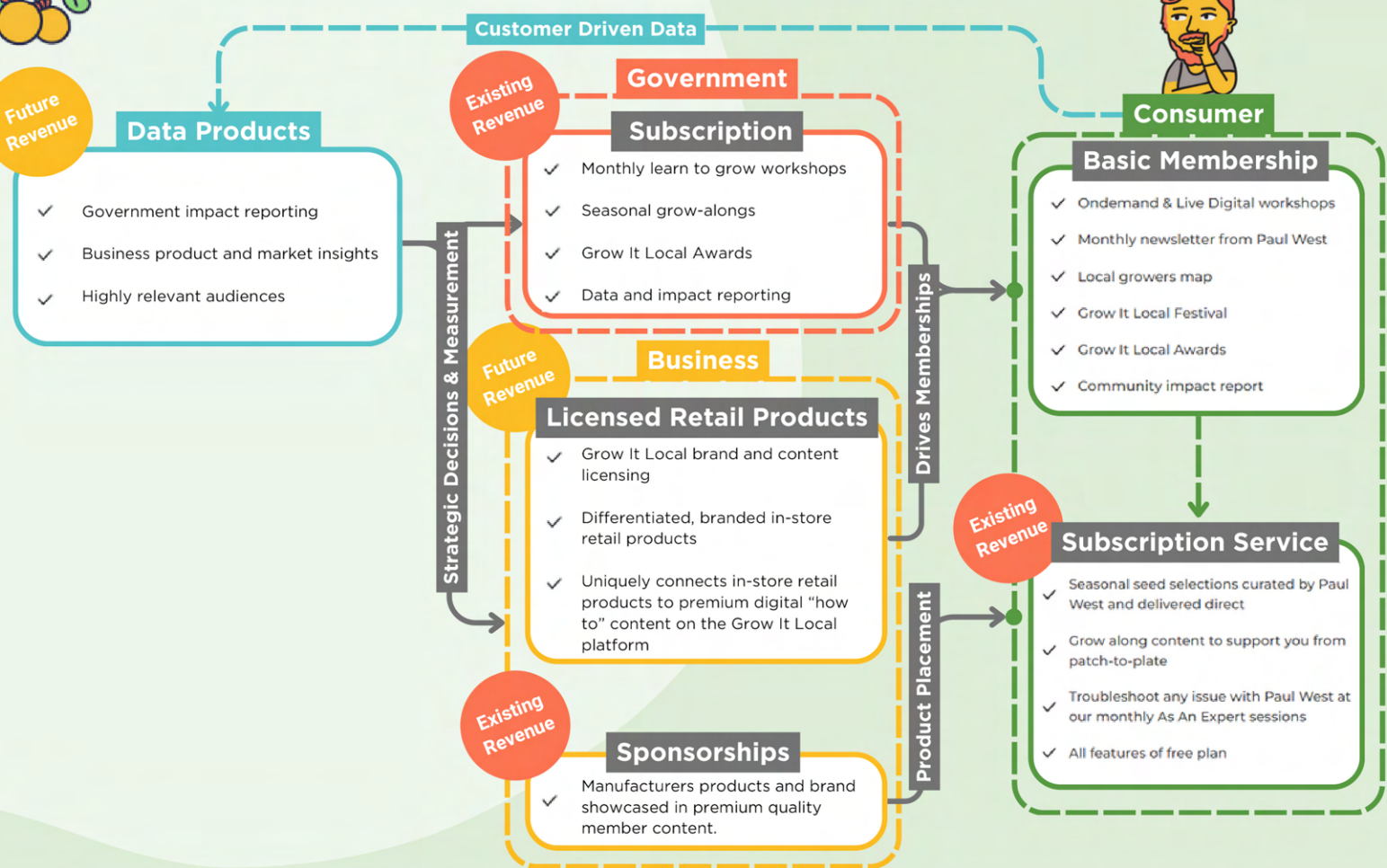
Beyond the 30,000+ individual platform members, partnerships have been created with 31 local and 3 State and Territory governments with multiple corporate partnerships to drive reach to over 5 million Australians.

Grow It Local currently has three principal revenue streams;

- Government (B2G) Subscription (Local, State and Territory)
- Direct-to-Consumer Subscription
- Corporate Sponsorships

Additional future revenue streams are set to launch that leverage the investment made to date, including;

- Education-enabled retail products
- Branded merchandise
- Data products



2.2 DESCRIPTION OF THE BUSINESS

2.2.4 BUSINESS MODEL.

EXISTING REVENUE STREAMS:

1. Government (B2G) Subscription (Local, State and Territory)

Grow It Local provides its platform and food-growing education program to a growing number of local, state, and territory governments across the country on a yearly subscription basis. There are currently 31 local and 3 state and territory government partnerships across 5 states and the ACT. These partnerships provide local authorities and their communities with access to educational content, workshops, a seed service, and impact reporting.

The model involves Grow It Local providing these partners with a marketing toolkit and suite of communications assets that councils share in their communication channels to build awareness and drive community registrations and participation. The population footprint of the local and territory governments who have adopted the program for their residents is over 5 million Australians.

The average revenue per annum per council is approximately \$13,500 per local government per annum. A growing number of local governments are adopting the program to achieve waste reduction, community building, and sustainable living objectives.

A multi-year contract is in place with the Queensland Department of Environment and Science to achieve waste reduction objectives set out in the Waste Management and Resource Recovery Strategy 2020. Partnering with additional state governments presents material opportunities for increasing impacts and growing revenue.

THROUGH OUR GOVERNMENT
PARTNERSHIPS WE ALREADY REACH OVER
5 MILLION
AUSTRALIANS.

34 / **537**
WE'VE ALREADY PARTNERED
WITH 34 OF THE 537 AUSTRALIAN
GOVERNMENT BODIES.



2. Product Placement & Corporate Sponsorships:

With a growing suite of content being created and shared across growitlocal.com, in social media, and with subscribers this has provided an opportunity to pilot sponsorship as a revenue stream. To date, sponsorship opportunities have been adopted by Australia's leading organic fertiliser company Seasol, and Australia's leading seed merchant Mr Fothergills. This revenue stream is in a nascent form and to date has generated \$71,500 in the last 12 months. As the quantity of content expands in line with the growth of paid government and consumer subscribers, so too does sponsorship revenue potential for the right value-aligned brands

2.2 DESCRIPTION OF THE BUSINESS

2.2.4 BUSINESS MODEL.

EXISTING REVENUE STREAMS:

3. Direct-to-Consumer Subscription

In the last 12 months Grow It Local has successfully piloted a subscription product for aspiring growers. A pilot target was set of 1,000 subscribers to evaluate product market fit. The target was achieved in the first four months from launch after which time customer acquisition marketing investment was paused until company resources were available to refine and scale the proposition. Each subscriber pays an annual fee of \$96. Based on current numbers this represents over \$100,000 (AUD) of annualised revenue.

Subscribers receive a selection of seasonal seeds curated by Paul West. The subscription is supported by talent-led, educational video content that guides participants through each stage in the patch-to-plate journey with tailored 'grow along' at-home content. These grow-along journeys culminate in high-profile chefs teaching growers how to prepare their produce into delicious meals.

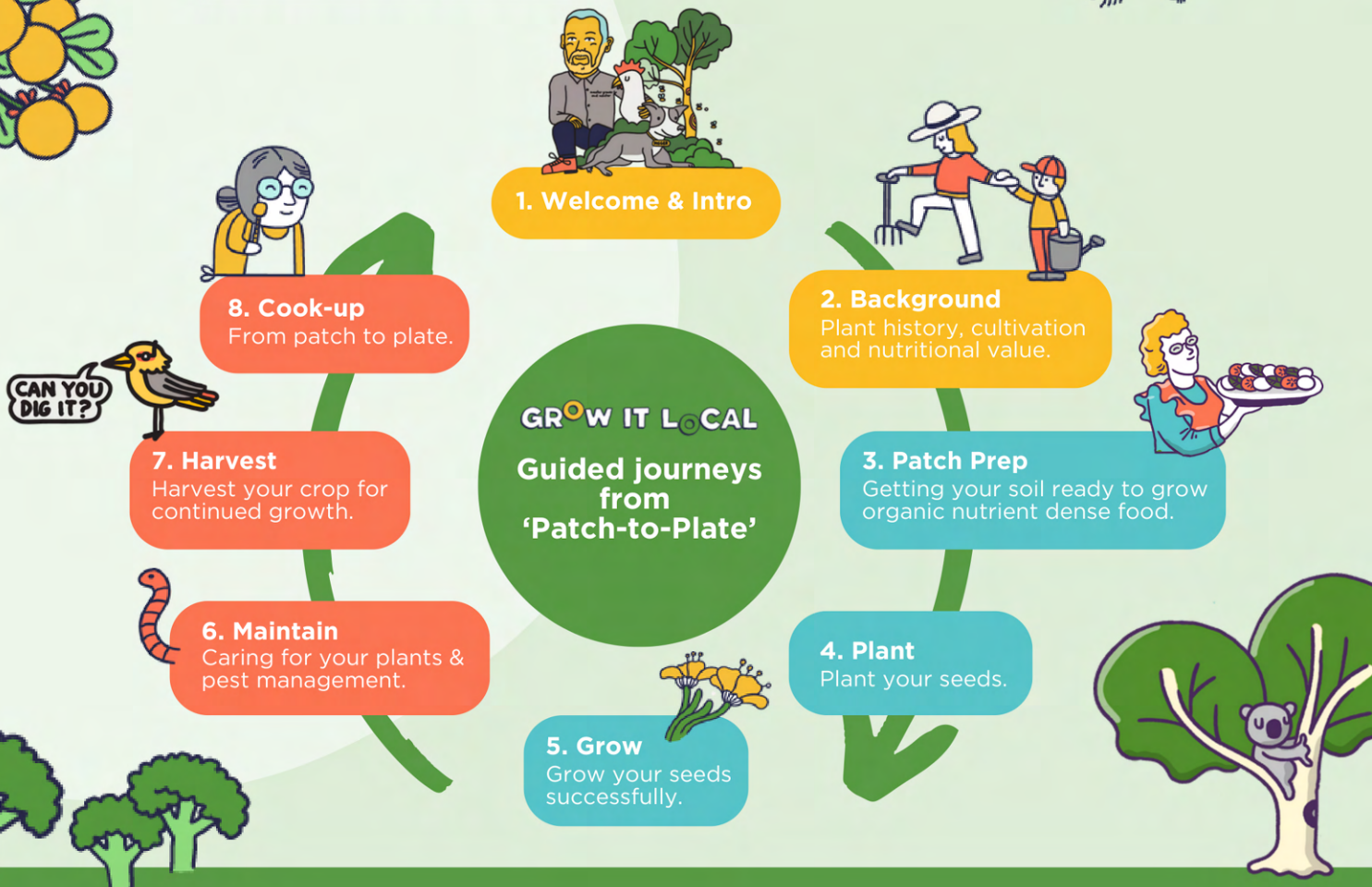
We plan to continue to invest in improvements to our digital platform and increase the content available to increase the value delivered to subscribers.

Use of investor funds from this raise includes:

- Uplifting and evolving the existing digital platform, and the creation of a mobile application for both iOS and Android that will bring the digital experience into the garden. Features will include frictionless social sharing of garden and cooking achievements, access to grow-along content, and leveraging Computer Vision AI technology to help subscribers identify and diagnose plant issues.
- Creation of an expanded library of grow-along content to build on the 50hrs hours of content that has already been created to date.



The Grow-Along Journey



2.2 DESCRIPTION OF THE BUSINESS

2.2.4 BUSINESS MODEL.

FUTURE REVENUE STREAMS:

1. Retail products & gardening supplies

A partnership has been created with Mr Fothergills, the largest seed retailer in Australia and one of the largest garden supply wholesalers in the country. The premise of the partnership is to create a range of education-enabled products that support growers.

Mr Fothergills role will fund the manufacture and distribution of products, and Grow It Local is designing the range, producing the embedded educational content, platform integration, and innovative thinking. The first product resulting from this partnership is scheduled to launch in Autumn 2024. This launch will introduce an industry-first concept: a 24-SKU range of seeds with integrated educational video content. This content will be led by master growers, chefs, surfers, musicians, designers, nature lovers, and everyday super people!

Beyond the initial product launch in 2024, plans are underway to expand the retail presence with food-growing kits, fertilisers, and products that assist the growing journey and are connected to the platform experience. Each of these retail products will come with QR-activated content that enables digital relationships with these customers. It is anticipated that this will significantly reduce CAC by up to \$30 for our subscription platform improving unit economics on each customer subscription.

2. Data

Grow It Local has developed a community-driven data set relating to home growing in Australia. The annual Grow It Local Report highlights the collective impacts of home growers. From reducing food waste to offsetting CO2 emissions, enhancing health and well-being, and building more resilient communities, this data will offer governments and businesses unparalleled insights into home cultivation statistics. We also plan to collect consented data from our subscription platform providing granular views and audiences on well-being, lifestyle habits, and preferences. Collectively these datasets will enable us to create data products for government and corporate clients.

3. Retail products - Merchandise range

Grow It Local is set to launch a line of branded merchandise, which will initially be available for purchase on growitlocal.com. Subsequently, the expansion plan involves making these products accessible through garden retail channels. The apparel range generates a margin of \$15-20/t-shirt and \$8-12/cap.



LAUNCHED
SPRING 2023

GROW IT LOCAL
IMPACT REPORT
LAUNCH

FORECAST TO LAUNCH
SUMMER 23/24

RETAIL
MERCHANDISE
LAUNCH

FORECAST TO LAUNCH
AUTUMN 2024

RETAIL
PRODUCTS
LAUNCH



2.2 DESCRIPTION OF THE BUSINESS

2.2.5 MARKETING AND DISTRIBUTION.

Overview.

Grow It Local's marketing strategy focuses on building and leveraging relationships with stakeholders to drive engagement, awareness, and reach to recruit new members to the platform and community. These stakeholders include a community of growers, government partners, educators, (e both established experts and emerging digital influencers), and value-aligned corporate partners



Market Research and Target Customer

Grow It Local is a data-centric organisation; that continually collects, collates, and analyses user and platform data to improve the member experience, and gain deeper insights into customer motivations and how the business can play a role in this.

Grow It Local's four key customer profiles include;

- Young, urban, sustainability-conscious growers.
- Middle-aged, suburban families with young children.
- Older, suburban retired growers.
- Foodies & health advocates.

EXAMPLE CUSTOMER PROFILES:

Sustainable Sam



20 - 29

Single

Sydney NSW

Interests:

Sustainability

Environment

Vegetarian

Wellbeing

Problem:

Sam wants to reduce her environmental impact by eating sustainably.

Solution:

Started growing small herbs and vegetables in her apartment.

Talkative Tim



30 - 39

Parent

Brisbane QLD

Interests:

Community

Family

Cooking

Outdoors

Problem:

Tim just moved to Brisbane with his family and is struggling to find a sense of community.

Solution:

Joined Grow it Local and is teaching his kids where food comes from.

Gardner Gordon



60 - 70

Grandparent

Perth WA

Interests:

Education

Cooking

Growing

Wellbeing

Problem:

Gordon wants to get his grandkids outside!

Solution:

Joined the seed subscription service and teaches grandkids with GIL's educational content.

2.2 DESCRIPTION OF THE BUSINESS

2.2.5 MARKETING AND DISTRIBUTION.

Marketing Channels

The following channels have helped recruit members and grow the community to over 30,000.

Electronic direct mail

Grow it Local maintains an email subscriber base of 30,000+ passionate growers who deliver content that educates, inspires, and supports. The average EDM open rate is a remarkable 50%+. Community feedback and insights help inform the roadmap of future products and offerings.

Website

With 20,000+ monthly web visits, Grow it Local's online engagement is rapidly growing. The website is central to all products, and services, representing an opportunity for significant growth and expansion.

Website data also provides unique insights for new products and markets, with 30% of traffic coming from international sources. This builds the business case for opening up the platform for global audiences and international expansion.

Social Media

The role of our social media is to deliver content that educates, inspires, and helps create a community. Social media also plays an important role in building awareness, and driving engagement around key Grow It Local activities. These include seasonal grow-alongs, monthly digital workshops, the Grow It Local Awards, and impact announcements.

- Instagram - 11,800+ followers.
- Facebook - 23,000 followers.
- Facebook Group - 6,100 members.

Traditional Media & Public Relations

With our cast of talent frequenting the screens of most Australian TV's several times a week on shows like River Cottage and Gardening Australia, Grow it Local has had considerable success generating exposure for its activities across broadcast, print, and digital media.

Use #GrowItLocalAwards to enter your patch!



Winner of 'Vegetable that most looks like...'

@KATHSHOMEANDGARDEN



#GrowItLocalAwards



2.2 DESCRIPTION OF THE BUSINESS

2.2.5 MARKETING AND DISTRIBUTION.

Local & State Government Partners

Grow It Local's government partner network plays a powerful role in helping to build awareness, drive engagement, and recruit new members to the Grow It Local community. The population footprint of our government network is over 5 million people.

Our 31 Local and 3 State/Territory Government partners promote Grow it Local through their communication channels which include newsletters, websites, social media, community notice boards, outdoor, libraries, community groups, mayoral columns, local media, garbage truck decals, and more. The goal of government promotion is to drive registrations and participation to create a positive impact in communities around Australia. With growing community interest in sustainability, health, and wellbeing, state and local governments are increasingly seeking innovative initiatives that can help deliver on their strategic policy objectives & and impact KPIs. Grow it Local is at the forefront of this movement, with a proof of concept and demonstrated ability to deliver. In many ways, the platform is a digital infrastructure that helps enable the creation of stronger, healthier, and more resilient communities.





2.2 DESCRIPTION OF THE BUSINESS

2.2.5 MARKETING AND DISTRIBUTION.

Talent, Collaborators & Educators

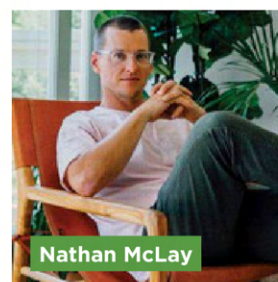
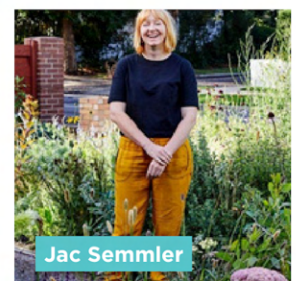
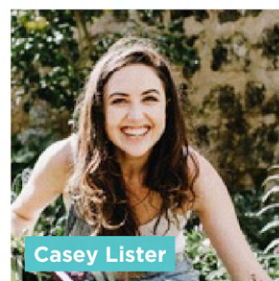
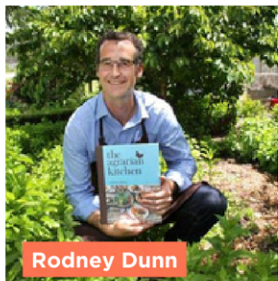
Grow It Local is privileged to have the support of an incredible group of experts, artists, and cultural icons. Our extended family includes master growers, chefs, musicians, surfers, nature lovers, and everyday super people just like you!

These super talented and inspiring collaborators host workshops, guide grow-alongs, judge awards, participate in events, front impact data and deliver educational content that helps support members on their journey to homegrown success. They also help to spread the word, build awareness, and recruit new members to the community.

This network will continue to expand as our business, profile, and reach grow.

Talent that's been involved to date:

- Paul West
- Costa Georgiadis
- Sophie Thomson
- Morag Gamble
- Rodney Dunne
- Darren Roberston
- Mark LaBrooy (Three Blue Ducks)
- Mike McEaney (Kitchen By Mike)
- Ronni Kahn (Oz Harvest)
- Kevin Fortey (Giant Veg UK)
- Doug Purdie (Urban Beehive)
- Kat Lavers
- Adam Hancock
- Casey Lister
- Compostable Kate
- Folk of All Trades
- Jac Semmler
- The Hungry Gardener
- Sabrina Hahn



2.2 DESCRIPTION OF THE BUSINESS

2.2.5 MARKETING AND DISTRIBUTION.



Brand & Retail Partners:

Grow it Local has partnered with leading brands, both within, and external to the traditional home gardening industry. Our partners include:

Seasol:

A leading manufacturer of seaweed-based garden amendments, and one of Australia's most recognisable brands in the gardening space. Seasol has been a long-time supporter of Grow it Local including sponsoring content creation, learn-to-grow workshops and our annual 'Grow it Local Awards'.



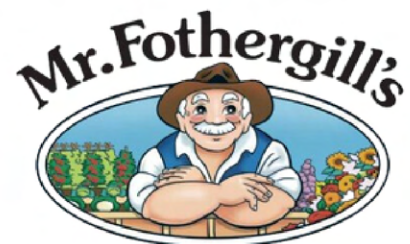
Patagonia:

One of the world's most trusted and recognisable brands, and pioneers in the space of corporate responsibility. In September 2023, Grow it Local partnered with Patagonia to tour and promote their content series "Farm Boys". The tour encompassed Patagonia's Australian retail stores, where Grow it Local co-founder Paul West, and Patagonia surf athlete (and Grow it Local educator) Heath Joske planted gardens, screened the films, and then delivered food growing education, spoke about the impacts it delivers and the natural connection between surfing, gardening, and sustainable living.



Mr Fothergills:

Australia's largest seed retailer, Grow it Local has developed a strategic partnership with Mr Fothergills to launch an education-enabled range of seeds in 2024. Each variety and seed packet links to a connected educational content experience via the growitlocal.com platform.



Existing Members:

The cornerstone of Grow it Local's platform is our community of growers. The evolution of the Grow It Local platform and products to date has been led by community feedback, input, and conversation with members. We run regular surveys, and polls and have open dialogue on product and feature roadmap. Members also play a powerful in helping build awareness and recruiting new members to the community. In the future, we have plans to help incentivise and reward members to share and promote Grow It Local content and offerings amongst their networks.



2.2 DESCRIPTION OF THE BUSINESS

2.2.6 OUR VISION.

**OUR VISION IS TO BUILD THE
WORLD'S LARGEST COMMUNITY OF
HOME FOOD GROWERS.**



Our goal is to help everyone become better at growing food - whether they are just getting started or have been growing for decades.

We are a community-led business and brand that embodies contemporary culture. We exist to drive positive change and outcomes for people, communities, and the planet all whilst tracking our impacts to make growing and eating naturally delicious food simple, social, and fun!

We see a future where everyone is a farmer and everywhere is a farm.



OUR AMBITION OVER THE NEXT 5 YEARS IS TO:

- Scale our direct-to-consumer paid subscribers worldwide within 5 years, building on our already established 1,000 subscriber pilot.
- Develop the world's leading catalog of grow-along content with high-profile growers, chefs, and local food lovers.
- Grow partnerships with more of the 537 Local Governments in Australia, extending our influence to more communities and boosting recurring annual revenue.
- Expand our digital platform to global markets and develop new features including an AI-powered recommendations engine.
- Develop and launch a range of education-enabled products and kits to support the growing journey from patch-to-plate.





2.2 DESCRIPTION OF THE BUSINESS

2.2.6 OUR VISION.

We intend to deliver on the our objectives through strategic, customer-led propositions:

Talent-led, patch-to-plate content linked to relevant Grow It Local branded direct-to-consumer (DTC) retail products - This proposition will provide an entertaining and educational customer journey for people who are interested in being guided and supported through the growing, harvesting, and cooking process.

A digital platform that connects community growers through the grow-along journey and provides access to support - Providing a space for community growers to connect, share tips and advice, and get support from Grow It Local experts. The platform will also provide access to a variety of tools and resources to help growers succeed, such as planting guides, recipes, and troubleshooting tips.

A line of branded merchandise and retail products connected to talent-led content sold DTC and through selected retailers - This proposition will allow Grow It Local to reach a wider audience and generate additional revenue. The products will be sold directly through Grow It Local's website and select retailers. Our recent collaboration with Mr Fothergills will help scale this momentum.



Our short-term priority:

Our immediate focus is to take action on the above priorities and boost our revenue by evolving our digital platform, expanding our catalogue of grow-along journeys, growing subscribers, and launching merchandise and retail product offerings.

The equity crowdfunding raise will play a pivotal role in enabling this growth and organisational evolution.

Grow It Local - where the world learns to grow, together.



2.2 DESCRIPTION OF THE BUSINESS

2.2.7 OVERVIEW OF INDUSTRY & COMPETITORS.











Grow it Local is uniquely positioned as a community-led, digital platform with a growing suite of connected gardening products and educational content experiences. Our products help customers overcome the key challenges they face which for consumers include a perceived lack of knowledge and skills. By working with a diverse team of talent from creative and cultural spheres we are working to engage new audiences in the idea of growing and eating naturally delicious food. Data and insights drive all decision making which places us in a strong position for continued growth.

A quick tour down the 'garden path' of our industry:



2.2 DESCRIPTION OF THE BUSINESS

2.2.7 OVERVIEW OF INDUSTRY & COMPETITORS.

INDUSTRY:	GARDEN & HOME IMPROVEMENT					HOME GARDENING EDUCATION				
COMPANY:										
COMMUNITY:	85,000	-	-	-	30,000	-	-	-	-	-
RETAIL PRODUCTS:	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
COMMUNITY MARKETPLACE:	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
TALENT-LED EDUCATIONAL CONTENT:	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
COMMUNITY CENTRIC:	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
IMPACT REPORTING (DATA):	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
GOVERNMENT BACKED & SUPPORTED:	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
DIGITAL-FIRST PLATFORM:	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
GUIDED PATCH-TO-PLATE JOURNEYS:	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
GLOBAL AUDIENCE:	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

NONE OF OUR COMPETITORS OFFER:

- A community-centric, digital platform.
- Guided grow-along journeys created by renowned gardening and culinary talent
- Established partnerships with leading environmental and sustainability brands, and government organisations.
- Impact reporting to quantify and qualify the positive benefits that are being achieved in communities across Australia and in the future, the world.

2.2 DESCRIPTION OF THE BUSINESS

2.2.8 COMPETITIVE ADVANTAGE.

The business uniquely spans multiple industries including home garden supplies, online education, health and well-being, and sustainable living.

We provide a connected experience through our digital platform and the IRL experience of growing food. Irrespective of how our members start – whether they scan a QR code on a seed packet or other product – they are directed to a carefully crafted digital experience to support their journey from patch-to-plate.

In contrast to other gardening education platforms, we provide members with an end-to-end, patch-to-plate experience. This encompasses education about:

- Correctly preparing soil and using gardening tools, seed propagation and nurturing, and harvesting plants.
- Preparing and cooking naturally nutritious and delicious meals from your home-grown produce.

Our go-to-market strategy enables us to significantly reduce the cost of customer acquisition into a subscription service through a complementary multi-channel approach:

- Government partnerships amplify our brand and drive customers to our digital platform through government channels and events.
- QR codes and embedded digital content connected to our retail products drive customers to our digital platform.
- Our subscription service creates awareness of our proposition through social gamification and sharing of member growing and cooking achievements.
- Our online community marketplace will drive new members as our existing audience grows and scales the use of the platform.

These complementary in-market interactions will continue to amplify over time and improve the unit economics of our subscription service. Sponsorship revenue opportunities will also grow commensurately as our subscription service scales.

NATIONAL PATRON

Costa Georgiadis



2.2 DESCRIPTION OF THE BUSINESS

2.2.8 COMPETITIVE ADVANTAGE.



1. OUR TALENT

Talent

Grow it Local works with talent that's not just from the gardening world but comes from a range of different and unexpected cultural spheres such as music, food, sustainability, and surfing.

The role of these artists, icons, and educators is to inspire and guide our community to develop their skills, from patch-to-plate.



 **109K**




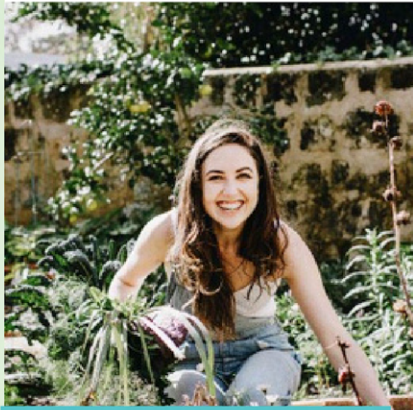
 **@costasworld**


 **35K**



 **@paulwest**

 **24K**



 **@gardeningwithcaseyjoy**

OUR TOTAL REACH ACROSS SOCIAL MEDIA IS A CUMULATIVE 500,000 USERS

2.2 DESCRIPTION OF THE BUSINESS

2.2.8 COMPETITIVE ADVANTAGE.

2. THE FOUNDERS

PART 1

Andrew Valder

Darryl Nichols



Founding team

The Grow It Local founding team combines a range of skill sets with a track record in start-ups and extensive experience working together. With a combined working relationship that spans almost 20 years across various roles in different businesses, our team combines a wealth of knowledge in horticulture, communications, innovation, sales and marketing, content creation, community building, and impact.

Andrew Valder, the co-founder of Australia's largest community and sustainability event, Garage Sale Trail, has a track record in building community-led movements. Together with co-founder Darryl Nichols the pair built Garage Sale Trail into an initiative that was powered by over 150 local governments, involved over 350,000 Australians, and generated a cumulative media reach of 30 million Australians per year. The initiative has received many accolades including a Green Globe Award, Green Marketing of the Year Award, Banksia Award, and an International Green Award (known as the Oscars of Sustainability) in London.

Darryl Nichols, also a co-founder of Garage Sale Trail, is a TED World Innovator, adventurer, and culture creator. His previous venture, with Andrew Valder, provided them with opportunities to speak at places that exceeded their wildest expectations including including No. 10 Downing Street and in front of the Royal Household at St James Palace and Clarence House. His passion for nature and innovation extends to his role at Grow It Local to drive positive change in the gardening and sustainability sector, drawing from extensive experience across sales, marketing, and PR.



2.2 DESCRIPTION OF THE BUSINESS

2.2.8 COMPETITIVE ADVANTAGE.

2. THE FOUNDERS

PART 2



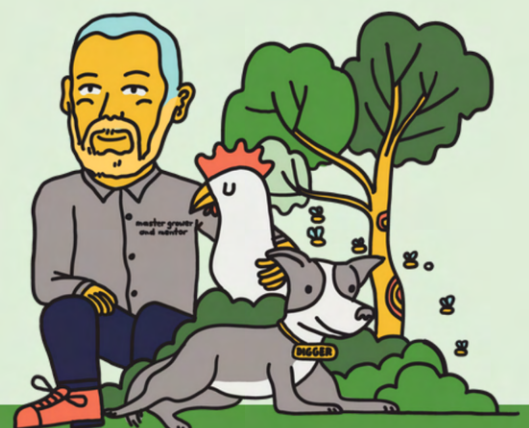
Ben Peacock

Ben Peacock, specialises in helping bring world-changing ideas to life, working with and investing in startups that have the power to make the world a better place. He is the founder of the world-leading impact communications agency Republic of Everyone, co-founder of the multi-award-winning Garage Sale Trail, and a mentor for the global accelerator, StartUp Bootcamp. Ben has worked with the Horticulture industry to create more and better green space in our urban areas for over a decade. His favourite homegrown produce is fresh chilli for family pizza night.



Paul West & Digger

Paul West, host of River Cottage Australia, chef, ABC TV presenter, and author who has published three best-selling books, including "The River Cottage Australia Cookbook," "The Edible Garden," and "Homegrown." His television shows, such as "Backroads," "Catalyst," and "Gardening Australia," have provided extensive knowledge and insights into gardening and sustainability. As the host of "River Cottage Australia," he has garnered a devoted following of Australians who share his passion for growing, cooking, community, and his much-loved dog Digger.





2.2 DESCRIPTION OF THE BUSINESS

2.2.8 COMPETITIVE ADVANTAGE.

3. GOVERNMENT PARTNERSHIPS

A "GREAT FOOD TRANSFORMATION" IS NEEDED: INVOLVING SUSTAINABLE FARMING, REDUCED ENERGY IN FOOD PROCESSING AND TRANSPORT, A CHANGE IN CONSUMER CHOICES AND LESS FOOD WASTE

Within 3 years partnerships have been established with 34 local, state, and territory governments across Australia. This is built on a growing desire by local government to drive sustainable behaviours at a grassroots level as well as enable the creation of stronger, healthier, and more resilient communities.

Local and state governments have been looking to the United Nations Sustainable Development Goals to shape their strategies and policies, but they often encounter obstacles, as they require communities, educators, and businesses to initiate these changes. Grow It Local provides one way for the government to overcome these challenges.

Grow It Local helps local and state governments achieve key strategic objectives relating to;

- Reducing food waste & driving positive food waste avoidance behaviours.
- Providing a gateway to sustainable living.
- Encouraging positive health & well-being.
- Promoting community connection.
- Build stronger and more resilient communities.
- Activating grassroots climate action.

Grow It Local provides councils and their communities with a suite of activities that;

- Promote sustainable living behaviours,
- Foster waste education & and food waste reduction.
- Enhance mental well-being.
- Build community resilience.
- Enable climate change adaption
- Drive innovation and leadership.



Councils have many channels to promote and build awareness. Garbage trucks are mobile billboards!



Queensland Minister for Environment, Leanne Linard at a media launch for Grow It Local.

2.2 DESCRIPTION OF THE BUSINESS

2.2.9 LEGAL OR DISCIPLINARY ACTIONS AGAINST THE COMPANY.

There are currently no active legal disputes with the company. There have been no past legal disputes that have been formally raised with the company. To our knowledge, we are unaware of any matters that would give rise to any future dispute.



2.3 CAPITAL STRUCTURE

2.3.1 ISSUED CAPITAL.

As of the date of this Offer Document, the Company has 4,616,000 ordinary shares. The majority of shares are held by the Company's founding directors Andrew Valder and Darryl Nichols. The Company also has the authority to issue up to 20% of the Company's issued share capital under the Company's Employee Share Option Plan (ESOP).

Table 1: Issued capital of the Company before the Offer.

Key Beneficiary Shareholder	Share Type	Shares	Options
Andrew Valder	Ordinary	1,576,000	Nil
Darryl Nichols	Ordinary	1,776,000	Nil
Diego Trigo	Ordinary	704,000	Nil
Paul West	Ordinary	240,000	Nil
Rami Mukhtar	Ordinary	120,000	Nil
Ben Peacock	Ordinary	200,000	Nil
ESOP	Options Plan	Nil	1,154,000
Total	N/A	4,616,000	1,154,000

Table 2: Issued capital of the Company following the Offer (on a fully diluted basis).

Shares	Minimum Subscription (\$250,000)	Maximum Subscription (\$1,500,000)
Founding Staff Shares	4,616,000 (77.32%)	4,616,000 (66.23%)
ESOP	1,154,000 (19.33%)	1,154,000 (16.56%)
Offer shares	200,000 (3.35%)	1,200,000 (17.22%)



2.3 CAPITAL STRUCTURE

2.3.2 RIGHTS AND LIABILITIES ASSOCIATED WITH SECURITIES.

As at the date of this Offer, the class of shares on issue are ordinary shares. The Company has also planned to adopt an Employee Share Option Plan. 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 rights and liabilities associated with the ordinary shares are set out in the Company's constitution, including:

- All ordinary shares have the same voting rights and the same rights to receive dividends.
- Restrictions on the sale or transfer of shares, including drag and tag rights and exit provisions.

The Constitution includes a definition of a "Majority Transferor" which means a shareholder or shareholders with an equity proportion of 70% or more will affect drag along provisions.

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.

Employee Share Option Plan (ESOP).

The Company will implement an employee share option plan (ESOP) to attract, retain and incentivise key employees. The maximum number of options that can be issued under the existing ESOP is 20% of the share capital of the Company and vests over a period of 4 years for each employee as performance-based options across staff and company directors.

Some vesting may be accelerated based on performance milestones being achieved. As of the date of this CSF Offer Document, the Company has reserved a total of 1,154,000 unallocated options for a future ESOP.

2.3.3 DEBT FUNDING AND OTHER SOURCES OF FUNDING.

The company currently has the following debt outstanding:

Creditor	Amount Outstanding
Australian Taxation Office (includes deferred payment plan)	\$25,793.02
Shareholders loans	\$49,192.00

All other debts are currently within existing trade creditors and within the current payment terms of those creditors.

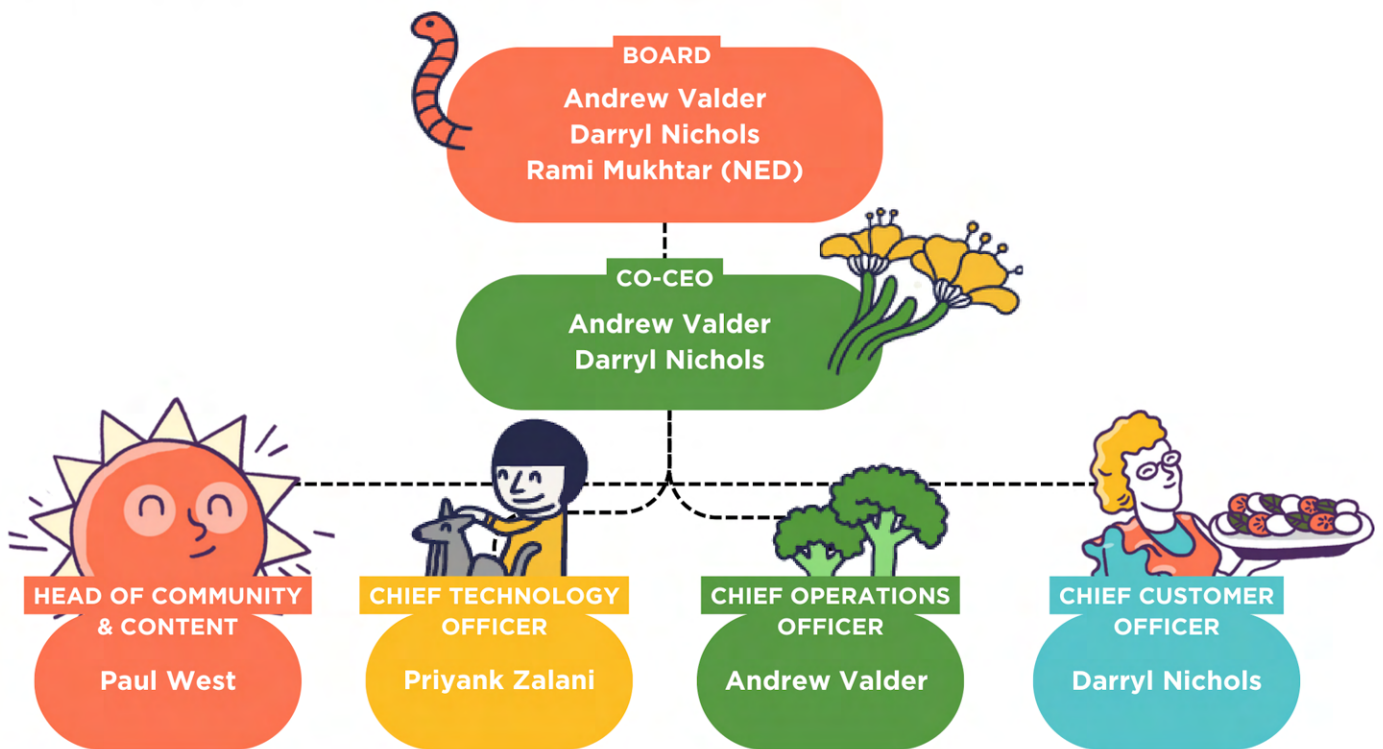
Grants:

Grow it Local has been successful in receiving grants from the following bodies:

- Queensland State Government Funding \$50,000 per year for 2023 and 2024.
- NSW State Government funding \$25,000 in 2021.

2.4 DIRECTORS AND SENIOR MANAGERS

2.4.1 ORGANISATION CHART.



2.4 DIRECTORS AND SENIOR MANAGERS

2.4.2 DIRECTORS & SENIOR MANAGEMENT.

Andrew Valder 

Co-Chief Executive Officer and Chief Operating Officer

Andrew has truckloads of experience building communities and businesses around innovative ideas rooted in sustainability, community, and culture.

Following a successful career in A&R in the music industry and a block-rocking chapter in marketing with Foxtel's Channel [V], in 2007 he opened a marketing and partnerships agency with clients including Fuel TV, Channel [V,] Levis, Billabong, Quiksilver and Universal Music International.

In 2010 he co-founded Garage Sale Trail Australia's biggest sustainability and community program with Darryl Nichols. Together they grew Garage Sale Trail into a community juggernaut powered by 150 councils across Australia with multiple state government partners, media partners, and ambassadors from the least expected walks of life. Garage Sale Trail was adopted by 3 three local governments in the UK in 2015.

Andrew has been invited to speak at Remix Festival and numerous State and Local Government events and conferences and has appeared in a wide range of TV, radio, print, and digital media.

Recognised for his contribution to sustainability and innovation at a grassroots level, Andrew together with fellow Co-founder Darryl Nichols share a number of awards and accolades including:

- International Green Award in the UK
- Banksia Award for Community Innovation
- NSW Green Globe Award for Communications
- Green Marketing of the Year
- News Local Community Contribution of the Year
- West Australian Government's Infinity Awards
- QLD Government's Premier's Sustainability Awards



2.4 DIRECTORS AND SENIOR MANAGERS

2.4.2 DIRECTORS & SENIOR MANAGEMENT.

Darryl Nichols 

Co-Chief Executive Officer and Chief Customer Officer

Darryl Nichols is an innovator, entrepreneur, and award-winning communicator who co-founded Australia's largest sustainability event, Garage Sale Trail and Grow It Local with good mate and colleague Andrew Valder.

During the course of his career, Darryl has established strategic partnerships with some of the planet's leading technology companies and most respected brands including Apple, eBay, Etsy, Square, Universal Music International, Quiksilver, Adidas, Nike SB, and Patagonia.

Darryl has addressed No.10 Downing St, the Royal Household at St James Palace, Clarence House, and received numerous awards and accolades for his work in Australia and internationally.

Through his work with the media, Darryl has been featured in the Australian Financial Review, Sunrise, Today Show, The Project, TED, Radio National, and Monocle Magazine amongst many others.

Darryl is a passionate nature lover who enjoys, cooking outdoors, sharing waves with friends, and on deep powder adventures with his wife and family.



Featured in:



2.4 DIRECTORS AND SENIOR MANAGERS

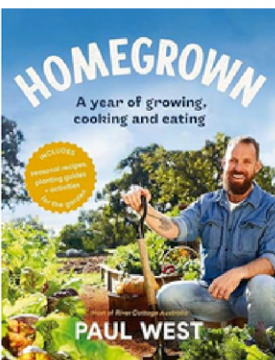
2.4.2 DIRECTORS & SENIOR MANAGEMENT.

Paul West

Head of Content, Community and Talent

TV host, author, chef, and master grower. Paul is one of Australia's much-loved TV personalities hosting 'River Cottage Australia' for 4 seasons on Foxtel and SBS. More recently he's appeared as a host on ABC TV's Back Roads and specials including The Great Australian Bee Challenge and Australia's Favourite Tree.

A Co-founder of Grow it Local, Paul brings his expertise in content creation and community engagement to Grow it Local's digital platform. Paul has written three best-selling garden and cooking titles and presented more than 50 hours of high-production value, factual television. Paul is a passionate advocate of 'patch to plate' growing and cooking. Can you dig it?!





2.4 DIRECTORS AND SENIOR MANAGERS

2.4.2 DIRECTORS & SENIOR MANAGEMENT.

Dr Rami Mukhtar

Non-executive Director

Rami is an experienced entrepreneur who has founded and exited a number of software and hardware technology companies. He has worked across corporate venture capital, start-up innovation, and technology spin-out commercialisation.

Rami is currently an angel investor, director, and advisor to a number of technology start-ups. Rami has a passion for connecting early-stage companies to strategic corporate partners to accelerate their growth and enterprise value.

Rami holds a Doctorate in Electronic Engineering and a Bachelor of Computer Science from the University of Melbourne. Rami is passionate about applying AI and data analytics to deliver innovative customer propositions and create new business opportunities. In Rami's spare time, he is a passionate food gardener with over an acre under cultivation almost achieving daily self-sufficiency, an edible hydroponics enthusiast, and plant nutrient hacker.



NATIONAL PATRON.

Costa Georgiadis

National Patron

Costa Georgiadis is one of Australia's most renowned landscape architects and television presenters with a combined following of over 325,000 people on social media.

Costa has hosted Gardening Australia (Australia's largest gardening TV program running since 1990) for the past 12 years and won the Silver Logie for Most Popular Presenter. In 2019 he was nominated for the Gold Logie for Most Popular Personality on Australian Television.

Costa is a celebrated leader in the gardening and sustainability space and a subject matter expert for all things gardening and community building. In addition, Costa is a local food lover, musician, and surfer.



2.4 DIRECTORS AND SENIOR MANAGERS

2.4.3 COMPANY STRUCTURE.

Name: Grow It Local Holdings Pty Ltd
ACN: 670 891 611
ABN: 92 670 891 611
Type: Australian Proprietary Company, Limited by Shares

Grow It Local Holdings Pty. Ltd. will continue to be the holding company of all trading companies. All intellectual property including any trademarks and copyright shall vest in the holding company.

Grow It Local Pty. Ltd. will continue to be the trading company going forward. Trading as "Grow It Local".

As new lines of business are created it is anticipated that new wholly-owned trading companies would be added to the group.



Grow It Local Holdings
Pty. Ltd.

100% owned
subsidiary

Grow It Local Pty. Ltd.

2.4.4 LEGAL OR DISCIPLINARY AGAINST THE DIRECTORS OR SENIOR MANAGEMENT.

We are unaware of any court-enforceable actions or convictions against the company, directors, or senior manager under the Corporations Act that are current or have been issued over the last 10 years.



2.5 KEY BUSINESS RISKS

2.5.1 RISK REGISTER.

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

An investment in the Company is subject to risk factors specific to the business, its activities, and those of a more general nature including general risks associated with investing. Any, or a combination of these risk factors may have a material adverse effect on the Company's business, financial condition, operating and financial performance, growth, and/or the value of its shares. This section does not purport to list every risk that may be associated with an investment in the Company shares now or in the future.

Additional risks that the Company is unaware of, or that the company considers to be immaterial, also have the potential to have an adverse effect on the business, financial condition, operating and financial performance, expectations, targets, growth, and/or the value of the shares. The selection of risks in this section has been based on an assessment of a combination of the probability of the risk occurring and the impact of the risk if it did occur. There is no guarantee that the importance of risks will not change or that other risks will not emerge.

Before deciding whether to invest in the Company, you should read the entire Offer Document and satisfy yourself by inquiry that you have a strong understanding of these matters and should consider whether this is a suitable investment for you having regard to your own investment objectives, financial circumstances and particular needs (including financial and taxation issues). Before deciding whether to invest in the Company, you should seek professional advice from your accountant, lawyer, financial adviser, or other independent professional advisers.

Operational Risk.

The Company has a limited operating history and is not yet profitable. Although forecasts and plans have been made based on the best of our knowledge and historical performance, it is unclear whether the company will be able to continue to scale revenue and profit margin to grow a sustainable profitable business.

Funding.

The Company is in the process of raising funds to achieve its strategic business objectives and cover its projected operating expenses associated with growing the company. The Company may not raise all of the required funding and therefore may not achieve all of its business objectives. Depending on the success of the Offer, the Company may also need to raise additional funds in the future from investors or third parties. There is no assurance that the Company will be able to obtain additional rounds of funding on substantially the same terms as outlined in this Offer Document or at all. The Company's value may be materially affected if the required additional funding is not available.

Dilution.

A shareholder's interest in the Company could be diluted if the Company raises further capital via share issuance and existing shareholders do not participate in future fundraising.

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.

Dividends.

Any future determination as to the payment of dividends by the Company will be at the discretion of the Directors and will depend on the financial condition of the Company, future capital requirements and general business, and other factors considered relevant by the Directors. No assurance in relation to the payment of dividends or franking credits attaching to dividends can be given by the Company.

2.5 KEY BUSINESS RISKS

2.5.1 RISK REGISTER.

Insolvency Risk.

The Company is not yet profitable or cash flow positive and the Company is seeking to obtain further funding to achieve its objectives. There is no guarantee that funding will be available on favourable terms or that the Company will receive any level of funding at all.

Competition Risk.

The Company operates in a competitive market, with several known competitors. There are however moderate barriers to entry that could give rise to new and unknown competitors. If the Company is unable to successfully compete with existing and/or new competitors, this would have a negative impact on the revenue, profitability, and future prospects of the business.

Reliance on Key Personnel.

Celebrity-led content production is a key component of the value proposition. Retaining key persons including Paul West will be critical in ensuring the ability to attract and retain talent in the content production team. The loss of one or more key contributors or the failure of any equipment used by these persons could have an adverse impact on the Company's business, activities, and operating results.

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.



2.6 FINANCIAL INFORMATION

2.6.1 BALANCE SHEET

Below are the financial statements of the Grow it Local parent Trust 'Grow it Local Unit Trust'. Prepared in accordance with the Australian Accounting Standards.

Balance sheet

The Trustee for Grow It Local Unit Trust
For the year ended 30 June 2023

BALANCE SHEET		30 JUN 2023
ASSETS		
Bank		
GIL Unit Trust	\$	63,512.80
Total Bank	\$	63,512.80
Current Assets		
Accounts Receivable	\$	39,600.00
Cash on Hand	\$	1,185.00
Total Current Assets	\$	40,785.00
Fixed Assets		
Less Accum. Depreciation on Office Equipment	-\$	858.78
Office Equipment	\$	858.78
Total Fixed Assets	\$	-
Non-current Assets		
Goodwill	\$	50,000.00
Total Non-current Assets	\$	50,000.00
TOTAL ASSETS	\$	154,297.80
LIABILITIES		
Current Liabilities		
Accounts Payable	\$	125,186.18
ATO Integrated Client Account	\$	31,036.99
GST	-\$	8,298.16
Total Current Liabilities	\$	147,925.01
Non-current Liabilities		
AV Loan	\$	25,000.00
DN Loan	\$	24,192.00
Total Non-current Liabilities	\$	49,192.00
TOTAL LIABILITIES	\$	197,117.01
NET ASSETS	-\$	42,819.21
EQUITY		
Current Year Earnings	\$	34,060.67
Issued Units	\$	1,185.00
Retained Earnings	-\$	78,064.88
Total Equity	-\$	42,819.21

2.6 FINANCIAL INFORMATION

2.6.2 PROFIT AND LOSS.

Profit and loss statement

The Trustee for Grow It Local Unit Trust
For the year ended 30 June 2023

PROFIT AND LOSS		2023
TRADING INCOME		
Sales	\$	499,645.78
Total Trading Income	\$	499,645.78
COST OF SALES		
National Production Costs	\$	81,259.98
Seed Purchases	\$	5,580.75
Seed Purchases - Community	\$	16,155.45
Total Cost of Sales	\$	102,996.18
GROSS PROFIT	\$	396,649.60
OPERATING EXPENSES		
Accounting	\$	13,687.50
Advertising	\$	11,176.41
Bank Fees	\$	699.79
Consultants	\$	116,492.49
Depreciation	\$	858.78
Freight & Courier	\$	452.44
General Expenses	\$	1,361.99
Insurance	\$	1,304.55
Interest Expense	\$	255.99
Legal expenses	\$	13,057.66
Office Expenses	\$	3,254.82
Rent	\$	12,456.82
Staff Amenities	\$	1,902.01
Subscriptions	\$	20,711.32
Superannuation	\$	13,652.00
Telephone & Internet	\$	1,719.51
Training and Development	\$	411.82
Travel - National	\$	18,863.61
Wages and Salaries	\$	130,019.13
Workers Compensation Insurance	\$	250.29
Total Operating Expenses	\$	362,588.93
NET PROFIT	\$	34,060.67

2.6 FINANCIAL INFORMATION

2.6.3 STATEMENT OF CASHFLOWS.

Statement of cashflows

The Trustee for Grow It Local Unit Trust
For the year ended 30 June 2023

STATEMENT OF CASH FLOWS		2023
Operating Activities		
Receipts from customers	\$	510,010.36
Payments to suppliers and employees	-\$	465,518.61
Cash receipts from other operating activities	-\$	28,720.55
Net Cash Flows from Operating Activities	\$	15,771.20
Investing Activities		
Payment for property, plant and equipment	-\$	858.78
Net Cash Flows from Investing Activities	-\$	858.78
Financing Activities		
Other cash items from financing activities	\$	31,684.75
Net Cash Flows from Financing Activities	\$	31,684.75
Net Cash Flows	\$	46,597.17
Cash and Cash Equivalents		
Cash and cash equivalents at beginning of period	\$	16,915.63
Net change in cash for period	\$	46,597.17
Cash and cash equivalents at end of period	\$	63,512.80



2.6 FINANCIAL INFORMATION

2.6.4 STATEMENT OF CHANGES IN EQUITY.

Statement of changes in equity.

The Trustee for Grow It Local Unit Trust
For the year ended 30 June 2023

	ISSUED CAPITAL	RETAINED PROFITS	TOTAL EQUITY
BALANCE AT 1 JULY 2021	\$ 1,185.00	-\$ 5,687.81	-\$ 4,502.81
Profit after income tax expense for the year	\$ -	-\$ 72,377.07	-\$ 72,377.07
Other comprehensive income for the year, net of tax	\$ -	\$ -	\$ -
Total comprehensive income for the year	\$ -	\$ -	\$ -
Balance at 30 June 2022	\$ 1,185.00	-\$ 78,064.88	-\$ 76,879.88
BALANCE AT 30 JUNE 2022	\$ 1,185.00	-\$ 78,064.88	-\$ 76,879.88
Profit after income tax expense for the year	\$ -	\$ 34,060.67	\$ 34,060.67
Other comprehensive income for the year, net of tax	\$ -	\$ -	\$ -
Total comprehensive income for the year	\$ -	\$ -	\$ -
Balance at 30 June 2023	\$ 1,185.00	-\$ 44,004.21	-\$ 42,819.21



2.6 FINANCIAL INFORMATION

2.6.5 BALANCE SHEET

Below are the financial statements of the Company Grow it Local Pty Ltd.
Prepared in accordance with the Australian Accounting Standards.

Balance sheet

The Company Grow It Local Pty Ltd.
As at 31 October 2023

BALANCE SHEET		31 OCT 2023
ASSETS		
Bank		
New GIL Op Co	\$	3,317.52
Stripe AUD 1	\$	1,236.48
Total Bank	\$	4,554.00
TOTAL ASSETS	\$	4,554.00
LIABILITIES		
Current Liabilities		
Accounts Payable	\$	15,236.15
GST	-\$	2,562.66
PAYG Withholdings Payable	\$	3,107.00
Superannuation Payable	\$	1,485.96
Total Current Liabilities	\$	17,266.45
Non-current Liabilities		
Intercompany Loan - Grow it Local Unit Trust	\$	28,823.08
Total Non-current Liabilities	\$	28,823.08
TOTAL LIABILITIES	\$	46,089.53
NET ASSETS	-\$	41,535.53
EQUITY		
Current Year Earnings	-\$	41,535.53
Total Equity	-\$	41,535.53



2.6 FINANCIAL INFORMATION

2.6.6 PROFIT AND LOSS

Profit and loss statement

The Company Grow It Local Pty Ltd.

For the 2 months ended 31 October 2023.

PROFIT AND LOSS		SEP - OCT 2023
TRADING INCOME		
Subscription Revenue	\$	2,989.43
Total Trading Income	\$	2,989.43
COST OF SALES		
Merchant Fees	\$	190.11
National Production Costs	\$	8,547.00
Total Cost of Sales	\$	8,737.11
GROSS PROFIT	-\$	5,747.68
OPERATING EXPENSES		
Accounting	\$	1,500.00
Advertising	\$	6,717.00
Consultants	\$	9,564.00
Freight & Courier	\$	201.78
Legal expenses	\$	1,245.00
Rent	\$	959.00
Subscriptions	\$	606.34
Superannuation	\$	1,485.96
Wages and Salaries	\$	13,508.77
Total Operating Expenses	\$	35,787.85
NET PROFIT	-\$	41,535.53



2.6 FINANCIAL INFORMATION

2.6.7 STATEMENT OF CASHFLOWS.

Statement of Cashflows.

The Company Grow It Local Pty Ltd.
For the 2 months ended 31 October 2023.

STATEMENT OF CASHFLOWS		SEP - OCT 2023
OPERATING ACTIVITIES		
Receipts from customers	\$	3,288.00
Payments to suppliers and employees	-\$	32,693.48
Net Cash Flows from Operating Activities	-\$	29,405.48
FINANCING ACTIVITIES		
Other cash items from financing activities	\$	33,959.48
Net Cash Flows from Financing Activities	\$	33,959.48
NET CASH FLOWS	\$	4,554.00
CASH AND CASH EQUIVALENTS		
Cash and cash equivalents at beginning of period	\$	-
Net change in cash for period	\$	4,554.00
Cash and cash equivalents at end of period	\$	4,554.00



2.6 FINANCIAL INFORMATION

2.6.8 STATEMENT OF CHANGES IN EQUITY.

Statement of changes in equity.

The Company Grow It Local Pty Ltd.

For the 14 months ended 31 October 2023

	SEP 2022 - OCT 2023	JUL 2021 - AUG 2022
EQUITY		
Opening Balance	\$ -	\$ -
Current year earnings	\$ -41,535.53	\$ -
Total Equity	\$ -41,535.53	\$ -



SECTION 3 INFORMATION ABOUT THE OFFER

3.1 TERMS OF THE OFFER

Grow It Local Holdings Pty Ltd is offering up to 1,200,000 shares at an issue price of \$1.25 per share to raise up to \$1,500,000. The key terms and conditions of the Offer are set out in the table below.

Terms of the Offer:

Terms	Details
Shares	Fully-paid ordinary shares
Price	\$1.25 per share
Minimum Subscription	\$250,000
Maximum Subscription	\$1,500,000
Opening date	16th November 2023
Closing date	1st December 2023

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.



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.

Intended use	Minimum Subscription (\$250,000)	Maximum Subscription (\$1,500,000)
Business development Staff	\$120,000	\$200,000
Content production	\$0	\$175,000
Retail product development	\$0	\$250,000
Digital platform uplift	\$35,325	\$100,000
Mobile application development	\$0	\$315,000
Marketing (Subscriber customer growth)	\$0	\$280,950
Offer costs	\$95,675	\$179,050
Total funds	\$250,000	\$1,500,000

Use of funds are detailed below:

Business development staff:

Hire a full-time business development manager to grow the current government customer base. Government partners provide revenue and deliver marketing outcomes to build awareness, drive new member sign-ups, and help grow impact data.

Retail product development:

Launch our education-enabled seed range with Mr Fothergill's in garden retail across the country. This will mark the beginning of a new revenue stream as well as play a role in driving new member sign-ups and reducing the CAC for our subscription service.

Merchandise:

Launch of the debut Grow It Local merchandise range to our community members.

Mobile application development:

Invest in the development of a mobile app for our subscription service. This will bring significant new features including social sharing and gamification that we expect to decrease CAC.

Content production:

Invest in expanding our catalog of grow-along content by accelerating production of guided patch-to-plate journeys with the world's leading growers, chefs, and local food heroes. This will increase the value of our subscription service, reducing CAC and driving LTV up. By accelerating production we also appeal to a wider audience.

Digital platform uplift:

There are a number of obvious limitations to the current digital platform. These are encumbering subscription service customer experiences. Fixing these will reduce CAC and increase LTV.

Marketing (Subscriber customer growth):

Budget to fund marketing to continue to scale our subscription service.



3.2 USE OF FUNDS.

Offer Costs.

The costs of the Offer are \$77,800 plus 6% of the amount raised as the Intermediary's fees under the hosting agreement between the Company and the Intermediary and an additional 0.75% of the amount raised to our advisor. A breakdown of these fees are set out below:

- Digital Marketing & Crowdfunding Management: \$22,000
- Video Production: \$13,300
- Publicity: \$8,000
- Meta: \$25,000
- Swarmer: \$2,800

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

We expect that the Maximum Subscription amount will be sufficient to meet the Company's short-term objectives over the next 12-18 months. If only the Minimum Subscription amount is raised, the Company may require further funding to be able to carry out our intended activities over the next 12-18 months. In such circumstances, the Company may consider undertaking a further CSF offer under the CSF regime. Until additional funding is obtained, we will scale back investment in the digital platform, delay the launch of retail products, and reduce marketing activities to ensure that the business continues to run close to cash flow neutral.



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 can be found 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

The Board may at any time appoint any person as a Director, either to fill a casual vacancy or as an addition to the Board but so that the number of Directors does not exceed the maximum number permitted by this Constitution.

The Company may appoint any person as a Director at a general meeting.

3.3.3 GENERAL MEETINGS AND NOTICES

The Board may decide to call a general meeting of the Company to be convened at the time and place or places (including at two or more places using technology that gives Members a reasonable opportunity to participate) and in the manner decided by the Board.

Subject to the Act, notice of a general meeting will be given to persons entitled to notice in the form and manner decided by the Board. The non-receipt of a notice of any general meeting by, or the accidental omission to give notice to, any person entitled to notice, does not invalidate any resolution passed at that meeting.

The Company must give notice of a general meeting to persons entitled to receive notice under the Act not less than 21 days before the general meeting or such other minimum period permitted or required by Applicable Law.

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 CAN I DO WITH MY SHARES?

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

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

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



3.5 INVESTOR REWARDS

Investment	Rewards
\$250 - \$499	3 month membership to our Seed Subscription Service.
\$500 - \$999	6 months membership to our Seed Subscription Service.
\$1,000 - \$1,499	12 month membership to our Seed Subscription Service.
\$1,500 - \$2,499	12 month membership to our Seed Subscription Service and a Grow It Local cap.
\$2,500 - \$9,999	12 month membership to our Seed Subscription Service. 30 minute digital gardening consultation with a growing expert. Signed limited edition Australia poster by illustrator James Hancock. Grow It Local cap.
\$10,000 - \$24,999	30-minute digital gardening consultation with Paul West. 1 year membership to our Seed Subscription Service. Signed limited edition Australia poster by illustrator James Hancock. Complete set of Grow It Local Seed Range being released to retail in Autumn 24. Grow It Local cap.
\$25,000 - \$49,999	Pickle Party with Paul West for you and 10 friends at your place (Australia-only). Grow It Local t-shirt (one size) for you and 10 friends. Grow It Local hat for you and 10 friends.
\$50,000+	Exclusive dinner for you and 4 friends with co-founders Paul West, Darryl Nichols and Andrew Valder (Australia only). 1 year Seed Service subscription for you and 4 friends. T-shirt and hat for you and 4 friends.

3.6 DETAILS OF PREVIOUS CSF OFFERS.

There have been no previous Crowd Source Funded (CSF) offers.



SECTION 4

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 sidebar and select "My Investments".
3. Scroll until you find your Grow It Local Investment.
4. Click the "Withdraw" button below the Grow It Local 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

B2B means Business-to-Business.

B2G means Business-to-Government.

CAC means Customer Acquisition Cost.

Company means Grow It Local Holdings Pty Ltd
ACN 670 891 611

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

D2C means Direct-to-Consumer.

GIL means Grow it Local

GST means Garage Sale Trail

Intermediary means Swarmer Pty Ltd AFSL 507 867

KPI means Key Performance Indicators.

LTV means Lifetime Value.

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

MVP means Minimal Viable Product.

NED means Non-Executive Director.

Offer means an offer of fully-paid ordinary shares by the Company under this CSF offer document





Grow food.

Grow
Food!

GR^OW IT L^OCAL