

REVOLVE YOUR WORLD PTY LTD
ACN 611 353 836
SUPPLEMENTARY CROWD SOURCED FUNDING OFFER DOCUMENT

IMPORTANT INFORMATION

This is a supplementary offer document (**Supplementary Offer Document**) intended to be read with the Crowd Sourced Funding Offer Document dated 07 November 2024 (**Original Offer**) issued by Revolve Your World Pty Ltd (ACN 611 353 836) (**Company**).

This Supplementary Offer Document is dated 13 November 2024.

This Supplementary Offer Document should be read together with the Original Offer and the Original Offer and Supplementary Offer Document are together referred to as the **Offer Document**. Other than as set out below, all details in relation to the Original Offer remain unchanged. Terms and abbreviations defined in the Original Offer have the same meaning in this Supplementary Offer Document other than as changed in this Supplementary Offer Document. If there is a conflict between the Original Offer and this Supplementary Offer Document, this Supplementary Offer Document will prevail.

This is an important document and should be read in its entirety. If you do not understand it, you should consult your professional advisers without delay.

1. BACKGROUND

This Offer Document contains an offer of up to 1,100,000 Shares at an issue price of \$1.00 per Share.

The purpose of this Supplementary Offer Document is to update information as contained within the Original Offer in relation to the ESOP.

The amendments to the Offer Document outlined in section 2 below should be read in conjunction with the Original Offer.

2. AMENDMENTS TO THE PROSPECTUS

2.1 Item 2.6.1

The paragraph entitled "2024 Vesting of Options" is deleted and replaced with:

*"The Company also has an Employee Share Options Plan (**ESOP**) in place which replaced the previous ESS. In September 2024, a total of **416,501** Options issued under the ESOP vested with 46,702 subsequently exercised into shares, leaving 369,799 unexercised."*

Table 2 of Item 2.6.1 (on page 39 of the Original Offer) is deleted and replaced with the following:

Shares (assuming all ESOP securities are exercised into shares)	Minimum Subscription (\$60,000)	Maximum Subscription (\$1,100,000)
Ordinary Shares on Issue	11,000,000 (84.77%)	11,000,000 (78.48%)
ESOP Options (vested and unexercised)	369,799 (2.85%)	369,799 (2.64%)
ESOP Options (unvested)	1,545,941 (11.92%)	1,545,941 (11.03%)
Offer Shares	60,000 (0.46%)	1,100,000 (7.85%)
Total Shares on Issue	12,975,740 (100%)	14,015,740 (100%)

Item 2.6.3

The paragraph entitled "Discretionary Options" is deleted and replaced with:

"The Company has issued a total of 6,255 Discretionary Options in 2024 and confirms that there are no further Discretionary Options on issue".

3. DIRECTORS' AUTHORISATION

This Supplementary Offer Document is issued by the Company and its issue has been authorised by a resolution of the Directors.



CROWD-SOURCED FUNDING OFFER DOCUMENT

DATED:	7 November 2024
ISSUER:	Revolve Your World Pty Ltd ACN 611 353 836
INTERMEDIARY:	Swarmer Pty Ltd AFSL 507867

Offer of fully paid ordinary shares in Revolve Your World Pty Ltd at \$1.00 per share to raise a maximum of \$1,100,000.

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

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

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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 FOUNDER.

We invite you to join us on our mission to revolutionise waste management.

We believe a global re-design of waste management is crucial to solving climate issues and building community resilience, especially in remote areas disadvantaged by limited access to infrastructure and resource management services.

At Revolve Your World (RYW), we have developed an innovative circular economy based resource management system that dramatically transforms the environmental footprint of waste management within a community. Our process reduces greenhouse gas emissions, landfill, and ocean dumping of waste while creating new resources which can be used within any local community.

The decontamination of waste streams so that waste material may be successfully processed into products is the core of our technology, allowing us to improve waste recycling rates significantly. We also take the guesswork out of recycling – providing high level verified data eliminates public confusion, misinformation and greenwashing, some of the key challenges recognised in our industry.



LETTER FROM THE FOUNDER.

(Continued).

Over the past 12 months, we have demonstrated our 'proof of concept' pilot project on Norfolk Island, which has exceeded all expectations – transforming an airlift-to-landfill system to a closed loop with a 75% recycling rate with incredible community support. The successful processing of key waste streams on the island, in particular the processing of soft and hard plastic into new products for local use, is breaking new ground.

Australia's \$9.1 billion waste remediation and resource recovery industry presents an incredible opportunity to scale our proven model and our Data Driven Design model will allow us to integrate and grow into this market in a financially sustainable way. [1]

As the world's population continues to grow, so do our waste issues. The quicker we act to change our systems, the quicker we can turn things around.

We would love to share this opportunity with you and invite you to join us as we scale our impact throughout Australia and Oceania.

Wholeheartedly,
Luke McConell.



[1] - <https://www.ibisworld.com/au/market-size/waste-remediation-materials-recovery-services/#:~:text=The%20market%20size%2C%20measured%20by,was%20%249.1bn%20in%202023>



2.1 COMPANY DETAILS

This offer of shares is made by Revolve Your World Pty Ltd
ACN 611 353 836 (the Company).

Company name:	Revolve Your World Pty Ltd.
ABN / ACN:	611 353 836.
Date of incorporation:	17 March 2016.
Registered office:	Suite 1/120 Jonson Street, Byron Bay, NSW 2481.
Principal place of business:	6A Tanner Lane, Tyagarah NSW 2481.

Offer type:	Ordinary Shares.
Subsidiaries:	100% wholly-owned.
Other related companies:	RYW Holdings Pty Ltd is an IP Holding company. Revolve your World Pty Ltd is the exclusive licensee of its patented “Recylapod’ technology, and related Trademarks in Australia for the lifetime of the patent.



2.2 DESCRIPTION OF THE BUSINESS

2.2.1 WHO ARE WE?



THE FUTURE OF WASTE MANAGEMENT IN REMOTE AND REGIONAL COMMUNITIES.



2.2 DESCRIPTION OF THE BUSINESS

2.2.1 WHO ARE WE?

Established in 2016, Revolve Your World (RYW) is a complete service waste management organisation dedicated to providing customised waste management solutions to regional and remote communities throughout Oceania.

Our goal is to reduce waterway dumping and landfill reliance by applying circular economy practices that turn waste into must-have resources including high quality agricultural and construction materials. Circular economy builds localised resilience, employment, opportunity, and connection.

RYW's proprietary 'Recyclapod' technology sits at the heart of our waste management solution, enabling efficient decontamination and sorting of mixed waste to be developed into usable resource streams at a localised level. The tech also acquires and supplies waste stream data with an unprecedented level of detail, enabling optimal recycling and eventual upcycling of individual waste streams into products.

RYW operates a triple bottom line model that improves economic, social and environmental outcomes for clients and communities.

OUR MISSION:

**WE DESIGN & OPERATE
CIRCULAR RESOURCE
MANAGEMENT SYSTEMS
THAT BENEFIT
PEOPLE,
PLACE &
PLANET**

OUR VALUES:

**INTEGRITY + TEAMWORK + RESPECT
RESPONSIBILITY + INNOVATION +
ACCOUNTABILITY**

2.2 DESCRIPTION OF THE BUSINESS

2.2.2 THE WASTE PROBLEM AND OUR SOLUTION.

National and global recycling rates are lagging behind population growth and consumerism, leading to increased landfilling and capacity issues. Australia's 80% recycling target by 2030 seems increasingly out of reach.^[2]

Remote communities are particularly disadvantaged, facing significant challenges in waste management while lacking infrastructure, investment, and viable options. Unregulated dumping, open-air incineration, waterway and ocean dumping are all common practices in 2024 which highlight the urgent need for improved solutions throughout remote and regional Australia and the Pacific.

Millions of tonnes of plastic can be found in swirling convergences that make up about 40% of the world's ocean surfaces. The source of the majority of this plastic is from remote community waste and at current rates plastic is expected to outweigh all fish in the sea by 2050. Plastic pollution has a direct and deadly effect on wildlife and humans.

AUSTRALIA'S RECYCLING TARGET OF 80% BY 2030 IS SLIPPING AWAY^[2]

[2] - <https://www.epa.nsw.gov.au/your-environment/recycling-and-reuse/strategic-direction-for-waste-in-nsw/waste-and-sustainable-materials-strategy#:~:text=Our%20targets%20are%3A,and%20unnecessary%20plastics%20by%202025>



2.2 DESCRIPTION OF THE BUSINESS

2.2.2 THE WASTE PROBLEM AND OUR SOLUTION.

With a model proven from a regional town CBD prototype to a remote Pacific Island pilot project, Revolve Your World holds proprietary technology and systems that transform remote and regional waste management into circular economy resource production at a localised level.

Our system achieves major sustainability outcomes such as:

- + Reducing pollution.
- + Lowering greenhouse gas emissions.
- + Building more resilient communities.
- + Achieving the highest standard in waste management and resource recovery outcomes.

With investment, we will be ready to scale to more remote communities across Australia and the Pacific Islands.

THE REVOLVE YOUR WORLD MODEL



2.2 DESCRIPTION OF THE BUSINESS

2.2.3 THE MARKET OPPORTUNITY

Governments and corporations are acutely aware of the waste problem, and that we are falling short of addressing it. Solutions to meet national and global targets that improve environmental and social outcomes are in huge demand and are being supported.

Furthermore, as landfill sites fill up and new landfill sites are being commissioned further and further from urban centres, the costs of the 'truck and dump' model are increasing rapidly.

At this stage, the local, state and federal governments that are responsible for managing waste do not have the data they need to inform and develop alternatives. It is fast being recognised that waste stream data is the key to successful design.

While larger commercial operators focus on scale and massive centralised processing facilities, Revolve Your World (RYW) is moving the other way, developing smaller, low cost systems capable of processing waste into resources at a local community level. Our systems are customised according to the waste produced and the resources required in that region.

We have identified a niche in the \$9.1 billion market, specifically for remote and regional communities where the costs of transporting to landfill are prohibitive. In this niche, RYW provides a unique solution with no viable competition.

REVOLVE YOUR WORLD HAS IDENTIFIED A GAP IN THE

\$9.1 BILLION MARKET ^[3]



RYW is outperforming the large corporations on recycling rates and all other environmental criteria. While we are currently operating in a niche that is of little interest to them, they are an industry with a legacy of environmental destruction who are facing rising costs and unsustainable logistics. Solutions such as ours will move into the urban context and be an option to replace the status quo.

[3] - <https://www.ibisworld.com/au/market-size/waste-remediation-materials-recovery-services/#:~:text=The%20market%20size%2C%20measured%20by,was%20%249.1bn%20in%202023>

2.2 DESCRIPTION OF THE BUSINESS

2.2.4 KEY MARKETS & SERVICES:

Revolve Your World operates across several key markets with a range of end users and customers specific to our tailored services.

DATA DRIVEN DESIGN:

The customer base for accurate waste data is primarily Government, although businesses, academics and not-for-profit organisations would also gain insights into waste generation patterns, recycling rates and opportunities, environmental issues and the economic impact and true cost of waste management.

As a priority, governments require data to form evidence-based decisions for the industry.

POST CONSUMER RECYCLED PRODUCTS:

RYW also generates revenue from on-selling recycled products made from processed waste. These include carbon based concrete aggregate, carbon products, sand and compost which are re-distributed back into the community.

A key part of our next stage is expanding our product range and continuing R&D to transform recycled materials into value-added products so RYW can capture more of the value chain and increase revenue.

TARGET MARKETS:

**LOCAL
GOVERNMENT**

**STATE
GOVERNMENT**

**ACADEMICS &
UNIVERSITIES**

**NOT FOR
PROFITS**

**OTHER WASTE
MANAGEMENT AGENCIES**

2.2 DESCRIPTION OF THE BUSINESS

2.2.4 KEY MARKETS & SERVICES:

CIRCULAR WASTE MANAGEMENT SYSTEMS:

With our ability to design, implement and manage customised waste management solutions, Revolve Your World is a unique market player in the waste management industry.

RYW's proprietary waste management processes, products and services target a demographic not currently pursued by major market players.

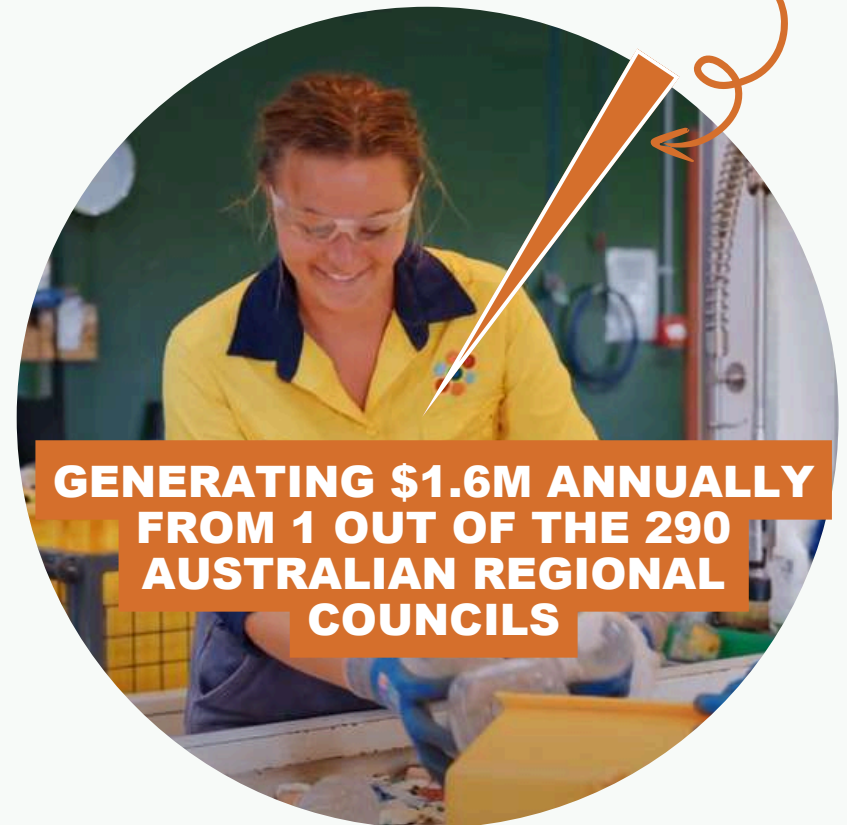
'ENORMOUS POTENTIAL FOR GROWTH'

There are 537 councils Australia-wide. Over 290 are regional, rural, or remote. With a current \$1.6m in revenue from a single remote island council, there is enormous potential for growth. [4]

As demonstrated in the Beach Hotel pilot, the Recyclapod's unique features also create implementation opportunities in central business districts, including shopping malls, supermarkets, airports, universities, schools, hotels etc.

[4] - <https://lgiu.org/resources/local-government-facts-and-figures/facts-and-figures-australia/>

1 out of the 290 Regional Australian Councils.



55% of Australian Council's are Regional or Remote.

Perfect for Revolve Your World's model.

2.2 DESCRIPTION OF THE BUSINESS

2.2.5 CASE STUDY 1:

THE BEACH HOTEL BYRON BAY^[5]

PILOT PROJECT

2017 - 2020

RYW initiated its first project at The Beach Hotel, an iconic Australian pub in Byron Bay consisting of two kitchens, two bars, a bottle shop and accommodation. With a capacity of 1,500 patrons in the busy tourist town of Byron Bay, the hotel was generating approximately 1 tonne per day of waste and recycling less than 20%. RYW installed its very first “Recyclapod” on-site sorting system in September 2016, which hit a recycling rate of over 80% literally overnight.

With refinements to the technology coupled with an education and change management program for the team of 180 staff, RYW and the Beach Hotel reached a monthly average recycling rate of 90% by 2020.

20% »»» 80%

IMPROVING THE HOTEL’S RECYCLING RATE TO MORE THAN 80% OVERNIGHT.

[5] - <https://www.echo.net.au/2017/03/waste-not-want-not/>



2.2 DESCRIPTION OF THE BUSINESS

2.2.5 CASE STUDY 2:

NORFOLK ISLAND

PROOF OF CONCEPT

2023 - PRESENT

Norfolk Island is a jewel in the middle of the sparkling blue Pacific Ocean, approx. 1500 km from mainland Australia. 'Norf'k' has a fascinating history reaching back to the Mutiny on the Bounty, and a thriving tourist industry attracted to its natural beauty and pristine land and waters.

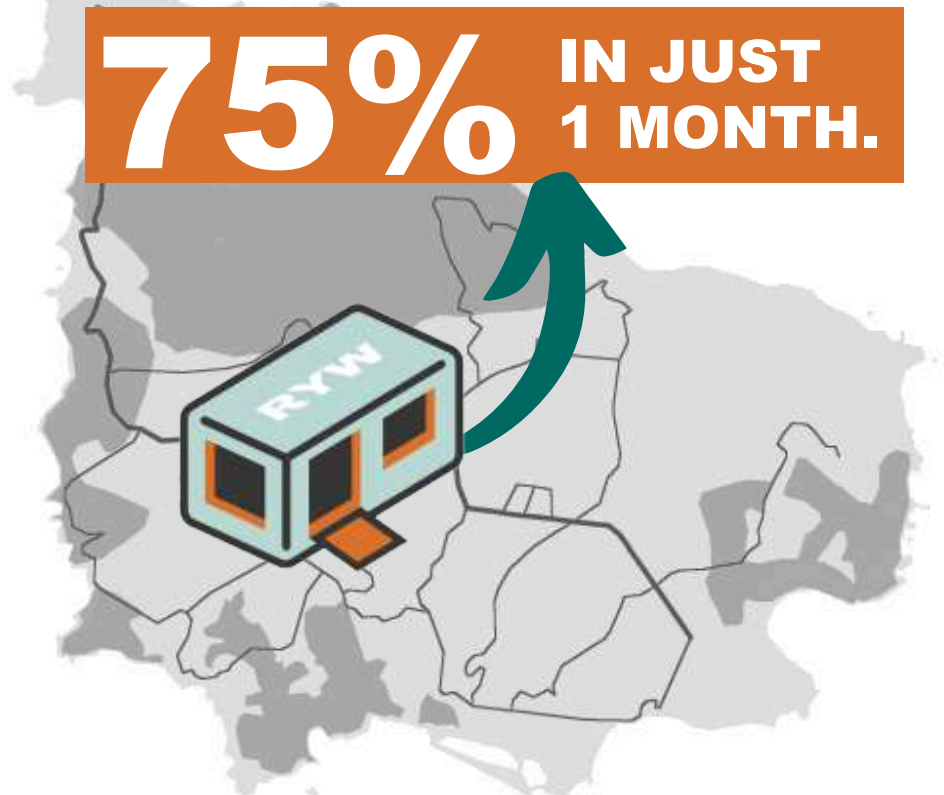
But, like most remote island communities, Norfolk had a hidden waste problem, burning much of their waste and pushing the remains off a cliff into the National Marine Park. This had to end, and in 2022 the burning and dumping of waste was banned by the Commonwealth Government. Norfolk Island Regional Council (NIRC) then had to foot the bill for airlifting their domestic and commercial waste to landfill in South East Queensland. The costs were exorbitant.

In mid 2022 RYW won a national circular economy based tender to provide waste management services to the Norfolk Island community and designed a customised Recyclapod system which included glass, plastics and cardboard processing systems. Built on the mainland, this innovative equipment was containerised and shipped to Norfolk Island in May 2023. The system was commissioned by August 2023 and has since been processing the island's domestic and commercial waste, successfully operating 5 days a week, with no shut-downs.

Revolve Your World is now an integral part of Norfolk Island's sustainable future. Through the combination of Revolve Your World's expertise, a motivated Council and extensive community outreach, the Norfolk Island community has embarked on an exciting new sustainability journey delivering world-first results.

INCREASING THE ISLAND'S RECYCLING RATES FROM UNDER 35% TO OVER

75% IN JUST 1 MONTH.



2.2 DESCRIPTION OF THE BUSINESS

2.2.6 BUSINESS HIGHLIGHTS



2016
REVOLVE YOUR WORLD IS ESTABLISHED

REVOLVE YOUR WORLD



2017 - 2020
BYRON BAY HOTEL CASE STUDY

Prototype achieves an average 90% recycling rate.



2023
NORFOLK ISLAND PILOT OPERATIONAL

Operating at a 75% recycling rate.



2024
QLD GOVERNMENT RESOURCE MANAGEMENT AWARD

Norfolk Island Regional Council win QLD Government Resource Management Award.



2024
SOUTHERN CROSS UNIVERSITY PARTNER

Southern Cross University Research Partnership – MVP development of the RYW Data Driven Design model, designing a system for 2 campuses to divert 80% of their waste from landfill.



2024
REGIONAL DEVELOPMENT AUSTRALIA ENDORSEMENT

2024
INDUSTRY GROWTH ADVISORY PROGRAM

Accepted into the Industry Growth Advisory Program (IGP). An IGP adviser has been allocated with our report being finalised.

Recommendation for RYW to facilitate funding applications of up to \$5 million over 4 years.



2016 — 2020 — 2023 — 2024

2.2 DESCRIPTION OF THE BUSINESS

2.2.7 INVESTMENT SUMMARY

We aim to raise up to \$1,100,000 dollars at a company valuation of \$11,000,000.

Funds will be used to improve the Norfolk Island model based on our learnings after our first year of operations. Improvements to localised processing of plastics, glass and cardboard are included to complete our Pilot Project, further developing a scalable model to roll out to other communities throughout regional and remote Australia, and the Pacific.

Funds will also be used to develop, complete and roll out our Data Driven Design business model, a direct path to market that drives both recurring revenue and additional resource management projects based on the Norfolk Island Project model.

+ ENVIRONMENTAL & SUSTAINABILITY ALIGNMENT

With Federal and State Governments publicly seeking solutions to improve access to services and resources in remote communities - particularly waste management, there is huge demand for our services.

+ FOR PURPOSE AND PROFIT

\$1.6m Annual Revenue generated for our triple bottom line (profit, people, planet) focused business, in only 8 years.



2.2 DESCRIPTION OF THE BUSINESS

2.2.7 INVESTMENT SUMMARY

+ PROVEN SYSTEMS

Our successful pilot on Norfolk Island, increased waste landfill diversion rate from 10% to 75%, in partnership with Norfolk Council and the local community! With investment, we are on target to exceed key Govt 2030 Recycling Targets of 80%.

+ SCALABLE SOLUTION

Our scalable technology has been proven and tested and is ready for rollout across Australia and the Pacific.

+ MARKET SHARE OPPORTUNITY

Detailed further under Section 2.3.5 Key Markets & Services, Revolve Your World captures unique remote markets where larger Material Recovery Facility operators cannot leverage economies of scale or high production rates. RYW's solution is designed especially for remote and rural communities and has a successful and proven product market fit.

**WE'RE RAISING FUNDS TO
SCALE ACROSS AUSTRALIA
& THE PACIFIC**



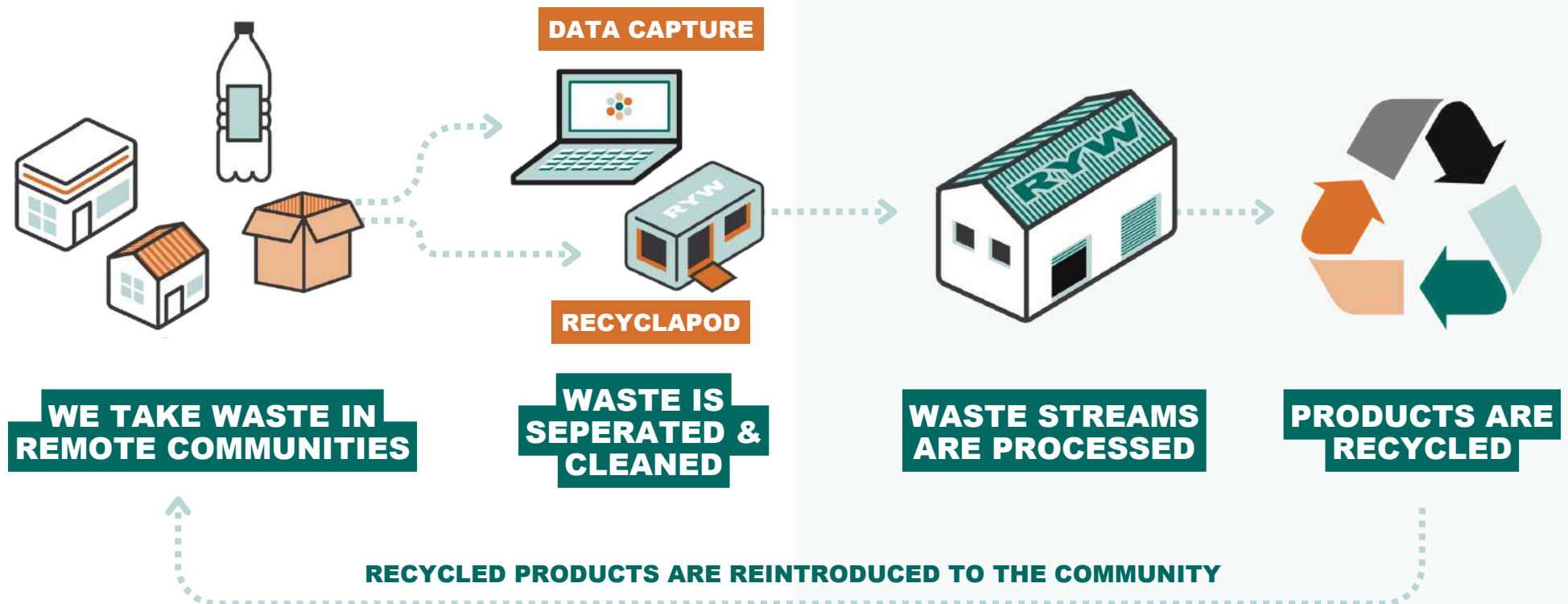
2.3 BUSINESS & REVENUE MODEL

2.3.1 OUR BUSINESS MODEL

Revolve Your World generates revenue as a remote Materials Recovery Facility, sorting recyclable waste products and converting these into re-usable materials and resources that can be distributed back into the community.

We generate revenue by:

- + **Collecting, separating, cleaning, recycling, and disposing of waste.**
- + **The sale of recycled waste materials.**



2.3 BUSINESS & REVENUE MODEL

2.3.1 OUR BUSINESS MODEL

With federal and state governments publicly seeking solutions to improve access to services and resources in remote communities - particularly waste management, there is huge demand for our services.

Our business model exists to provide this solution by supplying bespoke localised waste processing facilities to communities throughout Australia and Oceania.

What does it mean to be a 'triple bottom-line' business?

1. SUSTAINABILITY AND RECYCLING (PLANET)

We make meaningful impacts to improve sustainability and recycling in remote and island communities, reducing landfill rates and greenhouse gas emissions.

2. GOVERNMENT REVENUE (PROFIT)

We generate a financial return from our services as a contractor to State and Local Government recycling facilities.

3. JOB CREATION & COMMUNITY ENGAGEMENT (PEOPLE)

We create job opportunities and employment in communities, strengthening community resilience and connection through the localisation of resources.

REVOLVE YOUR WORLD OPERATES UNDER A TRIPLE BOTTOM-LINE MODEL:



2.3 BUSINESS & REVENUE MODEL

2.3.2 CURRENT BUSINESS OPERATIONS

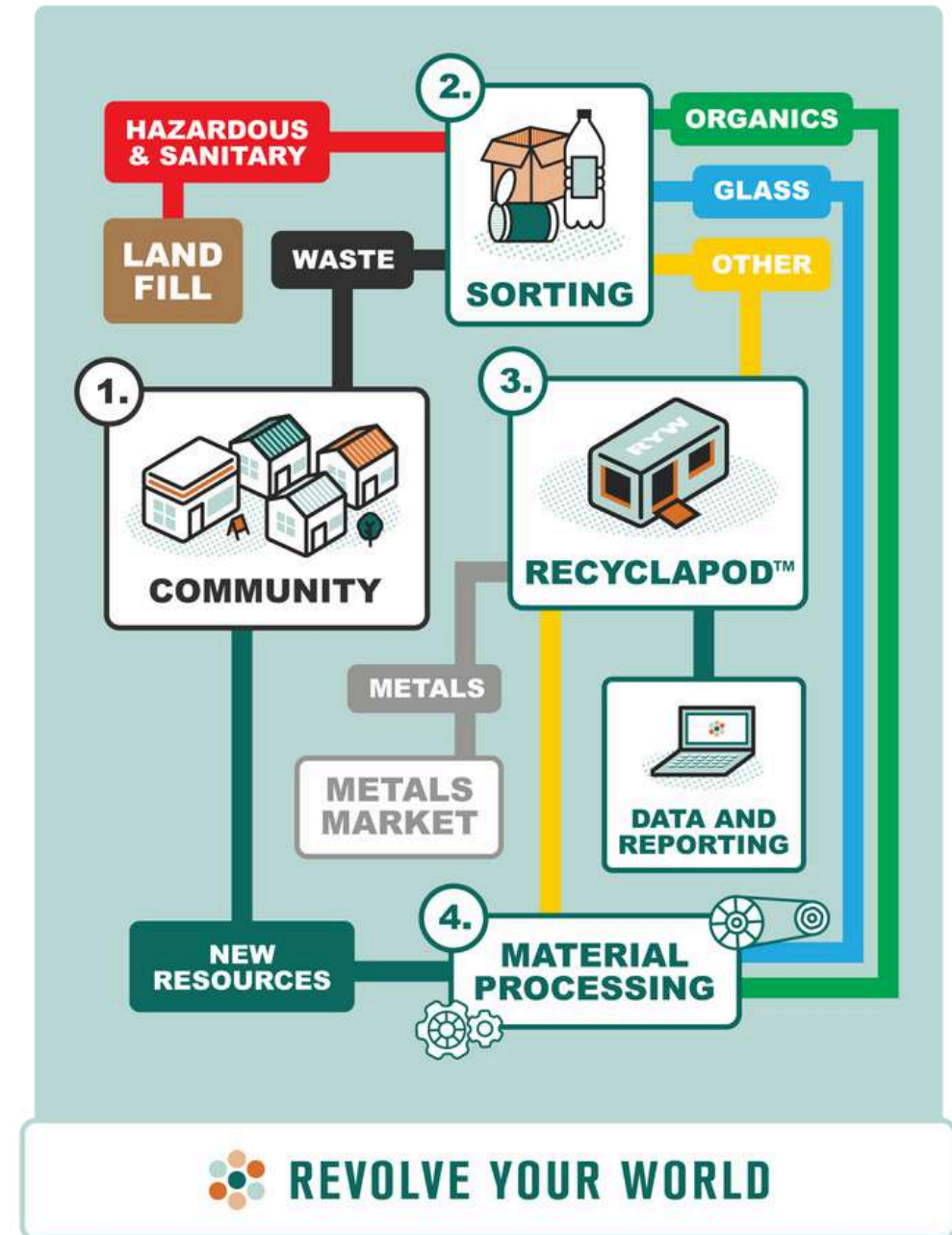
THE REVOLVE YOUR WORLD PROCESS:

The community bring their waste to our resource centre, where it is separated into 5 waste streams - Glass, Organics, Sanitary Products, Hazardous Materials, and 'Recyclapod'.

The Recyclapod is a waste processing unit for sorting waste streams and capturing data. Recyclable materials other than Glass and Organics are sent to the Recyclapod to be decontaminated and sorted to their appropriate recyclable stream for on-island processing and reuse or offshore recycling.

Currently, materials including Plastic, Cardboard, Glass and Organics are converted into re-usable materials for the community.

By converting our waste products into materials for the community, we are creating a circular economy on Norfolk, where we keep our planet's critical resources in circulation for as long as possible.



2.3 BUSINESS & REVENUE MODEL

2.3.2 CURRENT BUSINESS OPERATIONS

THE 'RECYCLAPOD' & WASTE DATA:

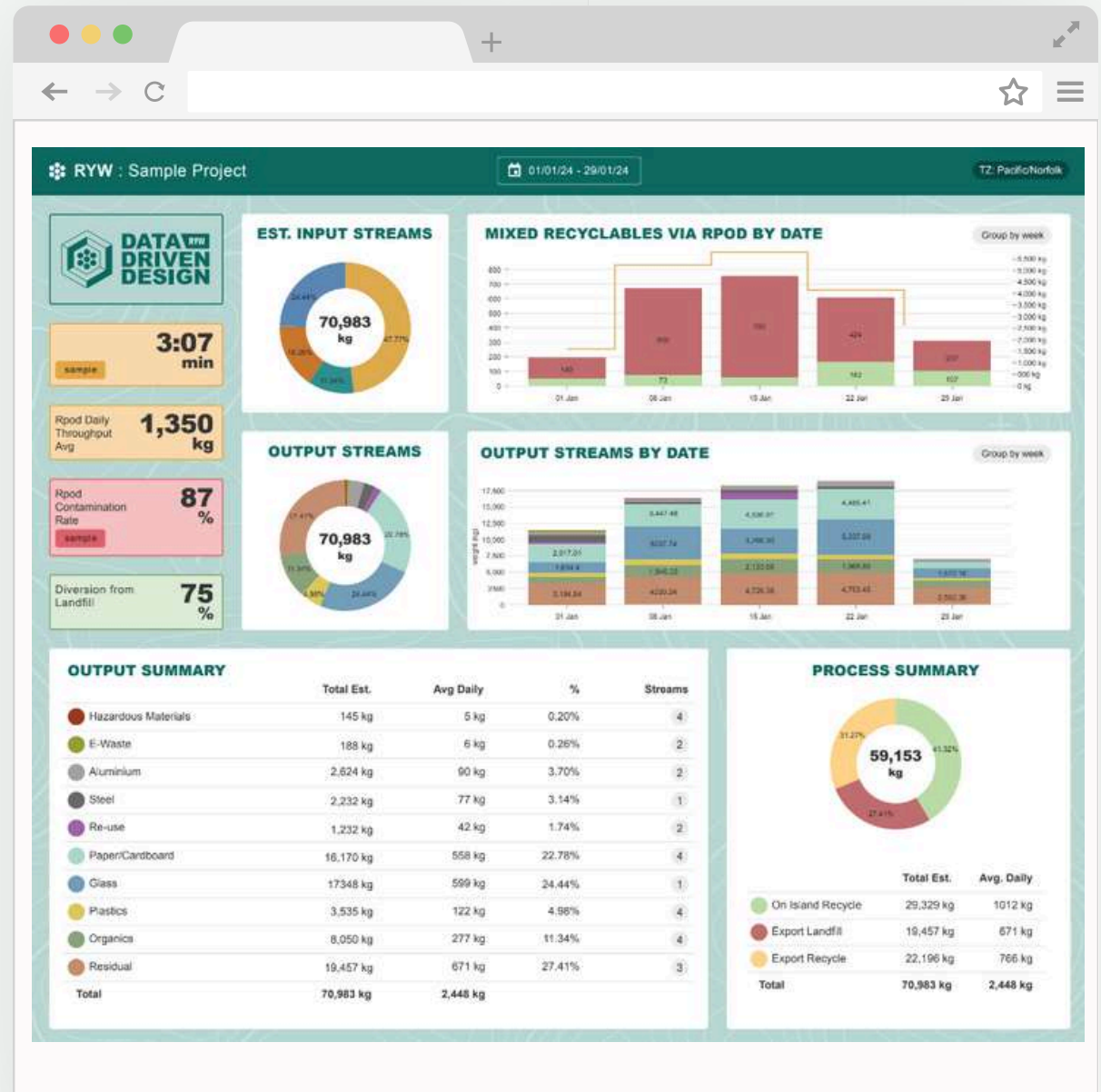
Adjacent is a snapshot of the Norfolk Island live waste stream data dashboard. An unrivalled tool for measuring and managing recycling processes and sustainability outcomes.

Our unique and patented system captures waste stream data including:

- + Waste Material Sources
- + Waste quantities for On-Island reuse or landfill and recyclable materials for export.

Revolve Your World is now an integral part of Norfolk Island's sustainable future.

Through the combination of Revolve Your World's expertise, a motivated Council and extensive community outreach, the Norfolk Island community has embarked on an exciting new sustainability journey delivering world-first results.



2.3 BUSINESS & REVENUE MODEL

2.3.3 NEW REVENUE STREAMS:

THE CURRENT PROBLEM IN REGIONAL AND REMOTE COMMUNITIES:



FINANCIAL CHALLENGES.

- No budget or funding

POOR CAPABILITIES.

- No infrastructure or equipment.
- No management.

WASTE POLLUTION.

- Ocean pollution & Landfilling.
- Waste incineration & Carbon emissions.



REVOLVE YOUR WORLD

OUR 'DATA DRIVEN DESIGN' SOLUTION:



INTRODUCE DATA DRIVEN DESIGN.

- Track waste stream data & improve recycling & material re-use.

SECURE FUNDING & CAPABILITIES.

- Improve / create new infrastructure.
- Introduce equipment & management.

ENVIRONMENTAL & COMMUNITY BENEFITS.

- Reduce landfill & carbon emissions.
- Realign with Australia-wide recycling and landfill diversion targets.

2.3 BUSINESS & REVENUE MODEL

2.3.3 NEW REVENUE STREAMS:

Our path to this extensive market is our innovative product we call Data Driven Design.

The Data Driven Design platform and service is an innovative solution designed to address critical issues in resource management, waste processing, and environmental sustainability. Developed by Revolve Your World, the project aims to revolutionise how waste is managed and processed by integrating cutting-edge technology with practical, scalable solutions.

Data Driven Design is not just a tool but a comprehensive platform and piece of service design work that enables communities, corporations, and governments to manage waste more effectively, reduce pollution, and promote a circular economy.

For customers, Data Driven Design's three-stage process can transform their waste and recycling problem into a market-leading, circular economy-focused system.

Stage 1 Analysis & Design: A report analysing the customer's waste profile and infrastructure, providing a tailored waste reduction plan focused on circular economic design.

Stage 2 Feasibility: A cost and scope assessment, determining the best solution—whether RYW's system or other providers.

Stage 3 Implementation: RYW works with clients to implement Recyclapod technology, managing infrastructure, education, and operations, aiming for a 30% margin.



DATA RYW
**DRIVEN
DESIGN**

OUR DATA DRIVEN DESIGN PLATFORM ADDRESSES SEVERAL CRITICAL ISSUES:

WASTE POLLUTION:

Data Driven Design tackles ocean pollution, landfilling, waste incineration, and carbon emissions by providing efficient, localised waste management solutions.

INFRASTRUCTURE GAPS:

The platform compensates for the lack of capabilities, infrastructure, and equipment in many regions, offering a comprehensive solution for waste management.

FINANCIAL INCENTIVES:

It encourages corporate accountability and offers financial incentives such as tax benefits and carbon offsets, making it an attractive option for businesses and governments alike.

2.3 BUSINESS & REVENUE MODEL

2.3.4 DATA DRIVEN DESIGN - STRATEGY & OFFERING

The primary target market for the Data Driven Design program is state governments and local Councils, who must meet the 2030 National Waste Policy targets of an 80% waste recycling rate.

The Data Driven Design product is a ground-breaking initiative that combines technology with practical solutions to address some of the most pressing environmental issues of our time.

Comprehensive Waste Management System Design:

The Data Driven Design system encompasses a wide range of functionalities, including the design of waste stream collection, sorting, processing systems and visualisation of waste stream data. It caters to various waste streams, such as residential, commercial, industrial, food waste, plastics, cardboard, glass and metals. The system is designed to handle incoming waste efficiently, sort and process it into commodities locally, and manage outgoing data to provide actionable insights.

Analytics:

By incorporating and analyzing existing datasets such as supply chain manifests and commercial inventory combined with Data Driven Design field data the platform can identify trends in waste generation, estimate future quantities, develop seasonal forecasting models, identify the root source of packaging waste and link actual waste processing costs to the packaging source.

Digital Platform and Application:

The core of the Data Driven Design product is its digital platform, which includes a user-friendly application for data collection and visualisation. The platform leverages this data with advanced capabilities such as AI, machine learning, and robotics to optimise waste management processes.

The data collection application is built on robust frameworks that follow the Offline-first development methodology to ensure continuous functionality in remote regions. The analytics, visualization and reporting components of the platform can be deployed in the cloud or on-premises and supports best practices authentication and API implementations.

Field App Integration:

A key component of the Data Driven Design product is the Field App, designed for on-site/offline data acquisition. This app allows users to input data from community workshops, infrastructure audits, and functional activities.

It supports both structured and unstructured data collection, making it versatile for various environments, including remote communities and islands, large corporate entities and government.

Visualisation and Reporting:

The system offers multiple visualisation formats. This flexibility allows for tailored presentations that can cater to different stakeholders, from government officials to community groups. The product provides comprehensive reporting features, including data analysis, recommendations, and cost structures.

2.3 BUSINESS & REVENUE MODEL

2.3.4 DATA DRIVEN DESIGN - STRATEGY & OFFERING

Revenue Models:

The Data Driven Design product can be deployed in two primary models: Data Driven Design as a Service (3DaaS) and Data Driven Design as a Platform (3DaaP).

3DaaS involves advisory services that help identify and solve resource management problems, with costs covered by government or corporate funding.

3DaaP offers a licensed platform for broader implementation, enabling fixed-price and SLA-based engagements. This model supports additional features like the Recyclapod and AI analysis for data gathering.

Future-Proofing and Scalability:

The Data Driven Design product is designed with future-proofing in mind, using agile development for front-end flexibility and microservice architecture potentially integrating with AI services and frameworks like TensorFlow. The system is scalable, making it adaptable to various technological advancements and environmental changes up to 2030 and beyond.



DATA RYW
DRIVEN
DESIGN

Overview:

The Data Driven Design product is a ground-breaking initiative that combines technology with practical solutions to address some of the most pressing environmental issues of our time.

It offers a multifaceted approach to waste management, integrating advanced digital tools with on-the-ground activities. As a comprehensive platform and piece of service design, the Data Driven Design product provides a wealth of data and reporting, informing our system design and real-world impact. This makes it an exciting and impactful project for government and industry interested in showcasing innovative and sustainable solutions.

2.4 BUSINESS STRATEGY

2.4.1 STRATEGY PLAN

+ SHORT TERM PLANS

Our short term (1-3 years) objectives are to:

- Reach and exceed an 80% diversion rate on Norfolk, meeting Government targets - currently sitting at 75% with a project plan in place to achieve the 80% objective.
- Develop the Data Driven Design platform and roll it out to 30+ new clients, leading to new recycling projects.
- Expand on existing grants and partnerships with SCU and the CSIRO.
- Develop new partnerships such as UTS and Institute of Sustainable Future, Plastics CRC opportunity.
- Secure funding through IGP - application process underway.

+ LONG TERM PLANS

Our long term (4-8 years) objectives are to:

- Scale Data Driven Design and waste recycling projects into remote QLD, Northern Territory, Pacific and Indian Ocean island communities.
- Target Data Driven Design product into the corporate markets, developing recurring revenue in return for waste stream data management, corporate social responsibility, green star certification, Sustainable Development Goals (SDG).

2024 ● PRESENT:

- Finalising Data Driven Design platform.
- Operating facilities on Norfolk Island.

2025 ● SHORT TERM:

- Begin rollout of Data Driven Design MVP, increasing revenue.
- Expand existing & new partnerships.
- Exceed recycling targets on Norfolk Island.

2026-28 ● LONG TERM:

- Scale technology into remote and island communities.
- Develop & scale recurring revenue from waste stream data management & ESG reporting.

2.4 BUSINESS STRATEGY

2.4.2 COMPETITIVE ADVANTAGE

Most key industry competitors boast extensive networks that span urban and regional centres, delivering essential recycling and waste management solutions with efficiency and expertise.

Yet, the remoteness of many communities in Australia and the Pacific poses logistical challenges that very few other waste management companies have fully addressed. This gap has created an opportunity for Revolve Your World to deliver a dedicated, bespoke solution.

Several major industry players hold around 65% of the market, with many specialising in specific categories (such as Sims in metal and e-waste recycling) and others focusing on a variety of waste categories. All these larger players have processing and collection arms, with vast networks of in-house and sub-contractor teams servicing communities across Australia or in large but specific geographical areas. These businesses are listed adjacent.

Specialisation allows for smaller players, such as RYW to enter the market.

Many industry companies focus on one major service, like site remediation, landfill services, or larger scale materials recovery facilities (MRF).

Significant room for niche operations exists, particularly based on the large distances between remote communities and waste processing facilities located in cities or larger regional centres. These niche markets also include materials recovery and site remediation focused specifically on the mining and construction divisions.

The variety of materials that can be recovered, and the various ways that this can be achieved, lends toward specialisation and limits market share concentration.

Revolve Your World stands out in the waste management industry by filling the gaps left by larger competitors.

Major industry players

- **Sims**
- **InfraBuild**
- **Veolia Environmental Services**
- **Cleanaway Waste Management**
- **Visy**
- **Bingo**
- **J.J. Richards & Sons Pty Ltd**

2.4 BUSINESS STRATEGY

2.4.2 COMPETITIVE ADVANTAGE



COMPARISON MATRIX:

CONVENTIONAL WASTE MANAGEMENT OPERATORS

9		Ability and interest to operate in remote and island environments.		1
3		Ability and interest to operate in Metro and Urban environments.		7
5		Provide waste management and recycling services.		5
5		Can operate without reliance on economies of scale.		5
9		Provide accurate live waste stream data tracking and reporting.		1
9		Offer social, environmental and economic outcomes to remote communities.		1
9		Ability to scale and grow into remote community market with circular economy outcomes.		1
9		Meet National Waste Policy targets of 80% recycling.		1

2.4 BUSINESS STRATEGY

2.4.2 COMPETITIVE ADVANTAGE



RYW designs, builds and operates waste management systems that are capable of meeting federal government circular economy goals and National Waste Policy targets of 80%.

No other company to our knowledge can deliver a scalable outcome for remote communities. Our patented model offers:

+ COMMUNITY ENGAGEMENT:

Collaborating closely with local governments to empower communities through education and participation in waste reduction initiatives, fostering long-term environmental responsibility and behaviour change.

+ CARBON ECONOMY:

Measure the carbon baseline, and future carbon reduction to generate and trade carbon credits.

2.4 BUSINESS STRATEGY

2.4.2 COMPETITIVE ADVANTAGE

+ INNOVATION & LEADERSHIP:

Pioneer advancements in waste management technologies and strategies that set industry standards for sustainability, circular economy and efficiency.

+ ACCURATE WASTE STREAM DATA:

RYW's data dashboard provides live waste data and measures improvements over time.

+ CUSTOMISED SOLUTIONS:

Develop tailored strategies that integrate circular economy principles, maximising resource efficiency.

+ ENVIRONMENTAL IMPACT:

Significantly reducing landfill and transport dependency and transforming the environmental footprint.



2.4 BUSINESS STRATEGY

2.4.2 COMPETITIVE ADVANTAGE

+ HOLDINGS PATENT:

Our Competitive Advantage is further cemented by exclusive access to patented processes via our IP Holding Company, RYW Holdings Pty Ltd.

On 20th June 2024 RYW Holdings was granted Australian Standard Patent No: 2021201990 for a Waste Management and Processing System. The patent was backdated to 2019 and included all aspects of our unique system for sorting, decontaminating and processing waste into products including activated biological compost.

On 25th June 2024 RYW Holdings Pty Ltd granted Revolve Your World Pty Ltd a personal, exclusive Australian license for the lifetime of Patent. The agreement was backdated to cover previous use of the technology.

Fees payable under the license agreement are approximately 1/3rd of the Industry Standard, with the majority of fees tied to profitability rather than gross revenue.

‘RYW has the potential to break the monopoly held by private & publicly owned processing operators in specific regions, with their proprietary solutions and systems...’

The fee structure is set out as:

- No licence fee until 30 June 2025
- 2025 - 26FY: 1% Gross Revenue + 2% of profit (EBITDA)
- 2026 - end: 2% Gross Revenue + 4% of profit (EBITDA)
- Market review in 2030 and 2035:

With exclusive access to patented technology and hard-won know-how, RYW has the potential to break the monopoly held by private and publicly owned processing operators in specific regions, with their proprietary solutions and systems, whilst increasing regulatory compliance for councils and communities that are presently disposing of their waste into the environment.

2.5 DIRECTORS AND SENIOR MANAGERS

2.5.1 ORGANISATION STRUCTURE

KEY:



In addition to the core HQ Staff listed above RYW employs 23 part time local employees, or 12 Full Time Equivalent.

2.5.2 LEGAL OR DISCIPLINARY ACTIONS AGAINST THE COMPANY

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

2.5 DIRECTORS AND SENIOR MANAGERS

2.5.3 OUR DIRECTORS AND MANAGEMENT.

LUKE MCCONELL

FOUNDER & MANAGING DIRECTOR

Luke founded Revolve Your World (RYW) with a passion for addressing environmental challenges. Inspired by his travels to remote communities in Southeast Asia and the Pacific Islands, where he witnessed firsthand the devastating impact of plastic pollution, Luke sought to create a sustainable solution that could benefit communities worldwide.

With a background in building and construction, and a keen interest in sustainable agriculture and permaculture, Luke's early research focused on transforming plastic waste into useful building materials, and food waste into nutrient-rich compost to encourage localised organic food security.

Luke's entrepreneurial spirit led him to pioneer waste recycling solutions at large-scale music events, successfully implementing strategies to divert waste from landfills for thousands of attendees. Recognising the potential to apply these principles to businesses and communities, Luke joined local government advisory boards and began developing tailored resource management systems, within his hometown of Byron Bay.

In 2016, Luke established Revolve Your World Pty Ltd with a prototype project that transformed the Byron Bay Beach Hotel's waste management system to achieve a remarkable 90% diversion rate. This success caught the attention of the Norfolk Island community, which sought RYW expertise to address their own environmental challenges.

With the Norfolk pilot demonstrating the effectiveness of RYW's solutions, RYW is positioned for significant growth and expansion, empowering communities to embrace a more sustainable future through the development of our Data Driven Design platform.



2.5 DIRECTORS AND SENIOR MANAGERS

2.5.3 OUR DIRECTORS AND MANAGEMENT.



SIMON JONES
NON EXECUTIVE DIRECTOR

Simon brings experience as a company director across a range of sectors spanning residential/commercial property and financial services. His participation in the superannuation sector, specifically investment in companies with ethical and environmentally conscious practices, aligns with RYW goals and provides the company with valued insight. His extended family are founding investors in Revolve Your World.



MATT ROBARDS
ADVISOR

Matthew has been in the tech industry for the past 28 years, holding various C-level positions. He has worked for organisations from small start-ups to some of the largest enterprises in the sector.

His experience spans multiple business functions, including senior leadership, strategy & management, sales & marketing, licensing/negotiation and operations. He has also been involved in founding multiple start-ups across beverages/botanicals, fashion/textiles, property and consulting. His experience is invaluable to the RYW team.



HARRY DUDLEY
ADVISOR

Harry has over a decade of experience in investing and finance. He has hands on experience investing, growing, and scaling companies. He has experience working in investment banking and funds management industries.

As a strategic advisor to Revolve your world he brings financial acumen to strategy and planning.

2.5 DIRECTORS AND SENIOR MANAGERS

2.5.3 OUR DIRECTORS AND MANAGEMENT.

RUSSELL CUMMINGS

ADVISOR

As an Advisor and Coach at Revolve Your World, Russell brings over 40 years of experience in business consultancy, specialising in strategic planning, business coaching, and leadership development. Russell's career has seen him work across diverse sectors such as agribusiness, manufacturing, and professional services, where he has helped businesses grow, navigate change, and improve performance.

Through his work with family-owned SMEs and larger corporate clients, Russell has honed the skills necessary to guide businesses toward sustainable growth, enhance leadership capabilities, and develop actionable plans. He also has a deep understanding of the unique challenges facing businesses in regional communities, making him well-placed to provide meaningful advice and support to the Revolve Your World community.

SIMEON MICHAELS

SENIOR MANAGER

Simeon works at the nexus of social, environmental and financial advancement. A qualified lawyer and experienced Director with 2 start-ups (and exits) under his belt. Simeon holds down the legal aspect of the business and directs his strategic problem solving and 'make it happen' attitude to facilitate company growth.



2.5 DIRECTORS AND SENIOR MANAGERS

2.5.3 OUR DIRECTORS AND MANAGEMENT.

ELKE VAN HAANDEL

PEOPLE & PARTNERSHIPS

Elke, a seasoned business leader, has been instrumental in driving the growth of Revolve Your World (RYW). With a background in psychology and a successful track record in managing businesses, Elke brings a unique blend of people skills and strategic thinking to her role.

Prior to joining RYW, Elke served as the General Manager of the iconic Beach Hotel in Byron Bay, where she successfully implemented the RYW waste management system. Impressed by its potential, she joined the company in 2020 and has since played a pivotal role in scaling the business and developing engagement within the communities we serve.

Elke's expertise in team development, operational excellence, and change management has been invaluable in guiding RYW's growth. She is committed to expanding the positive impact of RYW and its ability to create a more sustainable future for the next generations.



JAKE DAVIES

OPERATIONS STRATEGIST

Jake has over 16+ years of senior management experience in the waste and recycling industry. He is the former General Manager of Paintback Limited, Australia's national paint product stewardship scheme, where he oversaw and grew Paintback's national collection service network substantially, and worked closely with industry and government to achieve recycling and resource recovery objectives. Jake has significant experience in liaising with R&D teams across a number of industries to develop new products and processes to achieve higher resource recovery outcomes for waste materials, and has a proven capability to develop additional revenue streams and achieve strong growth targets within a waste and recycling context. Jake holds an MBA (Deakin), Master of Leadership (Deakin), Bachelor of Arts (ACU) and Bachelor of Teaching (ACU) degrees.



2.5 DIRECTORS AND SENIOR MANAGERS

2.5.3 OUR DIRECTORS AND MANAGEMENT.



DAMIEN WITZIG **SOFTWARE DESIGN & IT**

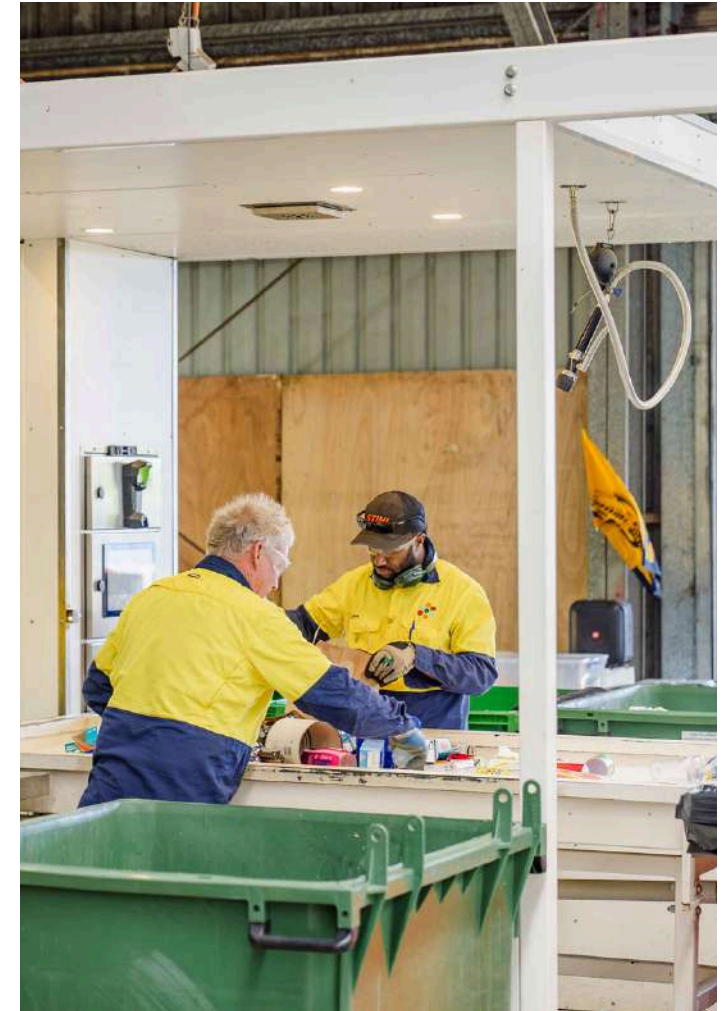
Damien is a skilled software engineer and data management specialist at Revolve Your World. With a focus on developing innovative data solutions, Damien plays a crucial role in designing, building, and maintaining the systems that power RYW's waste management products and services.

Damien's expertise extends to software development, hardware integration, and data analytics. He has successfully developed the RYW Data Management System (DMS), a robust platform that collects and processes real-time data on waste inputs and product outputs, providing valuable insights to stakeholders.

As the lead developer for the Data-Driven Design project, Damien is spearheading the advancement of RYW's in-house tools and intellectual property, further enhancing the company's data capabilities to drive sustainable solutions.

2.5.4 LEGAL OR DISCIPLINARY ACTIONS

There are no current or past legal or disciplinary actions against any Directors and Senior Managers of the company.



2.6 CAPITAL STRUCTURE

2.6.1 ISSUED CAPITAL

As at the date of this CSF offer document, the Company has 11,000,000 shares as set out in Table 1.

Our major shareholder is Unheard Melody Pty Ltd as Trustee for the McConell Family Trust. RYW's founding Director and his family are beneficiaries of this trust.

Other founding shareholders previously funded RYW in a 'family and friends' seed raise.

The balance of the existing shareholders are key staff members who acquired equity in lieu of wages and salary via an Employee Share Scheme (ESS). Staff's commitment and 'skin in the game' is integral to RYWs success and our low cash burn rate.

2024 Vesting of Options:

The Company also has an Employee Share Options Plan (ESOP) in place which replaced the previous ESS. In September 2024, a total of 415,257 Options issued under the ESOP vested with 46,702 subsequently exercised into shares leaving 369,799 unexercised.

Convertible Notes

There are convertible notes that may equate to a maximum of 40% equity in the company subject to negotiations with note holders.

Staff Equity

Staff Equity is detailed in Section 2.6.3.

Table 1: Issued capital of the Company before the Offer

Shareholder	Share Type	Shares	Acquired through
The Unheard Melody Pty Ltd ATF McConell Family Trust	Ordinary	8,500,000	CEO/Founder
Gerard McConell	Ordinary	1,000,000	Family & Friends Cap Raise
Paul Jones Steelworks Pty Ltd	Ordinary	500,000	Family & Friends Cap Raise
Other Shareholders	Ordinary	1,000,000	Staff Equity
Total	N.A	11,000,000	

Table 2: Issued capital of the Company after the Offer

Shares	Minimum Subscription (\$60,000)	Maximum Subscription (\$1,100,000)
Ordinary Shares on Issue	11,000,000 (96.24%)	11,000,000 (88.21%)
ESOP Options (Vesting and Unexercised)	369,799 (3.24%)	369,799 (2.97%)
Offer Shares	60,000 (0.52%)	1,100,000 (8.82%)
Total shares on issue:	11,429,799 (100%)	12,469,799 (100%)

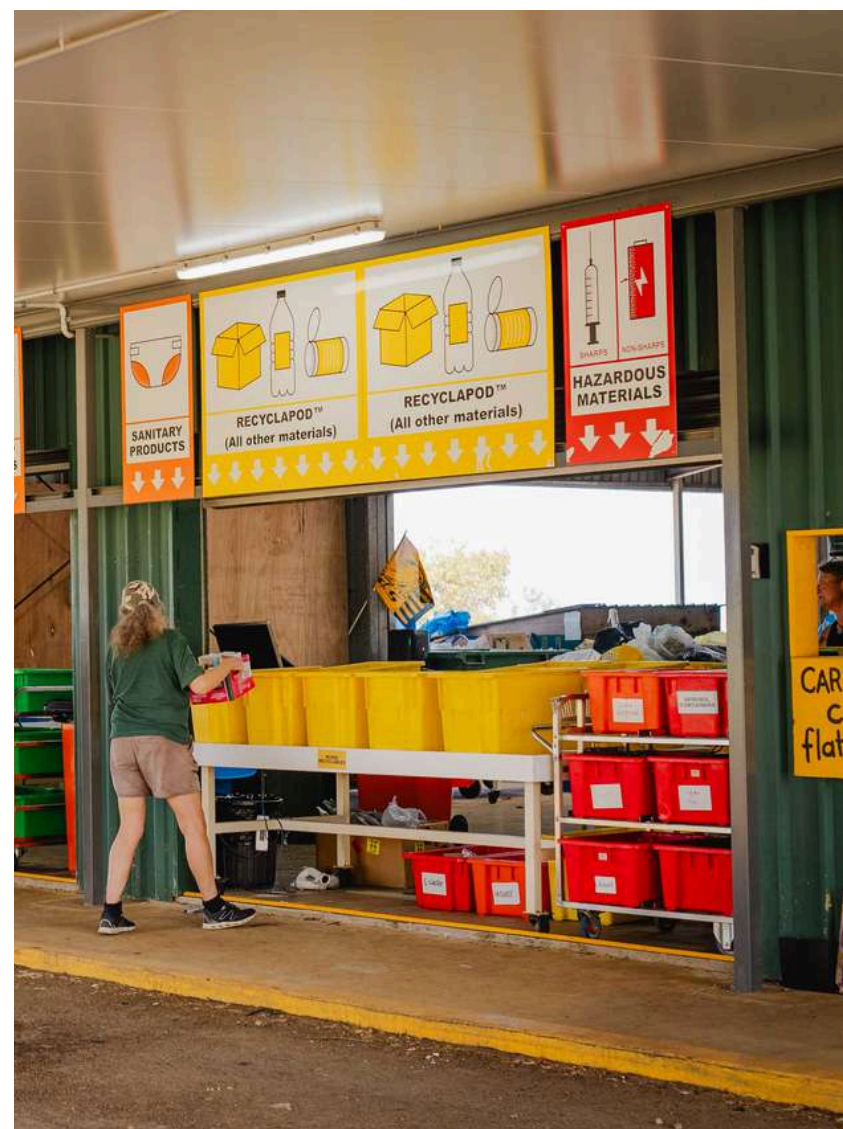
2.6 CAPITAL STRUCTURE

2.6.2 RIGHTS ASSOCIATED WITH ORDINARY SHARES AND OPTIONS

RYW's Constitution sets out the rights of our Members. Key rights have been detailed below.

Key rights attaching to Class A (Ordinary) Shares include:

Rights to:	Clause Number
Share Certificate	5.7
Acquire Shares of Outgoing Member	8.2
Drag along rights	12.2
Tag along rights	12.3
Transfer Shares to Executor or Beneficiary	13.2
Convene a meeting in accordance with 249E and F	16.3
Receive notice of Meetings,	16.5 and 1.3 of Third Schedule
Participate and vote at meetings, including by electronic means or proxy	16.4, 17.5, 17.13 and 1.3 of Third Schedule
Appoint, remove and determine term and remuneration of Directors	18.3-18.5
Quarterly Financial Report and access to Financial Records	24.1
Access to minutes and resolutions, options and debenture register	24.2 and 24.3
Payment of Dividends in proportion to shareholding	25.4



2.6 CAPITAL STRUCTURE

2.6.3 STAFF EQUITY

RYW'S TEAM IS CRUCIAL TO OUR SUCCESS, AND ARE 'ON A MISSION' WITH US.

The company reserves the right to put in place a Staff ESOP plan post this raise. This ESOP will be structured in accordance with the standard ESOP regulations.



RYW'S ESS 2018 - 2023

In 2023 RYW offered all team members sweat equity accumulated since inception under an ESS. Ten key staff members collectively acquired 953,298 shares in return for \$619,643 in salaries foregone up to and including 24 September 2023. These shares were issued on 18th March 2024.

RYW's ESOP 2023-2026

RYW's Staff Equity Plan continued with the company adopting an Employee Share Option Plan (ESOP).

Options were issued in two categories:

- Time-Based options.
- Discretionary Options.

Time-based options: are connected directly to the number of hours worked by each team member and the amount of salary or wages they agree to forego.

Discretionary Options: Many team members work part time or on-call, and we will draw on this reserve of human resources as we go. If team members work more than the agreed foregone hours Discretionary Options will vest to continue the 'shares in lieu of salary' arrangement.

2024 Vesting of Options:

In September 2024 the first round of ESOP Options vested. 410,246 Time Based Options and 6,255 Discretionary Options.

2.6 CAPITAL STRUCTURE

2.6.4 DEBT FUNDING AND OTHER SOURCES OF FUNDING

Cornerstone Loans:

Convertible Notes totalling \$1,575,000 were provided in 3 rounds between 2019 and 2023 to provide working and other capital for RYW. These notes have not converted to equity and are considered debt. The notes were interest free until December 1st 2023. Thereafter, they began accumulating interest at the rate of 5% per annum, compounding annually. The loan balance as at June 30, 2024 was \$1,620,739.73. Repayment over 5 years will begin on 1st April 2025. The holders of the convertible notes (our Cornerstone Investors) have asserted a right to convert the notes to 40% of the shareholding as at 1 December 2023. The directors dispute that right and RYW is in ongoing discussions with our Cornerstone Investors about converting these notes to equity at a mutually acceptable rate. If agreed, the conversion will not fall outside the range of 16.5% to 36% of shares (2.38m to 6.66m shares) post-raise. The likely range is between 20 and 25% of post-raise shares (3 to 4 million shares) as per the examples below:

R&D Project Loan

\$350,000 was borrowed from Mitchell Asset Management on 24 May 2024. Interest is payable at \$5250 per month. The balance of the loan was \$329,000 as at June 30 2024 due to advance payment of interest.

Norfolk Island Project Loan

Each of our 3 cornerstone investors lent us \$373,129 to fund the construction and commissioning of the Norfolk Island facility. After a 6 month interest free period, interest began capitalising in May 2023 at the rate of 10% per annum, The loan balance was \$1,253,872.06 as at 30 June 2024. Interest will continue to capitalise until the 1st April 2025, at which point P&I repayments will commence with repayment over 5 years.

An additional loan of \$225,000 was provided by Infinity Reign in August 2023 at 15% per annum. Repayments are also due on 1st April 2025. The loan balance was \$240,925.11 as at 30 June 2024. These loans are listed on our balance sheet as "Norfolk Island Project Loan" totalling 1,494,797.17 as at June 30, 2024.

All loan agreements include provisions for voluntary early repayment by RYW , and for investors to call for repayments prior to 1st April 2025 in the case of increased profitability at our Norfolk Island facility.

The noted lenders have a shared security arrangement over the assets of RYW.

2.7 KEY BUSINESS RISKS

An investment in the Company should be seen as high-risk and speculative. A description of the main risks that may impact our business is below. Investors should read this section carefully before deciding to apply for shares under the Offer. There are also other, more general risks associated with the Company (e.g. risks relating to general economic conditions or the inability to sell our shares).

TABLE 3: MAIN RISKS

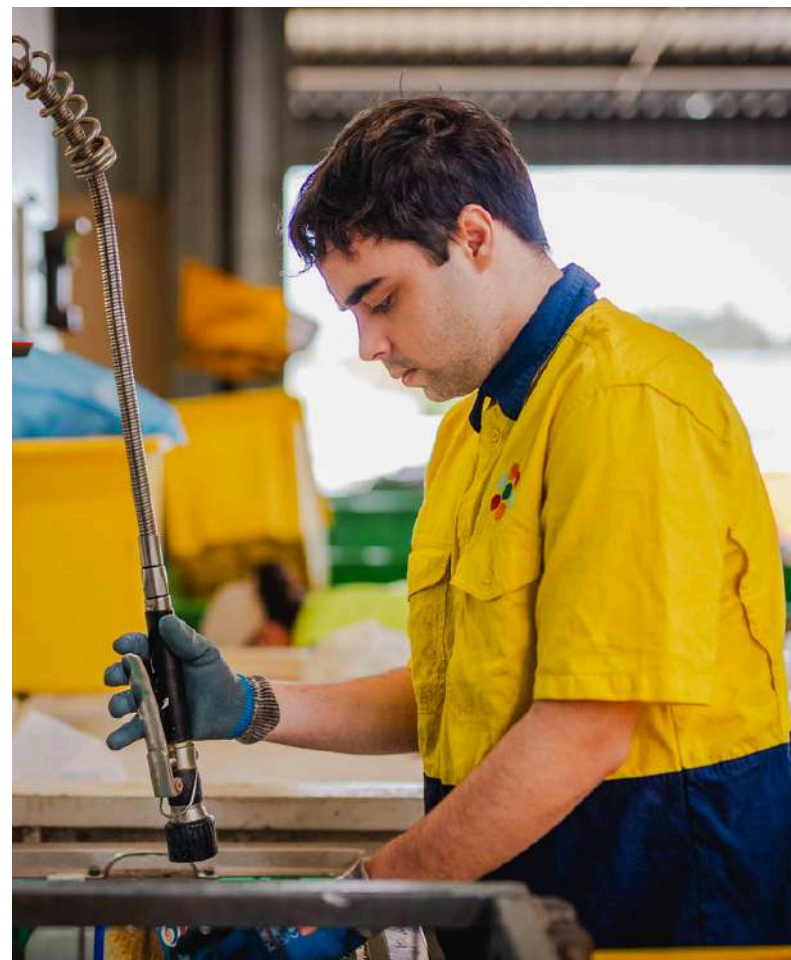
Type of risk	Description of risk
Failure to maintain existing customers or win new customers.	The Company's ability to maintain successful relationships with existing customers or win new customers is fundamental to its business, growth and future profitability. There can be no guarantee that the Company will be successful in retaining or winning customers.
Cashflow risk.	The Company's operating activities involve a series of cash inflows and outflows. Although the Company seeks to manage its cash flow efficiently, there is a risk that the Company may not have sufficient cash or working capital, at times, to fund both its operations and its expansion plans. This could affect the Company's profitability, future prospects, and its ability to meet its business objectives.



2.7 KEY BUSINESS RISKS

TABLE 3: MAIN RISKS

Type of risk	Description of risk
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.
Industrial Risks.	Industrial disruptions, work stoppages, safety issues and accidents in the course of the Company's operations could result in losses and delays, which may adversely affect profitability.
Expenditure Risks.	Expenditure may need to be incurred that has not been taken into account in the preparation of this Offer Document which may adversely affect the expenditure proposals of the Company.



2.8 FINANCIAL INFORMATION

2.8.1 BALANCE SHEET STATEMENT

As at 30 June 2024

	30-Jun-24	30-Jun-23
Assets		
Current Assets	\$	\$
Trade and Other Receivables		
Accounts Receivable	71,018	-
Other Receivables	311	-
Total Trade and Other Receivables	71,329	-
GST	19,608	24,598
CBA - Capital Acc.	52,043	276,539
CBA - Business Acc.	4,393	15,025
Cash on Hand - Float	200	-
R&D Tax Offset Receivable	1,364,682	771,862
Total Current Assets	1,512,254	1,088,024
Non-Current Assets		
Property, plant and equipment		
Plant & Equipment	798,427	753,733
Less: Accumulated Depreciation on Plant & Equipment	-317,219	-203,659
Leasehold Improvements at Cost	23,087	23,087
Less: Accumulated Amortisation of Leasehold Improvements	-2,318	-1,741
Office Equipment	2,277	2,277
Less: Accumulated Depreciation on Office Equipment	-830	-259
Total Property, plant and equipment	503,424	573,437

Intangibles

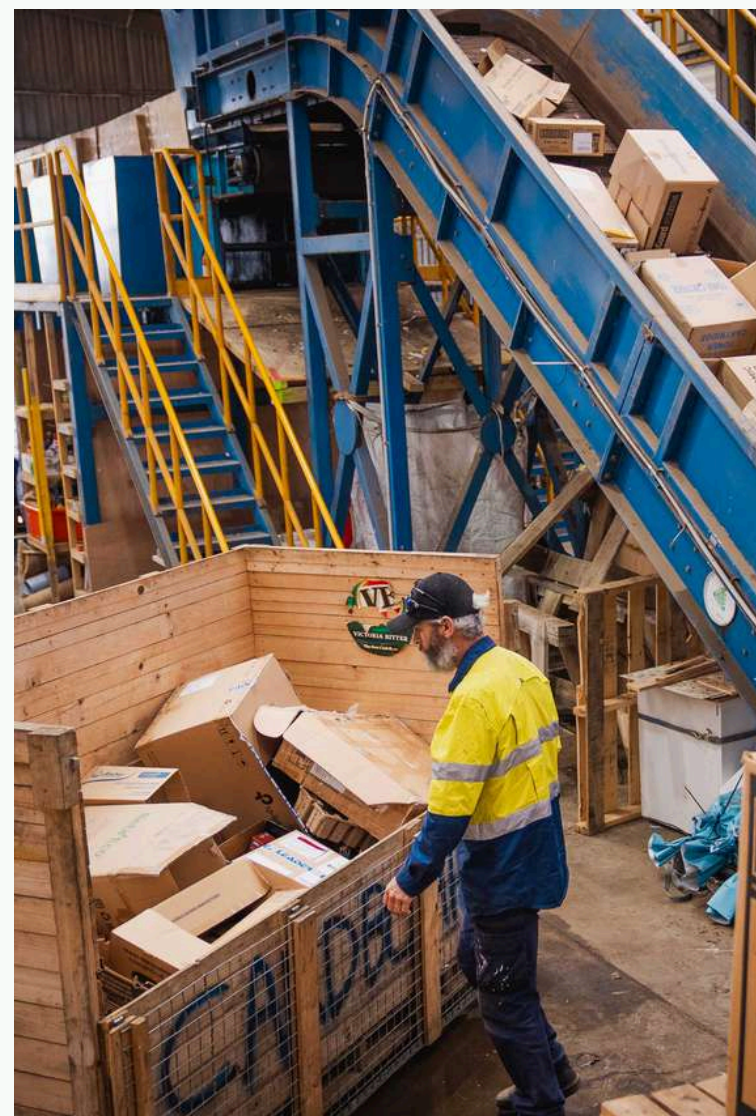
Patent & Trademarks	17,540	17,540
Accumulated Depreciation: Patent & Trademarks	-5,028	-2,835
Borrowing Costs	2,300	-
Borrowing Costs - Written Off	-553	-
Formation Costs	-	1,540
Formation Costs - Written Off	-	-1,540
Total Intangibles	14,259	14,705
Total Non-Current Assets	517,683	588,142
Loan - RYW Holdings Pty Ltd	208	-
Loan - Unheard Melody	4,568	4,568
Total Assets	2,034,713	1,680,733
Liabilities		
Current Liabilities		
PAYG Withholdings Payable	81,287	36,484
Superannuation Payable	28,026	18,463
Income Tax Payable	345,352	296,805
Total Taxation	345,352	296,805
Trade and Other Payables		
Accounts Payable	31,414	106,550
Total Trade and Other Payables	31,414	106,550
Convertible Notes - Capital	-	1,350,000
Loan - Luke McConell	29,940	-
Loan - RYW Holdings Pty Ltd	-	1,222
Loan Advance - Re R&D Tax Incentive	329,000	-
Accrued Expenses	117,018	-
ATO Debt	87,121	-
Total Current Liabilities	1,049,157	1,809,524

2.8 FINANCIAL INFORMATION

2.8.1 BALANCE SHEET STATEMENT

As at 30 June 2024

	30-Jun-24	30-Jun-23
Non-Current Liabilities	\$	\$
Project Loan (Norfolk Island)	1,494,797	1,119,387
Loan Cornerstone	1,575,000	-
Total Non-Current Liabilities	3,069,797	1,119,387
Total Liabilities	4,118,954	2,928,911
Net Assets	-2,084,241	-1,248,178
Equity		
Retained Earnings		
Current Year Earnings	-846,885	-762,319
Retained Earnings	-1,300,021	-537,702
Total Retained Earnings	-2,146,906	-1,300,021
Share Capital	62,665	51,843
Total Equity	-2,084,241	-1,248,178



2.8 FINANCIAL INFORMATION

2.8.2 PROFIT AND LOSS STATEMENT

For the year ended 30 June 2024

	30-Jun-24	30-Jun-23
Income	\$	\$
Sale of Recycling Plant & Equipment	1,585,847	1,065,033
Consulting Income - Projects	87,988	-
Total Income	1,673,835	1,065,033
Expenses		
Bad debts	35	-
Accounting & Bookkeeping Fees	18,820	12,260
Advertising & Marketing	4,785	300
Amortisation	553	308
Bank Fees	227	135
Business advisory and consultants	42,729	-
Cleaning	10,401	1,186
Costs Attributed to Recycling Plant	-	530,891
Depreciation	116,900	157,290
Design & Branding	5,660	8,250
Drafting, Design & Engineering - Plant	-	536
Electricity, Gas & Water	1,250	1,121
Equipment	93,578	44,292
Filing Fees	310	580
Freight & Courier	720,879	60,943
Hire of Plant & Equipment	20,696	13,230
Insurance	17,262	7,986
Interest Expense	162,502	4,495
IT & Systems Consulting	660	-
Legal Expenses	3,400	10,473

Motor Vehicles - Fuel & Oil	7,923	9,673
Motor Vehicles Hire and Leasing expense	32,479	9,555
Non Deductible Entertainment	2,393	-
Office Expenses	7,912	4,272
Purchases	13,698	64,575
Project Development - Freight & Logistics Costs	5,361	-
Project Development - Plant Commissioning	16,818	380
Project Development - Plant Trial Costs	-	13,771
Project Development - Travel Costs	-	1,770
Project Development - Norfolk Biochar	-	18,429
Project Development - Norfolk Composting	148	204
Project Development - Norfolk plastics	10,060	793
Project Development - Norfolk Recyclapped	1,139	20,960
Project Initiation & Consideration Costs	1,885	-
Rent	58,732	48,720
Repairs & Materials - General	713	25,864
Repairs & Materials - Plant	10,976	88,302
Research & Development	21,943	970
Signage	10,641	6,185
Software Subscription Expenses	12,764	20,390
Staff Amenities	795	1,408
Staff Training	3,345	1,212
Subcontractors - Management & Admin	320,993	393,112
Subcontractors - Norfolk Project	64,612	37,690
Subcontractors NQ Project	-	4,125
Subcontractors - R&D	1,440	25,686
Subscriptions & Memberships	6,633	-
Superannuation	119,385	45,001
Telephone & Internet	4,616	1,639

2.8 FINANCIAL INFORMATION

2.8.2 PROFIT AND LOSS STATEMENT

For the year ended 30 June 2024

	30-Jun-24	30-Jun-23
	\$	\$
Tools	2,841	22,353
Travel and accommodation	105,595	136,194
Uniforms & Safety Equipment	11,634	15,706
Wages & Salaries	1,448,099	428,581
Website	651	-
Workcover Insurance	9,702	611
Waste Management Levy	3,479	-
Total Expenses	3,540,050	2,302,409
Profit/(Loss)	-1,866,215	-1,237,376
Income Tax Expense		
Income Tax Expense	-345,352	-296,805
R & D Tax Offset Income	1,364,682	771,862
Total Income Tax Expense	1,019,330	475,057
Net Profit After Tax	-846,885	-762,319
Net Profit After Dividends Paid	-846,885	-762,319

2.8.3 CASHFLOW STATEMENT

For the year ended 30 June 2024

	30-Jun-24	30-Jun-23
	\$	\$
Operating Activities		
Receipts from customers	1,602,862	804,000
Payments to suppliers and employees	-3,045,811	-1,935,291
Cash receipts from other operating activities	1,427,034	1,093,201
Cash payments from other operating activities	-823,342	-
Net Cash Flows from Operating Activities	-839,257	-38,090
Investing Activities		
Proceeds from sale of property, plant & equipment	-	1,367
Payment for property, plant and equipment	-77,707	-1,092,901
Other cash items from investing activities	-1,947	308
Net Cash Flows from Investing Activities	-79,654	-1,091,227
Financing Activities		
Other cash items from financing activities	683,783	965,721
Net Cash Flows from Financing Activities	683,783	965,721
Net Cash Flows	-235,128	-163,595
Cash and Cash Equivalents		
Cash and cash equivalents at beginning of period	291,564	455,159
Net change in cash for period	-235,128	-163,595
Cash and cash equivalents at end of period	56,436	291,564

2.8 FINANCIAL INFORMATION

2.8.4 STATEMENT OF CHANGES IN EQUITY

As at 30 June 2024

	30-Jun-24	30-Jun-23
Equity	\$	\$
Opening Balance	- 1,248,178	- 485,859
Profit for the period	- 846,885	- 762,319
Share Capital	10,822	-
Total Equity	- 2,084,241	- 1,248,178



SECTION 3: INFORMATION ABOUT THE OFFER

3.1 TERMS OF THE OFFER.

The Company is offering up to 1,100,000 shares at an issue price of \$1 per share to raise up to \$1,100,000. The key terms and conditions of the Offer are set out in Table 4 below.

Terms of the Offer

Term	Details
Shares	1,100,000
Price per Share	\$1.00
Minimum Subscription	\$60,000
Maximum Subscription	\$1,100,000
Opening Date	7 November 2024
Closing Date	29 November 2024



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.

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

Investors may withdraw their application during the Cooling-off Period. Further information on investor cooling-off rights can be found in Section 4 of this CSF offer document. The Offer is not underwritten.

3.2 USE OF FUNDS.

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

TABLE 5: USE OF FUNDS.

Intended use	Year 1: Minimum Subscription	Year 1: Maximum Subscription
Norfolk Island – Stage 2	\$0	\$400,000
Data Driven Design (3D) product development	\$50,000	\$350,000
Working Capital	\$7,000	\$284,000
Offer costs	\$3,000	\$66,000
Total funds	\$60,000	\$1,100,000

Norfolk Island - Stage 2:

Purchase of equipment to support Norfolk Island Pilot Project upgrades, including:

- Upgrade various elements of the existing Recyclapod unit.
- Upgrade plastics processing unit including the Densifier, conveyor/magnet system, scaffolding, extraction hoods
- Upgrade: Glass processing unit: Shredder, conveyor system
- New: Recyclapod unit, Storage Cages, Platform Lifter and Bin Washing Station.

All items will need to be shipped to Norfolk Island from suppliers, therefore freight time is a consideration that has been factored into the estimated start and finish date.



3.2 USE OF FUNDS.

Develop and launch Data Driven Design Product:

Developing the Data Driven Design platform, enabling key waste stream and supply chain data acquisition, development of solution design, and the scoping of new projects in remote and regional Australian communities.

Trial/Pilot V1 at Southern Cross University campuses. (Product Optimisation).

First Stage commercialisation of the Data Driven Design platform, replicating the design of the upgraded solution developed at the Norfolk Island pilot project throughout strategic remote community projects in remote Australia (Product & Service Commercialisation).

Working Capital:

Working Capital includes overhead expenses and funds used to support cashflow activities. This will be used for paying contractors, service providers and other operational activities that enable Revolve Your World to manage our facility on Norfolk Island. An element of the working capital will be used as salary payment for Senior Managers, which is detailed below:

- Directors' remuneration: \$0
- Senior manager remuneration: \$0 - \$200,000 (dependent upon the Minimum and Maximum raise values achieved).

Offer Costs:

The costs of the Offer include the Intermediary's fees under the hosting agreement between the Company and the Intermediary. These fees are 6% of the total amount raised.

We expect that the Maximum Subscription amount will be sufficient to meet the Company's short-term objectives over the next 18–24 months.

If only the Minimum Subscription amount is raised, the Company will require further funding to be able to carry out our intended activities over the next 12–18 months including activities such as the rollout of the Data Driven Design system. In such circumstances, the Company may consider undertaking a further CSF offer under the CSF regime.

Until additional funding is obtained, we will scale back sales and marketing and production activities, and continue to focus our cash resources on a path to generate greater revenue and cashflow to develop working capital to deliver the business strategy.

3.3 RIGHTS ASSOCIATED WITH THE SHARES

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

The rights associated with the shares are set out in the Company's constitution. A summary of these rights is set out below. A copy of the constitution is attached in the Annexure to this CSF offer document and is available on the Intermediary's platform.

3.3.1 VOTING RIGHTS

Section 17.5 of the Constitution - Voting.

(a) At any meeting of the Company's Members a resolution put to the vote of the meeting will be decided on a show of hands unless a poll is (before a vote is taken or before or immediately after the declaration of the result of the show of hands) demanded:

- (1) by the chairperson;
- (2) by at least 2 Members entitled to vote in the resolution; or
- (3) by a Member or Members with at least 5% of the votes that may be cast on the resolution on a poll.

(b) Unless a poll is so demanded, a declaration by the chairperson that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost. An entry to that effect in the book containing the minutes of the proceedings of the Company, is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

(c) The demand for a poll may be withdrawn.

3.3.2 ELECTION AND REMOVAL OF DIRECTORS

Section 20.8 of the Constitution - Appointing directors.

(a) If a vacancy occurs in the office of a Director or offices of Directors, any remaining Directors may act. If the number of remaining Directors is not sufficient to constitute a quorum at a meeting of Directors, they may act only for the purpose of increasing the number of Directors to a number sufficient to constitute such a quorum or of convening a general meeting of the Company.

(b) If a sole director dies, becomes mentally ill or is declared bankrupt etc and the director is also the sole Member of the company, any personal representative, trustee or trustee in bankruptcy of the former director who is duly appointed to administer the former director's estate or property may appoint a person (including themselves) as a director of the Company.

3.3 RIGHTS ASSOCIATED WITH THE SHARES

3.3.3 GENERAL MEETINGS AND NOTICES

Section 16.1 of the Constitution - Director may convene meeting of members.

Any Director may whenever they think fit convene a meeting of the Company's Members.

3.3.4 WINDING-UP

Section 28.1 of the Constitution - Division of company property.

If the Company is wound up, the liquidator may, with the sanction of a special resolution, divide among the Members in kind the whole or any part of the property of the Company and may for that purpose set such value as they consider fair upon any property to be so divided and may determine how the division is to be carried out as between the Members or different classes of Members, subject to the rights of holders of shares issued with special rights on winding up of the Company.

Section 28.2 of the Constitution - Power to vest property in trust for members.

The liquidator may, with the sanction of a special resolution, vest the whole or any part of any such property in trustees upon such trusts for the benefit of the contributories as the liquidator thinks fit, but so that no Member is compelled to accept any shares or other securities in respect of which there is any liability.

3.3.5 DIVIDENDS

Section 25.1 of the Constitution - Dividends.

(a) The Directors (without the sanction of a general meeting), or a general meeting on the recommendation of the Directors, may declare a dividend whether interim or final to be paid to the Members according to the Member's rights and interests at the time of entitlement to such dividend, only in the following circumstances:

- (1) where the Company's assets exceed its liabilities immediately before the dividend is declared and the excess is sufficient for the payment of the dividend; and
- (2) where the payment of the dividend is fair and reasonable to the Company's Members as a whole; and
- (3) where the payment of the dividend does not materially prejudice the Company's ability to pay its creditors;

- (b) a general meeting will not declare a larger dividend than is recommended by the Directors;
- (c) the Directors may in their discretion declare and pay or recommend such dividends as in their opinion the position of the Company justifies. The Directors may fix the time for payment of a dividend and if no time is so fixed the dividend will be payable upon its declaration; and
- (d) where at any time there is more than one class of share on issue, then subject to clause 25.1(a) being complied with and to the rights applicable to the shares concerned, dividends whether interim or otherwise may be declared and paid at different rates for different classes of shares. The dividends may be declared and paid on the shares of any one or more class or classes of shares to the exclusion of the shares of any other class or classes of shares provided that the shares comprising a particular class of shares will as between those shares participate in any such dividends declared equally.

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.



SECTION 4: INFORMATION ABOUT THE INVESTOR RIGHTS

4.1 COOLING-OFF RIGHTS.

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

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

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

After your withdrawal has been processed, the Intermediary will refund the application money to your nominated account as soon as practicable.

4.2 COMMUNICATION FACILITY FOR THE OFFER

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

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

Officers, employees or agents of the Company, and related parties or associates of the Company or the Intermediary, may participate in the facility and must clearly disclose their relationship to the Company and/or Intermediary when making posts on the facility. Any comments made in good faith on the communication facility are not subject to the advertising restrictions in the Corporations Act.

4.3 PROPRIETARY COMPANY CORPORATE GOVERNANCE OBLIGATIONS

4.3.1 ANNUAL REPORT.

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

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

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

4.3.2 DISTRIBUTION OF ANNUAL REPORT.

The Company is not required to notify shareholders in writing of the options to receive or access the annual report. Shareholders will receive a copy of the annual report by way of email.

4.3.3 RELATED PARTY TRANSACTIONS.

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

4.3.4 TAKEOVERS.

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

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

GLOSSARY:

Company means Revolve Your World Pty Ltd ACN 611 353 836

Cooling-off Period means the period ending five business days after an application is made under this Offer, during which an investor has a right to withdraw their application and be repaid their application money

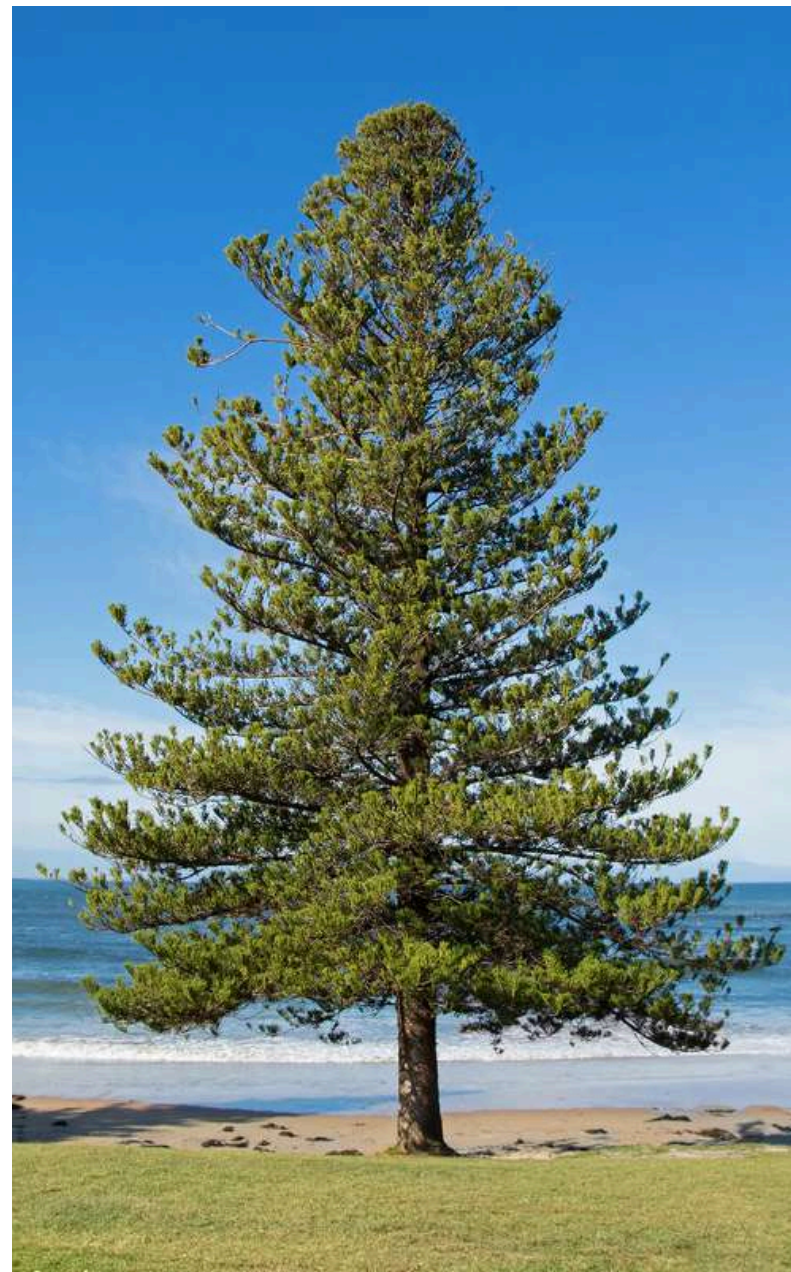
CSF means crowd-sourced funding under Part 6D.3A of the Corporations Act

Intermediary means Swarmer Pty Ltd AFSL 507 867

Maximum Subscription means the amount specified in this CSF offer document as the maximum amount sought to be raised by the Offer

Minimum Subscription means the amount specified in this CSF offer document as the minimum amount sought to be raised by the Offer

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





REVOLVE YOUR WORLD

<https://revolveyourworld.org>

hello@revolveyourworld.org

