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LiveVerdure

ACQUISITION PRESENTATION

AUG 2022

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EXECUTIVE SUMMARY

ACQUISITION AUG 2022

Live Verdure Overview	• Live Verdure Ltd is an Australian Direct to Consumer (DtoC) plant-based food, nutraceutical and skincare company. • Comprises a portfolio of brands with a range of plant-based products focused on young families and millennial consumers. • Record revenue of ~$1,9m for FY2022 (unaudited) an increase of 215% over FY2021.
Overview of Transaction	• LV1 has entered into a binding sale and purchase agreement to acquire 100% of the issued shares in The Beauty Apothecary Australia Pty Ltd ("Edible Beauty") for $1m (consisting of 75% in cash and 25% in shares), with deferred payments based on future revenue and on a cash-free and debt-free basis ('Transaction'). • Edible Beauty achieved FY22 revenue of ~$2.2m (unaudited), with ~74% comprising of highly repetitive DtoC revenue primarily across Australia and New Zealand, with the remaining through wholesale and distribution channels. • The Purchase Price represents a multiple of 0.45x actual FY22 revenue.
Edible Beauty Overview	• Australian-based family business founded in 2014 with a strong cultural alignment to LV1. • Edible Beauty is a naturopathically formulated range providing pure, active and sustainable skincare and wellness products targeting the health and environmentally conscious demographic. • Edible Beauty has a 25 SKU skincare category, a wellness category with 5 SKU's and a robust new product development pipeline. • Distribution is internationally and nationally through D2C, wholesale distributor and retail channels – including David Jones.
Capital Raise	• A placement to institutional, sophisticated and professional investors to raise $2.1m at an offer price of $0.15, equal to the last trade price, which represents no discount to the Company's 15 day weighted average share price (the 'Placement'). • CPS Capital is Lead Manager to the Placement.





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EDIBLE BEAUTY

SNAPSHOT

Edible Beauty was founded in 2014 by experienced, Sydney-based naturopath and nutritionist, Anna Mitsios.

While working at a fertility clinic, Anna recommended that as well as the common dietary changes and lifestyle changes, her clients also make changes to their personal care products to avoid hormone-disrupting toxins, fragrances and preservatives.

Understandably, her clients asked for product suggestions. Anna was shocked to find there was nothing on the market that provided “edible” pure, and efficacious beauty solutions, targeting internal and external beauty concerns.

So, Anna set out to change that.

30 SKUs

2 Product Ranges

$2.2M Revenue FY22 (unaudited)

EDIBLE BEAUTY

CUSTOMER PROFILE

- Australian-based female aged between 26 and 44, interested in health and wellbeing, and is a mid-high income earner.
- She values ingredient purity, transparency of information, and embraces simple, natural solutions.
- Often introduced to the products when pregnant or wishing to conceive, Edible Beauty customers are known to stay loyal to the brand after their children are born.



EDIBLE BEAUTY

PRODUCT OVERVIEW

Edible Beauty Australia is a naturopathically formulated range providing pure, active, and sustainable skincare and wellness products.

AUG 2022

TOPICAL SKINCARE

25

SKUs

100% natural skincare products are proudly Australian, toxin-free, vegan and cruelty-free.

Our products are packed with an abundance of potent therapeutic and pure ingredients derived from nature & activated by the power of science to enrich and enhance your skin.



WELLNESS SUPPLEMENTS

5

SKUs

What you put in your body radiates through your skin.

Our range of herbal teas, beauty elixirs, and collagen and gut powder deliver beauty-boosting benefits from the inside out!



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ACQUISITION

STRATEGIC RATIONALE

AUG 2022

Transformative Acquisition

On a pro-forma basis for FY22, Live Verdure expects that the Edible Beauty business combined with Live Verdure's existing operations will deliver $4.2m of revenue.*
The pro-forma revenue would have no sales cannibalisation across the 3 brands, given the minimal customer, product and channel overlap.

Cross-Sell Opportunities

The Edible Beauty distribution network allows Live Verdure to quickly expand its own "13 Seeds" and "8 Seeds" brand footprints across wholesale distributor and retail channels and cross-promote via each brand's email marketing database.

Significant Brand & Cultural Alignment

Edible Beauty's outstanding reputation and loyal customer base were built on the back of their founder-led team, and their values resonate strongly amongst health-focused and environmentally conscious demographics.

Strong Synergy Potential

The Edible Beauty product range, with high concentrations of Australian bio-active native extracts is complementary to Live Verdure's existing product portfolio. The acquisition allows both companies to immediately capitalise on supply chain overlap. Live Verdure expects to add in-house digital marketing expertise to accelerate the financial profile of Edible Beauty.

* Based on the unaudited preliminary final report of Live Verdure and the unaudited results for Edible Beauty for FY22.

TRANSACTION & CAPITAL RAISE

OVERVIEW

Live Verdure will acquire Edible Beauty for consideration of $1m (consisting of 75% in cash and 25% in shares), with deferred payments based on future revenue.

Purchase Price	The purchase price of $1.0m (plus deferred consideration based on future revenue generated by Edible Beauty) will be paid as follows: • $0.75m in cash, with $0.5m payable on completion and the balance of $0.25 million payable within six months of completion of the acquisition. • 1,666,667 shares (being $0.25 million of fully paid ordinary shares in Live Verdure at a deemed issue price of $0.15 per share). These shares are escrowed for 12 months. • Deferred cash consideration equal to 10% of the (audited) revenue generated by Edible Beauty across the 24 month period following completion.
Offer Details **Placement**	A two tranche Placement to raise $2.1m (the '**Offer**'), comprising: • Tranche 1 – $2.0m (~13.33m shares) under Listing Rule 7.1 and 7.1A Placement capacity; • Tranche 2 – $0.1m (~0.67m shares) subject to shareholder approval; • New Shares will be issued alongside a free attaching option on a 1 for 2 basis, with an exercise price of $0.25, expiring 31 August 2025.
Placement	The Placement will result in 14m new shares being issued. The Placement is not underwritten.
Ranking	Shares issued under the Placement will rank equally in all respects with existing LV1 ordinary shares.
Offer Price	All shares under the Placement will be issued at a fixed price of $0.15 per share, equal to the last trade price, which represents no discount to the Company's 15 day weighted average share price.
Lead Manager	CPS Capital is acting as the Lead Manager for the Placement.
Dividend Policy	The Board does not intend to recommend, declare or pay a dividend in the next 12 months.

“My vision is for holistic beauty to become mainstream. To empower customers to transform the health of their skin and bodies with pure, highly efficacious wellbeing and skincare formulas and in the process, elevate conscious beauty beyond face value.”

- Anna Mitsios
Founder of Edible Beauty

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ABOUT US

COMPANY OVERVIEW

The Live Verdure vision is for as many people across the globe to live, look, feel and achieve their best for as long as possible...

And, of course, have fun while we do it!

Our mission is to acquire and build brands that create products containing uncommon or underutilised powerful natural ingredients, then ensure they are available to consumers worldwide.

We like to keep things simple.

Our ingredients are of the highest quality,

Our products have more of what works and less of what doesn't, and;

Our direct-to-consumer business model means we are never too far from those who need our products the most.

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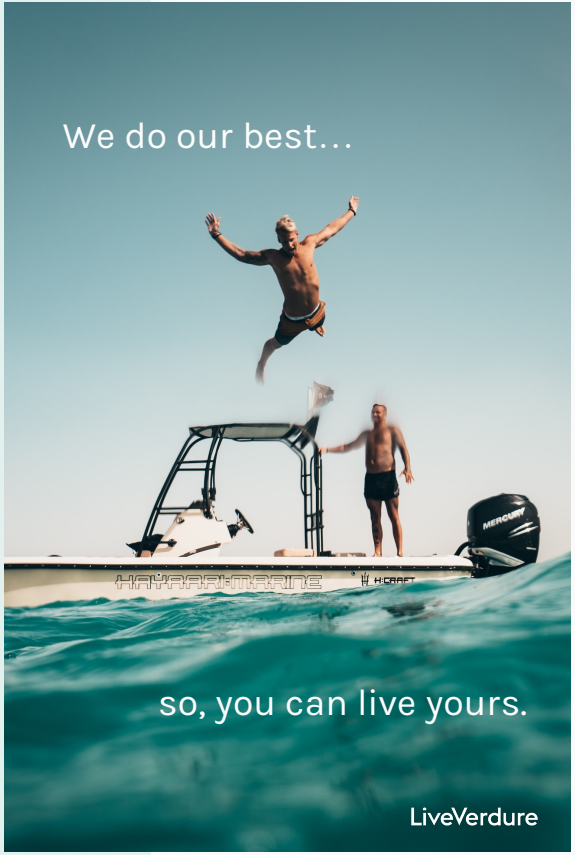

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COMPANY OVERVIEW

LIVE VERDURE SNAPSHOT

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Premium Australian nutraceuticals, supplements, and skincare products align with global health, longevity and plant-based diet trends.

Focus on using local ingredients from local suppliers, and a commitment to sustainable manufacturing.

A strong focus on product and brand innovation ensures we continue serving our customers and evolving with our target demographic.

Focus on E-commerce to ensure premium margins for our premium products.

Targeting growth into key international markets across Asia, US and UK.

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ABOUT US

OUR BRANDS

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EDIBLE BEAUTY

AUSTRALIA

Edible Beauty Australia's naturopathically formulated range provides pure, active, and sustainable skincare and wellness products. Edible Beauty offers topical skincare and ingestible wellness products, so customers don't just look great; they feel great too!

8 Seeds®

8 Seeds skincare products harness the power of Hemp Seed Oil in combination with other powerful ingredients to soothe, plump, and revitalise your skin.



13seeds®

13 Seeds offers a wide variety of Hemp-based health food, nutraceuticals, and supplements.



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SUMMARY

GROWTH DRIVERS

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International Upside
Expand our rollout into China, South-East Asia, US and UK with key relationships and partners.

Continue E-commerce Momentum
Enhance fulfilment capabilities, drive social credibility and increase the AOV of our customers.

Plant-Based Focus
Formulate innovative plant-based products to maximise appeal to health-conscious customers.

Expanding Product Range
Build a robust, high-value pipeline of new SKUs that align with Live Verdure's vision and represent the values of each brand.

Understand Our Customer
Analyse online behaviour and customer feedback to improve their shopping experience and drive brand loyalty.

Traditional Store Rollout
Drive product credibility and brand recognition by securing local ranging into local retail stores and pharmacies.

Drive Our Margins
Maintain our product margin via growing online sales, unique new product ranges and acquisitions.

Deliver Shareholder Returns
Reinvest in product development to drive the growth and recognition of our brands in the health, beauty and plant-based markets.

MEET OUR TEAM

MANAGEMENT



MARK TUCKER

CHIEF EXECUTIVE OFFICER

Mark has over 30 years of experience building and leading large corporations and startups across Australia, New Zealand, and the Asia Pacific.
Managing Director at L'Oréal Australia for 8 years, and General Manager Consumer for 6 years. During his tenure, revenue grew from A$12m to more than A$400m - making L'Oréal the leading beauty business in the Australian market.
More recently, Mark co-founded a successful startup in the natural health and beauty industry, which has now become a leading retailer across AUS, NZ, and the USA.



ANNA MITSIOS

FOUNDER & GENERAL MANAGER
OF EDIBLE BEAUTY

Anna is a qualified naturopath and nutritionist with over 8 years of experience managing Edible Beauty Australia, and leading EB's e-commerce and retail distribution in Australia and off-shore.
Prior to this, Anna spent more than 10 years in corporate finance and private banking, working in Sydney and New York for a large Australian bank.
Anna's type 1 diabetes diagnosis, experience working in a reputable fertility clinic, and running her naturopathy practice, all play a part in her passion;
To help others transform their skin and wellbeing holistically, using proven botanicals, nutrients and herbal formulations.



GERNOT ABL
CHAIRMAN

True entrepreneur and sector agnostic early-stage investor.
Corporate finance and law background with vast experience and a strong passion for working with start-up companies.
Significant experience in ASX capital raising for early-stage companies.
Currently the Chairman of Mogul Games Group Ltd (ASX: MGG).



RAN VAINGOLD
NON-EXECUTIVE DIRECTOR

Previously an Executive at a mid-market M&A firm focusing on food, technology & energy markets.
Experienced corporate strategy & investment banking professional with broad experience working with ASX200 & startup companies.
Holds an MBA from Melbourne Business School & a Bachelor of Business from RMIT University.



COREY MONTRY
NON-EXECUTIVE DIRECTOR

A former General Motors Executive with over 20 years of Finance & Accounting leadership experience.
Currently Vice President & Head of Finance - International of Verra Mobility (a $750M NASDAQ Smart Transportation business).
Previously GM Finance of Marlin Brands (an Oaktree private-equity held consumer brands business) & Group Financial Controller for Metcash Trading.

MEET OUR TEAM

THE BOARD

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THANK YOU

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