

# CROWD-SOURCED FUNDING OFFER DOCUMENT

**24 August 2021**

Offer of fully-paid ordinary shares in NextTribe Pty Ltd trading as tbh Skincare at \$1.00 per share to raise a maximum of \$800,000.

Minimum individual retail investment is \$250 and the maximum is \$10,000.

**Issuer**

NextTribe Pty Ltd ACN 635 960 397

**Intermediary**

Equitise Pty Limited ACN 600 053 745 AFSL 503 190

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



**tbh.**

# table of contents

<b>Instructions</b>	<b>0</b>
<b>Section 1: Risk Warning</b>	<b>3</b>
<b>Section 2: Information about the Company</b>	<b>4</b>
2.1 Letter from the Co-Founders	5
2.2 Company Details	7
2.3 Description of the Business	8
2.4 Key Achievements to Date	19
2.5 Business and Revenue Model	21
2.6 Business Strategy	24
2.7 Marketing Strategy	28
2.8 Industry Overview	37
2.9 Directors, Advisors and Management	41
2.10 Corporate Structure	45
2.11 Capital Structure	47
2.12 Historical Financials	48
2.13 Forecasted Financials	52
2.14 Risks Facing the Business	54
<b>Section 3: Information about the Offer</b>	<b>56</b>
3.1 Terms of the Offer	57
3.2 Investor Rewards	58
3.3 Use of Funds	59
3.4 Rights Associated with the Shares	60
<b>Section 4: Information about Investor Rights</b>	<b>61</b>
4.1 Cooling-off Rights	62
4.2 Communication Facility for the Offer	62
4.3 Proprietary Company Corporate Governance Obligations	63
<b>Glossary</b>	<b>65</b>
<b>Annexure</b>	<b>66</b>
Appendix A – Shareholder Agreement	66
Appendix B - Constitution	66

## SECTION 1

# Risk Warning

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

You may lose your entire investment, and you should be in a position to bear this risk without undue hardship.

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

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

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

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

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

SECTION 2

# Information about the Company



## 2.1

# Letter from the Co-founders

Dear Investors,

Thank you for taking the time to consider becoming a part owner in tbh Skincare and joining us on an exciting journey of growth. We are driven by a deeply personal mission: to help young people and adults, treat and manage debilitating skin conditions - predominately acne. We are mother and daughter co-founders who bring a deep passion for our company's values and mission, together with a complementary skill set and experience covering both finance and operations, and marketing expertise across digital channels.

According to the study published in the British Journal of Dermatology, people with acne are 63% more likely to suffer from depression within their first year of symptoms. When we partnered with Next Science to bring their clinically proven and one-of-a-kind treatment for acne to market, we knew we had the ability, quite literally, to change people's lives for the better. In September 2019 we founded tbh Skincare and by March 2020, we had the product in the hands of customers for the very first time, and the results have been nothing short of amazing.



The 'acne hack cream', formulated with the patented technology, alongside the broader range that we have since released, has positively impacted over 6,800 customers to date, something that we are very proud to have achieved in just 16 months. These patented formulations are licensed to tbh under a licensing agreement with ASX-listed Next Science. Under this agreement, we are able to distribute the patented formulations exclusively in Australia and New Zealand, and additionally in any jurisdiction in which the products can be legally sold online.

We put a lot of this success down to the way in which we have been able to target a niche customer group within a highly saturated, yet fast growing, industry. When we launched tbh, we already had a deep, personal understanding that the issue we were trying to solve went way below the surface. 'tbh' within the context of our brand stands for 'the biofilm hack', which represents the method of action of the patented technology in our acne treatment, and our core product differentiator, but as we all know, it also stands for 'to be honest'.

The mix between the two meanings is an intentional representation of how we have blended a pharmaceutical grade product, with an understanding of our end customer's needs and wants, to create a superior customer experience alongside a superior product within this segment.

Currently, our products are available for purchase solely via our ecommerce store and we have focused heavily on digital marketing in order to grow the business to where it is to date. We have over 20,000 followers on social media, an email database of over 15,000 people and a loyal customer base with a repeat purchase rate of over 30% which continues to grow.

tbh Skincare is now well positioned for our next stage of growth as we believe we have only just scraped the tip of the iceberg. With your help, we aim to take a larger share of the existing market, expand our distribution channels, and introduce new products into the range based around the needs of our acne prone customers. Further to this, we see the opportunity to expand into the male skincare market and grow our customer base internationally.

In order to achieve these goals over the next 12-18 months, the business requires financial resources to:

- increase marketing spend to continue to acquire new customers at an amplified rate;

- introduce new products already developed and formulated, but requiring capital to launch, including a moisturiser in September 2021 and serum before end of 2021;
- invest in marketing the new product launches to maximise their impact on the broader business;
- expand our team by bringing in subject matter experts on retainer;
- increase working capital to support scalability of the business;
- move to 3PL fulfilment to support scalability of the business;
- develop branding, products and marketing to launch into the male market; and
- invest in regulatory and commercial requirements needed to enter international markets.

We believe that this is a very exciting time to be coming on board as an owner of tbh, as the funds raised will directly assist in the acceleration of our growth. Rather than only approach sophisticated investors, we wanted to also offer everyday people, our existing customers and business partners, the chance to be part of the tbh Skincare family. For as little as \$250, you can buy shares in tbh Skincare and become part of this exciting stage of growth and share in our future successes.

We would both like to thank you for the consideration of an investment in our business and we look forward to welcoming you to the tbh tribe and having you join us on our tbh journey.

Warm regards,

*Rachael and Bridget*

Co-Founders

## 2.2 Company Details

This offer of shares is made by NextTribe Pty Ltd ACN 635 960 397 (the Company). The Company was incorporated on September 3, 2019.

### **Registered office and contact details**

68 Alfred Street, Milsons Point, NSW 2061

### **Principal place of business**

5 Alto Avenue, Seaforth NSW, 2096



## 2.3 Description of the Business

### 2.3.1 Overview of tbh Skincare

tbh Skincare (tbh) is a direct-to-consumer (D2C) skincare company selling patented and clinically-proven treatments for adult acne. Launched in March 2020 by mother and daughter team Bridget and Rachael, tbh aims to fill a gap in the market by creating a brand that forms a bridge between pharmaceutical grade skincare and consumer centric cult brands.

Along with a well-crafted brand and scientifically proven product, tbh brought an awareness that its customers needed much more than physical treatment for their skin. People with acne are 63% more likely to suffer from depression within their first year of symptoms, and with this in mind tbh identified that their customers' challenges with acne went way beyond the surface of their skin. The current target market is predominantly women aged 18-35.

tbh has focused on creating a specific customer experience for the 'acne prone hottie'. The brand was launched around its first product, the 'acne hack cream', which was formulated by ASX listed Next Science. The patented formulations are licensed to tbh under a licensing agreement with Next Science. Under this agreement, tbh is able to distribute the patented formulations exclusively in Australia and New Zealand, and additionally in any jurisdiction in which the products can be legally sold online.

Since launch, tbh has considered the needs of the acne-prone customer to create a range that continues to fulfil all of their broader skincare needs.

The Company has delighted over 6,800 customers across Australia in just over a year of operations, with rapid customer growth, new product launches in the pipeline and a wider market of untapped potential.

