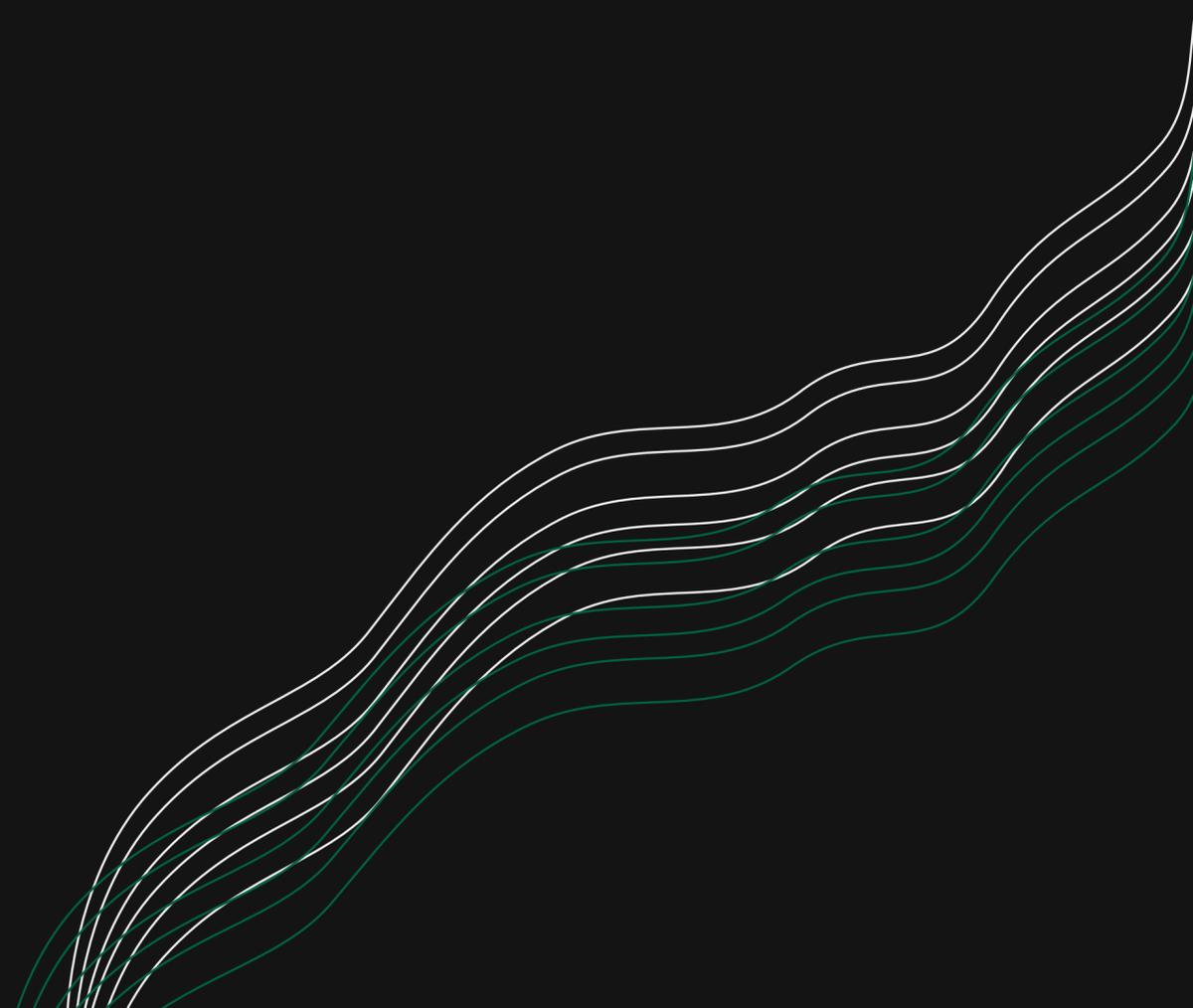




Consensus Ventures LP

Consensus ESVCLP Fund

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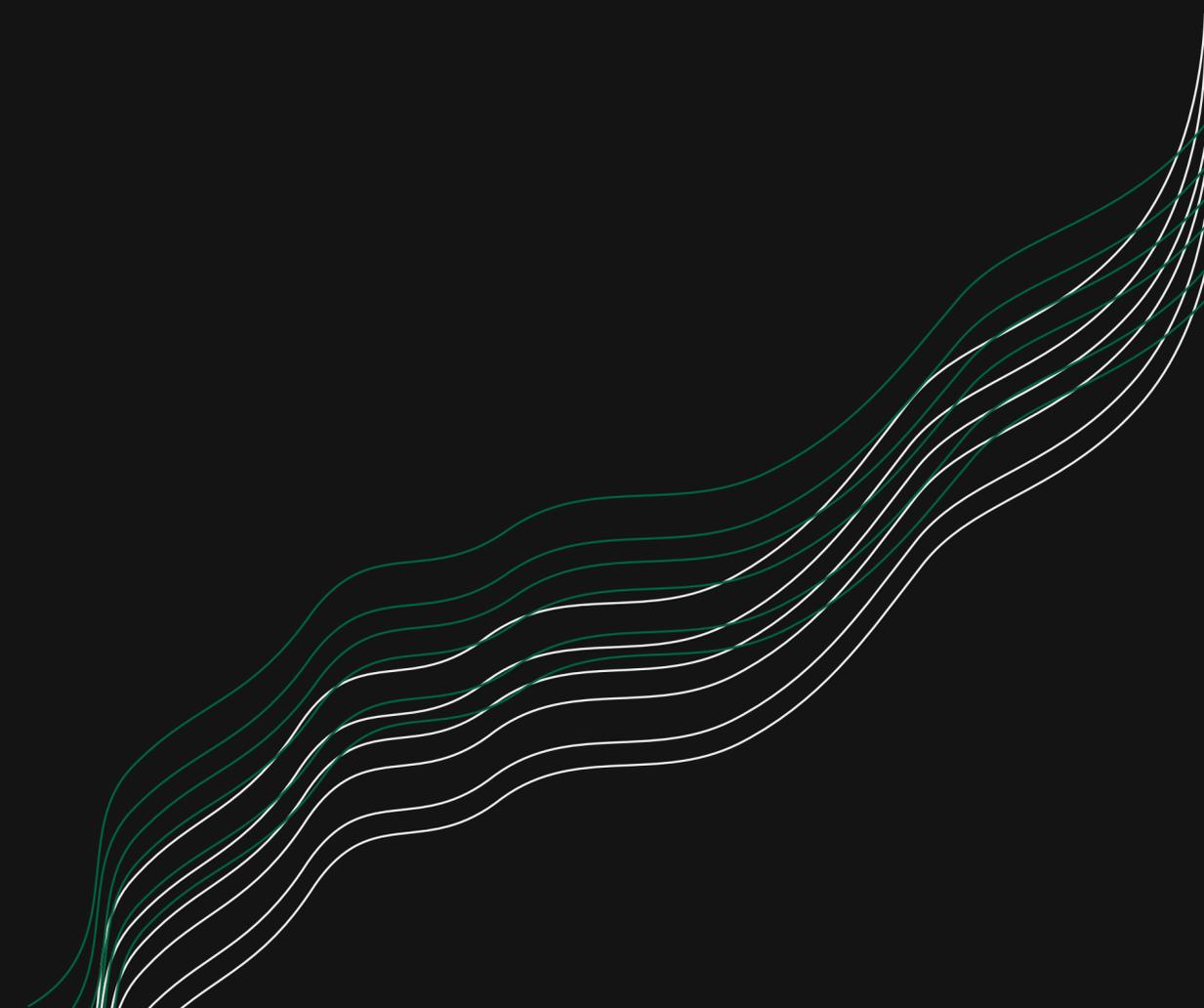




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VC Overview

What is Venture Capital?

Venture Capital refers to investments made in early-stage, high-growth companies that generally develop new and innovative ideas. Venture Capitalists take equity in these newly starting companies, providing strategic insight, commercialisation and capital.

VC investments generally have much higher risks than traditional equity investments; however, they offer more significant returns when successful.

Characteristics of VC Investments

- New ideas, innovative technology, and unique use cases.
- Finished early stage prototypes, protected by patents, copyright or confidential arrangements.
- The venture capitalists' significant but not controlling participation in the company's management.
- Typically have a higher risk/return profile.

VC Overview

Venture Capital Benefits

- Exposure to pre-seed, seed, and early-stage high-growth, innovative technology companies.
- Supports entrepreneurs, job creation, innovation and economic growth within Australia.
- Provides portfolio diversification from traditional equity and fixed income investments.
- Receive tax-free income and capital gains, subject to certain conditions being met (Australian investors only).

ESCVLP Benefits

Australian investors will pay NO tax on income or capital gains received from our fund subject to certain conditions being met.

- The Fund is registered as an ESVCLP and, as such, receives flow-through tax treatment (it is not a taxing point).
- Australian investors have no tax liability on income or capital gains from the ESVCLP.

Significant Investment Visa (SIV)

- Provides a pathway to permanent residency for applicants who make significant investments in Australia.
- ESCVLP Funds qualify for the SIV program.

ESVCLP Overview

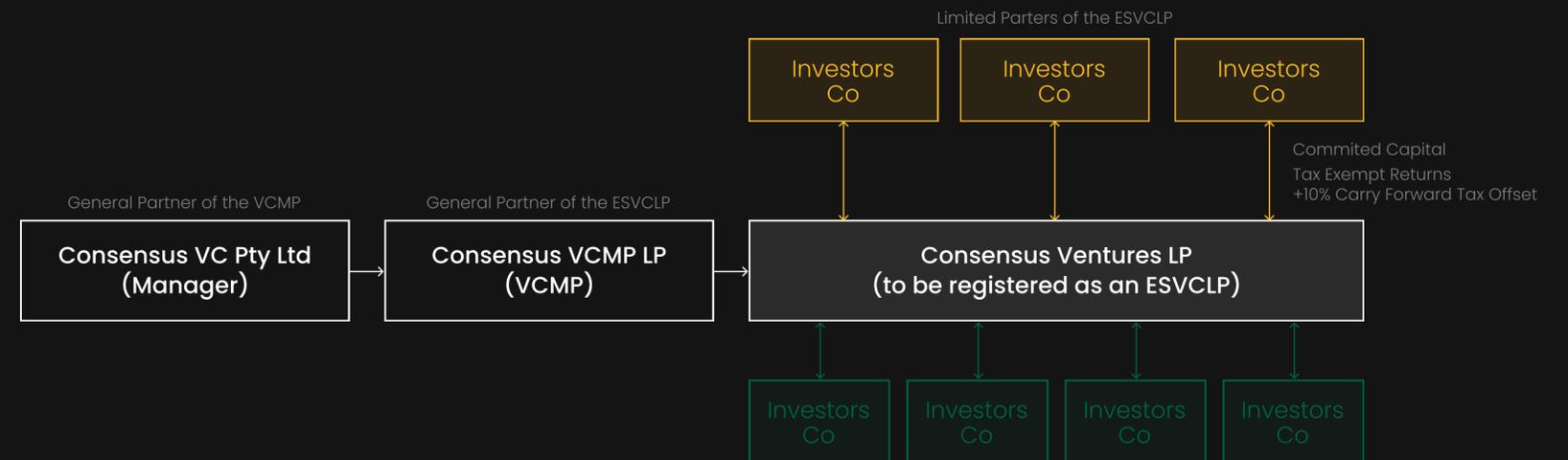
Tax Benefits

Due to the Funds ESVCLP status, it will have flow-through tax treatment and will not be taxed at the partnership level. Additionally, subject to certain conditions, investors will benefit from:

- A non-refundable tax offset of 10% of the value of new capital invested into the Fund during the tax income year.
- Capital gains or profits from eligible investments are exempt from Australian income tax.
- Income derived from eligible investments of the Fund (dividends) is exempt from Australian income tax.
- Losses from disposal or realisation of investments by the Fund are not deductible for Australian tax purposes.

ESVCLP Framework

The ESVCLP program is designed to stimulate investment into Australia's early-stage venture capital sector by allowing generous tax concessions for investors. Below is a diagrammatic representation of the Fund and access to tax incentives.



VC Overview: Investment Stages

STAGE	SUMMARY	RISK AND RETURN	FUNDING NEEDED
Pre-Seed	Business is at the concept stage seeking investment to develop their minimum viable product (MVP). Pre-seed businesses are typically pre-revenue.	Extremely speculative investment, however, generally requires the smallest funding as the business is only looking to develop MVP.	\$10,000-\$500,000
Seed	The business will still have little to no revenue; however, it will have a completed MVP. Seed business will be in the early stages of commercialisation and product offering.	Highly speculative; however, it still requires small funding as the product offering is still not finalised and commercialisation has not begun.	\$50,000-\$1,000,000
Start-up	Also known as the "Angel Round", Start-up businesses will have a developed and patented product that is marketable and a part of their business plan.	Typically the riskiest investment as funding needed is high; however, there are very few reliable indicators of the viability of a product or business.	\$500,000-\$2,000,000
Expansion	Also known as "Second Round". Expansion businesses typically have developed a proven product and business model. Often have early commercialisation success; however, it may not be profitable. Generally requires further capital investment to execute expansion strategies.	The company is entirely set up and has a growing, reliable financial track record. Funding is primarily used to expand existing operations and execute expansion strategies.	\$2,000,000-\$10,000,000+

Consensus Venture LP: Fund Overview

TARGET SIZE	Minimum A\$10 million
STRUCTURE	Australian Incorporated Limited Partnership Registering as an ESVCLP (exempt from income and capital gains tax, subject to certain conditions being met)
MANAGER	Consensus VC Pty Ltd (ACN 659 353 670)
TARGET RETURN	20% p.a. IRR (net of fees and expenses; before distribution of carried interest)
TERM	5-7 years
MINIMUM INVESTMENT	A\$500,000
ELIGIBLE INVESTORS	Wholesale Clients Within the meaning of the Corporations Act (or otherwise permitted by law)

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Consensus Venture LP

VC Fund Overview

- The Consensus Venture LP is an Australian ESCVLP with a total committed capital of A\$10 Million (minimum).
- The Objective is to invest in Australian early-stage, high-growth technology software, hardware and services businesses.
- The fund will target businesses from pre-seed to early expansion stages.

Key Investment Highlights

Australian Venture Capital	Opportunity to gain exposure to a growing yet still underpenetrated asset class.
Carefully selected businesses	Only investing in early-stage technology ventures with proven or highly scalable business models with the potential to expand into new markets.
Blockchain, web 3.0, Fintech and AI	Targeting technology software, hardware and service businesses with a focus on blockchain, blockchain mining, web 3.0, FinTech and AI technology.
Team and Process	Clear investment strategy, process and framework combined with a strong investment team, networks in the blockchain ecosystem, and partners.
Tax Benefits	Registered as an ESVCLP, enabling up to 10% tax offset upfront and no tax liability on income or capital gains from the fund, subject to certain limitations being met.



Consensus Venture LP

Target Investments

The fund will target investments in companies that demonstrate potential to scale domestically and/or internationally. Investments will primarily be made to the following sectors:

- Software as a service (SaaS)
- Software development
- Blockchain and Blockchain as a Service (BaaS)
- Blockchain Mining
- Web 3.0
- Financial Technology (FinTech)
- Artificial Intelligence (AI)

Passive Collaborative Investment Approach

The manager will take a passive investment approach but offer strategic support to investee companies.

The manager will leverage their in-depth blockchain industry and investment experience along with their global network to assist investee companies in scalability and strategy.

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Investment Focus

Pre-seed startup to early expansion stage	The fund will select businesses at the pre-seed to early expansion stage that show potential for high growth and return potential.
High value problems	The fund seeks to invest in opportunities that solve high-value problems in large markets.
Regional balancing	The fund will target businesses with successful or proven business models across different regions in the world.
Blockchain, blockchain mining, web 3.0, Fin-Tech, AI	The fund will invest in innovative technologies with high commercialisation potential.
Strong track-record, capabilities and alignment.	The fund will identify passionate teams with capable and qualified core members, proven track-record, diverse skill sets and alignment of interests.

Capital Raising

- Seeking to raise at least A\$10,000,000.
- Accepting wholesale investors and high-net-worth individuals
- The minimum commitment is A\$500,000 per investor.
- The initial paid-up proportion of the capital commitment of each partner is 10%.
- The remaining 90% may be called up when investment opportunities are identified (Investors must comply within ten business days)

Key Persons



Kevin Chen

Chairman,
Investment Committee



Kevin He

Chief Executive Officer,
Investment Committee

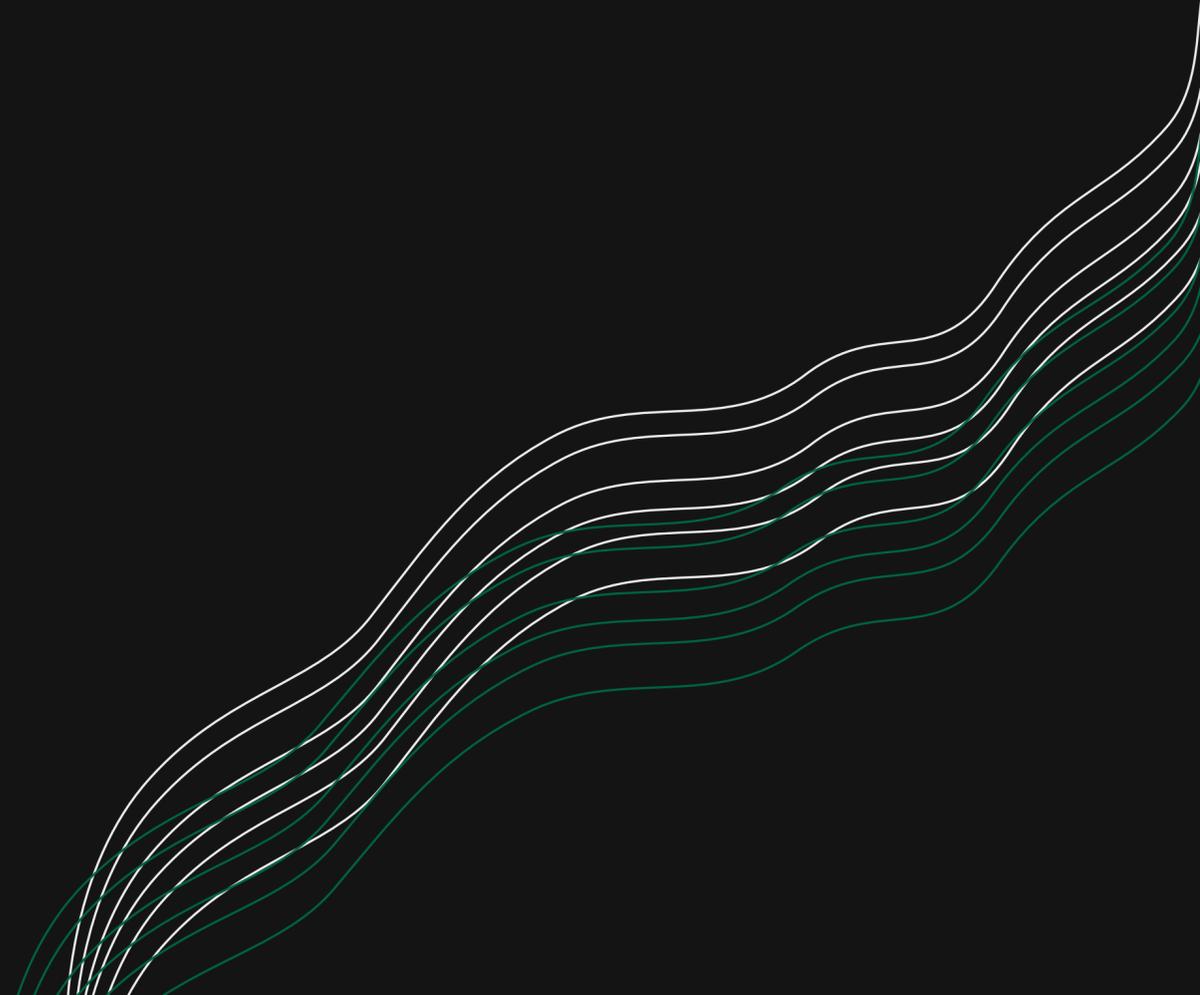


May Li

Fund Manager,
Investment Committee

Investment Strategy

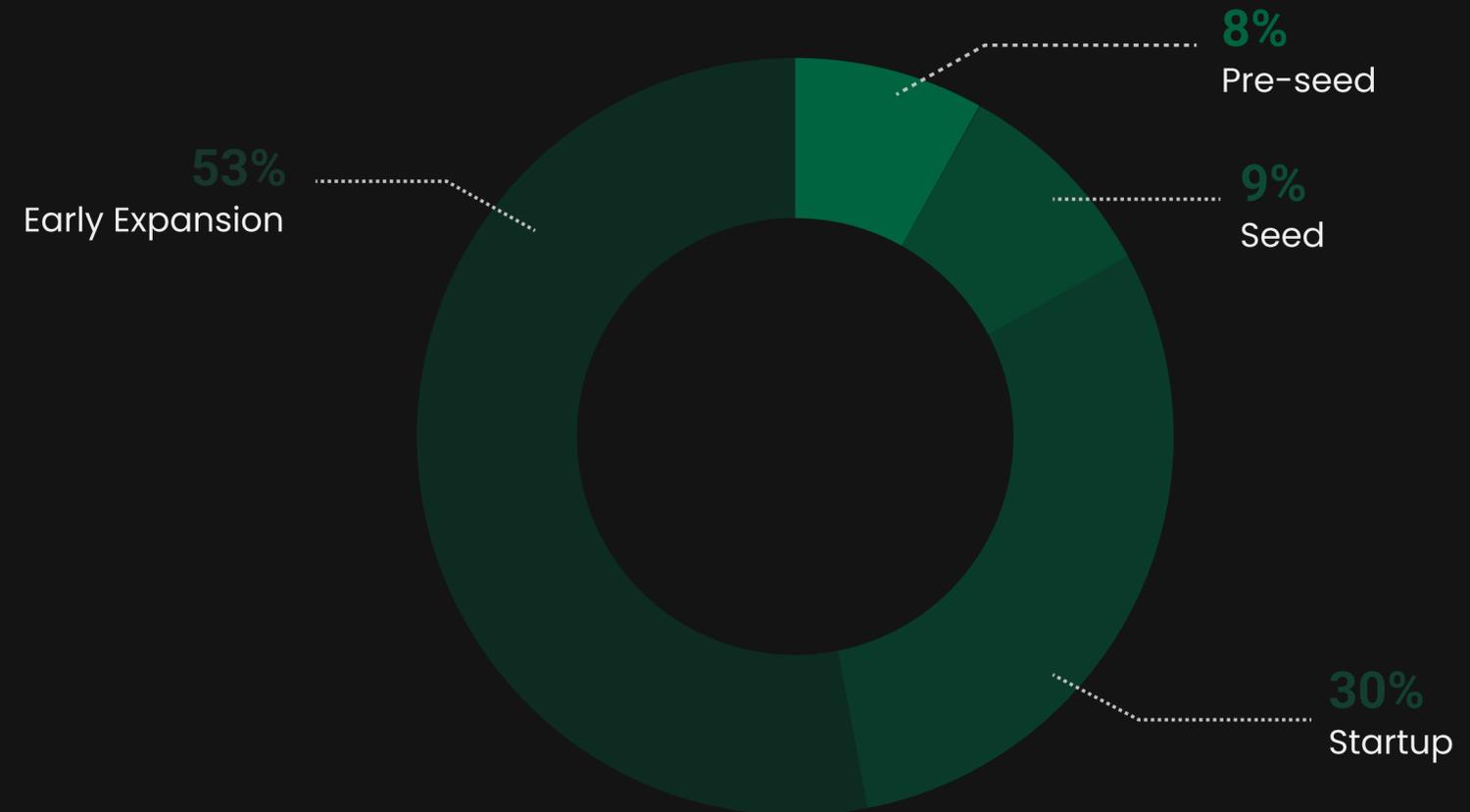
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Investment Focus

Business Stage

- The Fund will only make early-stage venture capital investments to businesses seeking pre-seed, seed, startup or early expansion investments.
- The Fund will focus on businesses during early stage development with a market-tested product and early stage product sales prior to an expansion and scaling strategy.
- Targeted businesses are typically within their first seven years of operation.



Allocation percentages are approximations only.
The manager will aim to construct a portfolio with investments allocated to the above proportions

Investment Focus

High Value Problems

The manager will assess the problem being solved by the investee company and the solution's potential value based on its primary target market. The assessment includes the feasibility of commercialising the solution and business model.

Track-Record, Capabilities And Alignments

The manager will assess the investee company's team track record and capabilities to execute their strategies and achieve their target projections by considering previous experience and accomplishments.

Regional Balancing

The manager will consider whether the investee company's solution, technology, and innovation will succeed in other regions worldwide. The fund will invest in highly scalable business models with a worldwide competitive advantage.

Blockchain, Web 3.0, Fintech, And AI

The manager will leverage their deep blockchain industry experience to invest in innovative technological sectors with high commercialisation potential or businesses with the potential to scale using blockchain or web 3.0 technology.

Deal Flow and Investor Network

High Value Problems

The manager will leverage their associated networks for investment opportunity deal flow and further capital funding for its investee businesses.

The fund will primarily source its deal flow from the manager's network.

The fund may also co-invest alongside the manager's network of investors as those investors may bring specific skills or resources that can contribute to the success of the investee's business plan.

Some of the managers-associated research labs that can help with deal flow are:

CloudTech-RMIT GreenCryptoLab

A research hub dedicated to advancing the technologies around green cryptocurrency. Key research includes Consensus algorithms, AI-Enabled Smart Contract Vulnerability Detection, and Scalability.

Molecular Hub (Mhub)

The first 'all resource' platform focusing on incubating and nurturing blockchain app startups in Hong Kong.

Exit Strategy and Requirements

Exit Strategy

- The fund will only seek investments that have an identifiable exit route.
- The fund will prepare appropriate exit mechanisms that are unique for each portfolio company.
- Exit options may include
 - Trade sales to end-buyers
 - Secondary sales to financial buyers
 - Management buy-outs
 - Taking the portfolio company public

ESVCLP Investment Requirements

ESVCLP funds must comply with investment conditions, therefore generally avoid:

Investments in property development, land ownership, finance, insurance or construction.

Investments in a business with assets of more than A\$50 million at the time of initial investment.

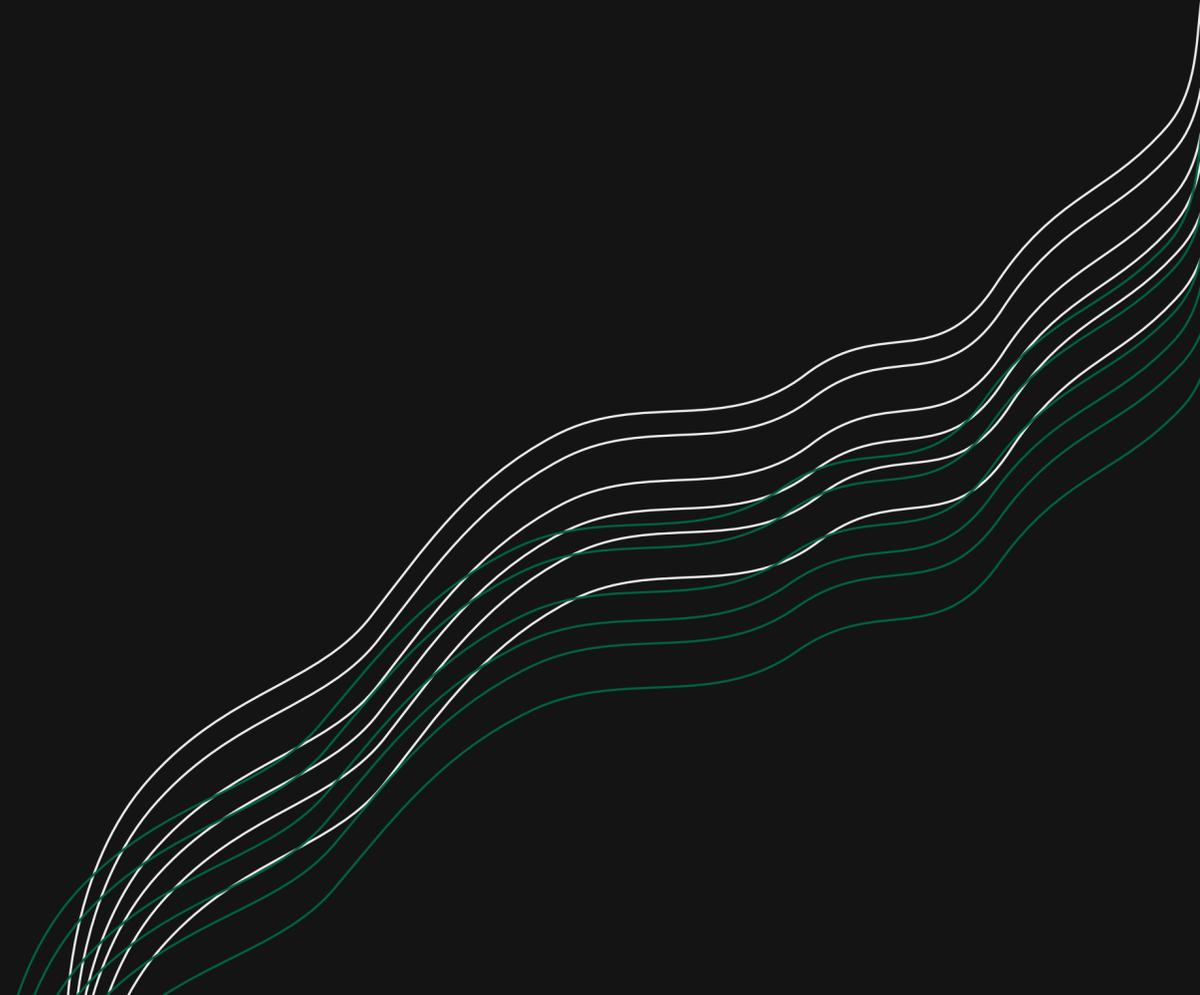
Investments outside of Australia, unless the investments in the aggregate are less than 20% of committed capital as permitted under the Venture Capital Act.

Investments that would cause the Fund's total investments in one business to exceed 30% of committed capital.

Other investments that are inconsistent with the investment registration requirements as set out in section 9.3(2) of the Venture Capital Act.

Investment Process

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Investment Framework

Stage 1: Sourcing Investment Opportunities

The manager will search their associated networks, including:

- Investors
- Entrepreneurs
- Research groups
- Universities

The manager will also consider opportunities from:

- Accelerator programs
- Angel Investor Groups
- Crowdfunding platforms
- Government Initiatives
- Incubator Programs
- Venture Capital Firms

Stage 2: Screening Investment Opportunities

As the fund is registered as an ESVCLP, specific criteria must be met:

- Located in Australia (50% of staff and assets)
- Total assets less than A\$50 million
- In early stage development (less than seven years)
- Have a predominant activity that is not property development or land ownership, finance, insurance, construction, or making investments directed at deriving passive income.
- Not publically listed
- Total investment is not more than 30% of ESVCLP's committed capital.
- Held by the ESVCLP for at least 12 months.

Investment Framework

Stage 3: Due Diligence And Negotiation

The manager will negotiate deal terms unique to each investment opportunity and conduct thorough investigations. The manager's investigation may include:

- Technical due diligence on the product and technology
- Background checks on the founders and key investors
- Competitor Analysis
- Market research and market sounding
- Financial due diligence on the financial forecasting and assumptions
- Identifying value-add opportunities
- Valuation Analysis
- Considering any exit opportunities

Stage 4: Making And Holding Investments

The Fund is an established ESVCLP. Therefore, investments will generally be held for a minimum of 12 months in order to satisfy the ESVCLP requirements.

The Fund will typically hold investments for 2 to 5 years. During the investment period, the manager will aim to act on any value-add strategies and prepare for any follow-on investment rounds.

Exiting Investments

Exit Strategy

As a part of the due diligence process, the manager will regularly identify and review appropriate exit strategies for each portfolio asset.

One key factor when choosing investments for the Fund is investments that have an easily identifiable exit route within the intended investment terms. The optimal exit strategy is one that is viable and promises the most attractive returns within the shortest possible time frame.

Exit Mechanism

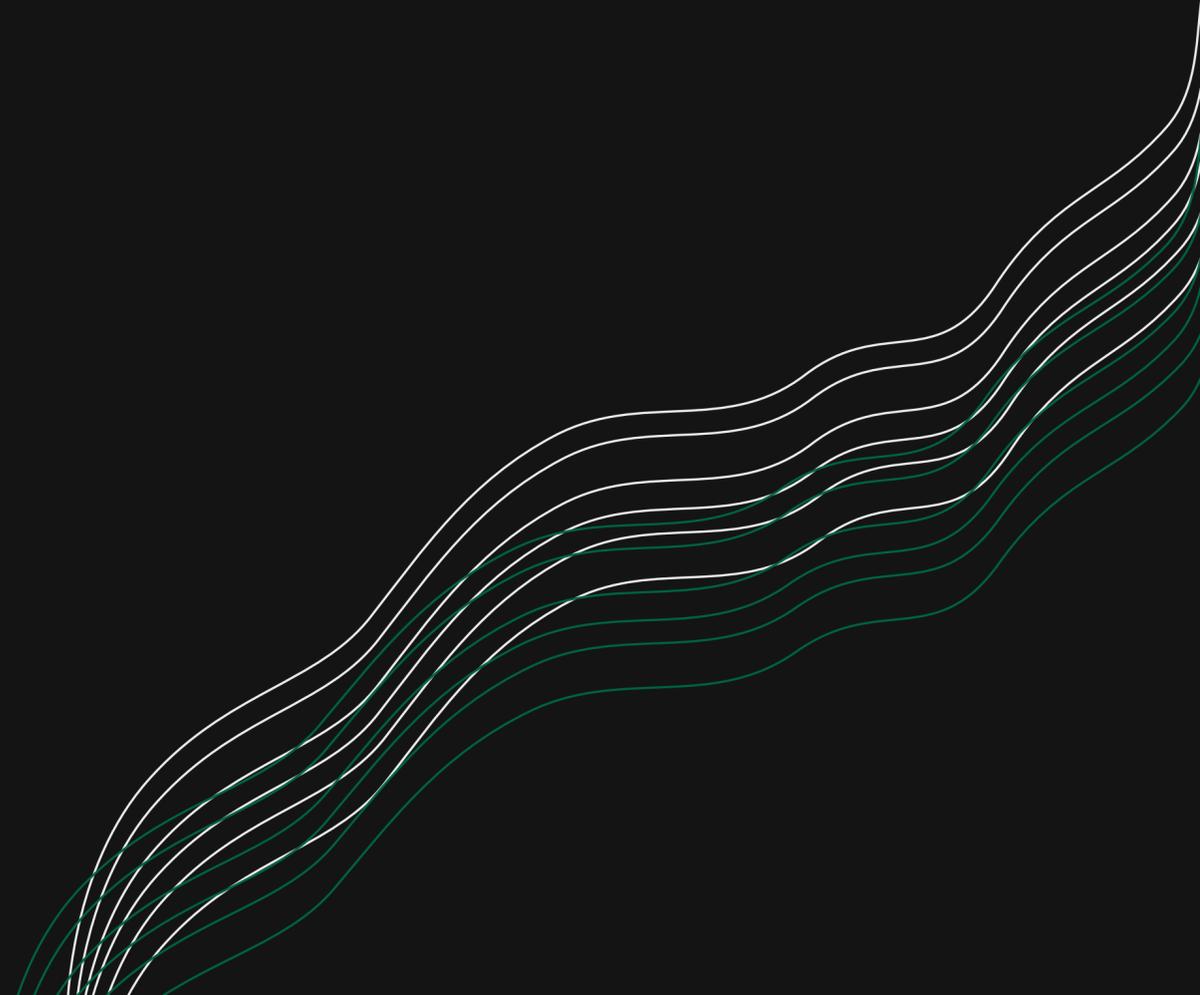
The fund will devise appropriate exit mechanisms and timing according to the unique circumstances of each portfolio business.

Possible exit options will include, but are not limited to:

- Trade sales to end-buyers
- Secondary sales to financial buyers
- Management buy-outs
- Taking the portfolio business public in situations where critical mass is achieved

Risk Management

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Risk Management

Fund Specific Risks

Due to competition for investments, the manager may not find a sufficient number of investments to meet the Fund's objectives. The geographical diversity of investments may be limited, and as such, investments of the Fund could become highly concentrated.

If the Fund cannot raise A\$10 million in committed capital, the Fund will no longer act as an ESVCLP.

In the case of follow-on investments, there is no assurance that sufficient funds will be available for such additional investments.

The Fund may have investments in entities that do not confer control; therefore, the ability to influence performance and execute strategies may be limited.

The Fund is registered as an ESVCLP and therefore has limited available investments; if the Fund breaches the ESVCLP, the registration could be revoked.

The Fund's success will predominantly rely on the manager and the experience and expertise of the manager's employees.

Risk Management

General Risks

Past performance is not necessarily a guide to future performance. There is no assurance that suitable investments can be made promptly, nor is there a guarantee that the investments will be profitable.

Investments may have substantial revenues or operations outside of Australia and are thereby subject to inherent risk.

The committed capital will be denoted in A\$. However, fund investments may be made in, exposed to, or sold for, other currencies. Foreign currency exposure of the Fund may be unhedged.

The performance of the investments of the Fund will depend to some extent on the general level of economic activity and risks within specific industries. Macroeconomic trends and shocks may negatively impact the Fund's performance.

Changes in legal, tax and regulatory regimes may have an adverse effect on the Fund and Limited Partners.

Risk Management

Risk Mitigation

The Fund will mitigate risk by leveraging the skills and experience of the Manager, Investment Committee, and Advisory Team by actively reducing the risk of early-stage venture capital investments where possible.

The Fund will reserve approximately 50% of its committed capital for follow-on funding of its investee businesses.

Where appropriate, the manager will seek a position on the Board of Directors of the investee business to ensure adequate business strategies.

The manager will seek to co-invest with other investors that can play an essential value-adding role in the investee business, increasing its likelihood of success.

The manager and investment team will also conduct due diligence, monitor performance, and provide investee businesses experience, skills and resources.

The manager will maintain a suitable level of diversification to minimise risk.



Thank You

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