



RAPID NUTRITION LTD

This is a Small Scale Offer to issue Securities in the form of Ordinary Shares in

Rapid Nutrition Limited
ACN: 098 389 836

Opening Date: 5th day of October 2009



Rapid Nutrition Limited intends to raise \$500,000 through this Offer Document:

Round 1

6,250,000 @ \$0.04 cents per Ordinary Share in return for the capital contribution of **\$250,000**

Round 2

3,125,000 @ \$0.08 cents per Ordinary Share in return for the capital contribution of **\$250,000**

Note: Both Rounds 1 and 2 are being offered *consecutively* as each Application is received.

Additional Rounds

Any additional Rounds of capital raising will be wholly contingent upon the Company's Round 1 and Round 2 capital raising being fully subscribed. The Company may elect, at its sole discretion, to offer Securities for Round 3 (or more) to remaining concessions covered by s708(1) of the *Corporations Act 2001 (Cth)* (hereinafter 'the Act') or to any sophisticated, professional or other excluded investors pursuant to section 708 of the Act. Any such Offer may be made through a Supplementary Offer Document or an Investment Memorandum. Should there not be any sophisticated, professional investors or remaining concessions, an additional Round/s may be made under full disclosure.

DISCLAIMERS & WARNINGS

In any stage of capital raising being undertaken, the pricing of the securities provides investors with a guide only and the price paid for securities will always be a matter for negotiation between the parties. The Company makes no representation about the underlying value of the securities on offer. Prospective investors must make their own assessment about whether the price of the securities being offered represents fair value.

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- (b) The information contained in this publication has been prepared by or on behalf of the Company. Neither ASSOB Pty Ltd ACN 114 772 020 (hereinafter 'ASSOB'), Stepping Stone Equity Pty Ltd ACN 125 614 333 its associates or agents have undertaken an independent review of the information contained in this publication;
- (c) The information contained in this publication about the proposed business opportunity and the securities or scheme interests is not intended to be the only information on which the investment decision is made and is not a substitute for a disclosure document, Product Disclosure Statement or any other notice that may be required under the Corporations Act, as the Act may apply to the investment. Detailed information may be needed to make an investment decision, for example: financial statements; a business plan; information about ownership of intellectual or industrial property; or expert opinions including valuations or auditors' reports;
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ASIC CLASS ORDER 02/273 PROMINENT STATEMENTS

The information contained in the Publication about the proposed business opportunity and the securities or scheme interests is not intended to be the only information on which the investment decision is made and is not a substitute for a disclosure document,

Product Disclosure Statement or any other notice that may be required under the Act, as that Act may apply to the investment. Detailed information may be needed to make an investment decision, for example: financial statements; a business plan; information about ownership of intellectual or industrial property; or expert opinions including valuations or auditors' reports.

A prospective investor is strongly advised to take appropriate professional advice before accepting an offer for issue or sale of any securities or scheme interests.

FUTURE STATEMENTS

Except for historical information, there may be matters in this publication that are forward-looking statements. Such statements are only predictions and are subject to inherent risks and uncertainty. Forward-looking statements, which are based on assumptions and estimates and describe the Company's future plans, strategies, and expectations are generally identifiable by the use of the words 'anticipate', 'will', 'believe', 'estimate', 'plan', 'expect', 'intend', 'seek', or similar expressions. Investors are cautioned not to place undue reliance on forward-looking statements. By its nature, forward-looking information involves numerous assumptions, inherent risks and uncertainties both general and specific that contribute to the possibility those predictions, forecasts, projections and other forward-looking statements will not occur. Those risks and uncertainties include factors and risks specific to the industry in which the Company operates as well as general economic conditions and prevailing exchange rates and interest rates. Actual performance or events may be materially different from those expressed or implied in those statements.

All forward-looking statements attributable to the Company or persons acting on behalf of the Company are expressly qualified in their entirety by the cautionary statements in this section. Except as expressly required by the Act, the Company undertakes no obligation to publicly update or revise any forward-looking statements provided in this publication whether as a result of new information, future events or otherwise, or the risks affecting this information. None of the Company, its officers or any person named in this publication with their consent, or any person involved in the preparation of this publication, makes any representation or warranty (express or implied) as to the accuracy or likelihood of fulfillment of any forward-looking statement except to the extent required by law. The forward-looking statements reflect the views held only as at the date of this Offer Document.

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I. EXECUTIVE SUMMARY

Rapid Nutrition is an established and successful Australian company that offers not only a proven and comprehensive weight loss and maintenance system, but is working towards a future that will see it become a major provider of health-care solutions, with a world-first natural anti-viral remedy in its final stages of testing, and an organic Halal skincare range presently in pre-production.

The company's number one goal is to be the supplier of choice globally by offering the consumer advanced formulas, containing the highest quality ingredients, resulting in maximum results. This will be achieved through the initiatives of their team expertise, the creation and supply of premium health and nutrition products, and by catering for everyday people in today's busy world.

The company has an experienced and highly regarded management and R&D team, and are able to offer all of their products in bulk, OEM, or as finished products.

From A Great Idea To An International Business

Rapid Nutrition started life as the idea of former Policewoman and mother-of-three Leisa St. Ledger, who was having difficulty losing the excess weight gained whilst pregnant with her second child. Disenchanted with the weight-loss techniques and products on the market, Ms St. Ledger began working on research and development for *Leisa's Secret* – a set of weight-loss products that address the many issues that other products fail to do so. Since its inception, considerable media attention, including

an incredible five runs on national current affairs program *Today Tonight*, has seen *Leisa's Secret* go from a working mother's great idea to a product that is exported to various countries all around the world.

An Investment In An Established And Expanding Healthcare Solutions Company

Rapid Nutrition has already achieved sales and financial success in domestic markets, with success in international markets growing every day. The company is in the final stages of developing an all natural herbal antiviral remedy which will be effective in combating influenza and a range of other illnesses.

Rapid Nutrition is also expanding its existing international markets by negotiating a number of international trade and distribution deals that will see the established *Leisa's Secret* range, plus their up-and-coming products, reaching a global customer base with various significant international contracts already secured.

The purpose of this Company Share Offer is to raise capital to complete the testing and development for the herbal antiviral, to further the research into the Halal Skincare range, to help establish additional international trading deals and to investigate new markets for expansion.

The opportunity to invest in Rapid Nutrition will provide potential investors with a share in a company with an established and proven product line coupled with a further opportunity through its research and development products.

A SUCCESS STORY

My Name is Simone and I had previously lost about 12-15kg in 9 months the hard way, but could not get passed that 74kg mark, I have been stuck there for months no matter how much gym work I did, then 12 weeks ago I come across *Leisa's Secret* and being a diabetic I cannot usually have meal replacements etc... but with *Leisa's Secret* I could, so I decided to do it. Now 12 weeks later I am not 74kgs I am now 66kgs from a size 16 to size 12 and another 38cm smaller and lost an other 7% of body fat, so I have to say thank you to *Leisa's Secret* for helping me achieve this I still want to lose about 6kgs but I now know I can do it I also have 2 pre school daughters who now really love their new smaller mum, but the best part is when they tell people "my mum has a SPECIAL SECRET to get skinny" it is so adorable, so I know it is not only making me happy but my family also.

After this amazing journey I have now become a *Leisa's Secret* consultant as I want it to no longer be *Leisa's secret* but for everyone out there as *Leisa's Secret* is definitely a product every overweight person should experience.

– Simone Collins



2. COMPANY PRODUCT/S OR SERVICES

The *Leisa's Secret* range is the flagship set of products for Rapid Nutrition, and is designed as a comprehensive weight loss and weight maintenance system that addresses the issues that many other dieting systems fail to recognise.

One of the side effects of other dieting aids using a 'one size fits all' approach - where all of the essential ingredients are crammed into the one formula - is that this often compromises the quality and effectiveness of the individual components. As such, the *Leisa's Secret* product range has been developed as a result of extensive research and is TGA listed to utilise an optimum ratio of each ingredient to achieve the most effective dose of that component.

Leisa's Secret Premium Meal Replacement

Leisa St. Ledger, a former police officer and now a working mother of three, developed the *Leisa's Secret Premium Meal Replacement* after the birth of her second child. During this time, Ms. St. Ledger was fighting unwanted weight gain due to a reliance on snacks and quick fix foods. With a reduced amount of time to be able to prepare the nutritious meals vital to aiding in weight loss, she started investigating the various dietary options for weight loss, but found none to be satisfactory.

By employing proven research and studies based on reliable scientific evidence, Ms. St. Ledger went on to develop the *Leisa's Secret Meal Replacement*. Each serving contains Soy Protein, which is rich in isoflavones, and Whey Protein, which is high in Branched-Chain Amino Acids which are essential for muscle repair and toning.

In addition, the formula contains a blend of simple and complex carbohydrates to ensure that energy levels remain high, a variety of carefully selected vitamins and minerals including calcium, iron and folate, and Chromium, which helps to reduce sugar cravings.

Leisa's Secret Premium Meal Replacement also has Inulin, a soluble dietary fibre that promotes a healthy digestive system and helps to provide a feeling of fullness, and finally Lecithin, which is a major source of choline which helps the body to burn fat and breakdown cholesterol as proven by recognised scientific studies.

Leisa's Secret Energize

A common failure of weight-reducing diets is their deficiency in essential vitamins and minerals, which will then often see dieters turning to common energy-boosting pills or formulas that offer little more than the B-complex vitamins.

Leisa's Secret Energize offers a complete formula that is not only a fantastic addition to any weight loss program, it is also extremely effective by itself to combat stress and give you a welcome 'lift' when you're feeling run down or tired.

As well as sustaining a healthy body system, these essential nutrients promote energy production and fat burning - both vital to the natural body processes engaged in weight loss and weight control. A further ingredient, Siberian Ginseng, increases stamina, endurance and physical performance, and promotes oxygen metabolism and the conversion of fat into energy.

Leisa's Secret Advanced Thermo

Thermogenesis is the conversion of fats into heat and energy. Your body's Basal Metabolic Rate (BMR) manages this process, and the selected ingredients in *Leisa's Secret Advanced Thermo* promote optimal BMR.

It is known that Green Tea is one of the best natural sources of suitable Flavonoids (plant derived antioxidants) for increasing BMR. Caffeine synergistically increases the effect of the flavonoids in Green Tea. The mineral Chromium encourages the conservation of healthy muscle tissue while it plays another very important role in the whole body system, namely the burning of fat. Chromium is also a component of Glucose Tolerance Factor, a compound which the body produces to enhance cellular response to glucose—in other words, your body's glucose response. Your body's capacity to respond to glucose effectively is a vital part of losing weight.

Iodine and Tyrosine are essential components of Thyroid Hormones. BMR is slowed by an imbalance of these hormones, with the resulting effect on weight loss and weight control. The addition of these components is a further example of how *Leisa's Secret* outstrips other weight loss formulas currently on the market.

Leisa's Secret Resist

Leisa's Secret Resist is designed to curb appetite by utilising the natural fibres of Guar Gum and Pectin. Due to their properties as bulking agents, they swell in water in the stomach and cause a sensation of fullness. This signals to the body that its hunger is satiated.

Both Guar Gum and Pectin act to regulate blood sugar levels and prevent Reactive Hypoglycaemia, where a sudden rise in sugar levels causes body glucose levels to drop. Such a drop can lead to feelings of distress, excessive hunger, and sugar cravings.

The addition of the amino acids Glutamine and Tyrosine - which act as precursors to chemical neurotransmitters that aid in curbing the desire for carbohydrates and sweets - helps to make Leisa's Secret Resist an effective, natural appetite suppressant.

An Effective Weight Loss System

All of these components are packaged together in the Leisa's Secret Advanced Weight Loss System. The accompanying *Leisa's Secret Support Book* contains everything from diets to exercise regimes to help the user safely achieve rapid and enduring results. Each formula has been developed to work in synergy with each other for optimum effect, or alternatively each component can be used individually.

The *Leisa's Secret* range also includes two standalone books - *Do It Once - Diet Right* and *Recipes to Diet For*, written by Leisa St. Ledger to help clients get the most out of the high quality product range; accompanied by a supporting online video series personally featuring Leisa St Ledger.

In addition to the already well known brands the company is introducing its new anti-viral remedy and Halal skin care range which is well documented in Section 3



3. COMPANY STRATEGY

Rapid Nutrition offers not only a comprehensive weight loss and maintenance system, but is working towards a future that will see it become a major provider of health-care solutions, with a natural anti-viral remedy in its final stages of testing, and an organic Halal skincare range presently in the works.

The company's number one goal is to be the supplier of choice globally by offering the consumer advanced formulas, containing the highest quality ingredients, resulting in maximum results. This will be achieved through the initiatives of their own expert team, the creation and supply of premium health and nutrition products, and by catering for everyday people in today's busy world.

An Expanding Product Range

Whilst the flagship *Leisa's Secret* range has established itself in the market as a viable competitor to the 'bigger figures' in the weight loss industry, Rapid Nutrition are in the process of expanding their product collection to include both an all natural anti-viral remedy, and an organic range of Halal skincare products.

Herbal Antiviral and Preventative Therapy for Influenza

Rapid Nutrition's herbal antiviral is an oral treatment designed to combat influenza in humans. The product is formulated from two herbal extracts in high doses, presented in capsule form.

Dose is expected to be 2 capsules per day for prevention, and 6 capsules per day for treatment.

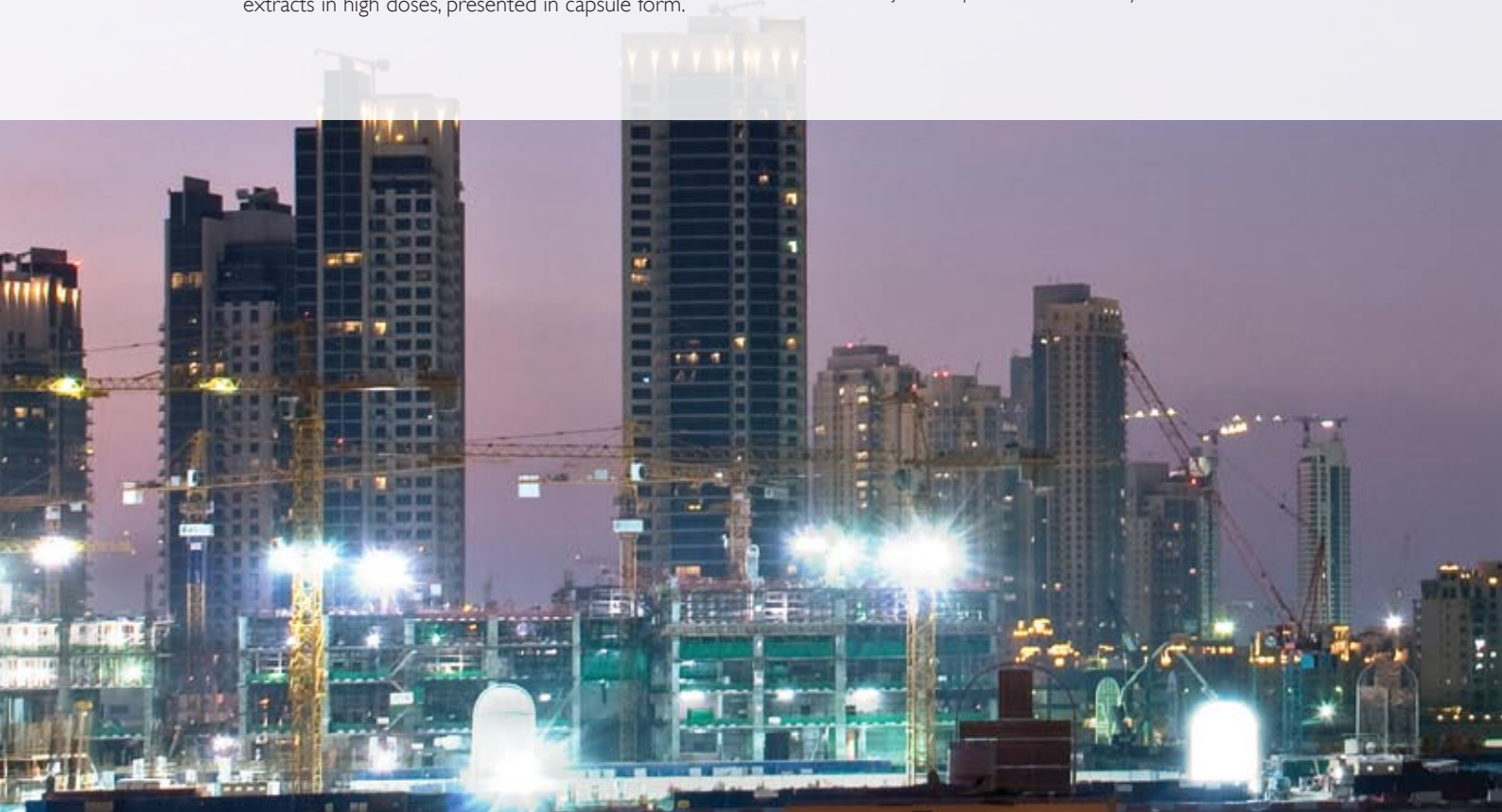
In Australia alone, according to government data (ABS), influenza affects 5-15 percent of the population and causes 1,500-2,500 deaths per year, as well as a staggering 15,000 hospitalisations. The common cold, on the other hand is the most common contagious illness. 50 percent of the population of Australia catch colds in winter; and 25 percent in spring.

These two illnesses are the main reasons for work absenteeism in Australia. At the moment the market is flooded with various drugs and vaccines that attack certain strands of these viruses but do not stop them at all stages like the natural antiviral, which acts to inhibit replication at every stage of the viral reproductive cycle.

The natural antiviral is based on *herbal concentrates that have been used for hundreds of years both in foods and medicines.*

Owing to its broad spectrum and non-specific mode of action, the antiviral should also be effective across a range of viral diseases. The common cold is likely to be both preventable and treatable. It is conceivable that related viral diseases would also be as avoidable.

Rapid Nutrition's herbal antiviral is the product of two years of intense research based on scholarly literature, in vitro testing, and continued clinical trials that will allow further development and an eventual launch of the product worldwide. The product stands to become a major competitor to the many ineffective



cold and flu remedies that are currently on the market. Instead of rehashing time old and 'accepted' ideas, Rapid Nutrition have formulated an anti-viral remedy that attacks viruses on a range of levels.

This is the first product of its kind in the world and Rapid Nutrition is currently in talks with several global pharmaceutical and healthcare companies who have expressed interest in acquiring the license to the product once the clinical is completed.

Halal Skincare Range

The Middle East is one of the fastest growing markets for organic and natural products. The Middle East Natural and Organic Products Expo 2008, held in Dubai, provided evidence that the Gulf markets are witnessing a huge conversion to organic products on the back of increasing shifts towards a healthier lifestyle.

Rapid Nutrition plans to capitalise on recent research and trends by introducing an 'Organic and Halal certified' Skincare Range that will see the company leverage its already well established Middle East distribution channels to market and sell the range.

Reaching Domestic and Global Markets

Rapid Nutrition has become an international success story, with exports markets throughout Asia, Europe, Middle East and Africa. As a result of this success, Rapid Nutrition was placed as a finalist in the

Queensland Premier's Export Awards.

These international markets, established by the *Leisa's Secret* range, will be able to be utilised once the *Azurene* and Halal Skincare ranges are ready for distribution.

Due to growing consumer inquiries from the United States, Rapid Nutrition has conducted initial pre-market research

for this high potential market. Rapid Nutrition is planning to expand into the United States by late 2010 in order to capitalise on the current market demand for effective weight loss products as well as Rapid Nutrition's new herbal antiviral.

Rapid Nutrition has also secured a licensing arrangement for Ireland and the United Kingdom with Ireland based company Rosspharma, which is scheduled to launch in January, 2010.

With a great degree of success already achieved domestically, Rapid Nutrition will further utilise lucrative international markets to increase market share and become one of the natural healthcare market leaders.



4. TARGET MARKET

Leisa's Secret

Rapid Nutrition's flagship weight-loss range has been highly successful in this very competitive market due to its broad appeal. As such, the company doesn't see Leisa's Secret as a product that targets specific demographics, but rather appeals to a wide range of customers that are looking to lose weight effectively. Couple this with the fact that many people looking to lose weight, or who have been trying to lose weight, have become disillusioned with the myriad of fad diets and highly restrictive eating and weight-loss product regimes, and Leisa's Secret presents itself as a viable option to those that want a better weight loss system.

Herbal antiviral

The herbal antiviral will prove to be an attractive option to those that take their health seriously, but don't want to ingest various antibiotics or take hit-and-miss vaccinations in order to combat influenza and the common cold. The market for natural products is currently increasing at an exponential rate, and therefore this entirely unique product stands to carve its own niche in the healthcare market.

Halal Skincare

Although the cosmetics market is highly competitive, research shows that there is a growing need for Halal approved skincare products. This provides an opportunity for Rapid Nutrition to develop a premium Halal Skincare range that will appeal to both domestic and international markets.

Recent research has also shown that people in the Middle East are taking more of an interest in using different beauty and personal care products – for many, a product that conforms to Halal specifications will be a necessity, and will give *Rapid Nutrition's Halal Skincare* range a unique edge over other competitors already in this industry.

Overall, Rapid Nutrition aims to become a major player in the natural healthcare market. Their increasingly broad range of products will appeal to a society that is becoming ever more conscious about using quality natural products in order to achieve a healthier lifestyle.



5. MARKETING STRATEGY

Whilst utilising traditional marketing techniques - such as purchasing advertising space in magazines and on television - Rapid Nutrition has achieved a high degree of exposure for *Leisa's Secret* in Australia through utilising mainstream current affairs programs, as well as print and radio media outlets which can be obtained from the media page on the company web site at http://www.leisassecret.com/weight_loss_secret.php.

Much of this has been based around the story of mother-of-three Leisa St. Ledger, who initially developed the weight-loss range as a reaction to a lack of quality products on the market. Her face and signature have become a recognisable brand for the product, and gives *Leisa's Secret* a grass roots appeal that has earned it the media attention it has received. As such, a highly successful public relations campaign based around images of Leisa St. Ledger and her story will continue to be used to market and gain exposure for the *Leisa's Secret* range.

In addition to this, Rapid Nutrition has recently developed a highly effective online marketing system specifically designed to promote and sell the *Leisa's Secret* range. This system has been in development for the past 12 months and is scheduled to launch late 2009. The system will allow the products to be purchased easily by online marketers and resellers both domestically and internationally, and will markedly increase

Rapid Nutrition's visibility on the web. It will provide an online portal where international partners, distributors and customers can access for support. The system will provide online training and education personally from Leisa St. Ledger.

The site will also offer an online chat service where customers can ask questions and gain immediate feedback. This will also be of great service and assistance to the company's international distributors. Online training will be conducted on this portal that will allow Rapid Nutrition to train all their partners in all product lines and provide a state of the art marketing funnel and follow up system.

To further compliment Rapid Nutrition's online presence an attractive corporate website and adjoining e-commerce gateway has been recently created.

A series of weight loss training videos are also currently in production.

Continued marketing through the Australian government 'Natural Healthcare and Wellness Directory' will also give the products further global exposure, as well as increase the credence of the product range and brands.

Discussions with international distributors will also involve specific and targeted local advertising and public relations campaigns to promote the product range internationally.



6. COMPETITOR ANALYSIS

There are a number of competitors and products in the weight-loss industry, with more appearing every day. However, the *Leisa's Secret* range of scientifically formulated products has an edge over these competitors through a simple, no-nonsense approach that target the main issues relating to weight loss: replacing meals, burning fats, staying energized and resisting carbohydrates and some problem foods. Where programs like the *Atkins Diet* and *Optifast* encourage users to markedly alter their patterns of eating to a point that they are actually losing out on essential vitamins and nutrients, the *Leisa's Secret* range can be used in conjunction with a balanced diet in order to cut down food intake. In addition to this, the products also help users to get the necessary vitamins and minerals they need to lose weight and stay healthy whilst doing so.

Unlike programs like *Weight Watchers*, *Leisa's Secret* doesn't require customers to attend any meetings, which can be a barrier for those who are time poor. The products allow users to put together their own weight-loss regime, based on their own needs and personal goals.

Herbal Antiviral

Rapid Nutrition's herbal cold and flu antiviral has no direct competitors in its category, as it will be the first product of its type in the world. That being said, other cold and flu antiviral are on the market, but none are made entirely of natural products and none have the general virus attacking capabilities that Rapid Nutrition's Natural AntiViral offers. Whilst vaccines are used to target a specific form of a virus, the herbal antiviral inhibits viral reproduction at every stage of the cycle – a quality that will make the product highly beneficial in a world where the common flu presents a number of different strands every season.

With society becoming more and more conscious of the nature of things that we are putting into our bodies, the all natural antiviral stands to potentially take a large share of the cold and flu remedy market.

Skin Care

Whilst some companies are starting to come around to the idea of offering Halal certified personal care products, Rapid Nutrition's range will have a specific advantage as it will be marketed on its strength as a range that conforms to Halal requirements. This will sit in stark contrast to other companies who may have started specifying that some of their products are "Halal Certified" as an afterthought.

A SUCCESS STORY

Former Australian Wrestler, Kevin Rogers has wrestled with flab most of his life. But since trying *Leisa's Secret* his weight loss problems have hit the canvas. He has not only trimmed down 15kg's, he has now become a champion weight lifter winning national medals and he says it's partly due to *Leisa's* help...

"Two years ago I tried it, I enjoyed, and I have been on it ever since. I have now become a champion weight lifter winning national medals and it is partly due to *Leisa's* help. *Leisa's Secret* is a major contributing factor to my success in able to keep the weight off. In the initial stages last year I dropped about 15kg's in about a 20 week period. And I am actually going to use it a bit more extensively over the next few months to help me get down to the 56kg division. I am a former Australian wrestler and have wrestled with flab all my life. But since trying *Leisa's Secret* my weight problems have hit the canvas. *Leisa's Secret* is very convenient and it can be used in a whole range of different manners. If I am running short of time for breakfast it is very easy to pull together for that, mid morning, mid afternoon, it is very convenient. I now also run my own health club and have many of my customers achieving great results because of *Leisa's Secret*. It's great! Not only has it helped me, but it is also making my job very easy I have many satisfied customers thanks to *Leisa's Secret*."

Kevin Rogers

7. OBJECTIVES / ACTION PLAN

Immediate – October/November/December/January

Rapid Nutrition is scheduled to launch their product lines in both Saudi Arabia and Iran during December 2009, and then Ireland in January 2010.

During this period the Company will appoint AusExports Pty Ltd as its export agent to service current export markets, as well as to expand into new export markets and conduct pre-market entry research.

Short Term – October 2009 to June 2010

Rapid Nutrition are scheduled to finish the clinical study and launch the herbal antiviral globally during this period, as well as complete the development and research of the Halal Skincare range.

Additionally, the company will be launching its products in the United Arab Emirates, Egypt, Thailand, and completing pre-market research for a launch in the USA. Rapid Nutrition will also complete product registration of the *Leisa's Secret* range in Eastern Europe, specifically Poland and the Czech Republic, which has now already been successfully achieved ahead of schedule.

Medium Term - by December July 2010 to June 2011

During this time Rapid Nutrition will be launching into markets in Kuwait, Poland and the Czech Republic, the USA, as well as launching the Halal Skincare range through Middle East distribution channels.

The Directors consider that the funds to be raised in Rounds 1 and 2 will provide the Company with sufficient working capital to fulfil the objectives stated above. However, the Company's ability to effectively implement its business strategy over time may depend in part on its ability to raise additional funds and it will be undertaking a further Round/s of capital raising in order to sufficiently develop its long term business objectives.

Long Term – Beyond 2011

Past 2011 Rapid Nutrition will be looking to expand their market presence and distribution in both Europe and the Middle East, as well as expand the product range to sell through their existing global distribution networks. This will put the company in a position to commence developing an exit strategy to offer an IPO on a suitable major stock exchange in Australia - a plan to have completed within the next two to three years.

The Board will continuously look for ways to increase and enhance Shareholder value and wealth. This will not only focus on operational efficiency and profitability, but on matters such as expansion by product or service range, acquisition or merger, or through various exit considerations, such as trade sale, IPO here or overseas, backdoor or compliance listing, LBO or MBO. These opportunities will be considered by the Board as the Company develops.

8. FINANCIAL PROJECTIONS

Summary of Financial Projections

2008 – 2009	2009 – 2010	2010 - 2011	2011 – 2012
Earnings before Interest & Tax (EBIT) \$ 426,953	Earnings before Interest & Tax (EBIT) \$ 850,250	Earnings before Interest & Tax (EBIT) \$2,125,326	Earnings before Interest & Tax (EBIT) \$ 5,250,726

The company has traded successfully and profitably for 8 years and these financial projections provided above have been based upon that knowledge and the following assumptions:

- Expanding the company's healthcare range for increased volume sales both domestically and internationally.
- Increasing manufacturing capacity to accommodate increased demand.
- Launch of *Leisa's Secret* product range into current and new export markets where significant long term sales contracts and product registrations are already in place; namely in Ireland, Saudi Arabia, Kuwait, Iran, Egypt and the UAE. Four of these companies will be producing sales in early 2010.
- Thailand by virtue of it being the local market for AustExports will be addressed immediately. The company has completed registration for the majority of its *Leisa's Secret* products and sales to Thailand should commence early in 2010.
- Discussions with a company in Singapore are well advanced on an agreement for both retail and online distribution.
- Focus on and strengthen relationships with distributors in global markets where sales have commenced.
- Securing a global licensing/s agreement/s for the antiviral formula.
- Development and introduction of Halal Skincare range through the company's established global distribution channels.
- Form strategic alliances for key global distribution opportunities.

“

“It's just a great story ... and to me there are two parts to this great story, one, the product itself and two, the export success of these products ... from humble beginnings to this large enterprise ... it's a wonderful story.” – 4BC, Greg Cary (Presenter & Program Director)

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CHINA
UNITED KINGDOM
POLAND
KOREA
CZECH REPUBLIC



SAUDI ARABIA
YEMEN
UNITED ARAB EMIRATES

9. BOARD OF DIRECTORS AND MANAGEMENT

Board of Directors



Leisa St. Ledger – Executive Director

Leisa was a former police officer for eight years with a vast knowledge in health and nutrition. Leisa is the founder and creator of *Leisa's Secret* and the author of *Do It Once – Diet Right*.

She is the driving force behind the significant amount of media attention the company and products have attracted which has enabled the company to experience rapid growth within a very short time, and ultimately drawn interest from large international organisations.

Leisa is an integral part of the success of the *Leisa's Secret* products and her personal involvement educating and inspiring her customers has allowed her to connect closely with many of her customers and success stories.



Simon St. Ledger – Executive Director

Mr St. Ledger has over 18 years of experience in the health and wellness sector. He has managed a large health club which he expanded from 1000 members to over 3000 members within a three year period; he later coordinated the successful sale of this health club. During this time Mr St. Ledger also established the Australian National Weight Loss Clinic and aided in the consultation of its clients.

He has managed one of Australia's leading fitness equipment suppliers and advised large corporate bodies on establishing their own personal training studios and health clubs.

Mr St. Ledger has played an instrumental part, in conjunction with his wife Leisa, in developing, growing and guiding Rapid Nutrition to success over the past 8 years.

He has been personally responsible for securing multiple international sales contracts, licensing and distribution agreements which have enabled Rapid Nutrition to grow to where it is today.



Graham Moulden – Non-executive Director

Mr Moulden has over 20 years experience in the field of international business. He has predominantly worked for natural health and nutraceutical companies, in addition to working for four years as the Senior Export Advisor to the Health and Wellbeing sector of the Australian Trade Commission.

He has managed an Aloe Vera products company from the base manufacturing level through to coordinating the company's international sales. Companies that have benefited from Graham's experience include Bullivants Natural Health Products, Pan Pharmaceuticals, FH Faulding, Olive Products Australia and Hi-Tech Aloe Vera.

Mr Moulden has successfully introduced Australian products to a significant number of culturally diverse international markets in the Middle East, Europe and Asia. He has a comprehensive understanding of how to conduct global business and has had considerable success in sales.

Key Management



Ruth Kendon

Ms Kendon is a practicing naturopath and herbalist based in Sydney. She has degrees in Naturopathy and Botanical Medicine and has spent 24 years in private practice. She has also taught clinical nutrition and served on the Board of Directors of the National Herbalists' Association of Australia.

Ms. Kendon has outstanding credentials in both the theoretical understanding, as well as the day-to-day practical application of complementary and alternative medicines.

She also brings an extraordinary level of professionalism and accomplishment to the regulatory issues associated with complementary medicines. Ms Kendon has worked closely with manufacturers, practitioners, patients, sponsors and advertisers, and has had a close association with the regulatory authorities through her extensive consultations and submissions to the Therapeutic Goods Administration.

Ms Kendon was recently appointed to the role of Technical Manager for the Australian Self-Medication Industry and is Rapid Nutrition's devoted Naturopath who conducts all the research and development of the Rapid Nutrition product range.



Dr Wayne Davies

Dr. Davies is the Scientific Director of Rapid Nutrition's Herbal Antiviral Invention, and as such is responsible for design and interpretation of the in-vitro tests of the anti viral.

He operated a consultancy within the Department of Chemical Engineering at the University of Sydney from 1988 to 2004. In this time he wrote over 100 reports for clients in industry and government on such topics as plant and process design, organochlorine management and plant-failure litigation. In the same period, he designed a number of process plants for clients and went on to build several of these, carrying out such tasks as: process designer, plant designer, project manager, control engineer and commissioning engineer.

Dr. Davies has had extensive experience as a research scientist as well as a chemical engineer, working on the kinetic modeling of cellular functions at Massachusetts General Hospital and at Royal North Shore Hospital as well as microbial antigen production at Biotechnology Australia.

Dr Davies also has 12 years of immunology and cell biology at several hospitals: St Vincents, Darlinghurst under Ron Penny, Mass. General (USA) under To Stossel, Prince of Wales, Randwick, NSW with John Ziegler and Royal North Shore under David Nelson.

Corporate Advisors

Robin Lonergan Lawyer and Partner - at Macrossans Lawyers.

Address: Level 23, AMP Place, 10 Eagle Street, Brisbane QLD 4000
GPO Box 2763 Telephone: +61 7 3292 9777 Fax: +61 7 3292 9799

Spiro Hazidavis Accountant

Address: Level 1 198 Old Cleveland Road, Coorparoo, Brisbane QLD 4151
GPO Box 749, Stones Corner Qld 4151 Telephone: +61 7 3397 8300 Fax: +61 7 3397 8499



10. CORPORATE GOVERNANCE/CONTINUOUS DISCLOSURE

The Company has adopted sound practices of corporate governance. A process of continuous disclosure has been adopted relevant to keeping Directors, management, Shareholders and potential investors informed. In all the Company does, it is cognisant of subsequent requirements for due diligence in the event of a future merger, trade sale, takeover or listing.

Investors in Rapid Nutrition Limited are invited to undertake their own due diligence of the Company, its management and the Company's products or services, subject to signing a Confidentiality Agreement. Enquiries should be made to the Company directly.

11. FINANCIAL REPORTING TO SHAREHOLDERS

Rapid Nutrition Limited will ensure that in accordance with its duties under the Act, quarterly financial information will be made readily available to the Board and its Shareholders. The Company will produce an annual investor report incorporating Profit & Loss, Balance sheet, Cash Flow and Operations Report in accordance with International Financial Reporting Standards (IFRS). The Company's quarterly report will also be made available on the Company's 'Issuer Page' of the ASSOB website at www.assob.com.au/rnl

12. COMPANY INCORPORATION

On 28th September 2009 the Company lodged an Application with the Australian Securities and Investments Commission (ASIC) to convert the Company from a privately held entity (Pty Ltd) to an unlisted public company (Limited) and the Company is waiting for formal registration of this change in entity.

13. PURPOSE OF CAPITAL RAISING

The Company is seeking to raise an amount of \$500,000 through an issue of Ordinary Shares for the principal purpose of expanding overseas markets and the development of new products. The capital raising is being undertaken through this Offer Document in accordance with the capital raising provisions pursuant to *section 708* of the Act.

When all of the Shares on offer are taken up, the \$500,000 would represent an equity stake in the Company of approximately 14.15%.

A row of golden, spherical capsules, likely dietary supplements, is shown in a close-up shot. The capsules are arranged in a line, with the one in the foreground being the most prominent and in sharp focus. They have a smooth, reflective surface that catches the light, creating bright highlights and soft shadows. The background is a plain, light-colored surface, possibly white or light grey, which makes the golden color of the capsules stand out. The lighting is soft and directional, coming from the side, which emphasizes the three-dimensional shape of the capsules.

A SUCCESS STORY

Rachael Lindsay has spent thousands of dollars with her battle with the bulge, but nothing seemed to work. As quickly as she lost the weight she'd put it back on. Rachael says she was desperate and had nothing to lose but those unwanted kilos. So she thought she would give Leisa's Secret a try...and the results have been spectacular...

Up until two years ago, Rachael Lindsay, 54, had spent the last 25 years on fad diets, starving herself on and off, not realizing the devastating effects this would have on her metabolism. She had spent more money than she cared to remember on various products, always chasing an easy solution. Finally, Rachael had had enough and decided to make a more concerted effort to lose her extra kilos. At only 5'2 and weighing 108kg, it was a daunting task that lay ahead. Add to this the fact that Rachael has an underactive thyroid, Type II Diabetes and was using Hormone Replacement Therapy at the time, and there were many excuses she could have used for thinking it was all too hard.

It was suggested to Rachael that she try the Leisa's Weight Loss Blueprint, as a healthier way to lose her excess kilos. The eating plan stimulated Rachael's metabolism, which was just what she needed. Like many people, Rachael is a bread lover, especially sweet, fruit breads.

As well as commencing on Leisa's Weight Loss Program in December, Rachael also began an exercise program which involved a daily routine of cardio, light weights for strength building, and walking. The fitness program has been so successful and enjoyable, Rachael still maintains it.

By February, Rachael had lost 11.5kg and 42.9mm of body fat. By June, she had lost a whopping 30kg and has maintained her weight for over two years.

During the months of her initial weight loss, Rachel had to be taken off the Hormone Replacement Therapy. The effects of the withdrawal were crippling to her weight loss efforts, and resulted in a severe lack of energy and motivation. However, Leisa's program was always on hand, giving her support. The exercise program also provided Rachael with motivation. She felt a certain success and feeling of wellbeing by maintaining her exercise and keeping on track with Leisa's Secrets.

With the hard work now behind her, and easily able to maintain a healthier weight, Rachael can now indulge in a Brumby's Apricot Scroll, once a week, to satisfy her fruit bread craving.

Rachael says her new found health has given her a sense of achievement. There's no holding her back, instead she is looking ahead to what her next challenge might be.

Rachel Lindsay

14. MINIMUM SUBSCRIPTION REQUIREMENT

No Shares will be issued pursuant to this Offer Document until Minimum Subscription has been reached. The minimum amount sufficient to commence the implementation of the immediate business planning objectives of the Company pursuant to this Small Scale Offering is \$75,000 which will enable the company to progress its current export market development by way of immediate in-market visits to high priority markets with immediate effect. Ireland, Saudi Arabia, Iran, Kuwait, Egypt and UAE all have agreements in place and product registrations either completed or in the final stages. Four of these markets have the potential to produce sales by the end of the first quarter 2010.

Once Minimum Subscription has been reached, Shares allotted pursuant to this Offer will be issued and monies held in Trust will be allocated and released for the benefit of the Company. It will take up to ten (10) business days to process Share Application Forms ("Applications") and Application Monies through the Trust Account and thereafter the Company will issue certificates or holding statements to Shareholders which set out the number of Shares issued to each Shareholder pursuant to this Offer Document.

In the event the Minimum Subscription amount is not met within four (4) months of the Opening Date, then any monies so far subscribed will be refunded to Investors in full and without interest and this Offer will be withdrawn from the Australian Small Scale Offerings Board, pending further action from the Company.

15. THE OFFER

Two Rounds of funding have been anticipated in this Small Scale Offering.

The Company will offer for sale a total of 9,375,000 Ordinary Shares at an issue price of \$0.04 cents in Round 1 and \$0.08 cents in Round 2 which, when sold is intended to provide the required \$500,000.

The raising is expected to provide investors with a maximum amount of 14.15% equity in the Company.

However, before making any investment, investors are advised to take their own independent accounting, taxation, legal and any other advice they or their circumstances may require in considering an investment in Rapid Nutrition Limited. No person mentioned in this Offer Document will offer, or may be construed as offering advice to any potential investor in Rapid Nutrition Limited.

Investors should note that the company intends to offer a further 15,000,000 shares in a Round 3 offering but any additional capital raising will be wholly contingent upon the Company's Round 1 and Round 2 capital raising being fully subscribed.

The Company may elect, at its sole discretion, to offer additional Securities to remaining concessions covered by s708(1) of the Act or to any sophisticated, professional or other excluded investors pursuant to section 708 of the Act. Any such Offer may be made through a Supplementary Offer Document or an Investment Memorandum. Should there not be any sophisticated, professional investors or remaining concessions, any additional Round/s may be made under full disclosure.

Please note that at any stage of the capital raising process, the pricing of the securities provides investors with a guide only and the price paid for securities will always be a matter for negotiation between the parties. The Company makes no representation about the underlying value of securities on offer. Prospective investors must make their own assessment about whether the price of the securities on offer represents fair value.

16. IMPLIED CAPITALISATION

Upon completion of the Company's capital raising objectives, at the close of **Round 2**, Rapid Nutrition Limited would have a conservative implied capitalisation of approximately **\$5,300,000**.

17. USE OF PROCEEDS

The following is a summary of the proposed use of funds. The amounts in the table may be subject to variation.

Round 1 Funding	
1st Quarter - Export Development	\$52,445
Launch of online website marketing system	\$50,000
R&D for Organic Skin Care Range	\$26,930
Commencement of Clinical Study for Herbal Antiviral	\$100,000
Cost of Raising Funds	\$20,625
Total	\$250,000

Round 2 Funding	
Manufacturing and launch of Herbal Antiviral formula	\$129,375
2nd Quarter – Export Development	\$47,115
Marketing online website marketing system	\$52,885
Cost of Raising Funds	\$20,625
Total	\$250,000

Total Funding Rounds 1 and 2	\$500,000
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18. HOW TO APPLY FOR SHARES

An Application to subscribe for Shares pursuant to this Offer may not legally be included in this Offer Document and any interested investors are to request an Application from the person whose name and contact details appear at the end of this Offer Document at Section 36.

The Offer made pursuant to this Offer Document is made only to the addressee of the Offer and only the addressee may complete the Application and subscribe for the Shares offered pursuant to this Offer. To that extent, neither the Offer Document nor the Application may be handed to any member of the public.

Applications should be for an average minimum parcel of 625,000 shares or \$25,000 in Round 1 and 312,500 shares or \$25,000 for Round 2. A completed Application must be accompanied by a single payment in the full amount as per instructions on the Application form.

For Overseas Investors, a completed Application must be accompanied by a telegraphic transfer (TT) receipt or electronic funds transfer (EFT) receipt, made payable to the Trust Account nominated on the Application. All funds sent from overseas, when converted to Australian dollars, must be the same Australian dollar amount inserted in the Application – clear of bank fees. Funds must arrive as a single deposit for the full amount with the three letter ASSOB Code reference 'RNL', plus the investor name and date of transfer.

Application Monies for Shares offered pursuant to this Offer Document will be held in trust until allotment of those shares (subject to reaching the

prescribed Minimum Subscription requirement).

For sophisticated investors who, pursuant to s708(8)(c) of the Act, are able to provide a certificate from a qualified accountant and for other excluded investors under s708 of the Act, the subscription amount is limited by the total number of Shares to be raised through this Offer Document.

The Directors reserve the right to accept any Application in full, accept any lesser number of Shares, or decline any Application. Applicants must not assume that the Shares they apply for, or any number of Shares, will be issued to them in response to their Application and before dealing in any Shares, Applicants must satisfy themselves as to their actual holding of Shares.

In the event any Application is rejected, in whole or in part, the relevant Application Monies will be refunded to the investor in full without interest. Where the number of Shares issued is less than the number applied for by the Applicant, the surplus Application Monies will be refunded by cheque within thirty (30) days after the Closing Date. Where no Shares are issued, Application Monies will be refunded to the investor in full by cheque within thirty (30) days of the Closing Date.

The Company will issue certificates to Shareholders once Minimum Subscription has been reached and Shares have been allotted, which sets out the number of Shares allocated to each Shareholder pursuant to this Small Scale Offering. Should there be any change to an Applicant's holdings; a new certificate will be provided upon delivery to the Company of the original certificate for cancellation.

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“Australia’s now the 2nd fattest nation on earth. For the last few years I have had additional treatment to this program using *Leisa’s Secret* weight loss program. Some of these patients are so successful on *Leisa’s Secret* that I find them maintaining *Leisa’s Secret* into the future. I have some very successful patients as a legacy of the *Leisa’s Secret* diet.”

– Dr Douglas Nicholson – Obesity Expert and Specialist Surgeon

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19. OPENING AND CLOSING DATES

The Opening Date of this Small Scale Offering is 5th October 2009 at 9am ESDT and the Closing Date will be 4th October 2010 at 5pm ESDT, unless fully subscribed earlier. The above date is indicative and subject to change. Rapid Nutrition Limited reserves the right to change the dates and times of the Offer without notice, whether fully subscribed or not. Rapid Nutrition Limited also reserves the right to extend the closing date for Applications without prior notice. Prospective investors are encouraged to submit an Application for Shares as early as possible.

20. AVERAGE INVESTMENT PER INVESTOR

The average investment per investor is \$25,000 in Round 1 and \$25,000 in Round 2, which may be negotiated between the Company and the Applicant.

21. AVERAGE SHAREHOLDING PER INVESTOR

The average parcel of shares available per investor is 625,000 Ordinary Shares at \$0.04 cents in Round 1 at \$25,000 per investor and 312,500 Ordinary Shares at \$0.08 cents in Round 2 for \$25,000 per investor; which may be negotiated between the Company and the Applicant.

22. LIMITED LIABILITY

In accordance with the Act, the liability of shareholders is limited to the fully paid value of the shares held. If partly paid shares are held and a call is made, the holder is liable to pay the call. An investor taking up shares in a company knows from the outset the extent of their individual liability and should seek appropriate professional advice to determine in the investment is suitable.

Rapid Nutrition Limited does not intend to issue any partly paid Shares.

23. OWNERSHIP STRUCTURE

The Directors, present owners and existing shareholders have invested considerable money, time and effort in research, development, intellectual property, contracts, processes and systems of the business to achieve this stage of the Company's development. For this contribution they will retain 85.85% of Rapid Nutrition Limited from the outset.

24. DIVIDEND POLICY

The initial objective of Rapid Nutrition Limited is to obtain sufficient working capital to enable it to fully develop its strategic business plan. The ability of Rapid Nutrition Limited to pay and the amount of any dividend in the future is dependent on many factors, including its future capital and research and development requirements and the financial position generally of Rapid Nutrition Limited at the time. Many of the factors that affect the ability of the Company and the timing of those dividends will be outside the control of Rapid Nutrition Limited and its Directors. The Directors cannot give any assurance regarding payment of dividends in the future.

25. EXIT STRATEGY – AM I ABLE TO SELL MY SHARES?

Generally, an unlisted public company's shares can be traded through the company's share register (subject to any pre-emptive rights agreement or escrow restriction agreement). A shareholder may transfer by proper transfer or by an instrument in writing in any form authorised by the Act or in any other form that the directors may approve. The directors may only decline to register any transfer in circumstances where the transfer is not in a registrable form or where the Act provides or would require that the registration be refused. All share transfers and documentation relating to the transfer of shares must be documented in the company's share register and lodged at the company's registered office.

The Shares in Rapid Nutrition Limited are freely transferable in accordance with the provisions of the Constitution and the Act. However, as Rapid Nutrition Limited will not be listed on a stock exchange, at this time, it is unlikely that there will be an immediate market for the Shares. To that extent, the market for ordinary shares must be considered to be illiquid and likely to remain illiquid until such time, if at all, the Company lists on a stock exchange or is taken over by a company listed on a stock exchange.

It is the present intention of the Board of Directors to work towards an IPO listing on a suitable major stock exchange in the next 2 to 3 years.

26. ESCROW PROVISION

The original founding shareholders have entered into a voluntary restriction agreement with Rapid Nutrition Limited whereby the existing nominated shareholders agree that they will not transfer, sell or otherwise dispose of any more than 10% of each founder's shareholding for a period of twelve (12) months from the date on which the Company obtains any new investors onto its share register resulting from this Offer. A copy of the Voluntary Escrow Restriction Agreement is available to any interested party upon request to the Company.

27. CREATION AND ISSUE OF FURTHER SHARES

The issue of Shares is under the control of the Directors of Rapid Nutrition Limited. Subject to restrictions on the allotment of Securities to Directors or their associates contained in the Act, the Directors may allot or dispose of other Shares on such terms and conditions as they see fit. To obtain a definitive assessment of rights and liabilities which attach to this Offer, Shareholders should obtain a copy of the Company's Constitution and seek their own independent legal and accounting advice.

28. OTHER COMPANY INFORMATION

28.1 Patents, Trademarks, Intellectual Property

- *Leisa's Secret* registered trademark 892836
- Herbal Antiviral – provisional patent lodged 2008906133
- Therapeutic Goods Administration (TGA) listed products
Aust L 117412, 117411, 117655
- Domains: www.leisassecret.com,
www.doitoncedietright.com

28.2 Material Contracts

- GMP Manufacturing Agreement (5 year term with option to extend by Rapid Nutrition Limited)
- Distribution agreement 3 year term - South Korea (Launched already, with an option to renew for another 3 years after the first term)
- Distribution Agreement 5 year term – Saudi Arabia & Yemen \$12,500,000 (note this revenue incorporates Kuwait and Egypt)
- Distribution Agreement 5 year term – Iran \$5,000,000
- Distribution Agreement 5 year term – United Arab Emirates (with option to renew for another 5 years – anticipated revenue \$5,000,000)
- Distribution Agreement 5 year term – Kuwait
- Licensing agreement 5 year term – Egypt
- Licensing agreement 5 year term – Ireland & United Kingdom (with option to renew for another 5 years – Launch date scheduled for January 2010)
- Constitution – the Constitution limits the liability of the Company's Shareholders. It also contains the internal rules of the Company and defines matters such as the rights, duties and powers of directors and shareholders. In subscribing for Shares you will be bound by the Constitution of Rapid Nutrition Limited, a copy of which will be provided (free of charge) to any interested party upon request to the Company.

- Voluntary restriction agreement with Founding Shareholders
- The company has a single car loan with GE which expires on the 14th of October 2010

28.3 Website

The Company has a web site at (www.leisassecret.com) for the marketing and promotion of its products or services and is continually adding to and updating the site as the business develops.

28.4 Litigation

The Company is not engaged in any litigation.

28.5 Risk factors

Investors are invited to investigate the quality of the Company's products or services and its market share and its history of delivering those to its customers. The Directors are quietly confident that the additional funds being sought will enable the Company to capitalise a new phase of activity.

Some of the general risks faced by the Company include the unexpected development of radical new technologies, managerial and human resource problems, unexpected litigation and general economic fluctuations. Risk reduction strategies will be implemented where possible. Prospective investors should consider whether unlisted shares are an appropriate investment and, if in any doubt, should contact their accountant, financial planner, solicitor or other professional advisor.

29. RISK ANALYSIS

Risk	Mitigation
Unsuccessful raising the proposed capital	Delay R & D development of organic skin care range. The company will continue to develop this product range by reinvesting profits from the company's trading revenues.
Unable to secure license agreements for herbal antiviral	The company will launch the anti viral through its own distribution channels both domestically and internationally
Regulatory requirements change for product registration in various countries including Australia	The company will adapt and reformulate to meet any new regulations
Competition and increased pricing of raw materials and local manufacturing costs	The company will adapt and explore off shore manufacturing facilities if necessary to continue to offer competitive pricing or to compete with local competition

There can be no guarantee that the Company will achieve its stated objectives or that any forward-looking statements will eventuate. Accordingly, an investment in the Company should be regarded as highly speculative. This information does not purport to be a comprehensive statement of all risks; an investor should seek and obtain professional advice prior to deciding whether or not to invest in Rapid Nutrition Limited.

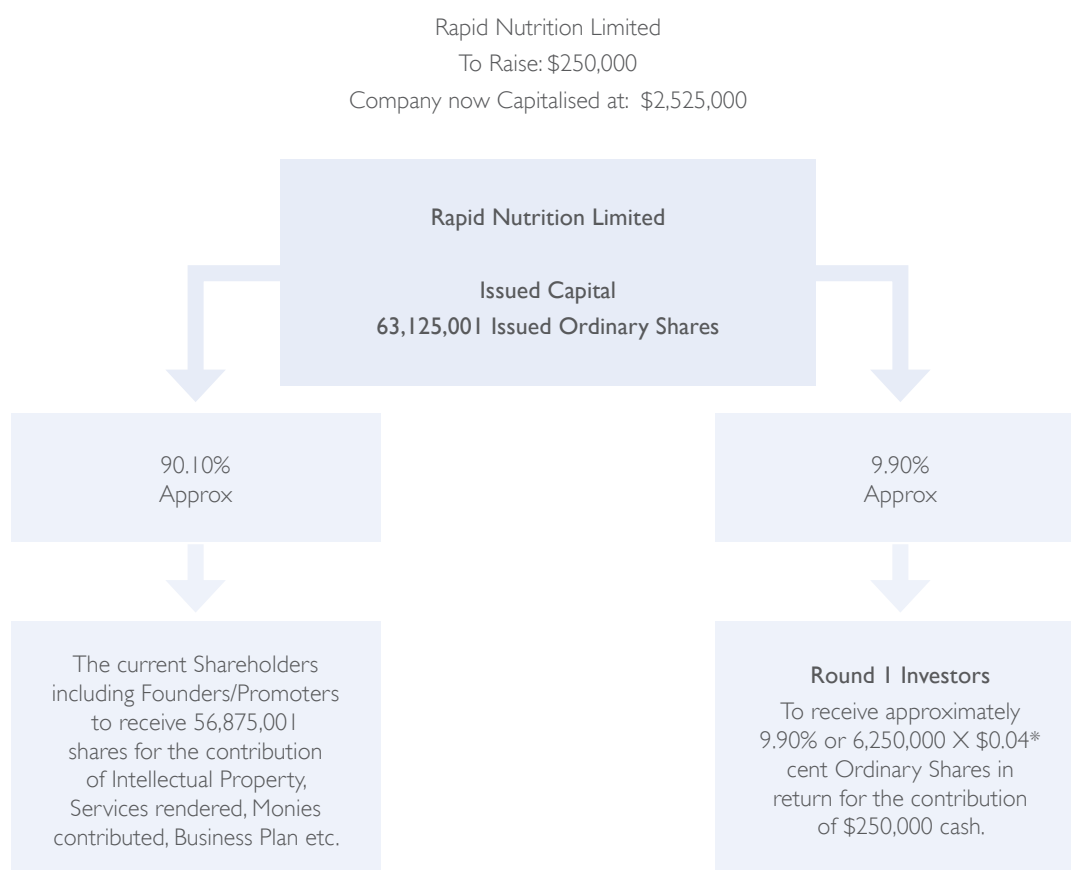
“

Leisa's Secret meal replacement program is giving the multi-billion dollar diet industry one hell of a shake up. *Leisa's Secret* is changing the lives of weight watchers everywhere. While the waistlines of *Leisa's Secret* clients are shrinking, *Leisa's Secret's* range and reach is expanding. Not just a meal replacement anymore ... *Leisa's Secret* contains an appetite suppressant, energy boosting tablets and a natural formula which helps kick-start a slow metabolism and it's being sold in 20 countries around the world.”

– Channel 7's *Today Tonight* (One of Australian television's leading a current affair programs.)

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30. ROUND I – STRATEGIC GROWTH PLAN (SGP)



Share Pricing - Round I:

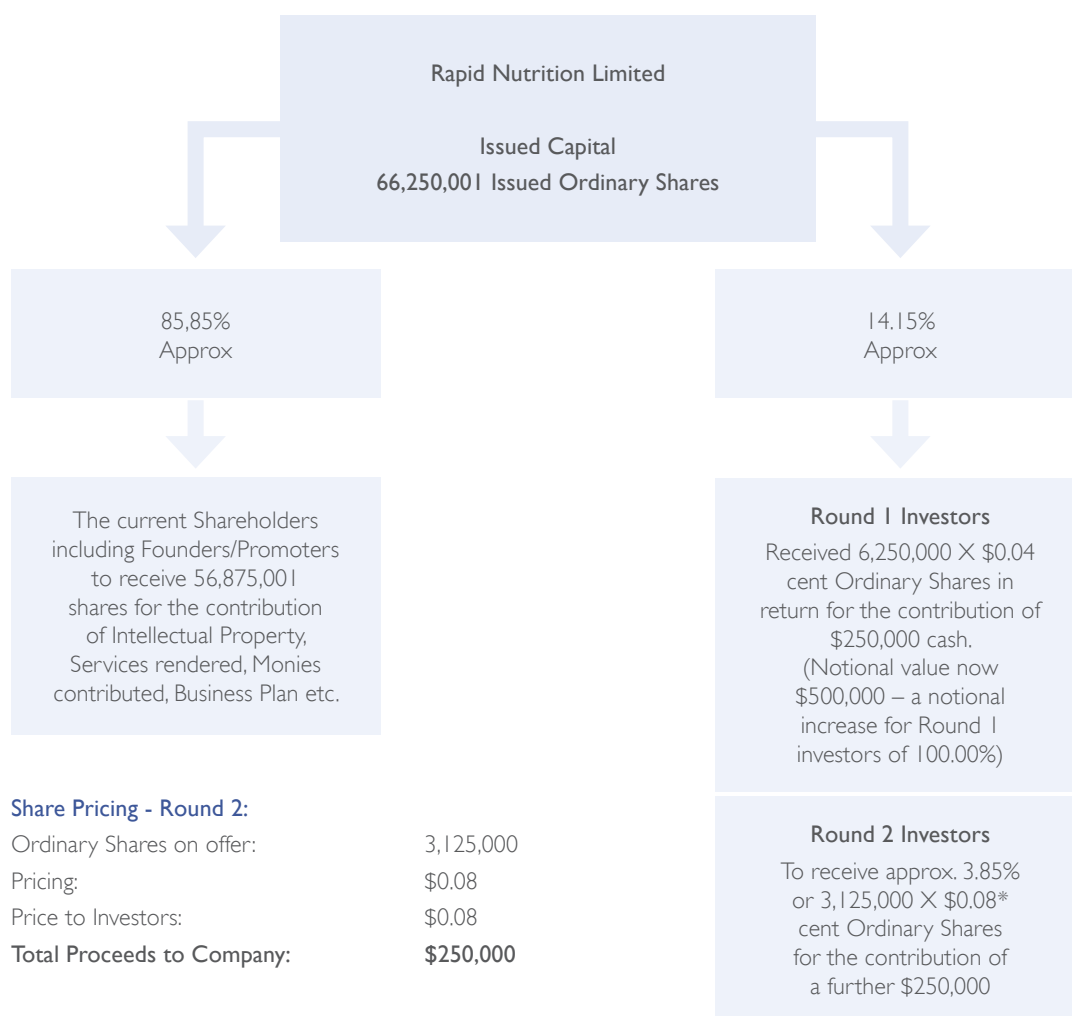
Ordinary Shares on offer:	6,250,000
Pricing:	\$0.04
Price to Investors:	\$0.04
Total Proceeds to the Company:	\$250,000

Investor Notes:

1. The stated capitalised value should not be construed as being a valuation of the Company. This figure is solely obtained by multiplying the quantity of Shares on issue by the current Offer price of this Round, i.e. Total Amount of Issued Capital x Share Price.
2. In any Round of capital raising being undertaken, the pricing of the Securities provides investors with a guide only and the price paid for Securities will always be a matter for negotiation between the parties. The Company makes no representation about the underlying value of Securities on offer. Prospective investors must make their own assessment about whether the price of the securities being offered represents fair value.

31. ROUND 2 – STRATEGIC GROWTH PLAN (SGP)

Rapid Nutrition Limited
 To Raise: \$250,000
 Company now Capitalised at: \$5,300,000



32. ROUND 3 CAPITAL – STRATEGIC GROWTH PLAN (SGP)

Received ordinary shares in return for a contribution of approximately **\$1,500,000** at a price yet to be determined.

Any additional Rounds of capital raising will be wholly contingent upon the Company's Round 1 and Round 2 capital raising being fully subscribed. The Company may elect, at its sole discretion, to offer Securities for Round 3 (or more) to remaining concessions covered by s708(1) of the Corporations Act 2001 (Cth) (hereinafter 'the Act') or to any sophisticated, professional or other excluded investors pursuant to section 708 of the Act. Any such Offer may be made through a Supplementary Offer Document or an Investment Memorandum. Should there not be any sophisticated, professional investors or remaining concessions, an additional Round/s may be made under full disclosure.

33. COOLING OFF PERIOD

Please note that if an investor enters into a contract to purchase shares from the Company within five (5) business days from attending an Investor Meeting, the investor can cancel (i.e. void) the contract without penalty or forfeiture. In the event the investor exercises this right, written notice must be provided to the Company within ten (10) business days from the date of the Meeting.

34. LEGAL JURISDICTION

This Offer Document does not constitute an Offer of Securities in any jurisdiction where, or to any person to whom, it would not be lawful to issue the Offer Document or make the Offer. It is the responsibility of any Applicant outside Australia to ensure compliance with any laws relevant to their Application. Any such Applicant should consult professional advisers as to whether any government or other consents are required or whether any formalities need to be observed to enable them to apply for and be allotted any Securities. No action has been taken to register or qualify the Securities or the Offer or to otherwise permit a public Offering of the Securities on offer in any jurisdiction outside Australia.

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“In my role as an expert Herbalist and Naturopath who was employed to design part of the Leisa's Secret program, I believe that *Leisa's Secret* offers some of the best products on the market today.”

– Ruth Kendon – Naturopath, Herbalist, Lecturer, Product Research and Development Director of National Herbalists Association of Australia

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35. GLOSSARY OF TERMS

This glossary of terms is provided to assist persons in understanding some of the expressions used in this Offer Document

\$ means Australian dollars

APPLICANT is used interchangeably with **INVESTOR** and means a person who applies for Shares in accordance with this Offer Document

APPLICATION means a valid application to subscribe for Shares offered under this Offer Document

APPLICATION MONIES means monies received from an Application in respect of an Application

ASIC means Australian Securities & Investment Commission

AUSTRALIAN SMALL SCALE OFFERINGS BOARD means the Internet-based bulletin board for small scale offerings operated by Australian Small Scale Offerings Board Limited (ABN: 109 469 383) at www.assob.com.au

BOARD means the board of directors of the Company duly appointed in accordance with the Company's Constitution

CLASS ORDER means the Class Order 02/273 Business Introduction or Matching Services as prescribed by ASIC

CAPITALISED VALUE means the quantity of shares on issue by the current offer price of the round

CLOSING DATE means twelve months from the Opening Date of the Offer Document

COMPANY means the entity as shown on the front cover of the Offer Document

CONSTITUTION means the constitution of the Company and all the amendments thereto

CORPORATIONS ACT or the **ACT** means Corporations Act 2001 (Cth) including the Corporations Regulation 2001 (Cth) as amended from time to time

DIRECTORS mean the directors of the Company

OFFER DOCUMENT means this document dated 5th October 2009 as modified or varied by a Supplementary or Replacement Offer Document made by the Company

ISSUER PAGE means the Company's profile page as displayed on the ASSOBS website

INVESTOR MEETING means a meeting between the Company and potential investors which is organised for the purpose of investing in an Offer listed with ASSOBS and conducted by the Company and ASSOBS or its accredited Sponsor and not held at premises of any potential investor

MINIMUM INVESTMENT means the average minimum parcel of shares available to an investor pursuant to this Offer Document

MINIMUM SUBSCRIPTION means the minimum amount sufficient to commence the implementation of the immediate business objectives of the Company as described in this Offer Document

NEW ISSUE means Shares to be newly issued pursuant to this Offer Document

OPENING DATE means the opening date of the Offer as shown on the front cover of the Offer Document

ORDINARY SHARES means ordinary fully paid shares in the capital of the Company

OVERSEAS INVESTOR is an investor that is domiciled overseas

SOPHISTICATED AND PROFESSIONAL INVESTORS means those terms ascribed under Sections 708(8) and (11) of the Act

SECONDARY SALE OFFER means a transfer of securities by individual Shareholders in the Company

SMALL SCALE OFFERING means offers to issue or sell securities or scheme interests made under Section 708 of the Act 2001

36. WHO TO CONTACT

If after reading this publication you wish to undertake further investigations or receive an Application to subscribe to the Offer, please contact:



Terry Richards

Chief Executive Officer

m: 0408 123 401 • e: terry@steppingstoneequity.com.au • w: www.steppingstoneequity.com.au

37. DIRECTORS' DECLARATION

The Directors of Rapid Nutrition Limited have made reasonable enquiries to ensure that there is no material statement in this Offer Document which is false or misleading. They have also made reasonable enquiries to ensure that there is no material omission from the Offer Document.

The Directors report that, as of the date of signing, after due enquiry by them, they have not become aware of any circumstances that in their opinion materially affects or will materially affect the assets and liabilities, financial position, profits and losses or prospects of Rapid Nutrition Limited other than those set out in the Offer Document.

The issue of this Offer Document was authorised by a resolution of the Directors.

Signed on behalf of Rapid Nutrition Limited

Disclaimer

The Issuer has supplied the content (text, pictorials, diagrams and photographs) contained in this Offer Document. Australian Small Scale Offerings Board Limited ACN 109 469 383 and its related subsidiaries present the Offer Document on its website in good faith believing the content to be true, but makes no representations as to its accuracy. Prospective investors are urged to make further enquiry about this investment, as well as seek appropriate professional advice before investing.

RAPID NUTRITION LTD