

Appendix 3Y

Change of Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/09/01 Amended 01/01/11

Name of entity	XPON Technologies Group Limited
ABN	37 365 810 258

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Matthew Forman
Date of last notice	16 December 2021 (Appendix 3X)

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Indirect
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	Black Oak Ventures Pty Ltd ACN 159 394 840 (Black Oak Ventures) as trustee for the MABL Family Trust – <ul style="list-style-type: none"> • Matthew Forman is the sole director, the company secretary, and sole shareholder of Black Oak Ventures. • Matthew Forman is also a beneficiary of the MABL Family Trust.
Date of change	16 December 2022
No. of securities held prior to change	Black Oak Ventures: <ul style="list-style-type: none"> • 104,288,320 Fully paid ordinary shares • 3,972,220 Options Legal Toolbox Pty Ltd ACN 124 472 000 as trustee for the Smidge Digital Unit Trust* <ul style="list-style-type: none"> • 7,024,245 fully paid ordinary shares

+ See chapter 19 for defined terms.

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Class	Share Appreciation Rights (SARs)
Number acquired	1,585,835 Share Appreciation Rights
Number disposed	Nil
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	The consideration was non-cash – the Share Appreciation Rights were issued to Matthew Forman as part of his remuneration and following shareholder approval at the AGM held 24 October 2022. Refer ASX release on 19 December 2022 for the terms of the issue.
No. of securities held after change	Black Oak Ventures <ul style="list-style-type: none"> • 104,288,320 Fully paid ordinary Shares** • 3,972,220 options** issued on 1 July 2021 and expiring 2 July 2031, comprising: <ul style="list-style-type: none"> ○ 3,472,220 options exercisable at a price of \$0.11 from 1 July 2023; and ○ 500,000 options exercisable at a price of \$0.11 upon satisfaction of certain performance conditions (as disclosed in section 10.13 of the XPON prospectus dated 15 November 2021) • 1,585,835 Share Appreciation Rights
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Allotment of 1,585,835 Share Appreciation Rights under the XPN Omnibus Incentive Plan.

**The trustee of the Black Oak Superannuation Fund (of which Matthew Forman is a beneficiary) holds an interest in 2.78% of the units in the Smidge Digital Unit Trust and therefore has an indirect interest in XPON shares held by the trustee of the Smidge Digital Unit Trust. Matthew Forman does not hold an interest in Legal Toolbox Pty Ltd (the trustee entity) and does not control the investment decisions of Legal Toolbox Pty Ltd with respect to the Smidge Digital Unit Trust. Legal Toolbox Pty Ltd no longer holds an interest in XPON.*

*** All subject to escrow for 24 months from official quotation.*

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

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Detail of contract	N/A
Nature of interest	N/A
Name of registered holder (if issued securities)	N/A
Date of change	N/A
No. and class of securities to which interest related prior to change <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	N/A
Interest acquired	N/A
Interest disposed	N/A
Value/Consideration <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	N/A
Interest after change	N/A

Part 3 – ⁺Closed period

Were the interests in the securities or contracts detailed above traded during a ⁺closed period where prior written clearance was required?	No
If so, was prior written clearance provided to allow the trade to proceed during this period?	N/A
If prior written clearance was provided, on what date was this provided?	N/A

⁺ See chapter 19 for defined terms.