



5 November 2021

Update on TSXV Listing

AppsVillage Australia Ltd (ASX:APV) (the "**Company**") refers to its previous announcement dated 12 May 2021 in relation to the convertible loan signed with the "12.64 Fund" operated by A-Labs Advisory & Finance Ltd ("**A-Labs**") to finance the dual-listing on the TSX Venture Exchange ("**TSXV**") and ongoing operations ("**CLA**") and the subsequent announcement dated 7 September 2021 confirming an increase of US\$500,000 loaned to the Company under the CLA, thereby bringing the total loan to US\$1,000,000 ("**Loan Amount**").

The Company today announces that it has agreed to amend the CLA as follows:

Conversion	Conversion of the Loan Amount remains subject to shareholder approval, with a conversion event including the occurrence of an M&A event or dual listing prior to the Maturity Date, as previously announced. However, the Loan Amount (including any accrued interest) will now convert into share purchase units of the Company (each a " Unit "), at a conversion price of US\$0.11 per Unit (Conversion Price), each such Unit representing one fully paid ordinary share (" Share ") and one half of a warrant, such warrant entitling the holder to acquire one Share at an exercise price of US\$0.18 per Share and expiring 24 months from the date of issue.
Maturity Date	The term of the loan under the CLA has been extended from 6 months to 12 months. Where no M&A event or dual listing has occurred prior to the Maturity Date, the Loan Amount will convert into Shares at the Conversion Price, subject to shareholder approval and the ASX Listing Rules.

In addition, the Company has entered into a service agreement with A-Labs for advisory services to provide assistance to the Company in connection with its proposed listing on TSXV and any associated future capital raising requirements ("**A-Labs Agreement**").

The material terms of the A-Labs Agreement are as follows:

Term	A-Labs is engaged on a non-exclusive basis and the A-Labs Agreement may be terminated by either party for any reason with 30 days prior written notice.
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Services	A-Labs will provide financing advisory services to the Company in connection with its proposed listing on TSXV and any associated capital raising (" Transaction ").
Consideration	Upon completion of the Transaction, the Company will be required to: <ul style="list-style-type: none">• pay US\$150,000 to A-Labs;• pay a monthly cash retainer of US\$20,000; and• subject to shareholder approval, issue up to 1,363,636 warrants, each exercisable at US\$0.01 on or before the second anniversary of the date of issue.

The Company will provide further updates in relation to the TSXV listing as it works through the requirements for listing.

-Ends-

This announcement has been approved and authorised for release by Max Bluvband, AppsVillage CEO

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About AppsVillage Australia Limited

AppsVillage provides an easy and inexpensive SAAS solution that allows small-to-medium businesses to create and manage their own mobile application as a means of connecting with their customers and growing their business.

AppsVillage's technology has automated the design, development, maintenance and marketing of mobile apps, allowing any business to build, preview and launch their own application without have any code writing or digital marketing knowledge.