



ASX ANNOUNCEMENT

7 January 2025

Opyl Signs Landmark Binding Joint Venture with X Firm Ltd

Melbourne, Australia – Opyl Limited (ASX: **OPL** or "the **Company**") a leader in AI-powered clinical trial optimisation, is thrilled to announce a landmark joint venture ("**JV**") with X Firm, ("**X Firm**"), formalising the strategic framework outlined in the Memorandum of Understanding ("**MOU**") announced on the ASX on 24 July 2024. This pivotal collaboration, which prominently features OPL's proprietary TrialKey platform, aims to expand the Company's brand presence and market penetration across Europe, the Middle East, Africa, and North America.

X Firm will play a key role in driving TrialKey's commercial strategy, embedding strong leadership teams, and providing expert operational oversight. By leveraging their global network, X Firm will appoint strategic, commercial, and technical advisors to guide growth while streamlining centralized operations to reduce costs and enable scalable commercialization.

The collaboration will accelerate the launch of TrialKey's AI-powered platform, designed to predict clinical trial outcomes, reduce failure risks, and improve drug development efficiency.

"We see this technology as a true game-changer for improving performance in major pharmaceutical companies, contract research organisations (CROs), and major government and academic research laboratories," said Whit Pepper, Managing Partner of X Firm. "The ability to predict clinical trial outcomes with industry-leading precision has the potential to significantly reduce costs, improve decision-making, and bring life-saving therapies to market faster. We are excited to partner with Opyl to help realize this transformative opportunity."

About X Firm

Based in the US and London, X Firm specializes in identifying market-ready IP with exceptional potential, and accelerating commercialization by embedding expert teams, aligning operations, and delivering economies of scale to innovative businesses. Its management team are composed of senior professionals with backgrounds in technology, finance, government relations, market development, marketing and sales.



Key Highlights

- **Exclusive Territory:** The JV will market, distribute, and sell OPL's solutions, including TrialKey, on an exclusive basis in Europe, Middle East, and Africa (EMEA) and North America.
- **Funding Raise:** The JV is in the process of raising AUD \$4.7–\$7.8 million (USD \$3–\$5 million) to fund its operations and marketing initiatives.
- **License fee:** Subject to the completion of the Funding Raise, OPL will receive AUD \$1.5 million (USD \$1 million) paid over 12 months.
- **JV Equity Revenue Share:** 20% of the first USD \$1.25 million in revenue to OPL and 40% of any revenue beyond this threshold.
- **Strategic Focus:** OPL retains its focus on the Asia-Pacific market while leveraging the JV to expand globally.
- **Share Swap Agreement:** JV to receive 19.99% of OPL's shares in exchange for 19.99% of the JV's shares, contingent on revenue, funding, and approvals.
- **Term of the Agreement:** The JV will continue until terminated under the following conditions:
 - if the minimum capital raise target is not met within 9 months from the execution of the agreement (or an agreed extension);
 - if the JV fails to meet revenue targets (ranging between USD \$1 and \$3 million) and the JV cannot remedy the shortfall within a specified period (e.g. 180 days), exclusivity rights may be downgraded, and termination may follow; and
 - in the event of a material breach by either party that is not remedied within 30 days; and
 - if both parties mutually agree in writing to terminate the agreement.

These targets highlight the JV's shared vision for growth, with annual reviews to ensure alignment and sustained success. There is no guaranteed revenue for the Company but upon completing the Funding Raise, OPL will receive a minimum of AUD\$1.5 million (USD\$1 million) over 12 months. In addition to this, OPL will receive 20% of the first USD \$1.25 million in revenue and 40% of any revenue beyond that, should clients be signed up.

Progress and Validation of TrialKey Technology

The signing of this JV agreement follows an extensive due diligence process initiated after the announcement of the MOU in July. During this process, the TrialKey platform successfully passed significant technical and operational scrutiny.



Market Opportunity and Strategic Penetration

The clinical trial solutions market represents a substantial and growing opportunity for the JV. Globally, over 65,000 new clinical trials are initiated annually, supported by more than 5,500 sponsors. North America and Europe accounts for 79% of these trials¹.

By establishing a dedicated marketing arm, the JV aims to capitalise on these opportunities, leveraging innovative strategies to position TrialKey as a preferred solution within these markets. This initiative will focus on penetrating the highly competitive landscape of contract research organisations (CROs) in the United States and United Kingdom, which host approximately 4,232 and 1,915 CROs respectively². With a clear strategy and robust execution plan, the JV is poised to accelerate the adoption of TrialKey, capturing market share and driving transformative growth.

Funding Raise Details

The JV Company will aim to raise AUD \$4.7 million–\$7.8 million (USD \$3 million–\$5 million) in working capital to support its operations and market penetration ("**Capital Raise**"). If the JV raises the minimum capital amount (AUD \$4.7 million or USD \$3 million) ("**Minimum Amount**"), the JV Company will pay OPL an initial licence fee of AUD \$1.5 million (USD \$1 million) in 12 equal monthly instalments, commencing 14 days after the closing date ("**Licence Fee**"). This Licence Fee will support ongoing product development and innovation for OPL.

Terms and Financial Arrangements

The JV will be structured with 20% of the first USD \$1.25 million in revenue to OPL and 40% of any revenue beyond this threshold.

Share Swap Arrangement

Subject to the JV raising the Minimum Amount and OPL receiving all necessary regulatory and shareholder approvals, OPL will issue new shares to the JV Company equal to 19.99% of the total share capital in OPL, in exchange for 19.99% of the share capital in the JV.

¹ <https://credevo.com/articles/2020/10/15/clinical-trial-sites-clinical-investigators-world-wide/>

² <https://www.ibisworld.com/industry-statistics/number-of-businesses/contract-research-organizations-united-states/> and <https://www.lifescienceindustrynews.com/future-watch/uk-contract-research-organisations-an-overview-of-the-current-landscape/>



Positive Momentum and Growth Potential

Opyl has built a strong reputation in the clinical trial ecosystem, partnering with respected organisations like Biointelect, Commercial Eyes, Brain Vector, Alithia Life Sciences, Phenix Health, and Southern Clinical Development Consulting. Positive feedback from these clients and a wealth of warm leads underscore the strong market demand for Opyl's innovative solutions. With TrialKey at the forefront, the JV is poised to capitalise on these opportunities, driving both brand awareness and client conversions globally.

Executive Commentary

Saurabh Jain, Executive Chairman of Opyl, expressed enthusiasm for this groundbreaking partnership:

"This partnership provides Opyl with critical penetration into the North American market while delivering instant revenue streams through licensing and revenue sharing. By joining forces with X Firm, we're not just scaling our operations globally, but also ensuring that TrialKey is at the forefront of innovation in clinical research. This collaboration is a testament to our shared vision of transforming the clinical trial process and solidifying our leadership in this space."

Whit Pepper, Executive Director of X Firm, added:

"Our partnership with Opyl represents a shared vision to revolutionise clinical trial solutions worldwide. By integrating Opyl's innovative TrialKey platform with our financial and operational strength, we aim to set a new standard for efficiency and impact in the clinical research industry."

This announcement has been authorised for release by the board

-ENDS-

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**About Opyl Limited (ASX: OPL)**

Opyl Limited is an AI company dedicated to leveraging data and technology to transform the landscape of clinical trials and medical research. With a commitment to innovation and strategic growth, Opyl is positioned to lead the way in shaping the future of healthcare solutions.