

InFocus to launch Digital Ventures Unit and Financing

InFocus Group Holdings Limited (ASX: **IFG**) (the **Company** or **InFocus**), a data analytics and software solutions company, is pleased to announce the formation of a specialised entity to house InFocus' digital ventures activities within its broader data intelligence and software solutions operations (**InFocus Digital Ventures** or **IFGDV**). IFGDV builds upon InFocus's core capabilities in frontier digital technologies such as digital assets, artificial intelligence, and big data.

The strategic vision for IFGDV is to explore next-generation digital ventures concepts built upon the Company's existing platform. Current projects under consideration include a gamification element to the Frugl grocery app, which may see rewards points and other incentives be granted to future users, as well as further developments upon existing engagements InFocus is delivering upon, such as our iGaming and stablecoin projects for clients.

InFocus has secured binding but conditional commitments for AUD 10 million in new financing. Completion of the financing is conditional upon certain future milestones, including shareholder and regulatory approvals.

Highlights:

- InFocus to launch InFocus Digital Ventures – building upon its data intelligence and software solutions operations, and taking advantage of the Company's significant core capabilities in frontier technologies
- InFocus Digital Ventures will explore concepts including the gamification of the Frugl grocery app to offer new user experiences, including rewards points and other incentives
- Digital assets, artificial intelligence, and big data concepts will be core focus of InFocus Digital Ventures
- Mythos Group (**Mythos**) is appointed as Advisor to consult to the Company on potential digital ventures and has committed a conditional funding line of up to AUD 10 million to fund future IFGDV projects
- Mythos is a multi-strategy digital asset holding company with a strong presence in Asia-Pacific that invests across the digital asset ecosystem - backing early-stage crypto startups, Bitcoin-backed corporate treasury strategies, private investment in public equity (PIPE) rounds, and regulated exchanges across the region.
- Financing facility enables InFocus to issue Convertible Notes, converting at a fixed AUD 0.01525 per Share, with staged lockups on any shares issued under the Facility (30% for 90 days, 20% for 180 days and 50% for 365 days).
- Initial AUD 2.5 million will be advanced to InFocus, which InFocus intends to initially hold in the Monochrome Bitcoin ETF (**IBTC**) pending future expenditure within IFGDV and other InFocus business activities.
- AUD 2.5 million loan to be refinanced into a Convertible Note, subject to shareholder approval
- Any drawdown against the Convertible Note facility is conditional upon shareholder and regulatory approvals, as well as other conditions precedent

Chief Executive Officer and Executive Director, Ken Tovich, commented:

"We are pleased to be launching InFocus Digital Ventures as a specialised unit within InFocus to house new digital ventures activities built upon broader data intelligence and software solutions operations.

"Appointing Mythos Group – experts in the digital assets, cryptocurrency, and digital ventures sectors – and accepting their financing facility provides IFGDV with the tools, the capabilities, the strategic team, and the funding to develop next-generation digital ventures concepts built upon our existing platform.

"For InFocus this is a further intersection of our two business functions – as a service business through Onify, Prodigy9, and InFocus Analytics and as a product company with the Frugl grocery app. I am excited to continue to explore the possibilities that may arise from this."

InFocus Digital Ventures

InFocus Digital Ventures (**IFGDV**) is a newly established division within InFocus Group Holdings Limited, purpose-built to drive the Company's growth in digital assets, artificial intelligence, and big data. IFGDV serves as the launchpad for InFocus's next-generation digital ventures, leveraging the Group's established track record in data intelligence and software solutions. By integrating expertise from advisory partners and capitalising on technological advancements, IFGDV is positioned to identify and execute innovative opportunities in regulated digital asset markets and blockchain ecosystems across the Asia-Pacific region and beyond. This strategic initiative marks a significant evolution in InFocus's mission to unite its service business – including Onify, Prodigy9, and InFocus Analytics – with its product offerings, such as the Frugl grocery app, unlocking new avenues for value creation through digital transformation. Any new business ventures commenced by IFGDV will be subject to the ongoing requirements under the ASX Listing Rules. If appropriate, IFG will seek in-principle approval from ASX before IFGDV commences any entirely new activity in the digital assets space, which could result in a change in nature or scale of the Company's existing activities.

Financing Facility

A Mythos entity has confirmed a binding conditional commitment of up to AUD 10 million to finance InFocus Digital Ventures and general working capital for InFocus. Mythos funding is structured as Convertible Notes in InFocus with a fixed conversion price of AUD 0.01525 per Share. Any shares issued on the conversion of these Convertible Notes in the future will be subject to long-term staged lockups of 30% for 90 days, 20% for 180 days and 50% for 365 days.

Further terms of the funding are set out in Annexure A.

Mythos Group will serve as a key advisor to InFocus in the further development of its existing activities in the areas of digital assets, cryptocurrencies, and other frontier technologies.

An initial AUD 2.5 million will be advanced to the Company on the terms set out in Annexure A.

InFocus will temporarily hold these funds in the Monochrome Bitcoin ETF (**IBTC**), pending future expenditure in line with the Company's stated objectives. IBTC is an exchange-traded fund (tradeable on the CBOE under ticker code: IBTC) registered and licensed under the *Corporations Act 2001* (Cth). As the Company seeks to deploy these funds towards its working capital and funding development of IFGDV business ventures, it will divest the CBOE:IBTC for cash.

Further, as previously announced, the Company has agreements in place with customers and suppliers that may enable (but not require) the Company to be paid in Bitcoin or pay its suppliers in Bitcoin, resulting in a possible

future need to hold Bitcoin. IBTC permits an investor to demand delivery of the underlying Bitcoin relating to the investment, which the Company may elect to do from time to time in order to satisfy payment obligations to those customers and suppliers, including Mythos (as further detailed in Annexure B).

Use of Funds

The Company provides the following indicative use of funds raised under the Loan over the coming twelve months. Actual expenditure will depend on the roll-out speed of the Frugl project, new customers attracted to InFocus upon hearing about this Digital Ventures arm, and future research and development leading to new concepts.

Expenditure	Cost
Discovery phase of scoping out potential Frugl grocery app and other opportunities	\$200,000
Expansion of staff to service existing and future InFocus customers where the service involves digital assets and other frontier technologies	\$750,000
Technology Development Costs re gamification, points/rewards system for Frugl Grocery App	\$1,050,000
Marketing of Frugl Grocery App gamification concept	\$100,000
Mythos Group Advisory Fees	\$60,000
Sundry Working Capital for InFocus parent and sundry Working Capital for InFocus parent	\$340,000
	\$2,500,000

InFocus confirms that it will not directly purchase Bitcoin or other cryptocurrency with the funds raised.

ENDS

This announcement has been approved by the Chief Executive Officer of InFocus Group Holdings Limited.

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About InFocus Group Holdings Limited

InFocus Group Holdings Limited (**IFG**) is a data intelligence and software solutions company with proven expertise in data analytics as well as software and platform development. IFG operates four business units: InFocus Analytics, the Frugl Grocery app, and software development consultancy houses Onify and Prodigy9. Together, these business units provide IFG with enterprise-scale capabilities across data analytics, business intelligence, software and platform development, cybersecurity, artificial intelligence and machine learning, and team augmentation.

About Mythos Group

Mythos Group is a multi-strategy digital asset holding company with a strong presence across the Asia-Pacific region. The firm invests across the digital asset ecosystem - backing early-stage crypto startups through its debut venture capital fund, Mythos Venture Partners, while also directly participating in Bitcoin-backed corporate treasury strategies, PIPE transactions, and regulated exchanges throughout the region.

Mythos bridges the worlds of crypto-native innovation and traditional finance by combining capital, product expertise, and regulatory insight to help ventures scale from incubation to global distribution.

Through institutional-grade exposure delivered via structured equity and debt products, Mythos unlocks sidelined capital from traditional markets and drives broader adoption of digital assets.

Annexure A – Mythos Financing Terms

Issuer	InFocus Group Holdings Limited (ASX:IFG)
Investor	Mythos Orange1 Co Ltd of OMC Chambers, Wickhams Cay 1, Road Town, Tortola, British Virgin Island (the Investor) or other parties introduced to the Issuer by Mythos Group
Financing Amount	AUD 10 million
Convertible Note	<p>Subject to the Conditions Precedent, the Issuer can issue Convertible Notes in the Issuer up to a total face value of the Financing Amount up to the Draw Down End Date</p> <p>Convertible Notes each with a face value of \$1,000 per Note on the following terms:</p> <ul style="list-style-type: none"> • Notes convertible at AUD 0.01525 per Share subject to any share consolidations, splits etc with repricing to the lower of any later capital raising by IFG • Convertible at any time prior to maturity at the holder's election and forced conversion on a Qualified Exit Event • Notes mature twenty four months from their issuance • On conversion of Convertible Notes by the holder, the Shares issued will be subject to a lockup of 30% for 90 days from issue of the shares, 20% for 180 days from issue of the shares, and 50% for 365 days after issue of the shares. <p>Qualified Exit Event means (i) a change of control of >50% of the Company's shares, (ii) a listing or RTO on an exchange other than ASX, (iii) a sale of all or substantially all of IFGDV; or (iv) a sale of all or substantially all of IFG's assets.</p> <p>Conversion of Convertible Notes by the holder is not permitted (unless shareholder approval under item 7 section 611 has been sought) if conversion would result in the holder, together with its associates, having a voting power in the Company in excess of 20%.</p>
Options	The Investor (or investors proportionately) to be issued up to 333,333,334 Options each exercisable at AUD 0.03 per Option, expiring one year from date of issue, with such issue to be subject to shareholder and regulatory approvals. The number of Options to be issued is calculated as for every AUD 1.00 invested into the Convertible Notes, the investors shall receive Options convertible into AUD 1.00 of Shares (i.e. 33.3333 Options per AUD 1.00 rounded up to the nearest whole number).
Draw Down Conditions	<p>Draw downs / issues of Convertible Notes are conditional upon:</p> <ul style="list-style-type: none"> • Shareholder approval being sought for the issue of the Convertible Notes, which must then occur within three months of such approval being sought; • The Investor consenting to the proposed use of funds for each draw down, acting reasonably (except in relation to the refinancing of the Loan Advance, subject to shareholder approval); • Completion of any legal or operational due diligence that Mythos may wish to conduct from time to time; <p>(the Conditions Precedent).</p>
IFGDV Incorporation	IFG to incorporate a subsidiary to operate the InFocus Digital Ventures business unit in a jurisdiction of its choice (IFG DV Co), which InFocus presently proposes to be Australia.
Security	<ul style="list-style-type: none"> • Issuer shall grant to the investors a first ranking security interest over 100% of the shares in IFG DV Co; • Where there are multiple investors, the security to be managed pursuant to a Security Trust Deed in which the Investor is the trustee.

Loan Advance	<p>Investor to advance InFocus AUD 2.5 million (to be refinanced into Convertible Notes subject to the Conditions Precedent), on the following terms:</p> <ul style="list-style-type: none"> • Loan bears interest at 10% per annum • Funds must be applied towards IFGDV or as otherwise agreed between InFocus and the Investor from time to time • The Investor may demand immediate repayment in the event of: <ul style="list-style-type: none"> ○ Trading in IFG securities is suspended for a continuous period of more than 30 days ○ IFG fails to secure shareholder and/or regulatory approvals for the issue of the Convertible Notes by 31 December 2025 ○ IFG fails to secure shareholder and/or regulatory approvals for the issue of the Options by 31 December 2025 • Maturity of the loan is 31 January 2026. • Funds to be advanced 5 September 2025
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Annexure B – Mythos Consultancy Agreement

Client	InFocus Group Holdings Limited (ASX:IFG) and its wholly owned (to be incorporated) subsidiary IFG DV Co.
Advisor	Mythos Group (Mythos)
Services	<p>Mythos will provide strategic advice to the Client, including:</p> <ul style="list-style-type: none"> • Advising on blockchain integration strategies tailored to IFG’s digital ventures objectives • Guiding the design, launch, and management of cryptocurrency and tokenisation initiatives • Providing expertise in digital asset governance, regulatory compliance, and risk management • Supporting the development of secure digital infrastructure for asset management and transactions • Identifying and evaluate partnership and investment opportunities within the blockchain and digital assets ecosystem • Delivering insights on emerging trends, market dynamics, and technological innovation in the cryptocurrency space • Assisting with the development of digital asset product offerings, go-to-market strategies, and customer engagement models • Facilitating education and upskilling for IFG’s leadership on blockchain, cryptocurrency, and digital asset best practices • Managing InFocus exposure to and holdings in digital assets such as Bitcoin that may occur from time to time.
Fees	<ul style="list-style-type: none"> • An initial fee of AUD 5,000 per month, paid in Bitcoin, commencing upon the advancing of AUD 2.5 million by Mythos (or its introduced parties) to IFG. <ul style="list-style-type: none"> ◦ Increasing to AUD 10,000 per month, paid in Bitcoin, upon shareholder approval being obtained for the issue of the Convertible Notes • A success fee of 1% of all funds raised by IFG DV Co in consideration for the advisory services rendered by Mythos Group to IFG DV Co.