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26 June 2024

ASX Announcement

Pre-quotation Disclosure

The following information is provided to ASX Limited (**ASX**) for release to the market in connection with the admission to the official list and official quotation of fully paid ordinary shares (**Shares**) in Alfabs Australia Limited (**ASX:AAL**) (**Company**) pursuant to a replacement prospect lodged with the Australian Securities and Investments Commission (**ASIC**) and ASX on 4 June 2024 (**Prospectus**).

The initial public offering of Shares at an issue price of \$0.25 per Share closed on 20 June 2024 (**Offer**). The Company successfully completed the issue of 72,000,000 Shares, raising gross proceeds of \$18,000,000. Allotment of the Shares available under the Offer completed on 21 June 2024.

The Company applied for quotation of its Shares on, and admission to the official list of ASX of 29 May 2024.

Capitalised terms used but not defined in this announcement are as defined in the Prospectus.

Escrow

There are 189,213,036 Shares, representing 66.02% of the total issued capital of the Company on an undiluted basis subject to either ASX escrow and/or voluntary escrow arrangements.

ASX have determined that 166,000,039 Shares will be subject to ASX restrictions for a period of up to 24 months.

As described in section 9.9.2 of the Prospectus, a number of existing Shareholders have entered into voluntary escrow agreements under which they will be restricted from disposing of the escrowed Shares they will hold on Completion of the Offer for the relevant Escrow Period, subject to certain limited exceptions disclosed in the Prospectus. In total, 30,950,665 Shares held by existing Shareholders will be subject to these voluntary escrow arrangements. Of these shares, 7,737,666 Shares are also subject to ASX restrictions.

As such, the following shares will be subject to restrictions:

Escrow Arrangement	Escrow Period	Number of Escrowed Securities	% of Shares (on an undiluted basis)
ASX restrictions	Up to 24 months from the date of quotation	153,470,173 Shares	53.55%
ASX restrictions	From Completion until 11 April 2025	12,529,864 Shares	4.37%
Voluntary escrow	From the date of quotation to 11 April 2025	15,529,864 Shares	10.80%

In addition, the Company has 20,500,000 options subject to ASX restrictions.

Capital Structure

The Company's current capital structure is as set out below

Class of Securities	Securities	% (undiluted)	% (diluted)
Shares			
Ordinary Shares	286,588,003	100%	92.27%
Other Securities			
Employee Options	11,000,000		3.54%
Director Options	6,000,000		1.93%
Adviser Options	7,000,000		2.25%
Total Other Securities	24,000,000		7.73%

Unquoted Options

The Company confirms the following unquoted options are on issue:

- 4,000,000 unquoted options issued to William Wavish exercisable at \$0.30 on or before 24 May 2028;
- 2,000,000 unquoted options issued to Robert Neale exercisable at \$0.30 on or before 24 May 2028;
- 7,000,000 unquoted options issued to the joint lead managers, the financial adviser and Australian legal adviser and exercisable at \$0.30 on or before 24 May 2028; and
- 11,000,000 unquoted options issued to directors and employees under the employee share option plan and exercisable at \$0.30 on or before 20 May 2028.

This announcement has been authorised by the board of directors of the Company.