

31 March 2016

ASX ANNOUNCEMENT

XPED LIMITED ACN 122 203 196 – Conditions of Reinstatement

As required under the ASX decision regarding the application for reinstatement to official quotation, Xped Limited (**Company**) advises as follows:

1. Distribution

The distribution of each class of securities to be quoted and the number of holders in each of the following categories has been provided for release to the market:

1 – 1,000
1,001 – 5,000
5,001 – 10,000
10,001 – 100,000
100,001 and over

2. Capital Structure

An updated statement setting out the capital structure of the Company has been provided for release to the market.

3. Financial Statements of Xped Holdings Limited

The Company has provided the following for release to the market:

- (a) Consolidated financial statements for Xped Holdings Limited for the years ended 30 June 2012 and 2013;
- (b) Consolidated financial statements for Xped Holdings Limited for the year ended 30 June 2014;
- (c) Consolidated financial statements for Xped Holdings Limited for the year ended 30 June 2015.

4. Top 20

The details of the Top 20 holders of the Company's securities have been provided for release to the market.

5. Appendix 1A

The Company has provided an Appendix 1A and Information Form and Checklist for release to the market.

6. Constitution

The Company has provided its constitution for release to the market.

7. Completion of acquisition of Xped Holdings Limited and the Public Offer

The Company confirms the following:

- (a) The satisfaction of the conditions to the Public Offer, the close of the Public Offer, and the allotment and issue of all securities under the Public Offer.
- (b) The satisfaction of the conditions precedent to, and completion of, the Heads of Agreement entered into between the Company and the majority of shareholders of Xped Holdings Limited, dated on or about 26 October 2015 (as varied) (**Heads of Agreement**) including the acquisition 100% of Xped Holdings Limited.
- (c) That there have been no material subsequent events to alter the Company's consolidated statement of financial position as detailed in the Prospectus.
- (d) That the Company is in compliance with the listing rules and in particular Listing Rule 3.1.

8. Terms and Conditions

The Company has provided for release to the market the full terms and conditions of the 50,000,000 Class A, 50,000,000 Class B, and 50,000,000 Class C management performance shares.

The Company has also provided the full terms and conditions of the 30,000,000 advisor options issued to EAS Advisors LLC.

9. Escrow

The number of securities subject to escrow and the escrow period applying to those securities has been provided for release to market.

Yours faithfully



Julie Edwards
Company Secretary
Xped Limited