



ASX Announcement

24 April 2024

Successful capital raising of up to \$1 million

Key Points

- Commitments received from professional and sophisticated investors to raise \$0.75 million, including strong participation from directors of \$0.30 million (subject to shareholder approval)
- Offer price of \$0.015, no discount used to last traded price
- Funds raised will be used to strengthen the Company's balance sheet
- Proposed SPP enabling eligible existing shareholders to participate on the same terms as the Placement

XPON Technologies Group Ltd (ASX: XPN) (**XPON** or the **Company**), an AI marketing technology business, is pleased to announce it has received firm commitments from professional and sophisticated investors to raise \$0.75 million (**Placement**) through the issue of a total of 50 million shares at \$0.015, equal to the last closing price. As part of the Placement, XPON Directors have committed to investing \$0.30 million (20 million shares) at the same terms, subject to shareholder approval (**Director Offer**).

The Company will also offer eligible shareholders on 23 April 2024 ("Record Date"), the opportunity to participate in a Share Purchase Plan (**SPP**) of up to \$0.25 million through the issue of approximately 16.7 million fully paid ordinary shares.

Matt Forman, Managing Director and CEO of XPON, said: "We are pleased with the investor response to our Placement, reflecting strong confidence in our strategic direction and our capabilities in AI and marketing technology. This funding will strengthen our balance sheet and enable us to further capitalise on the AI opportunity in front of us while continuing to explore strategic partnering and M&A opportunities to maximise value for shareholders."

Placement Summary

The Placement Shares will, upon their issue, rank equally with existing fully paid ordinary shares in XPON (**Shares**). The Placement Shares (other than in respect of the XPON director participation detailed below) will be issued utilising the Company's existing placement capacity with 30 million shares being issued under ASX Listing Rules 7.1A.

The Company expects to issue the Placement Shares under the Placement on or around Tuesday, 30 April 2024.

The Placement also includes the proposed participation of XPON directors for \$0.30 million at the same terms, which is subject to XPON shareholder approval.

The issue price of \$0.015 per Placement Share is equal to the last closing price on 19 April 2024, a 4.7% discount to the 5-day volume weighted average price (**VWAP**) of \$0.0157, and a 12.8% discount to the 15-day VWAP of \$0.0172.

Share Purchase Plan Summary

The Company is also pleased to announce its intention to offer a Share Purchase Plan (**SPP Offer**) to existing eligible shareholders, being shareholders of the Company with a registered address in Australia, the United Kingdom or New Zealand recorded on the Company's share register at 5.00pm (AEST) on Tuesday, 23 April 2024 (**Eligible Shareholders**).

Pursuant to the SPP, Eligible Shareholders in the Company will have the opportunity, irrespective of the size of their shareholding, to apply for up to \$30,000 worth of new Shares (**SPP Shares**), at an issue price of \$0.015 per SPP Share. The Company expects to open the SPP and despatch the SPP Offer terms and conditions to Eligible Shareholders on 7 May 2024 (see indicative timetable below),

The Company proposes to raise a total of \$0.25 million (before costs) pursuant to the SPP. The Company may elect to accept oversubscriptions or alternatively close the SPP Offer early and/or scale back applications, at its absolute discretion. If applications under the SPP Offer are to be scaled back, the Company may take into account various factors in determining how the scale-back is applied, further details of which will be set out in the SPP Offer terms and conditions. The Company reserves the right to withdraw (or not proceed with) the SPP Offer at any time prior to the issue of any new Shares under the SPP.

Sequoia Corporate Finance acted as lead manager.

Indicative Timetable

INDICATIVE OFFER TIMETABLE	
Trading halt	9am Monday, 22 April 2024
Bids due deadline (may close early)	3pm Monday, 22 April 2024
Allocations advised (if not already advised)	5pm Monday, 22 April 2024
Return of executed firm acceptances	8am Tuesday, 23 April 2024
SPP record date	5pm Tuesday, 23 April 2024
Announce Offer and recommence trading	10am Wednesday, 24 April 2024
Settlement of Placement	Monday, 29 April 2024
Official quotation and commencement of trading of Placement Shares	Tuesday, 30 April 2024

Announce SPP Offer terms and conditions on ASX and despatch to eligible shareholders	Tuesday, 7 May 2024
SPP opening date	Tuesday, 7 May 2024
SPP closing date	Tuesday, 21 May 2024
Announcement of SPP results	Thursday, 23 May 2024
Allocation of new Shares under the SPP	Friday, 24 May 2024
Official quotation and commencement of trading of SPP Shares	Monday, 27 May 2024

The announcement has been approved for release by the Board of Directors of XPON Technologies Group Limited ACN 635 810 258

-ENDS-

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