

Xped Limited

Entitlement Offer Booklet

1 for 2 non-renounceable pro rata entitlement offer of New Shares
at an issue price of 0.1 cents per New Share

**The Entitlement Offer closes at 5.00 pm (Melbourne time)
on Friday, 19 February 2021**

THIS IS AN IMPORTANT DOCUMENT AND REQUIRES YOUR IMMEDIATE ATTENTION. YOU SHOULD READ THIS OFFER BOOKLET IN ITS ENTIRETY BEFORE DECIDING WHETHER TO APPLY FOR NEW SHARES. IF YOU DO NOT UNDERSTAND ANY PART OF THIS OFFER BOOKLET, OR ARE IN ANY DOUBT AS TO HOW TO DEAL WITH IT OR YOUR ENTITLEMENT, YOU SHOULD CONSULT YOUR FINANCIAL OR OTHER PROFESSIONAL ADVISER.

NOT FOR RELEASE OR DISTRIBUTION IN THE UNITED STATES EXCEPT BY THE COMPANY TO APPROVED US SHAREHOLDERS.

Important Information

About this document

This Offer Booklet contains information relating to a proposed entitlement offer to be undertaken by Xped Limited (ABN 89 122 203 196) (XPED).

This Offer Booklet is important and requires your immediate attention. You should read this Offer Booklet carefully and in its entirety, with emphasis on the risk factors detailed in Section 3, have regard to your own investment parameters, and if required, obtain independent professional investment advice, before deciding to invest in XPED.

The Entitlement Offer is being made in accordance with Section 708AA of the Corporations Act (as modified by ASIC Legislative Instrument 2016/84). Accordingly, this document is not a prospectus (and has not been, and will not be, lodged with ASIC) and does not contain all information which an investor may require to make an informed investment decision.

Forward looking statements

This document contains forward looking statements with respect to the financial condition, results of operations, projects and business of XPED and certain plans and objectives of the management of XPED. Forward looking statements include those containing words such as: "anticipate", "believe", "expect", "estimate", "should", "will", "plan", "could", "may" "intends", "guidance", "project", "forecast", "target", "likely" and other similar expressions, and include, but are not limited to, statements regarding the outcome and effects of the Entitlement Offer, projections, guidance on future revenues, earnings, dividends and estimates. The forward looking statements contained in this document are not based solely on historical facts but are based on current expectations about future events and results. These forward looking statements are subject to inherent known and unknown risks and uncertainties and other factors which are beyond the control of XPED. This includes any statements about market and industry trends, which are based on interpretations of current market conditions. Such risks and uncertainties include factors and risks specific to the operations of XPED, as well as general economic conditions, prevailing interest rates, conditions in the financial markets, government policies and regulations and competitive pressures. As a consequence, forward looking statements are provided as a general guide only and actual events or results may differ materially from the expectations expressed or implied in such forward looking statements.

Forward looking statements in this Offer Booklet speak only at the date of this Offer Booklet. Subject to any continuing obligations under applicable law or the ASX Listing Rules, XPED does not in providing this information undertake any obligation to publicly update or revise any of the forward looking statements for any change in events, conditions or circumstances on which any such statement is based.

Accordingly, you are cautioned not to place undue reliance on forward looking statements contained in this document.

Neither XPED, nor any other person, gives any representation, warranty, assurance or guarantee that the occurrence of the events expressed or implied in any forward looking statement will actually occur.

Information about XPED

XPED's releases periodic and continuous disclosure announcements, including XPED's annual report lodged with ASX on 30 September 2020, which are available on the ASX at www.asx.com.au and XPED's website at www.xped.com.

Past performance

Investors should note that XPED's past performance, including past share price performance, cannot be relied upon as an indicator of (and provides no guarantee or guidance as to) XPED's future performance including XPED's future financial position or share price performance.

Foreign jurisdictions

This Offer Booklet does not constitute an offer in any jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer. The distribution by you of this Offer Booklet (including an electronic copy) outside Australia and New Zealand may be restricted by law. You should observe such restrictions. Any non-compliance with these restrictions may contravene applicable securities law. See Section 4.4, "Foreign Shareholders", of this Offer Booklet for more information.

In particular, the New Shares have not been, and will not be, registered under the US Securities Act or the securities laws of any state or other jurisdiction of the United States and, accordingly, may not be offered or sold in the United States or for the account or benefit of persons in the United States, except in transactions exempt from, or not subject to, the registration requirements of the US Securities Act and any other applicable securities laws.

Nominees

Nominees and custodians may not distribute this document, and may not permit any beneficial shareholder to participate in the Offer, in any country outside Australia and New Zealand except, with the consent of XPED, to beneficial shareholders resident in certain other countries where XPED may determine it is lawful and practical to make the Entitlement Offer.

Disclaimer of representations

No person is authorised to give any information, or to make any representation, in connection with the Entitlement Offer that is not contained in this Offer Booklet. Any information or representation that is not contained in this Offer Booklet may not be relied on as having been authorised by XPED in connection with the Entitlement Offer. Except as required by law, and only to the extent so required, none of XPED, or any other person, warrants or guarantees the future performance of XPED or any return on any investment made pursuant to the Entitlement Offer.

No financial product advice

This Offer Booklet is not financial product advice, does not purport to contain all the information that you may require to make an investment decision, and has been prepared without taking into account your personal investment objectives, financial situation or needs.

Before deciding whether to apply for New Shares under the Entitlement Offer, you should consider whether they are a suitable investment for you in light of your own investment objectives and financial circumstances and having regard to the merits or risks involved. If after reading this Offer Booklet, you have any questions about the Entitlement Offer, you should contact your financial or other professional adviser.

Definitions and references to time

Capitalised words and expressions in this Offer Booklet have the meanings given in Section 5. A reference to time in this Offer Booklet is to Melbourne time, unless otherwise stated.

All financial amounts in this Offer Booklet are references to Australian currency, unless otherwise stated.

Date of this document

This Offer Booklet is dated 1st February 2021.

For any enquiries, please email the Company at offer@xped.com or call the Company Secretary, Julie Edwards on 03 9642 0655 or contact your stockbroker, accountant or other professional adviser.

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Chairman's Letter

1 February 2021

Dear fellow shareholder

On behalf of the Board of XPED Limited (**XPED**), it is my pleasure to invite you to participate in a pro rata, non-renounceable entitlement offer of 1 new fully paid ordinary share in XPED (**New Shares**) for every 2 Shares held by you on the Record Date (7.00 pm Melbourne time) on 29 January 2021 at an issue price of 0.1 cents per New Share (**Entitlement Offer**) to raise up to approximately \$996,431, if fully subscribed.

Funds raised from the Entitlement Offer (after costs) will be used to support:

- The growth of the XPED business;
- General working capital requirements.

Overview of Entitlement Offer

The Entitlement Offer is being made to all eligible shareholders (Eligible Shareholders) who are registered as a holder of XPED Shares as at 7.00 pm (Melbourne time) on 29 January 2021 (Record Date).

Under the Entitlement Offer, Eligible Shareholders have the opportunity to subscribe for 1 New Share for every 2 Shares of which they are the registered holder at 7.00 pm (Melbourne time) on the Record Date at an issue price of 0.1 cents per New Share (Issue Price). The Entitlement Offer is non-renounceable. Eligible Shareholders are also invited to apply for additional New Shares in excess of their entitlement under the Top-Up Facility if there is a shortfall between applications received from Eligible Shareholders and the number of New Shares proposed to be issued under the Entitlement Offer.

The Entitlement Offer is not underwritten.

Action you should take

The Entitlement Offer is scheduled to close at 5.00 pm (Melbourne time) on Friday, 19 February 2021. If you wish to subscribe for New Shares, you must ensure that your application and payment is received by this time in accordance with the instructions set out in Section 2.2.

This Offer Booklet contains important information regarding the Entitlement Offer, and I encourage you to read it carefully before making any investment decision. If you have any questions, you should consult your financial or other professional adviser.

For any enquiries, please email the Company at offer@xped.com or call the Company Secretary, Julie Edwards on 03 9642 0655 or contact your stockbroker, accountant or other professional adviser.

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Chairman
XPED Limited

Key Dates

Event	Date**
Announcement of key dates and 3B	Monday, 25 January 2021
Shares traded on an “ex” entitlement basis	Thursday, 28 January 2021
Record Date for eligibility to participate in the Entitlement Offer	Friday, 29 January 2021
Dispatch of Entitlement Offer Booklet and Entitlement and Acceptance Form to Eligible Shareholders	Monday, 1 February 2021
Entitlement Offer opens	Monday, 1 February 2021
Entitlement Offer closes	Friday, 19 February 2021
Securities quoted on a deferred settlement basis	Monday, 22 February 2021
Results and shortfall (if any) announced to ASX	Wednesday, 24 February 2021
Settlement of New Shares under the Entitlement Offer	Thursday, 25 February 2021
Issue of New Shares under Entitlement Offer	Thursday, 25 February 2021
Dispatch of Holding Statements	Friday, 26 February 2021
New Shares commence trading on a normal settlement basis	Friday, 26 February 2021

** Dates and times in this Offer Booklet are indicative only and subject to change. Any material changes will be notified to ASX. All dates and times are references to Melbourne time.

XPED, reserves the right to amend any or all of these dates and times, subject to the Corporations Act, the ASX Listing Rules and other applicable laws and regulations. In particular, XPED reserves the right to extend the Closing Date and/or accept late Applications under the Entitlement Offer without prior notice. Any extension of the Closing Date may have a consequential impact on the date that New Shares are issued and commence trading on the ASX. Applicants are encouraged to submit their personalised Entitlement and Acceptance Forms as soon as possible after the Entitlement Offer opens.

1. Overview of the Entitlement Offer

1.1 Summary

The Entitlement Offer is a pro rata offer of up to approximately 996,431,012 New Shares at 0.1 cents per New Share (**Issue Price**) to raise up to approximately \$996,431 before costs and expenses if fully subscribed. The Entitlement Offer will not be underwritten.

Eligible Shareholders are entitled to subscribe for 1 New Share for every 2 Shares held by them at 7.00 pm (Melbourne time) on the Record Date.

The Entitlement Offer is non-renounceable, which means that to the extent that any entitlement under the Entitlement Offer is not taken up by any Eligible Shareholder prior to the Closing Date, the entitlement will lapse.

The choices available to Eligible Shareholders in respect of the Entitlement Offer are described in Section 2.

The Entitlement Offer is currently scheduled to close at 5.00 pm (Melbourne time) on Friday, 19 February 2021.

1.2 Eligible Shareholders

Unless the Company otherwise determines, the Entitlement Offer is being made to those Shareholders who:

- (a) are registered as a holder of XPED's Shares as at the Record Date;
- (b) have a registered address in Australia, New Zealand or, for Approved US Shareholders, the United States;
- (c) are not in the United States and are not acting for the account or benefit of any person in the United States except for Approved US Shareholders; and
- (d) are eligible under all applicable securities laws to receive an offer under the Entitlement Offer.

XPED is of the view that it is unreasonable to make an offer under the Entitlement Offer to shareholders outside of Australia, New Zealand and the United States (Approved US Shareholders only) having regard to:

- (a) the number of Shareholders outside of those jurisdictions as a proportion of total Shareholders in XPED;
- (b) the number and value of the New Shares that would have been offered to those Shareholders outside of those jurisdictions; and
- (c) the cost of complying with the legal requirements and requirements of regulatory authorities in the overseas jurisdictions.

XPED is not required to make offers under the Entitlement Offer to Shareholders outside of Australia and New Zealand (although XPED may, at its absolute discretion, make offers under the Entitlement Offer to investors in certain other jurisdictions to whom it is lawful to make such an offer, subject to the provisions of Section 4.4).

1.3 What is the entitlement of an Eligible Shareholder?

The number of New Shares to which you are entitled under the Entitlement Offer is shown in the personalised Entitlement and Acceptance Form which accompanies this Offer Booklet. In calculating each Eligible Shareholder's entitlement, fractional entitlements to New Shares have been rounded down to the nearest whole number of New Shares. Eligible Shareholders can subscribe for all, or part of, their pro rata entitlement under the Entitlement Offer. Detailed instructions on how to accept all, or part of, your pro rata entitlement are set out in Section 2.

Please note that if you choose not to take up your pro rata entitlement, your percentage shareholding in XPED will be diluted to the extent that the Entitlement Offer is taken up by other persons.

1.4 Top-Up Facility

Eligible Shareholders may, in addition to taking up their entitlements in full, apply for additional New Shares (Additional Shares) in excess of their entitlement (Top-Up Facility). Additional Shares will only be available where there is a shortfall between applications received from Eligible Shareholders and the number of New Shares proposed to be issued under the Entitlement Offer (Shortfall). Additional Shares will be issued at the Issue Price.

XPED proposes to adopt the below allocation policy for allocating Shortfall.

- (a) Any shortfall will be allocated based on the Directors discretion.
- (b) Directors of XPED will not be eligible to participate in the Top-Up Facility or apply for Additional Shares.
- (c) If, following the above allocation, there remains a Shortfall, it will then be at the discretion of the Directors of XPED to place the Shortfall.
- (d) The Directors reserve the right to place any unissued Shares within 3 months after the close of the Entitlement Offer. The Directors are not obliged to place any such Shares and will only do so in their discretion.

For avoidance of doubt, under the Corporations Act 20% relevant interest level applies to limit the acquisition of Additional Shares through the Top-Up Facility.

Accordingly, Eligible Shareholders who apply for Additional Shares may be allocated a lesser number of Additional Shares than applied for in which case excess Application Money will be refunded without interest. If you wish to subscribe for Additional Shares in addition to your Entitlement then you should nominate the maximum number of Additional Shares you wish to subscribe for on the Entitlement and Acceptance Form and make corresponding payment for your full Entitlement plus the Additional Shares.

1.5 No Underwriting

The rights issue will not be underwritten.

1.6 No trading of entitlements

Entitlements under the Entitlement Offer are non-renounceable and will not be tradeable on the ASX or otherwise transferable. Shareholders who do not take up their entitlement in full will not receive any value in respect of that part of the entitlement that they do not take up.

1.7 Issue of New Shares

XPED currently expects that New Shares will be issued on 25 February 2021. The issue of New Shares will only be made after permission for their quotation on ASX has been obtained. The fact that New Shares have been admitted to quotation on ASX is not to be taken in any way as an indication of the merits of XPED or the New Shares.

1.8 Ranking of New Shares

When issued, the New Shares will be fully paid and will rank equally with existing Shares.

1.9 Withdrawal of the Entitlement Offer

XPED reserves the right to withdraw all or part of the Entitlement Offer, and this Offer Booklet, at any time, subject to applicable laws. In that case, XPED will refund Application Monies in relation to New Shares not already issued in accordance with the Corporations Act and without payment of interest.

To the fullest extent permitted by law, you agree that any Application Monies paid by you to XPED will not entitle you to receive any interest and that any interest earned in respect of Application Monies will belong to XPED.

1.10 Speculative nature of Entitlement Offer and projects and relevant risk factors

In deciding whether to take up some or all of your entitlements under the Entitlement Offer, you should:

- (a) have regard to the risks discussed in Section 3 of this Offer Booklet, and
- (b) read this Offer Booklet carefully and in its entirety and have regard to your own investment parameters, and if required, obtain independent professional investment advice, before deciding to invest in XPED.

1.11 Purpose and use of funds

XPED plans to use the funds raised from the Entitlement Offer to allow the Company to accelerate its sales and marketing efforts for its healthcare business as well as general working capital purposes.

1.12 Financial Impact

The proceeds from the Entitlement Offer, before allowing for costs and expenses, will amount up to approximately \$996,431 if fully subscribed.

1.13 Effect on Capital Structure

The principal effect of the Entitlement Offer on XPED's issued share capital will be to increase the total number of issued Shares. The following table sets out the number of issued Shares on the Announcement Date and, subject to the rounding of fractional entitlements under the Entitlement Offer, the total number of issued Shares at the completion of the Entitlement Offer if fully subscribed:

Shares	Number
Shares on issue at the Announcement Date	1,992,862,024
Shares offered under the Entitlement Offer	996,431,012*
Maximum Shares on issue on completion of the Entitlement Offer	2,989,293,036*

* The number of New Shares to be issued under the Entitlement Offer is subject to the rounding of fractional entitlements to New Shares.

1.14 Effect of the Entitlement Offer on the Control of XPED

The potential effect the Entitlement Offer will have on the control of XPED is as follows:

- (a) if all Eligible Shareholders take up their entitlements under the Entitlement Offer, then the Entitlement Offer will have no effect on the control of XPED;
- (b) if some Eligible Shareholders do not take up all of their entitlements under the Entitlement Offer, then the interests of those Eligible Shareholders will be diluted;
- (c) the proportional interests of shareholders who are not Eligible Shareholders will be diluted because such shareholders are not entitled to participate in the Entitlement Offer,
- (d) having regard to:
 - the composition of XPED's share register; and
 - the terms of the Entitlement Offer,

XPED does not believe that any person will increase their voting power in XPED pursuant to the Entitlement Offer in a way that will have any material impact on the control of XPED. In particular, no person presently has a relevant interest in more than 20% of Shares, and no person is expected to have a more than 20% relevant interest in Shares following the Entitlement Offer.

2. Choices available to Eligible Shareholders

2.1 Your choices

Before taking any action, you should read this Offer Booklet in its entirety and, if you have any questions, consult your financial or other professional adviser. If you are an Eligible Shareholder, the following choices are available to you:

Option	See Section
Take up all or part of your entitlement under the Entitlement Offer	2.2(a)
Take up all of your entitlement under the Entitlement Offer and apply 2.2(b) for Additional Shares under the Top-Up Facility	2.2(b)
Take no action	2.7

2.2 How to participate in the Entitlement Offer

(a) Taking up all or part of your entitlement

To subscribe for New Shares offered to you under your pro rata allocation, please complete the accompanying Entitlement and Acceptance Form according to the instructions on the form for all, or that part of, your pro rata entitlement you wish to subscribe for.

Any Approved US Shareholder who wishes to subscribe for New Shares must also sign and return a US Investor Certificate, which is available from our Company Secretary.

(b) Applying for Additional Shares under the Top-Up Facility

If you wish to apply for Additional Shares in excess of your entitlement, please complete your personalised Entitlement and Acceptance Form accordingly and follow the instructions set out on the form or below.

Your application for additional New Shares may not be successful (wholly or partially). The decision in relation to the number of additional New Shares in excess of your entitlement to be allocated to you will be final. No interest will be paid on any Application Monies received and returned.

(c) Payment

The Application Monies are payable in full on application.

Payments must be received by 5.00 pm (Melbourne time) on the Closing Date and must be in Australian currency and made by:

Electronic funds transfer "EFT"

Account Name: Xped Limited
Bank: Commonwealth Bank of Australia
Bank Address: 96 King William Street, Adelaide SA 5000, Australia
Swift Code: CTBAAU2S
Bank BSB: 065-000
Account Number: 11759523
Beneficiary Address: Level 6, 412 Collins St, Melbourne VIC 3000, Australia

You must return the Entitlement and Acceptance Form to offer@xped.com. Please follow the instructions on the Entitlement and Acceptance Form. Different financial institutions may implement earlier cut-off times with regards to electronic payment, so please take this into consideration when making payment. It is your responsibility to ensure that funds submitted are received by no later than 5.00 pm (Melbourne time) on the Closing Date.

XPED will treat you as applying for as many New Shares as your payment will pay for in full.

XPED will not be responsible for any postal or delivery delays or delay in the receipt of your payment.

Application monies will be held in trust in a subscription account until New Shares are issued. Any interest earned on Application Monies will be for the benefit of XPED and will be retained by XPED irrespective of whether any issue of New Shares takes place.

(d) Return completed Entitlement and Acceptance Form and payment

The Entitlement and Acceptance Form should be emailed to offer@xped.com.

Payments that are received without a corresponding acceptance form may be rejected.

Please note that all acceptances, once received, are irrevocable.

2.3 Representations you will be taken to make by acceptance

By completing and returning your Entitlement and Acceptance Form or making a payment, you will be deemed to have:

- (a) acknowledged that you have fully read and understood this Offer Booklet and the Entitlement and Acceptance Form in their entirety and you acknowledge the matters and make the warranties and representations and agreements contained in this Offer Booklet and the Entitlement and Acceptance Form;
- (b) agreed to be bound by the terms of the Entitlement Offer, the provisions of this Offer Booklet and XPED's constitution;
- (c) authorised XPED to register you as the holder of the New Shares allotted to you;
- (d) declared that you are over 18 years of age and have full legal capacity and power to perform all your rights and obligations under the Entitlement Offer;
- (e) acknowledged that once XPED receives your Entitlement and Acceptance Form or any payment of Application Monies, you may not withdraw your application or funds provided except as allowed by law;
- (f) acknowledged that you have a registered address in Australia, New Zealand or, if you are an Approved US Shareholder, the United States or certain other jurisdictions as explicitly consented to by XPED as at the Record Date;
- (g) agreed to apply for and be issued up to the number of New Shares and Additional Shares specified in the Entitlement and Acceptance Form, or for which you have submitted payment of any Application Monies, at the Issue Price per New Share;
- (h) authorised XPED, the Share Registry and their respective officers, employees or agents to do anything on your behalf necessary for New Shares to be issued to you;
- (i) declared that you were the registered holder at the Record Date of the Shares indicated in the Entitlement and Acceptance Form as being held by you on the Record Date;
- (j) acknowledged that the information contained in this Offer Booklet and your Entitlement and Acceptance Form is not investment advice nor a recommendation that the New Shares are suitable for you given your investment objectives, financial situation or particular needs;
- (k) acknowledged that this Offer Booklet is not a prospectus, does not contain all of the information that you may require in order to assess an investment in XPED and is given in the context of XPED's past and ongoing continuous disclosure announcements to the ASX;
- (l) acknowledged the statement of risks in the 'Risk Factors' Section of this Offer Booklet and

that investments in XPED are subject to risk;

- (m) acknowledged that none of XPED or its related bodies corporate, affiliates and none of its or their respective directors, officers, partners, employees, representatives, agents, consultants or advisers, guarantees the performance of XPED, nor do they guarantee the repayment of capital;
- (n) agreed to provide any requested substantiation of your eligibility to participate in the Entitlement Offer and your holding of Shares on the Record Date; and
- (o) authorised XPED to correct any errors in your Entitlement and Acceptance Form.

By completing and returning your Entitlement and Acceptance Form or making a payment, you will also be deemed to have acknowledged, represented and warranted on behalf of each person on whose account you are acting that:

- (a) except for Approved US Shareholders (who must sign and return a US Investor Certificate), you are not in the United States and are not acting for the account or benefit of a person in the United States, and are not otherwise a person to whom it would be illegal to make an offer or issue New Shares under the Entitlement Offer;
- (b) you acknowledge that the New Shares have not been, and will not be, registered under the US Securities Act or the securities laws of any state or other jurisdiction of the United States and accordingly, the New Shares may not be offered, sold or otherwise transferred except in accordance with an available exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act and any other applicable securities laws; and
- (c) you have not and will not send any materials relating to the Entitlement Offer to any person in the United States.

2.4 No minimum subscription

There is no minimum subscription for an Eligible Shareholder under the Entitlement Offer.

2.5 No cooling offrights

Cooling off rights do not apply to an investment in New Shares. You cannot withdraw your application once it has been made.

2.6 Refunds of excess Application Monies

Any Application Monies received for more than the number of New Shares issued to you will be refunded as soon as reasonably practicable following the close of the Entitlement Offer. No interest will be paid on any Application Monies. Payment of any refunds will be made by Electronic Funds Transfer.

2.7 If you do nothing

If you do not apply for Shares pursuant to the Entitlement Offer, your entitlement under the Entitlement Offer will lapse.

If you do not apply for Shares pursuant to the Entitlement Offer, your percentage ownership in XPED will be diluted because the issue of New Shares to other Eligible Shareholders under the Entitlement Offer will increase the total number of Shares on issue.

3. Risk Factors

XPED's activities are subject to a number of risks which may impact future financial performance and the market price at which New Shares trade. Some of these risks can be mitigated by the use of safeguards and appropriate controls. However, others are outside XPED's control and cannot be mitigated. Therefore, investors who acquire New Shares may be exposed to a number of risks. Broadly, these risks can be classified as risks that are general to investing in the share market and risks specific to an investment in Shares and XPED's underlying business.

An investment in XPED carries with it the following risks:

1. General

Due to the inherently uncertain nature of the healthcare and IoT industries, the XPED business carries with it various risks. Shareholders should realise that the value of XPED may fluctuate and that a dividend is not expected to be declared by XPED in the medium term. Whilst XPED will attempt to minimise the following risk factors, many of them are beyond its control. This list of risk factors should not be taken as being exhaustive of the risks faced by XPED. These factors and others not specifically referred to may materially affect the performance of XPED and the value of its Shares.

2. Funding Risk

In order to fund the future growth of the XPED business it will be necessary for the Board to consider XPED's potential capital raising needs notwithstanding the funds raised under the current capital raising.

3. Products Development Risk

The XPED healthcare business is developing new products incorporating new IoT technology with its healthcare products and services. This brings with it a variety of potential risks. There is no assurance that XPED will be able to overcome them moving forward.

4. Declining Revenue Risk

XPED's revenue has declined as a result of Covid 19 and the effect of competitive products and services in the market, and there is no certainty that product sales will be generated and increased.

5. Demand and Supply Risk

Activities within the healthcare industry by its nature are risky. The operations of customer care can be affected by a huge number of factors, risks, issues and costs.

Due to Covid 19, there has been new requirements in products and services in the healthcare industry for hospitals, aged homes and in-home care. This market opportunity requires XPED to develop new products and services to meet the requirements under a pandemic environment. Consequently, the demand for the current XPED product and services might be reduce in the short term. There is also potential for an increase in demand due to the needs for prevention and detection of virus in a healthcare facility provided we have the products and solutions, however it is not possible to determine if our current and to be developed products will be effective at this stage.

Competitive pressures can impact XPED's ability to successfully engage with the more established channel partners.

6. Competitor Risk

XPED operates in a competitive environment. Its competitors will compete with XPED on pricing, functionality and specification on the products and services offered by XPED. XPED's competitors may seek to reverse engineer XPED's proprietary and third-party products.

7. Operational Risk

XPED is subject to the usual form of operational risks that apply to selling products that requires assembly operation with supplies and materials from international suppliers. These include the potential for industrial disputes relating to labour or product logistics, raw material supply risks and costs, capital costs which may be incurred in the event of increased demand, the hiring of appropriately skilled and secure labour, and geopolitical and government risk.

8. Currency Risk

XPED's revenues are expected to be largely denominated in Australian dollars, whereas its operating costs are expected to be denominated in a combination of US dollars, Chinese Rinyinbi and Australian dollars. As an ASX listed entity, XPED reports in Australian dollars. These aspects mean that XPED is potentially exposed to currency and exchange rate risk.

9. Business Operations

Business operation are expected to be impacted by recent developments in relation to COVID 19 including ability to travel. Delays are expected in finalizing sales nationwide where we do not have affiliate operations and sales representation, and this may delay any future sales.

10. Legal Risk

As disclosed in our 2020 Annual Report, the Company entered into a Share Placement Agreement ("SPA") issuing 250 million Shares at \$0.001 per Share for a total proceed of \$250,000. Pursuant to the SPA, XPED made certain representations in respect to liabilities in the XPED to Teko International Limited (the "Purchaser"), the Purchaser, and subsequently XPED became aware that some of the representations made by XPED were not accurate. XPED is determining the extent of its legal liabilities. Investor are cautioned that the XPED may be required to compensate the Purchaser for all its investment, legal and other related costs.

11. Market Risk

Market conditions are likely to be volatile due to recent developments connected to COVID 19. Investing in XPED will expose you to these risks and uncertainties however it is no possible to ascertain what the likely outcome of these impacts.

This above list of risk is not exhaustive and investors should read this Offer Booklet in its entirety before making an investment decision. Investors should also have regard to their own investment objectives and financial circumstances and should consider seeking appropriate independent investment advice before deciding whether to invest in the New Shares.

4. Further Information

4.1 Taxation

Taxation implications of participating in the Entitlement Offer will vary depending on the particular circumstances of individual Eligible Shareholders. Eligible Shareholders are advised to obtain their own professional taxation advice before making a decision in relation to the Entitlement Offer.

4.2 This Offer Booklet is not a prospectus

The Entitlement Offer is being conducted in accordance with Section 708AA of the Corporations Act (as modified by ASIC Legislative Instrument 2016/84). In general terms, Section 708AA relates to rights issues by certain companies that do not require the preparation of a prospectus or other disclosure document. Accordingly, the level of disclosure in this Offer Booklet is less than the level of disclosure required in a prospectus.

As a result, in deciding whether or not to accept the Entitlement Offer, you should rely on your own knowledge of XPED, refer to disclosures made by XPED to the ASX (which are available for inspection on the ASX website www.asx.com.au and on XPED's website at www.xped.com) and seek the advice of your professional adviser.

4.3 Holding Statements and trading of New Shares

XPED participates in the Clearing House Electronic Sub-Register System (CHES), in accordance with ASX Listing Rules and operates an electronic issuer-sponsored sub-register and an electronic CHES sub-register. The two sub-registers together make up XPED's principal register. Consequently, XPED will not issue certificates to security holders but they will be provided with a holding statement, which will set out the number of Shares allotted to them under this Entitlement Offer.

It is your responsibility to determine your holding of New Shares before trading to avoid the risk of selling New Shares you do not own. To the maximum extent permitted by law, XPED disclaims any liability to persons who trade New Shares before they receive their holding statements, whether on the basis of confirmation of the allocation provided by XPED or the Registry or otherwise, or who otherwise trade or purport to trade New Shares in error or which they do not hold or are not entitled to.

4.4 Foreign shareholders

(a) General restrictions

This Offer Booklet and the accompanying Entitlement and Acceptance Form do not constitute an offer in any place in which, or to any person to whom, it would not be lawful to make such an offer. The distribution of this Offer Booklet in jurisdictions outside Australia may be restricted by law and persons who come into possession of this Offer Booklet outside Australia should observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws. No action has been taken to register or qualify the New Shares or to otherwise permit an offering of New Shares outside Australia and the New Shares may not be offered outside Australia except to the extent permitted below.

Return of the Entitlement and Acceptance Form or your payment will be taken by XPED as a representation by you that there has been no breach of any such laws.

Nominees and custodians may not distribute this document, and may not permit any beneficial shareholder to participate in the Offer, in any country outside Australia and New Zealand except, with the consent of the XPED, to beneficial shareholders resident in certain other countries where XPED may determine it is lawful and practical to make the Entitlement Offer.

(b) New Zealand

The New Shares are not being offered to the public within New Zealand other than to existing shareholders of XPED with registered addresses in New Zealand to whom the offer of these securities is being made in reliance on the Financial Markets Conduct (Incidental Offers) Exemption Notice 2016 (New Zealand).

This document has been prepared in compliance with Australian law and has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act of 2013. This document is not a product disclosure statement under New Zealand law and is not required to, and may not, contain all the information that a product disclosure statement under New Zealand law is required to contain.

(c) United States

This document does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States. The New Shares have not been, and will not be, registered under the US Securities Act or the securities laws of any state or other jurisdiction of the United States. Accordingly, the New Shares may not be offered or sold in the United States

except in transactions exempt from, or not subject to, the registration requirements of the US Securities Act and applicable US state securities laws. As a result, the New Shares will only be offered and sold in the United States to Approved US Shareholders.

4.5 Privacy

By submitting an Entitlement and Acceptance Form, you will be providing personal information to XPED (directly or through the Share Registry). XPED collects, holds and will use that information to assess and process your application, administer your shareholding in XPED and to provide related services to you. XPED may disclose your personal information for purposes related to your shareholding in XPED, including to the Share Registry, XPED's related bodies corporate, agents, contractors and third-party service providers, including mailing houses and professional advisers, and to ASX and regulatory bodies. You can obtain access to personal information that XPED holds about you. To make a request for access to your personal information held by (or on behalf of) XPED, please contact XPED through the Share Registry.

4.6 Governing law

This Offer Booklet, the Entitlement Offer and the contracts formed on acceptance of the Entitlement Offer are governed by the laws applicable in Victoria, Australia. Each applicant for New Shares submits to the non-exclusive jurisdiction of the courts of Victoria, Australia.

5. Glossary and interpretation

5.1 Definitions

In this Offer Booklet, the following words have the following meanings unless the context requires otherwise:

Terms	Definition
Additional Shares	New Shares applied for by an Eligible Shareholder that are in excess of the Eligible Shareholder's entitlement
Announcement Date	25 January 2021
Applicant	a Shareholder as at the Record Date applying for New Shares under this Entitlement Offer
Application Monies	the sum of the relevant Entitlement Offer and any Additional Shares multiplied by the Issue Price under this entitlement offer
Approved US Shareholder	a Shareholder with a registered address in the United States who is an institutional "accredited investor", as defined in Rule 501(a), (1), (2), (3), (7) or (8) under the US Securities Act
ASIC	the Australian Securities and Investments Commission
ASX	ASX Limited or, as the context requires, the financial market known as the Australian Securities Exchange operated by it
ASX Listing Rules	the official listing rules of the ASX as amended or replaced from time to time
Board	the Board of directors of XPED from time to time
Business Day	means a day which is not a Saturday, Sunday or a public holiday in Victoria, Australia
Closing Date	the deadline for accepting the Entitlement Offer, being 5.00pm (Melbourne time) on Friday, 19 February 2021 (subject to change)
Company or XPED	XPED Limited (ABN 89 122 203 196)
Corporations Act	Corporations Act 2001 (Cth)
Directors	the directors of XPED
Eligible Shareholder	has the meaning given in Section 1.2

Entitlement and Acceptance Forms	the personalised entitlement and acceptance form to subscribe for New Shares accompanying this Entitlement Offer Booklet
Entitlement Offer	the pro rata non-renounceable offer of New Shares to Eligible Shareholders in accordance with the terms of this Offer Booklet
Issue Price	the price payable for each New Share under the Entitlement Offer, being 0.1 cents
New Shares	the Shares offered pursuant to the Entitlement Offer
Offer Booklet	this offer booklet dated 1 February 2021
Record Date	7.00 pm (Melbourne time) on 29 January 2021
Share	a fully paid ordinary share in the capital of XPED
Shareholder	a registered holder of Shares
Share Registry	Automic Pty Ltd
Subsidiary	a body corporate that is a subsidiary of XPED within the meaning of the Corporations Act
Top-Up Facility	the mechanism by which Eligible Shareholders can apply for Additional Shares as described in Section 1.4
United States or US	United States of America, its territories and possessions, any State of the United States of America and the District of Columbia
US Securities Act	the United States Securities Act of 1933, as amended

In this Offer Booklet, unless the context otherwise requires:

- (a) the singular includes the plural, and vice versa;
- (b) words importing one gender include other genders;
- (c) other parts of speech and grammatical forms of a word or phrase defined in this document have corresponding meanings;
- (d) terms used in this document and defined in the Corporations Act have the meanings ascribed to them in the Corporations Act;
- (e) other grammatical forms of a word or phrase defined in this document have a corresponding meaning; and
- (f) a reference to a Section is a reference to a Section of this Offer Booklet.

Corporate Directory

COMPANY NAME	XPED Limited
ASXCODE	XPE
DIRECTORS	Con Unerkov – Non-Executive Chairman Cecil Ho – Executive Director John Schultz - Non-Executive Director Dr. Heming Cui - Non-Executive Director Elvis Diao - Non-Executive Director
COMPANY SECRETARY	Julie Edwards
HEAD OFFICE	Level 6 412 Collins Street Melbourne VIC 3000
SHARE REGISTRY	Automic Pty Ltd Level 5 126 Phillip Street Sydney NSW 2000 Tel: 1300 288 664 (within Australia) Tel: +61 2 9698 5414 (within and outside Australia)
