



Announcement Summary

Entity name

XREF LIMITED

Announcement Type

New announcement

Date of this announcement

21/3/2025

The Proposed issue is:

An offer of securities under a securities purchase plan

Total number of +securities proposed to be issued for an offer of securities under a securities purchase plan

| ASX +security code | +Security description | Maximum Number of +securities to be issued |
|--------------------|-----------------------|--|
| XF1 | ORDINARY FULLY PAID | 7,692,308 |

+Record date

20/3/2025

Offer closing date

22/4/2025

+Issue date

30/4/2025

Refer to next page for full details of the announcement



Part 1 - Entity and announcement details

1.1 Name of +Entity

XREF LIMITED

We (the entity named above) give ASX the following information about a proposed issue of +securities and, if ASX agrees to +quote any of the +securities (including any rights) on a +deferred settlement basis, we agree to the matters set out in Appendix 3B of the ASX Listing Rules.

If the +securities are being offered under a +disclosure document or +PDS and are intended to be quoted on ASX, we also apply for quotation of all of the +securities that may be issued under the +disclosure document or +PDS on the terms set out in Appendix 2A of the ASX Listing Rules (on the understanding that once the final number of +securities issued under the +disclosure document or +PDS is known, in accordance with Listing Rule 3.10.3C, we will complete and lodge with ASX an Appendix 2A online form notifying ASX of their issue and applying for their quotation).

1.2 Registered Number Type

ABN

Registration Number

34122404666

1.3 ASX issuer code

XF1

1.4 The announcement is

New announcement

1.5 Date of this announcement

21/3/2025

1.6 The Proposed issue is:

An offer of +securities under a +securities purchase plan



Part 4 - Details of proposed offer under securities purchase plan

Part 4A - Conditions

4A.1 Do any external approvals need to be obtained or other conditions satisfied before the offer of +securities under the +securities purchase plan issue can proceed on an unconditional basis?

No

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Part 4B - Offer details

+Class or classes of +securities that will participate in the proposed issue and +class or classes of +securities proposed to be issued

ASX +security code and description

XF1 : ORDINARY FULLY PAID

Will the proposed issue of this +security include an offer of attaching +securities?

No

Details of +securities proposed to be issued

ASX +security code and description

XF1 : ORDINARY FULLY PAID

Maximum total number of those +securities that could be issued if all offers under the +securities purchase plan are accepted

7,692,308

Will the offer be conditional on applications for a minimum number of +securities being received or a minimum amount being raised (i.e. a minimum subscription condition)?

No

Will the offer be conditional on applications for a maximum number of +securities being received or a maximum amount being raised (i.e. a maximum subscription condition)?

Yes

Describe the maximum subscription condition

The SPP will be capped at \$1 million (7,692,308 Shares) and if Xref receives valid applications exceeding \$1 million under the SPP, the Company intends to allocate Shares on a `first-come, first served` basis, with applications received in excess of \$1 million returned to the relevant applicants.

Will individual security holders be required to accept the offer for a minimum number or value of +securities (i.e. a minimum acceptance condition)?

Yes

Is the minimum acceptance unit based or dollar based?

Dollar based (\$)

Please enter the minimum acceptance value

\$ 2,500

Will individual security holders be limited to accepting the offer for a maximum number or value of +securities (i.e. a maximum acceptance condition)?

Yes

Is the maximum acceptance unit based or dollar based?

Dollar based (\$)

**Please enter the maximum acceptance value**

\$ 30,000

Describe all the applicable parcels available for this offer in number of securities or dollar value

| | |
|----------|----------------|
| \$2,500 | 19,231 shares |
| \$5,000 | 38,462 shares |
| \$10,000 | 76,923 shares |
| \$15,000 | 115,385 shares |
| \$20,000 | 153,846 shares |
| \$30,000 | 230,769 shares |

Offer price details**Has the offer price been determined?**

Yes

In what currency will the offer be made? What is the offer price per +security?

AUD - Australian Dollar

AUD 0.13000

Oversubscription & Scale back details**Will a scale back be applied if the offer is over-subscribed?**

Yes

Describe the scale back arrangements

The Company intends to allocate Shares on a 'first-come, first served' basis, with applications received in excess of \$1 million returned to the relevant applicants.

Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?

Yes

Part 4C - Timetable**4C.1 Date of announcement of +security purchase plan**

21/3/2025

4C.2 +Record date

20/3/2025

4C.3 Date on which offer documents will be made available to investors

4/4/2025

4C.4 Offer open date

4/4/2025

4C.5 Offer closing date

22/4/2025



4C.7 +Issue date and last day for entity to announce results of +security purchase plan offer

30/4/2025

Part 4D - Listing Rule requirements

4D.1 Does the offer under the +securities purchase plan meet all of the requirements of listing rule 7.2 exception 5 or do you have a waiver from those requirements?

Yes

Part 4E - Fees and expenses

4E.1 Will there be a lead manager or broker to the proposed offer?

Yes

4E.1a Who is the lead manager/broker?

TMT Partners is the corporate adviser and manager to the capital raising.

4E.1b What fee, commission or other consideration is payable to them for acting as lead manager/broker?

1.5% of the amount raised in the SPP, paid in cash.

4E.2 Is the proposed offer to be underwritten?

No

4E.3 Will brokers who lodge acceptances or renunciations on behalf of eligible +security holders be paid a handling fee or commission?

No

4E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed offer

None

Part 4F - Further Information

4F.01 The purpose(s) for which the entity intends to use the cash raised by the proposed issue

The net proceeds of the SPP will reduce the Company's net debt position and provide the flexibility to restructure the business to provide more efficient operations and improve operational cash flow.

4F.1 Will the entity be changing its dividend/distribution policy if the proposed offer is successful?

No

4F.2 Countries in which the entity has +security holders who will not be eligible to accept the proposed offer

Shareholders must have an address in a jurisdiction in which it is lawful and practical for the Company to issue Shares under the Plan. Xref has determined that it is either unlawful or impractical to make offers under the SPP to any US Person.

4F.3 URL on the entity's website where investors can download information about the proposed offer

<https://www.xf1.com/>

4F.4 Any other information the entity wishes to provide about the proposed offer



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