

ASX Announcement | 16 June 2025

Linius launches \$3.3m capital raising initiative and Andrew Demetriou joins Board amid accelerating business momentum

Highlights:

- Capital raising initiative with binding commitments for approx. \$2.35m in cash received from professional and sophisticated investors via share placement and new convertible note facility
- Funding reflects growing confidence in business momentum under new CEO, Ben Taverner, towards goal of achieving cashflow breakeven
- Former AFL CEO, Andrew Demetriou, and Brent Jones join Linius Board
- All Directors to take up convertible notes in lieu of cash remuneration for 2025/26 and are to be incentivized with performance-based securities
- Continued focus on reducing overall cost-base, with budget savings allowing for recruitment of four new senior sales personnel to support rapidly expanding pipeline
- Several new paid proofs of concept are progressing, including with a major sports league in Europe
- Eli Capital \$1.5m standby equity facility remains undrawn and is in place as part of the Company's overall funding strategy

Melbourne, Australia – 16 June 2025: Linius Technologies Limited (ASX: LNU) (**Linius** or **Company**) – the only cloud-based solution that unlocks the value of video archives with immersive, deeply personalized viewer experiences via its Linius Media Solutions portfolio – is pleased to announce a \$350,000 placement of new fully paid ordinary shares in the Company (**Placement**) to professional and sophisticated investors and the establishment of a new \$3 million convertible note facility (**Note Facility**), with binding commitments for notes of approx. \$2 million to-date from professional and sophisticated investors.

The Company is also pleased to announce the appointments of Andrew Demetriou and Brent Jones to the Linius Board of Directors.

Andrew Demetriou's professional background positions him perfectly to drive commercial value into the Linius business. He was CEO of the Australian Football League (AFL) from 2003 until June 2014 and prior to that served as AFL General Manager – Football Operations and head of the AFL Players Association. Mr Demetriou is currently Co-Chair of the National Basketball League (NBL) Advisory Board. He was formerly a Director of the Melbourne Sports Marketing firm, Bastion Group, Director, Chairman and Non-Executive Director of Capitol Health Limited, Chairman of Board of Management, Cox Architecture, Non-Executive Director of Crown Resorts Limited and Chairman of Crown Melbourne. He recently completed a two year term on the Australian Referendum Council for Indigenous recognition in the Constitution and is a former Chairman of the Australian Multicultural Advisory Council.

Mr Demetriou commented, "*Linius has developed a unique, patented technology capability that is proven to drive value in the global video marketplace. It's an exciting opportunity and I am looking forward to assisting the Board and operating team in leveraging the technology for scale.*"

Brent Jones is an experienced financial services professional who has held numerous directorships and managerial positions. Most recently, Mr Jones acted as Non Executive Director of Latin Resources (ASX:LRS) which was sold to Pilbara Minerals (ASX:PLS) in February 2025. Prior to and during his tenure, he also acted as Managing Director of Professional Services at Sequoia Financial Group (ASX:SEQ), a national supplier of diversified professional services to the Accounting and Advice industry. As a professional and personal investor, Mr Jones has been exposed to numerous mergers, acquisitions, initial public offerings, capital raisings, early seed funding and development funding activities. Mr Jones has a degree in Information Technology from Monash University and is a graduate of the Australian Institute of Company Directors (AICD).

The capital raising will allow the Company to deliver new revenues by capitalising on both new and existing partnerships with industry leaders as previously announced to the market. Together with cost savings through restructured operations, the raising will support the Company's goal of achieving cash flow breakeven.

Linius CEO Ben Taverner said, *"This committed funding will provide the firepower for Linius to close and deliver on key short-term opportunities that are strategically positioned to generate significant revenue for the company and strengthen our position within the industry. It will also accelerate the recruitment of new sales personnel, with new sales engineer and director appointments being finalized, and the company actively seeking two sales managers."*

"Since joining in February this year, we have created significant commercial momentum across sports organizations globally. Additionally, within the security vertical we now have multiple market leading video surveillance providers engaged with our SaaS platform. Our product is proven to generate commercial value and our primary goal now is to scale our commercial outcome."

Linius Chairman Gerard Bongiorno said, *"I am delighted with the support shown by new and existing investors in this fundraising, and welcome both Andrew Demetriou and Brent Jones to the Linius Board. Andrew brings his wealth of knowledge and experience in the sports and entertainment industries including through his previous role as CEO of the AFL. Brent is a seasoned financial services professional with a track record of success in maximising value for shareholders in ASX companies. I look forward to working with both of them."*

"Our main objective remains to achieve strong financial performance and stability, ultimately achieving our goal of cash flow breakeven in the business and enhancing value creation for our shareholders."

As an added measure to preserve cash, the Company's non-executive directors (including new appointees) have agreed, subject to shareholder approval, to receive outstanding and future directors' and consultant fees through to 30 June 2026 in convertible notes, representing a cash saving for the Company of \$480,752.

In addition, the \$1.5 million standby equity facility with Eli Capital, announced in September 2024, is undrawn and remains in place as part of the Company's overall funding strategy.

Linius is progressing a number of new paid proofs of concept, including with a major sports league in Europe, and expanding its sales team to support large scale commercialization of the Company's technology. Revenue from these POCs is not material, however they are significant for Linius as new CEO Ben Taverner drives business momentum. The Company expects material engagements to flow from these POCs and the potential to unlock further opportunities in order to expand the service. All POCs are on terms and conditions customary for engagements of this nature.

Placement

The Placement will result in the issue of 350,000,000 fully paid ordinary shares at \$0.001 per share, with one free attaching option for every five shares issued (for an aggregate 70,000,000 options). The options will have an exercise price of \$0.002 each, expiring on 30 June 2027, and are subject to shareholder approval.

The Placement will raise \$350,000, before costs. Settlement is expected to take place within seven days of this announcement.

The shares will be issued within the Company's existing Listing Rule 7.1A placement capacity. The issue price is equal to the 15-day VWAP, meeting the requirements of LR 7.1A.3 in being greater than 75% of the 15-day VWAP. The shares issued under the Placement will rank equally with existing Linus fully paid ordinary shares on issue.

The Company will seek shareholder approval for the issue of the options under Listing Rule 7.1.

Proceeds from the Placement will be used for continued execution of Linus' go-to-market plan and scaling of the service, expansion of sales capacity and general working capital.

New Convertible Note Facility

The new convertible note facility allows the Company to issue convertible notes up to a maximum aggregate face value of \$3 million. The Company has received binding commitments to-date for approx. \$2m in aggregate from several professional and sophisticated investors, including current shareholders, directors and newly appointed director Brent Jones.

The existing \$750,000 convertible note facility, announced to ASX in March 2025, has been closed by the Company, having raised an aggregate \$350,000.

The first tranche for the new facility is for \$350,000 with the notes expected to be issued within seven days of this announcement. The issue of these 350,000 notes is within the Company's placement capacity under Listing Rule 7.1 (which includes unutilized capacity from the existing \$750,000 facility) on the basis of the conversion price of \$0.001 and assuming all interest accruing on the notes is capitalized (see below) and is not subject to shareholder approval.

The issue of notes under the second tranche of the Note Facility, being up to 2.65 million notes, is subject to shareholder approval for the purposes of Listing Rule 7.1 for non-related parties and Listing Rule 10.11 for related parties. In addition to the first tranche, the Company has to-date received commitments for approx. \$1.65 million under the second tranche of the Note Facility with approx. \$585,000 from Linus directors, including \$500,000 from new director Brent Jones, and subject to shareholder approval 480,752 notes proposed to be issued to directors in lieu of cash remuneration (see below).

The key terms and conditions of the convertible notes are as follows:

- Each note has a face value of \$1.00.
- Each note attracts a coupon of 20% per annum, which accrues daily and is to be capitalized monthly.
- The notes have a maturity date of 24 months from their dates of issue.

- The notes (together with capitalized interest) may be converted by the Noteholder into fully paid ordinary shares in the Company at any time up to their respective maturity date. The conversion price will be \$0.001. After 12 months from their date of issue, the Company may also elect to convert into shares on the same terms any notes that have not been redeemed (together with capitalized interest). Notes may only be converted after 31 August 2025.
- After 12 months from their date of issue, the Company may redeem the notes prior to their maturity date.
- The notes are not secured. However, the Company and its subsidiaries must not deal with (which includes encumbering) any material assets outside of the ordinary course of business without noteholder consent.

The Company will seek to convene a general meeting for approval of the issue of the balance of the notes under the Note Facility as soon as practicable, expected to be in late July/early August 2025.

Proceeds from cash subscriptions under the Note Facility will be used for the same purposes as funds raised under the Placement (see above).

In accordance with the requirements of ASX guidance note 21 as clarified by ASX compliance update 05/20, the Company provides the following additional disclosure. The notes will be issued on terms that are broadly consistent with the terms of the convertible notes issued under the convertible note facility announced in March 2025, other than the conversion price changing from a floor of \$0.002 to a fixed \$0.001. In the light of deteriorating capital market conditions and investor interest to support a significantly larger raise at the lower conversion price, the Company formed the view that establishing the new facility would be preferable. Alternative fundraising options in the form of the existing convertible note facility or a share placement of a higher magnitude were considered but did not attract the same investor interest. The Notes to be issued under the new facility are not secured and no “collateral shares” are being issued.

A detailed summary of the terms and conditions of the Note Facility is set out in the schedule to this announcement.

Other Proposed Note Issues - Director Remuneration Notes

The Company’s directors have agreed, subject to shareholder approval, to receive outstanding fees and future director fees through to 30 June 2026 (excluding superannuation) in convertible notes, in lieu of cash, under the new Note Facility (**Director Remuneration Notes**).

The number of notes proposed to be issued to the directors has been calculated by reference to outstanding and future (to 30 June 2026) director’s and consultant fees and the face value of \$1.00 for each note. This equates to 480,752 notes. The maximum number of Linius fully paid ordinary shares that may be issued on conversion of the Director Remuneration Notes and capitalized interest is 717,118,771 shares.

The Company will seek to convene a general meeting for approval of the issue of the Director Remuneration Notes as soon as practicable, which will be at the same meeting to be convened for the second tranche notes to non-related parties.

Dilutionary Impact of New Convertible Note Facility

On completion of the Placement, the Company will have 6,501,215,714 fully paid ordinary shares on issue. Details of the dilutionary impact of conversion into shares of the convertible notes to be issued under the capital raising and to directors follows.

If all the notes issued under the first tranche (ie. 350,000 notes) together with capitalized interest are converted into shares, an additional 522,081,448 shares would be issued, representing approximately 7.4% of the shares then on issue.

If all notes issued under the Note Facility (being 3 million in aggregate for the first tranche and the balance of the Note Facility including the Director Remuneration Notes) are converted into shares, an additional 5,192,102,608 shares in aggregate would be issued, representing approximately 44.4% of the shares then on issue.

In each case this assumes no other shares are issued in the meantime.

Board Changes

The appointments of Andrew Demetriou and Brent Jones take effect today.

In addition to agreeing to be paid their annual director's fee for the first year in convertible notes subject to shareholder approval (see above), the remaining Directors (including Mr Demetriou and Mr Jones) will be invited to participate in the Company's equity incentive scheme and be granted, also subject to shareholder approval, up to 45 million options each to subscribe for shares with a nil exercise price (**ZEPOs**), which vest subject to achievement of the following milestones by the following dates:

No.	Vesting Conditions	Milestone Date	Expiry Date
15,000,000	The 20-trading day VWAP of LNU shares on the ASX and Chi-X markets being \$0.005 or more by the Milestone Date and remaining in the role of non-executive director up to the date of satisfying this condition.	30.06.26	31.01.28
15,000,000	The 20-trading day VWAP of LNU shares on the ASX and Chi-X markets being \$0.01 or more by the Milestone Date and remaining in the role of non-executive director up to the date of satisfying this condition.	30.06.27	31.01.29
15,000,000	The 20-trading day VWAP of LNU shares on the ASX and Chi-X markets being \$0.015 or more by the Milestone Date and remaining in the role of non-executive director up to the date of satisfying this condition.	30.05.28	31.01.30

The Company will seek the approval for the issue of the ZEPOs to the Directors as soon as practicable, expected to be at the same meeting to be convened for the director remuneration securities and the second tranche notes.

Separately, Giuseppe Rinarelli will step down as Executive Director effective today, but will remain with the Company in the role of CFO and company secretary. The Company thanks him for his service to the Board.

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In addition, John Wallace has indicated his intention to step down as Non-Executive Director to pursue other interests, with his resignation to take effect on 7 July 2025. The Company thanks John for his service to the Board and wishes him well in his future endeavours.

This announcement has been authorized for release to ASX by the Linus Board of Directors.

About Linus Technologies Limited:

Linus' purpose is to unlock the value of the world's video, creating immersive, deeply personalized viewing experiences. For the first time, we make it possible to find, curate, and utilize the valuable moments across vast libraries of video, enabling viewers to create an infinite amount of personalized video compilations on-the-fly, providing the most relevant content to each viewer.

Our patented Video Virtualisation Engine™ (VVE) turns big, bulky video files into lightweight, searchable data that is enriched with AI and ML, making it easy and efficient for users to find and share what matters to them. Creators and owners of video can drive greater viewing, and monetisation of their video assets.

For more on Linus Technologies, visit www.linus.com

For further information, please contact: Gerard Bongiorno, Chairman, +61 (0)3 8672 7186 or ir@linus.com

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**SCHEDULE
SUMMARY OF THE CONVERTIBLE NOTE TERMS AND CONDITIONS**

Issuer	Linius Technologies Limited ACN 149 796 332
Face Value	\$1.00 per Note
Tranches	Tranche 1 – \$350,000 Tranche 2 – Up to \$2.65 million including Director Remuneration Notes of \$480,752 subject to shareholder approval
Maturity Date	24 months from the date of issue.
Coupon Rate	20% per annum, which accrues daily and capitalized.
Conversion	The Notes (together with capitalized interest) may be converted by the Noteholder into fully paid ordinary shares in the Company (Shares) at any time up to their respective maturity date. The conversion price is \$0.001. After 12 months from their respective dates of issue, the Issuer may also elect to convert the Notes into Shares on the same terms (together with capitalized interest). Notes may only be converted after 31 August 2025.
Security	Notes are not secured
Prohibited Dealings	The Company must not, and must ensure that none of its subsidiary companies do not, transfer, encumber, grant a security interest over, use or pledge as security, or otherwise dispose of or deal with any material asset of the business of the Issuer, including (without limitation) any intellectual property rights, or allow any person to acquire any interest in any such asset. The foregoing shall not apply: (a) to an act undertaken in the ordinary course of the Issuer's ordinary business, or (b) when otherwise approved by a super majority of Noteholders.
Transferability	Notes are transferable only with the prior written consent of the Issuer.
Redemption	Repayment of the principal sum (being the face value of each Note and capitalized interest) must be made on the respective Maturity Date or sooner if the Issuer commits an Event of Default and Noteholders request immediate redemption. The Company has a right of early redemption of the Notes after 12 months from their respective dates of issue.
Warranties, Undertakings and Indemnities	Warranties, undertakings and indemnities customary for securities of this nature given by the Issuer.
Events of Default	Customary events of default for securities of this nature apply, including but not limited to payment, redemption or conversion breaches, breaches of covenants, representations, warranties and undertakings, and insolvency events.
Voting Rights	Notes do not give a Noteholder shareholder meeting attendance rights, voting rights or dividend rights.
Conversion Protections	Notes are subject to standard anti-dilution for re-organisation or reconstruction of capital.

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