
28 July 2025

Strategic Share Placement

JCURVE SOLUTIONS LIMITED (ASX: JCS) (Jcurve), the company that develops partnerships to help businesses grow, provides the following Strategic Share Placement update.

Jcurve is pleased to announce a strategic private placement of 20,000,000 ordinary shares at a price of \$0.05 (5.0 cents) per ordinary share raising \$1,000,000 (**Share Placement**) to Mr Adam Riches, a Colorado based investor, under a binding Subscription Agreement dated 28 July 2025 (**Subscription Agreement**). The Share Placement represents a 66.67% premium to the last traded price of \$0.0300 per ordinary share on 25 July 2025.

The Share Placement is accompanied by attaching options, being 13,333,333 options at an exercise price of \$0.075 (7.5 cents) with an expiry date of 18 July 2026 (**Option Placement**). Full terms of the options are attached as Annexure A.

By way of background, Adam Riches is the CEO and founder of Netgain Solutions, Inc. Adam has extensive experience within the Oracle Netsuite ecosystem and is based in Denver, USA.

Under the terms of the Share Placement, Mr Riches has the right to appoint a nominee director. Subject to the regulatory process for the appointment of a director, the Company expects to appoint Mr Chris Miller as a non-executive director under the Clause 13.4 "Additional Directors" provision of the Company's Constitution. Further details in relation to the nominee director appointment will be made in due course.

Chris King, CEO of Jcurve stated "On a personal note after being introduced to Adam and Chris through our common NetSuite network, it was clear Adam, Chris and I shared common; values, philosophies and an understanding of how to build a successful annual recurring revenue (ARR) business. In line with our mission of building 'partnerships that help businesses grow' I felt bringing in the right investor was critical for us at this stage of our transformation. The proceeds from the Share Placement will enable us to accelerate our Annual Contract Value (ACV) sales growth for our entire product portfolio as well as provide a boost to our customer success and product teams. This additional capability builds on recent successes that have led to margin and cash position improvements. In addition to the capital I look forward to welcoming to the board Chris Miller, who has significant expertise in building recurring revenue product businesses within the NetSuite ecosystem."

Mark Jobling, Chair of Jcurve stated "This placement is strategic for Jcurve, delivering a high calibre investor at the forefront of solution development in the Oracle ecosystem and a nominee Board member with deep knowledge of our industry and partners. The board believe that this placement creates real shareholder value."

The Share Placement and Option Placement is being undertaken pursuant to ASX Listing Rule 7.1. An Appendix 3B in respect of this placement has been announced subsequent to this release.

The anticipated timetable for completion of the placement is as follows:

- Settlement of Funds: 31 July 2025; and
- Allotment of shares and options under Share Placement and Option Placement: 4 August 2025.

This announcement has been authorised for release by the Board of Jcurve Solutions Limited.

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For more information, please visit: www.jcurvesolutions.com.

Annexure A

Terms of the Options

The terms and conditions of the Options are as follows:

1.	Entitlement	Each Option entitles the holder to subscribe for one ordinary share ("Share") of Jcurve Solutions Limited upon exercise of the Option.
2.	Exercise Price	Subject to paragraph 9, the amount payable upon exercise of each Option will be A\$0.075 (Exercise Price).
3.	Expiry Date	Each Option will expire at 5:00 pm (Sydney time) on July 18, 2026 (Expiry Date). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date
4.	Exercise Period	The Options are exercisable at any time on or prior to the Expiry Date (Exercise Period).
5.	Exercise Notice	The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (Exercise Notice) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.
6.	Exercise Date	An Exercise Notice is only effective on and from the later of the date of receipt of the Exercise Notice and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (Exercise Date).
7.	Timing of issue of Shares on exercise	Within ten Business Days after the Exercise Date, the Company will: <ul style="list-style-type: none"> (a) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Exercise Notice and for which cleared funds have been received by the Company; and (b) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and

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		If a notice delivered under 7(b) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.
8.	Shares issued on exercise	Shares issued on exercise of the Options rank equally with the then issued shares of the Company.
9.	Reorganization	If there is a reorganization of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of the holder will be changed to the extent necessary to comply with the ASX Listing Rules applicable to a reorganization of capital at the time of the reorganization.
10.	Participation in new issues	There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.
11.	Change in exercise price	An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.
12.	Transferability	The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws. The Options may not be exercised by or on behalf of a person in the United States unless the Options and the underlying shares have been registered under the US Securities Act of 1933 and applicable state securities laws, or an exemption from such registration requirement is available.