ASX RELEASE
3 SEPTEMBER 2026

# $450,000 Placement to Fund Codexa Commercialisation, US Launch and Patents

InFocus Group Holdings Limited (ASX: **IFG**) (the **Company** or **InFocus**), a data analytics and software solutions company, is pleased to advise that it has received firm commitments for a placement to raise $450,000 (the **Placement**). The Placement has been completed at $0.005 per Share with an attaching offer of Options exercisable at $0.01 expiring two years from their date of issue for every two Shares issued under the Placement (the **Options**).

The Placement proceeds will be applied primarily towards the development of new products and services within the group, with a particular focus on InFocus Gaming Technologies.

InFocus Gaming Technologies has developed Codexa, a proprietary, next-generation sweepstakes casino platform built entirely in-house and targeting the US sweepstakes casino market. Following a successful global technical preview, the Company has deployed a significant platform upgrade delivering a premium, VIP casino floor-inspired player experience – including in-app chat and, on the product roadmap, peer-to-peer chip and coin transfers between friends.

Central to the upgrade is a newly developed, AI-enabled compliance engine spanning anti-fraud, AML and KYC processes, incorporating real-time transaction monitoring, identity verification and sanctions screening.

Codexa's back office streamlines compliance for prospective operators and makes Codexa materially easier to run with a smaller team, reducing the cost and complexity of operating a gaming business. This meaningfully expands the addressable pool of white-label customers, including non-traditional operators such as social media personalities with large followings

The Company believes its compliance technology is a genuine differentiator with potential applications well beyond gaming – including in the payments sector – and is actively engaging with payment platform operators and other compliance-heavy financial sectors where the technology may be of benefit.

The Company is also preparing patent applications in respect of certain elements of the technology developed within Codexa, with key features including AI-enabled improvements to the user gaming experience, gamification of player interactions, and responsible gambling features. A portion of the Placement proceeds will fund submissions of these patent applications across multiple jurisdictions.

IFG continues to pursue a multi-track commercialisation strategy for Codexa, encompassing:

- white-label licensing and managed services to third-party operators, with revenues expected to include a monthly licencing fee, a percentage fee on gaming revenues, and managed services fees such as IT infrastructure, deployment, and maintenance;
- limited commercial operations in the United States under an IFG-owned brand, to demonstrate the platform's commercial potential to prospective acquirers and licensees; and
- potential outright sale of the Codexa platform or the IFG iGaming business unit.

The Placement follows the completion of an operational restructuring, which resulted in a material reduction in headcount and a broader reduction in overhead within the Company's software development business. Underpinned by an AI-native operational philosophy, InFocus is positioned to deliver enterprise-scale software and platform development services while directing capital towards its strategic growth ventures in iGaming and digital assets.

Chief Executive Officer and Executive Director, Ken Tovich, commented:

> "We are pleased to have received strong support from investors for this Placement, which provides the Company with additional capital to accelerate the commercialisation of Codexa and continue building out the InFocus Gaming Technologies business unit to launch. Following the recent restructure and consolidation of our software operations, InFocus is now a leaner, more focused business, and this capital will be deployed with discipline towards the areas we believe offer the greatest value creation for shareholders – with a particular focus on advancing Codexa's white-label commercialisation."

**Placement details**

The Placement Shares will be issued under the Company's existing placement capacity in accordance with ASX Listing Rules 7.1 and 7.1A. Settlement of the Placement is expected to occur shortly.

The Placement was priced at a slight premium to the 15 trading-day VWAP of $0.00495.

The proposed Options will be issued conditional upon shareholder approval at a future general meeting of the Company.

Additionally, the Company has agreed to issue 30,000,000 Options to Reign Advisory Pty Ltd and 40,000,000 Options to Obsidian Global GP LLC on the same terms as the Options proposed under the Placement.

The Options to Reign Advisory compensates it for corporate advisory services rendered to the Company. The issue to Obsidian is in lieu of cash repayments that would be owed to it under the existing Convertible Notes out of the Placement proceeds. Further information will be detailed in the Notice of General Meeting seeking to approve the issue of these securities.

A summary of the proposed terms of the Options being issued in this Placement is enclosed.

ENDS

This announcement has been approved by the Chief Executive Officer of InFocus Group Holdings Limited.

For further information, please contact:

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**Option Terms**

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| (a) Entitlement | Each Option entitles the holder to subscribe for one Share upon exercise of the Option. |
| (b) Exercise Price | Subject to paragraph (i), the amount payable upon exercise of each Option will be $0.01 (Exercise Price). |
| (c) Expiry Date | Each Option will expire at 5:00 pm (Sydney time) on the date that is two years after their issue date (Expiry Date). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date. |
| (d) Exercise Period | The Options are exercisable at any time on or prior to the Expiry Date (Exercise Period). |
| (e) Notice of Exercise | The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (Notice of Exercise) 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.<br><br>The Options held by each holder may be exercised in whole or in part, and if exercised in part, at least 5,000 Options must be exercised on each occasion. |
| (f) Exercise Date | A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (Exercise Date). |
| (g) Timing of issue of Shares on exercise | Within five Business Days after the Exercise Date, the Company will:<br><br>(a) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;<br>(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<br>(c) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.<br>If a notice delivered under (g)(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 |

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| | the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors. |
| (h) Shares issued on exercise | Shares issued on exercise of the Options rank equally with the then issued shares of the Company. |
| (i) Reconstruction of capital | If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction. |
| (j) 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. The Options confer no right to dividends or returns of capital. |
| (k) 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. |
| (l) Transferability | The Options are freely transferrable from the date of issue, subject to any restriction or escrow arrangements imposed by ASX or under Australian securities laws. |
| (m) Quotation of Options | The Company will not immediately apply for quotation of the Options on ASX. However, should the Company consider that the conditions for quotation of a new class of securities would be satisfied in this class (which include, amongst other things, there being a minimum of 100,000 Options on issue, with at least 50 holders with a marketable parcel within the meaning of the ASX Listing Rules), the Company may in its sole discretion apply for quotation of the Options on ASX in the future.<br><br>If official quotation of the Options is not granted, the Options will not be quoted. |
| (n) Quotation of Shares | If admitted to the official list of ASX at the time, application will be made by the Company to ASX for quotation of the Shares issued upon the exercise of the Options in accordance with the Listing Rules. |
| (o) Adjustment for bonus issues of Shares | If there is a bonus issue to the holders of Shares, the number of securities over which the Options is exercisable may be increased by the number of securities which the holder of the Option would have received if the Option had been exercised before the record date for the bonus issue (being as permissible under ASX Listing Rule 6.22.3). |

All issue of Options remains subject to shareholder approval and the Company reserves the right to amend the terms of these Options prior to seeking shareholder approval for their issue at its sole discretion and without notice except as may be required under the Corporations Act or the ASX Listing Rules.