

Xenitra Limited

Up to \$1.50m Placement at \$0.003 with free attaching 1:2 Options exercisable at \$0.004

PRIVATE AND CONFIDENTIAL TERM SHEET

Lead Managers

Novus Capital Limited ("**Novus**") has been appointed as Lead Manager ("**LM**").

ASX Code

XEN

Issuer

Xenitra Limited ACN 150 110 017 ("**Xenitra**", "**XEN**" or the "**Company**")

Industry Group

Consumer Discretionary

Offer Details

Up to \$1.50 million capital raise by issuing 500,000,000 new fully paid ordinary shares ("Placement Shares") at \$0.003 per share ("Offer Price") with free attaching 1:2 option exercisable at \$0.004 each on or before 2 April 2028, **the option is to be listed subject to shareholder approval**. ("**Placement**"). The Placement is under the Company's placing capacity in accordance with the ASX Listing Rules 7.1 and 7.1A.2.

Offer Price

A\$0.003 (0.3c) per new Share with free attaching 1:2 Options exercisable at \$0.004

Use of Funds

The funds raised together with the Company's existing cash on hand of \$1.830m, as reported in Q2 FY2026 Quarterly Report, will be deployed for:

- Accelerate OTC medicines expansion.
- Scale the OPAL RWA token ecosystem across new brands.
- Support working capital and infrastructure required for growth.

Offer Restrictions

The Placement is only available in Australia to 'sophisticated investors' (as defined in section 708(8) of the Corporations Act, 'professional' investors (as defined in section 708(11) of the Corporations Act), or if the offer is made through a financial services licensee and the requirements of section 708(10) of the Corporations Act.

Company Overview

Xenitra Limited (XEN) is an ASX- listed company specialises in fast-moving consumer goods (FMCG), nutraceuticals, over-the-counter (OTC) medicine and personal care products that are sold through a channel optimised sales ecosystem including blockchain tokenised distribution channels spanning Business-to-Business (B2B) trading, retail distribution and all major ecommerce platforms in China. Xenitra is an established brand acceleration partner for western brands entering the Asian markets. Through XEN proprietary platform, the Company have a proven track record of delivering exceptional market integration, providing marketing insights and delivering sales velocity.

The Company made significant investments to initiate two new high business units, OTC Medicines and RWA-Tokenised Sales which will materially improve the operating cashflow and profit margin of the business.



OTC Medicines –
Near Term
Revenue
Acceleration

Xenitra has recently launched its cross-border OTC medicines platform, leveraging regulatory changes that are opening a significant new channel into China.

This business is already operational through a Hong Kong-based platform and is positioned to scale across:

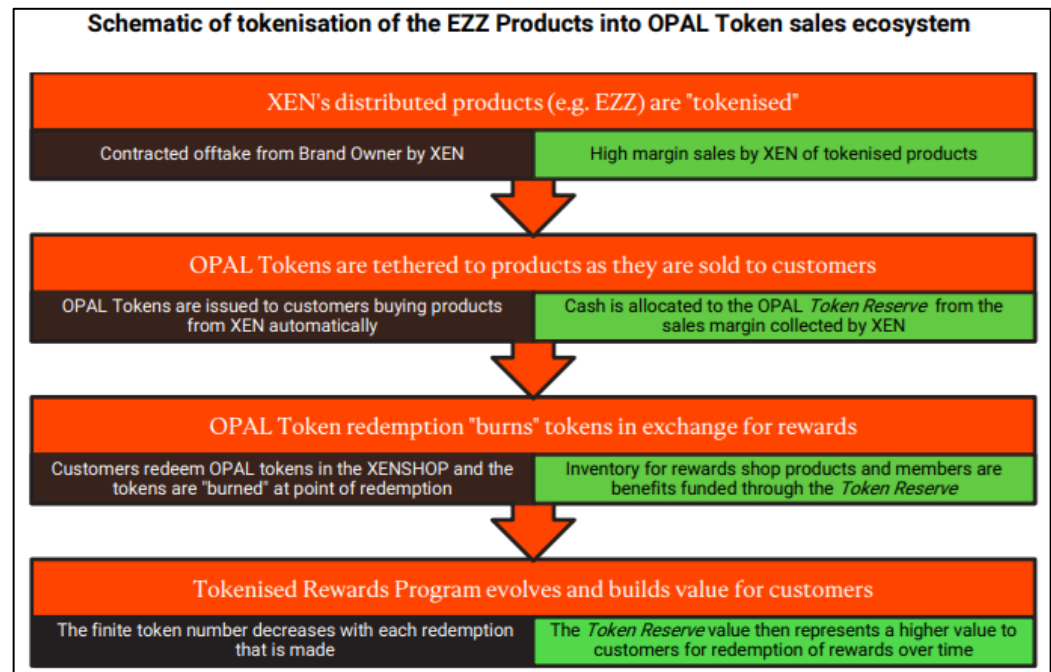
- Ecommerce channels (including JD.com)
- Hospital and B2B supply chains
- Cross-border pharmaceutical distribution
- Scale cross-border OTC ecommerce into China via Hong Kong platform
- Expand JD.com storefront + hospital/B2B channels
- Increase product range and supplier partnerships
- Regulatory tailwinds + early-stage market opening in China
- OTC margins: ~20–40%

RWA
Tokenisation –
Long Term Value
Creation

In parallel, Xenitra is pioneering a blockchain-enabled tokenised commerce ecosystem, integrating real product sales with digital token incentives.

This model introduces a powerful commercial flywheel:

- Product sales trigger token issuance
- Tokens drive customer engagement and loyalty
- Redemption mechanisms reinforce repeat purchases
- A reserve-backed structure underpins token utility and scarcity
- With margins of 40–80%, this segment has the potential to significantly re-rate the business as it scales, positioning Xenitra as a first mover in the convergence of ecommerce, FMCG, and Web3-enabled loyalty infrastructure.



XEN Capital Structure

XEN Current Capital Structure

| | |
|---|---------------|
| XEN Current Ordinary Shares Outstanding | 3,862,858,827 |
| Market Capitalisation @ Current Market Price (\$0.004) | \$15,451,435 |
| Cash and Equivalents (31 March 2026) | \$1,830,000 |
| Debt | \$1,000,000 |
| Current Enterprise Value @ Current Market Price (\$0.004) | \$14,621,435 |

Proposed Issue

| | |
|--------------------------|-------------|
| Proposed Ordinary Shares | 500,000,000 |
| Proposed 1:2 Options | 250,000,000 |
| Proposed Broker Shares | 15,000,000 |
| Proposed Broker Options | 30,000,000 |

Pro-Forma Capital Structure

| | |
|---|---------------|
| Pro-Forma total Ordinary Shares | 4,377,858,827 |
| Pro-Forma Market Capitalisation @ Offer Price (\$0.003) | \$13,133,576 |
| Cash and Equivalents (after the raising before cost) | \$3,330,000 |
| Debt | \$1,000,000 |
| Pro-Forma Enterprise Value @ Offer Price (\$0.003) | \$10,803,576 |

Options & Performance Rights

| | |
|--|---------------|
| XEN Current Options - Various Expiries (listed & unlisted) | 1,999,785,358 |
| Proposed 1:2 Options exercisable at \$0.004 each on or before 2 April 2028 | 250,000,000 |
| Proposed Broker Options | 30,000,000 |

Novus will receive 15,000,000 Broker Shares and 30,000,000 Broker Options (part of the Broker Options will be rebated to 3rd Party brokers) as financial advisor and lead manager as per the above. Novus will receive 5.0% Brokerage Fee and 1.0% Management Fee.

Indicative Timetable

| Event | Date |
|-------------------------------------|---------------------------------|
| Trading Halt | Tuesday 5 May 2026 |
| Firm Bids Due | 4pm (AEST) Wednesday 6 May 2026 |
| Funds Due - Direct Deposit | 4pm (AEST) Thursday 14 May 2026 |
| Allotment and Trading of New Shares | Monday 18 May 2026 |

Note: Dates and times are indicative only and may change without notice. The Lead Manager reserves the right to close the book early.

All bids are firm and irrevocable and are to be sent by 2:00PM (AEST) on Wednesday, 6 May 2026 to the following:

Novus email: naveed.hussain@novuscapital.com.au

Novus Advisor Contact

Naveed Hussain

Senior Corporate Adviser

Novus Capital Limited

T: +61 2 4228 0390

M: +61 410 478 786

E: naveed.hussain@novuscapital.com.au

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- b) Singapore: an "institutional investor" or a "relevant person" (as such terms are defined in the Securities and Futures Act of Singapore); or
- c) United Kingdom: a "qualified investor" within the meaning of section 86(7) of the Financial Services and Markets Act 2000 and within the categories of person referred to in Article 19(5) (investment professionals) or Article 49(2)(a) to (d) (high net worth companies, unincorporated associations, etc.) of the United Kingdom Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (UK), as amended; or
- d) Hong Kong: a "professional investor", as defined under the Securities and Futures Ordinance of Hong Kong, Chapter 571 of the Laws of Hong Kong.

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Disclosures

The LM and/or their nominees will receive a \$5,000 (plus GST) engagement fee, 5.0% (plus GST) Brokerage Fee and 1.0% (plus GST) Management Fee of the total gross proceeds of the Placement. In addition, the LM will receive 15 million Broker Shares and 30 million Broker Options. The LM, their employees, consultants and associates within the meaning of Chapter 7 of the Corporations Act and their affiliates, may also participate in the issue of securities referred to in this document.