

Inventis Limited
("IVT")

CONVERTIBLE NOTE OFFER

Indicative and non-binding Terms for the offer of convertible notes are set out below.

Convertible Note - Key terms	
Issue type	Convertible Notes ('Notes')
Issue date	December 2023
Issuer	Inventis Limited
Issue size	A\$4,000,000 ('Principal').
Term	36 months from the Issue Date unless repaid or converted earlier in accordance with the provisions in "Repayment or Conversion (Liquidity Event)" below.
Face Value of Notes	A\$0.034 per Note ('Issue Price').
Use of Proceeds	Proceeds will be used to help fund growth in USA, supply chain management and used to assist in the company growth strategy.
Interest (Coupon) Rate	RBA +6.5% per annum, simple interest calculated monthly. Paid Bi- annually; or RBA +7.5% per annum for interest calculated monthly only paid at the end of CN's term.
Coupon payment	The Coupon Rate would be effective from the issue of the Notes and is payable at the end of the Term in cash or, bi annually from date of take up, may be converted to shares on conversion of the Notes.
Bonus Free Share Option	On the basis for each two Convertible Notes the Holder may receive one free IVT share option triggered at a target price of \$0.065. This becomes available to the note holder on conversion of the notes within a 13 month period from initial take up.
Repayment or Conversion (Liquidity) Event	<p>The Notes would be, at the sole discretion of the Noteholder, repaid in full (including any accrued and unpaid interest) as cash or converted (based on the Face Value of the Notes and any accrued but unpaid interest) into ordinary shares in the Issuer (Shares) at an issue price per Share equal to the Conversion Price, at the earliest of:</p> <ul style="list-style-type: none"> ● In the event of no Sale Transaction, conversion or repayment in full at the expiry of the Term; or ● In the case of a Sale Transaction being entered into: <ul style="list-style-type: none"> a) conversion at the option of the Noteholder, at any time prior to Completion of the sale of substantially all of the assets and business of the Issuer such that the Noteholder's Shares would be acquired as part of the sale; or

	<p>b) repayment at the option of the Noteholder immediately after Completion of the sale of substantially all of the assets and business of the Issuer.</p> <p>Conversion (and payment or conversion of all accrued and unpaid interest on such Notes up to the conversion date) will be in full satisfaction of the Issuer's obligations in relation to the Notes. The Noteholder consents to becoming a shareholder in the Issuer on conversion.</p>
Conversion Price	<p>The Conversion Price of the Note would be the lower of:</p> <p>Within first 13 months from take up.</p> <p>a) \$0.065 per share; or b) in the event of a sale at a 7.5% discount to the proposed sale price on a per share basis.</p> <p>After 13 months and before 3 year term expiry, the lower of:-</p> <p>a) \$0.15 or 14 WASP on ASX. b) In the event of sale at a 7.5% discount to the proposed sale price on a per share basis,</p>
Ranking	<p>The Notes would be secured in conjunction with the Company's funder at pari passu, pro-rata on all assets except 1st Mortgage held by THN Property fund on the Matraville NSW property and the existing THN SPV1 short- term Invoice finance facility. Security will rank in priority over all other unsecured creditors of the Issuer in priority to holders of ordinary Shares in the Issuer.</p>
Documentation	<p>The Noteholder will be required to enter into a formal agreement with the Issuer which will detail the full terms of issue of the Notes.</p>
Notes not transferrable	<p>The Notes can be transferrable or sold with the prior written consent of the Issuer or in respect of transfers that are required by law or court order or that occur by operation of law.</p>
Governing Law	<p>This document is governed by the laws of NSW</p>

For more information, please contact the Company Secretary Michael Green.

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