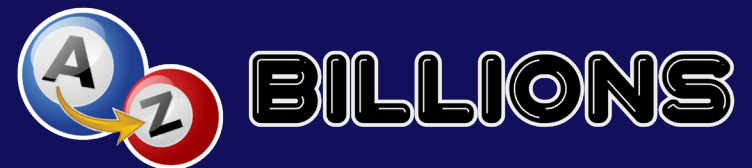


Information Memorandum

Xite Holdings Limited Overview August 2023

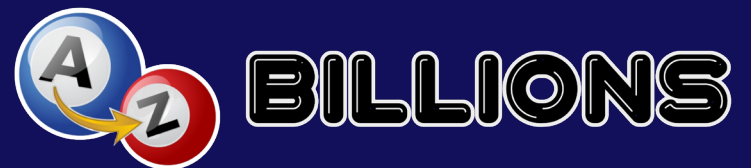
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Please watch our video



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Disclaimer

This Information Memorandum (IM) is dated 8th of August 2023 and issued by Xite Holdings Limited.

The purpose of this IM is to provide information to potential investors to determine whether they wish to apply to and subscribe for up to 500,000 new fully paid ordinary shares at \$5 per share, of Xite Holdings Ltd and thereby invest in the Xite Holdings Ltd group of companies.

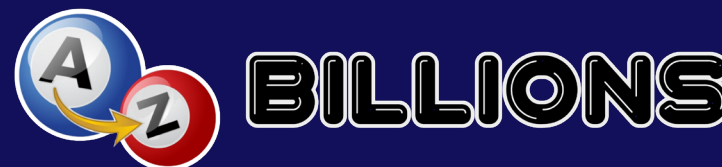
NO DISCLOSURE REQUIRED

This IM is intended to provide potential investors with information only and does not constitute a product disclosure statement, prospectus or other disclosure document required by the Corporations Act 2001 (Cth) (Act). This IM has not been lodged with the Australian Securities Investments Commission (ASIC). 120F5B

This IM offer is only being made available by request.

1. Some stated facts and information in this IM have not been independently verified or audited.
2. To the full extent permitted by law no representation or warranty (express or implied) is given by Xite Holdings Ltd or its directors or advisors as to the truth, accuracy or completeness of any statement, opinion, forecast, information, or other matter (whether express or implied) contained in this IM or any enclosures, annexures or other documents or information made available or as to any other matter concerning any of the same.
3. To the full extent permitted by law, no responsibility or liability (including in negligence) is accepted by Xite Holdings Ltd or its directors or advisors for or in connection with any act or omission, directly or indirectly in reliance upon or for any cost, expense, loss or other liability, directly or indirectly, arising from, or in connection with, any omission from or defects in, or any failure to correct any information, in this IM or any other communication (oral or written) or document or materials about or concerning this IM or the information contemplated by it.
4. The delivery of this IM does not under any circumstances imply that the affairs or prospects of Xite Holdings Ltd or any information affecting it have been fully or correctly stated in this IM or any other materials or have not changed since the date of this IM or since the date at which the information is expressed to be applicable.

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6. This IM does not purport to provide all the information a prospective investor may require evaluating an investment in Xite Holdings Ltd. The provision of this IM is not and should not be considered as a recommendation in relation to an investment in Xite Holdings Ltd or that an investment in Xite Holdings Ltd is a suitable investment for any person.

7. This IM has not been, nor will it be lodged with ASIC. ASIC takes no responsibility for the contents of this document. This IM does not constitute a product disclosure statement, prospectus, or other disclosure document within the meaning of the Corporations Act 2001 (Cth).

8. A prospective investor should make its own enquiries and evaluations considered appropriate to verify the information contained in the IM and any other materials or information provided to determine whether to make an application for ordinary shares in the capital of Xite Holdings Ltd (including regarding investment objectives, financial situation, and particular needs) and should seek all necessary or appropriate financial, legal, tax and investment advice.

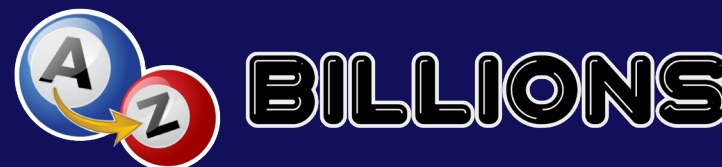
9. An investment in Xite Holdings Ltd should be regarded as speculative and may not be appropriate for all persons or entities. The non-exhaustive risks set out in this IM should be carefully reviewed and considered.

10. An investment in Xite Holdings Ltd is subject to investment risk, including the loss of income and capital invested. Neither Xite Holdings Ltd, its directors or advisors guarantee the rate of return or performance of Xite Holdings Ltd, nor do they guarantee any repayment of committed capital or any distributions.

11. Each of Xite Holdings Ltd, its directors and advisors expressly deny, to the full extent lawful, all liability that may be based on such information and any errors or omissions in this IM or other materials or information

12. In providing this IM, Xite Holdings Ltd, its directors and advisors undertake no obligation to provide a prospective investor with access to any additional information, or to update, or to correct any inaccuracies which may become apparent in this IM, other materials or any other information made available in connection with Xite Holdings Ltd or its group companies or businesses.

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Disclaimer

13. The recipient of this IM agrees to keep permanently confidential the information of a confidential nature contained in this IM or made available in connection with any further investigation of Xite Holdings Ltd.

14. The recipient of this IM must inform itself about and observe any applicable legal requirements in its relevant authority. In particular, the distribution and possession of this IM in certain jurisdictions may be restricted by law. Accordingly, in accepting this IM and for other valuable consideration (receipt of which is acknowledged) the recipient represents and warrants to Xite Holdings Ltd that it can receive this IM without contravention of any unfulfilled registration requirements, securities laws, or other legal restrictions in the jurisdiction in which it resides, is resident or conducts business or receives this IM

15. Xite Holdings Ltd reserves the right, without advance notice, to change the procedure for or cancel the proposed issue of some or all the ordinary shares of Xite Holdings Ltd at any time.

16. Any financial forecasts are based on numerous assumptions regarding Xite Holdings Ltd's operations and present and future business and investment strategies and the markets in which it will operate in the future. These forecasts are assumed on obtaining an incremented % of the global market share and on information obtained in an online lottery specific market research report which is current as at the date indicated. Accordingly, there can be no assurance that such statements, estimates or projections will be realized.

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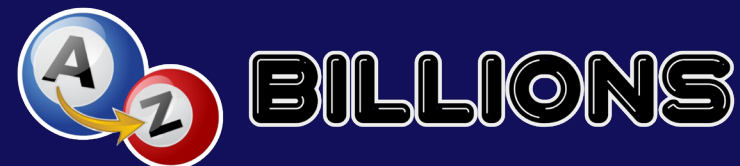


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6 Lottery Industries (cont.)

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10 Company Highlights Appendices

A. How Lottery Business Work B. Risks

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1

Invitation from the CEO/Founder

On behalf of the Board, it is with immense pleasure that I introduce you to Xite Holdings Ltd (Company) and our signature product AZBillions.

This Information Memorandum outlines an Offer to become a shareholder of an Australian incorporated public company developing world-first entertainment and gaming products.

The Company's signature product, the AZBillions Lottery™, is a unique alphabet-based lottery concept with a pending patent and one of the very few novel lottery concepts to be launched into the world market since Powerball in the early 1990s.

The Company holds the exclusive and global commercial licence rights to the Alphabet Lottery IP developed by me that introduces the basic yet novel letter-based lottery draws to market. The interest from established lottery, gaming and distribution groups has been a testament to the uniqueness and commercial potential of Alphabet lotteries. As an innovator, we are stepping out our market approach with complementary and adjacent offerings in the massive global markets of Esports, mainstream lotteries and social gaming with each vertical having company-making potential.

In July our platform went live, an achievement that has been years in the making as we have navigated the development, licencing and partnering challenges that were required to take us into the market. challenging work is now complete. In August we commence our beta marketing program to commence and refine our go-to-market strategy and campaigns. Ticket sales have commenced.

Proceeds from this capital raise will be used to propel commercial revenues through our marketing and distribution initiatives together with our top-tier industry partners.

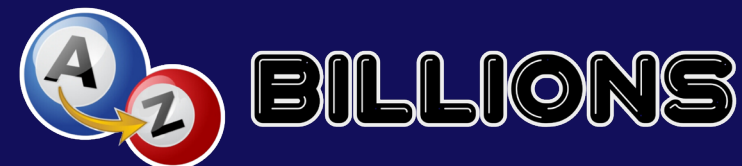
Online lotteries are one of the fastest growing and most profitable parts of the gaming industry and we believe we are uniquely positioned with unique IP, our own platform and global distribution partners.

Each of my fellow Directors that have each invested significantly in the Company alongside our existing shareholders and I invite you to consider joining us on this exciting journey.

Yours sincerely

Craig Austin
CEO and Founder

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Company Team



Craig Austin

Chairman, CEO, and Founder

Inventor and patent applicant owner of the "SYSTEM AND METHODS FOR CREATING AN ALPHABETICAL LOTTERY" and the driving force behind the business.



Justin Small

Director and COO

Highly motivated and experienced professional with 20+ years of comprehensive experience in all facets of business operations and management.



Jure (George) Kolic

Security Director

An initiative-taking and experienced security professional with over twenty-five years of experience in a variety of environments.

Company Team



Daniel Guest

Marketing Director

Specialises in Brand Marketing Content, Marketing Content Strategy, Digital Marketing, Search Engine Marketing (SEM), Search Engine Optimization (SEO), Social Media Marketing, and Public Relations.



Adam Gallagher

Company Secretary

A corporate governance professional serving as a Director, Company secretary and executive for ASX listed companies for over ten years.



David Sidhu

CFO Service

Implements Business, Finance, and Accounting Strategies to minimize tax, grow wealth, and increase the bottom line, working directly with business owners across various areas of accounting.

3

Company Partners



Ltech

Specialist risk management company providing access to prize indemnity underwriting, ticket purchasing, RNG products, and hybrid solutions through a scalable technology platform with a hedge limit of 100M euros and the ability to raise over 250M euros

Website: <https://www.ltech.com/>



Gamma-Stack

End-to-end IT solutions provider with 8+ years of experience offering comprehensive iGaming software development solutions, including lottery, sports betting, online casinos, game development, live dealer casinos, and fantasy sports.

Website: <https://www.gammastack.com/online-lottery-software-development/>



Shufti-Pro

Award-winning customer onboarding solutions for identity verification to accelerate trust worldwide, going beyond standard KYC & AML checks to boost conversions, reduce fraud, and ensure global compliance.

Website: <https://shuftipro.com/>

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BILLIONS

3

Company Partners



Unith

Provider of Digital Humans revolutionising marketing, sales, and educational journeys through interactive conversations and AI-driven human support.

Website: <https://www.unith.ai/>



SCCG Management LLC

Consultancy specialising in sports betting, iGaming, sports marketing, affiliate marketing, technology, intellectual property protection, product commercialisation, esports, capital formation, M&A, joint ventures, casino management, and governmental and legal affairs for the gaming industry

Website: <https://sccgmanagement.com/>

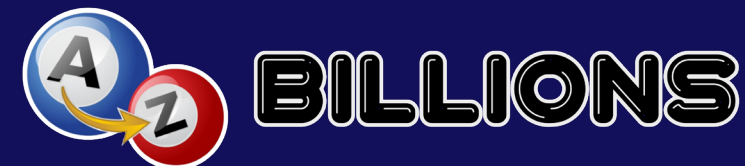


Fast Offshore

Offers reliable and knowledgeable services for the incorporation, licensing, tax efficiency, and compliance needs of the online gaming industry. With the booming growth in the industry, Fast Offshore ensures a smooth and efficient process.

Website: <https://fastoffshore.com/>

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4

Organizational Structure

Australian registered parent holding company, Xite Holdings Ltd (Xite) with three subsidiaries:

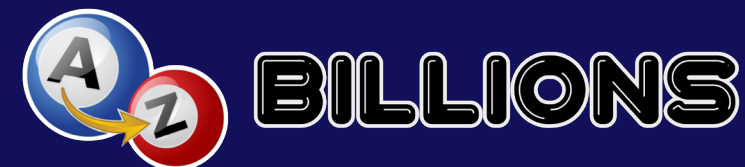


The below shows the indicative capital structure of the Company on completion of the Offer. Number of Shares Percentage of post-Offer Shares

Existing Shares	5,800,000	92%
Shares to be issued under the offer	500,000	8%
Total shares on issue*	6,300,000	100%

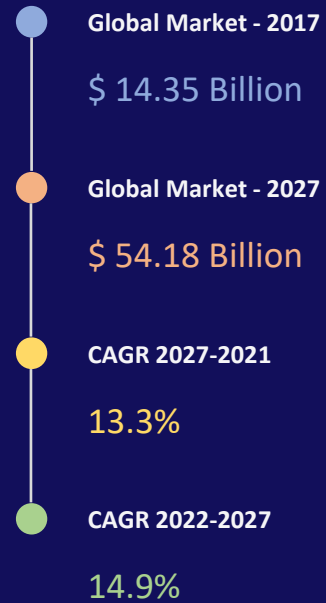
* Assuming maximum subscription has been reached

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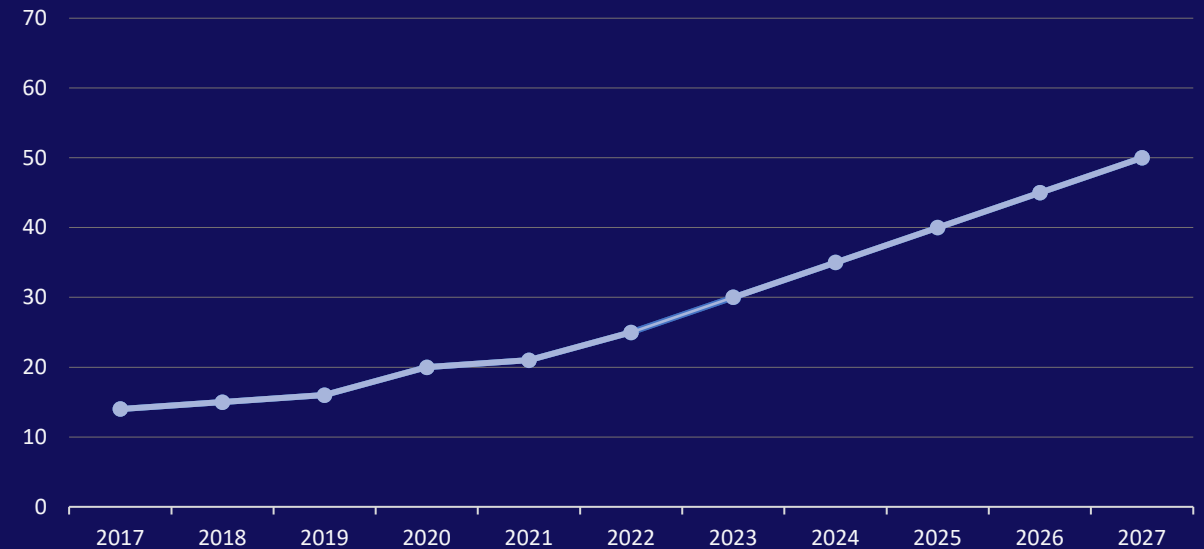


Lottery Industry

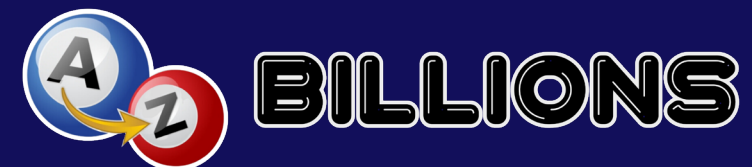
Global Online Lottery Market Report and Forecast 2022-2027



Market Trend 2017 – 2027 – In USD Billion

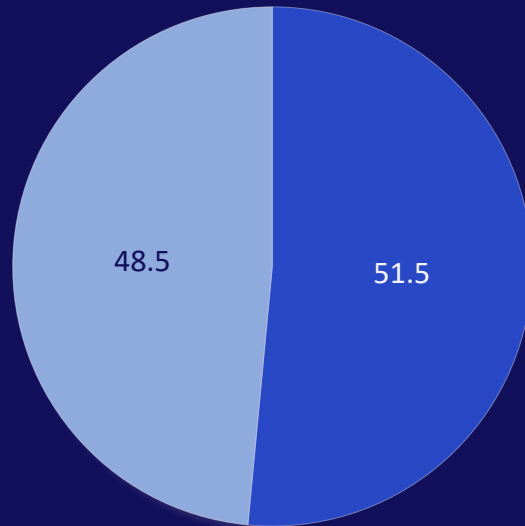


Source: Industry Experts, Analyst Reports, News Reports, EMR Analysis
(expertmarketresearch.com)



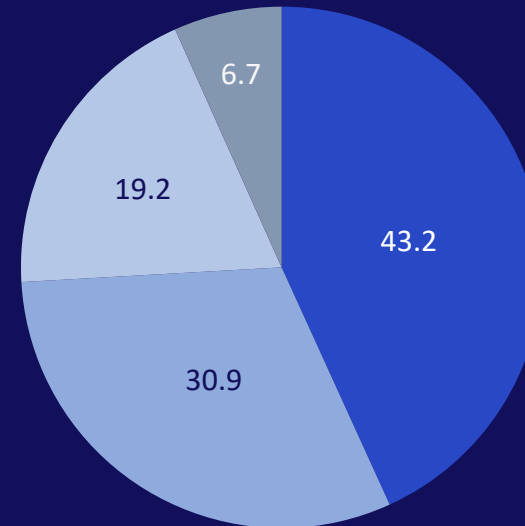
Lottery Industry

Breakup by Platform



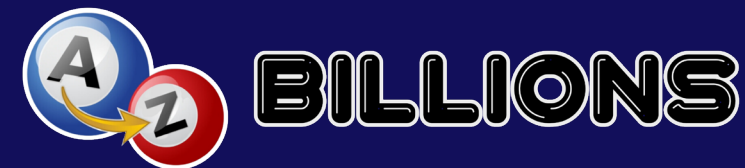
■ Desktop ■ Mobile

Breakup by Region



■ Europe ■ Asia Pacific
■ North America ■ LAMEA

Source: Industry Experts, Analyst Reports, News Reports, EMR Analysis
(expertmarketresearch.com)

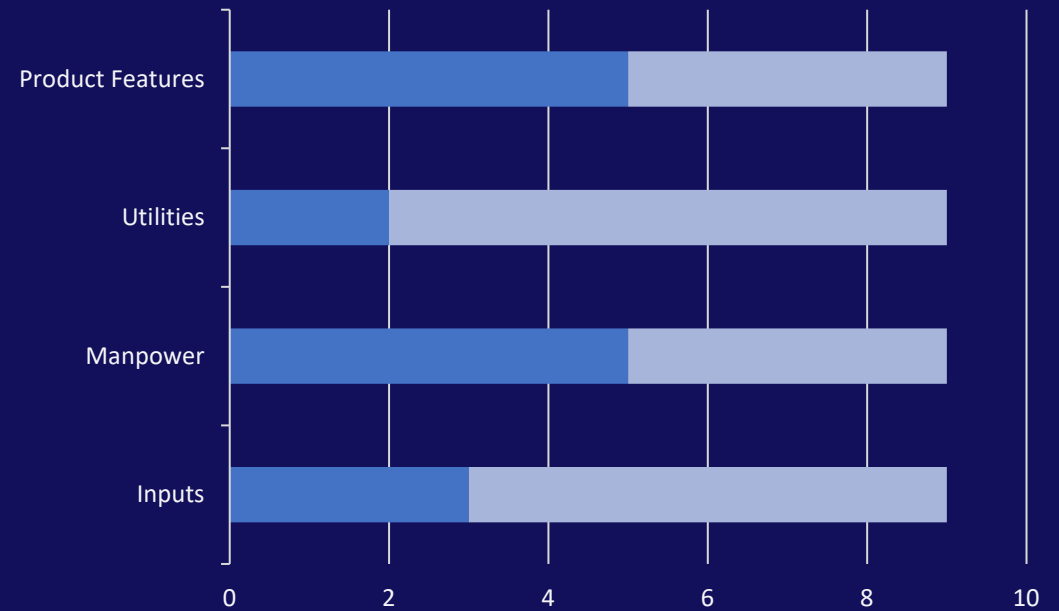


Lottery Industry

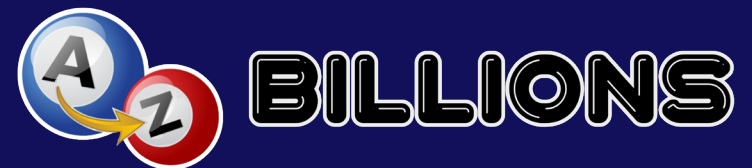
Key Demand Indicators



Key Price Indicators



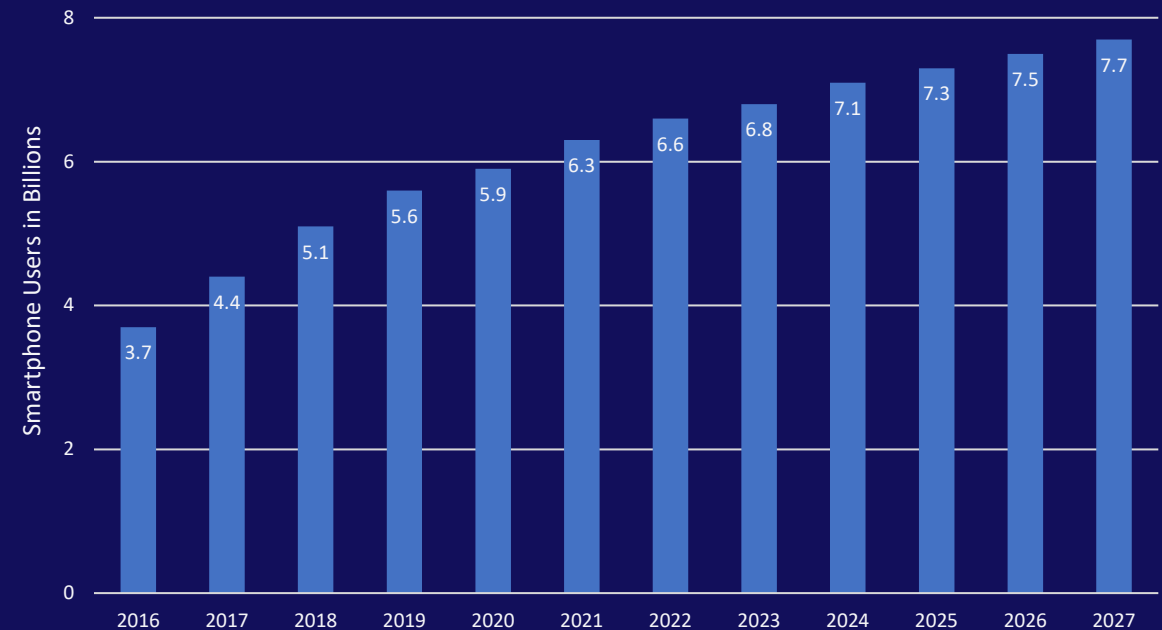
Source: Industry Experts, Analyst Reports, News Reports, EMR Analysis
(expertmarketresearch.com)



Lottery Industry (cont.)

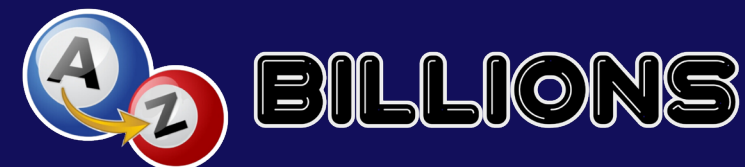
- Smartphones have become the preferred device for playing, confirming results, paying players, and managing player security.
- The growth of smartphone users from 2016 to 2022 has increased by over 78%, reaching 6.6 billion. Current estimates suggest further growth to around 7.7 billion users by 2027, representing a 16% increase.
- Utilising smartphones for the lottery game ensures every player is registered and enables the Company to manage prize payments better than store-based lotteries. Utilizing smartphones for the lottery game ensures every player is registered and enables the Company to manage prize payments better than store-based lotteries.

No. of Smartphone Users Worldwide (2016-2017)



Source: Statista

Source: Online Lottery Market Size, Share, Price, Demand, Outlook 2022-2027
(expertmarketresearch.com)



Key Marketing Assumptions

Cost:

Initial strategic spend of \$0.2m per month and graduating higher based on refinement of highest impact results.

Impressions:

Initial target of 73m per month

Estimated Conversions/Acquisition Rate:

2.7%, resulting in 33,580 sign-ups.

CMP*:

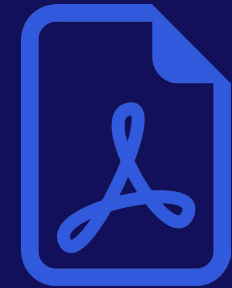
\$4.07 based on industry data

Estimated Website Visits:

1.46m per month assuming a Click-Through Rate (CTR)

Average Monthly Value:

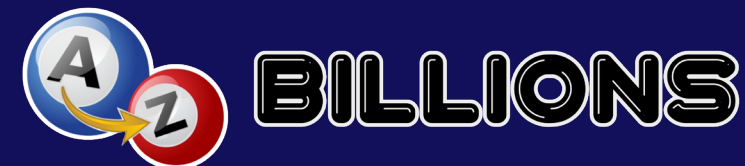
Assuming a \$20 spend per customer, the average monthly revenue value is \$0.67m at a 2.7% acquisition rate



Marketing Document

- CPM - average cost of one thousand ad impressions

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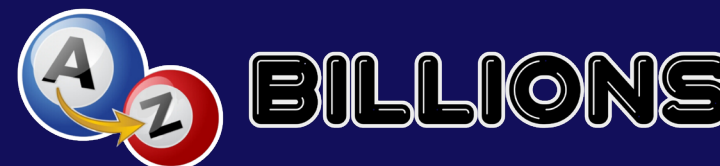


Investment Details

- The Offer aims to raise up to A\$5M for the Company through the issuance of up to 500,000 Shares at an Offer Price of A\$10 per Share
- This offer is only available to Australian residents that qualify as sophisticated investors under s708 Corporations Act 2001 investors.
- Minimum individual investment of \$25,000
- Pre-money valuation of approximately A\$55M
- Director and Executive participation

Key Expenses	Estimated Cost A \$
Marketing	3.4 M
Operating Costs	968,133
Corporate Costs	452,667
Accruals	179,000
Contingency	10% of Total
Total	4,999,800

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Highlights



Founded by Craig Austin,
inventor of the Alphabet lottery.



Xite Holdings Limited incorporated in 2021
to complete the platform and
commercialise the business following
several years of preparation and
development .



Over 135 shareholders and more
than 35% of shares held by the
Board.



Now live and selling tickets:
<https://www.azbillions.com/>



International marketing campaign
trial in August-September and full
campaign from October.



Partners include SCCG
Ltech, Unith, Shuftipro,
Gamma-stack, Paysafe, PayPal, Coin-
payments.
Propeller adds, Digital AI.

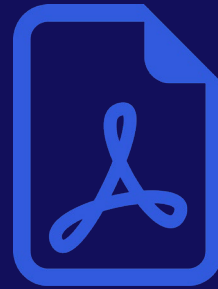


Over 135 shareholders and more
than 35% of shares held by the
Board.



Nil debt and current investment round
anticipated to provides requisite
funding to reach profitability

Share application form Xite Holdings Limited



Application for shares

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Appendix A – Investment Risk

Investment in a pre-commercialisation and pre-revenue business is highly speculative and carries significant risk to investors. A non-exhaustive summary of the risks includes:

- Commercialization may be delayed or may not proceed as anticipated.
- The material assumptions underlying the marketing plan and resulting revenues may prove to be incorrect.
- The Patent is in the application stage and may not continue to registration.
- Business may require further external funding in future to continue operating and meet its growth objectives.
- Legal risk - the Company may lose its operating licence or face restrictions in which countries it can operate.
- Technology risk – the platform may not be suitable for purpose and fail to meet the business and operating requirements.
- Economic risk - changes in world and domestic economic conditions may adversely affect the financial performance of the Company.
- Competition risk - the emergence of other companies or lottery providers that offer similar or more attractive products and services that reduce the revenue opportunity for the Company.
- Regulatory risk - The Company may need to obtain and must maintain licenses and approvals from multiple jurisdictions for its products to be legally sold. Key personnel and ultimate beneficial owners (UBOs) owning more than 10% of the company's shares must undergo and pass probity checks in each relevant jurisdiction. The Company must also ensure that the conduct of these individuals meets the prescribed conditions set by regulators for obtaining licenses. Furthermore, changing regulations may require the Company to promptly comply with updates to retain its operating licenses in those jurisdictions.

Source: Online Lottery Market Size, Share, Price, Demand, Outlook 2022-2027
(expertmarketresearch.com)

