

ASX Announcement | 10 December 2024

OpenLearning Secures \$2 million in Funding through Institutional Placement and Increase in Loan Facility

Key Highlights:

1. Firm commitments received to raise a total of \$1 million through the issue of 58,823,530 million shares at an issue price of \$0.017 per share (Placement), representing a 6.9% premium to the 30-day VWAP. The Placement was completed with new institutional and sophisticated investors.
2. Concurrent with the placement, Education Centre of Australia ('ECA'), an entity associated with OLL's Non-Executive Director Rupesh Singh, agreed to increase the limit on its loan facility by \$1 million by amending the agreement between the Company and ECA dated 29th February 2024 ('Agreement'). All other terms of the Agreement remain the same and were detailed in the ASX Announcement dated 29th February 2024.
3. **Combined loan facility and equity package of \$2 million** is expected to provide the business sufficient funding for over 12 months to deliver on its strategy.
4. Proceeds from the placement will be used for sales and marketing, new product development and working capital.

OpenLearning (ASX: OLL) a SaaS platform for lifelong learning has **successfully raised \$1 million through a placement** of 58,823,530 million shares at \$0.017 per share to new institutional and sophisticated investors. Concurrently, the company extended its existing loan facility with its largest shareholder, ECA, by \$1 million, which can either be converted into equity at a 25% premium to the 30-day volume weighted average share price ('VWAP') at the time the Board elects to convert or be repaid by the Company at any time within two years from drawdown at the Board's discretion. No election whether to convert or repay the drawdown has been made at this time.

Should the Company elect to convert the drawdown, any issue of shares to ECA on conversion will be subject to shareholder approval under ASX Listing Rule 10.11. The Company may also require shareholder approval under section 611(7) of the Corporations Act for an increase in ECA's voting power as a result of conversion of the facility.

The Company will issue 16,516,655 shares without prior shareholder approval under its 15% placement capacity pursuant to ASX Listing Rule 7.1 and 42,306,875 shares under its 10% placement capacity pursuant to ASX Listing Rule 7.1A. The allotment of the new placement shares is anticipated to occur on or around 16th December 2024. MST Financial Services Pty Ltd acted as lead manager to the Placement. As consideration for its lead manager services, MST Financial Services Pty Ltd or its nominees will receive a management fee of 3% of the aggregate consideration, a selling fee of 3% of the aggregate consideration and 5,000,000 unlisted options at a strike price of \$0.05 per share with a term of 3 years.

The non-conflicted Directors of OpenLearning are of the view that increasing the loan facility with ECA provides the Company with access to funds on terms that are more favourable than those the Company could secure from a third party and that a loan facility of this nature preserves share value and is in the best interests of all shareholders at this time.

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OpenLearning CEO, Adam Brimo, commented: “We would like to thank these new institutional investors for their support of the placement and ECA for the increase of our existing loan facility. OpenLearning now has both a strong growth profile and a good funding runway over the next year to deliver on its strategic goals. We have a diversified product offering within the Edtech space, a new Chief Revenue Officer based in Australia and a strengthened sales team in India focussed on driving sales growth and delivering value for all shareholders.”

Ends.

Authorised by:

Adam Brimo
Group CEO & Managing Director

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Visit our Investor Centre at: <https://investors.openlearning.com/> Please join our mailing list to receive all recent ASX announcements and other media releases.

We also encourage shareholders to register to receive electronic communications from our share registry, Automic. Please visit <https://www.automicgroup.com.au/>.

Thanks for your ongoing support. We look forward to sharing OpenLearning news with you.

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About OpenLearning

OpenLearning is an Artificial Intelligence (AI) powered SaaS platform for lifelong learning.

The platform enables education providers, corporations and government to manage all aspects of online learning, harnessing the power of Generative AI to streamline course design, content authoring and education delivery for short courses, micro-credentials and online degrees.

OpenLearning is a trusted partner to more than 230 leading education providers, who have delivered tens of thousands of courses to over 3.5 million learners through the platform.

With a strong position in the Australian and Malaysian higher education sectors, and a growing presence in Indonesia and India, OpenLearning is revolutionising the way education is accessed and delivered globally.

To learn more, please visit: <https://solutions.openlearning.com/>