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22 December 2025 **ASX ANNOUNCEMENT**

Gratifii to expand digital capabilities with acquisition of Mosh Digital and the Future Pass digital wallet platform; and Successful $2.5 million capital raising

Key Highlights

Loyalty and engagement technology innovator Gratifii Limited (ASX: GTI) is significantly expanding its digital capabilities with the acquisition of Mosh Digital and Future Pass digital wallet (**Acquisitions**).

Mosh Digital

- Gratifii has **executed a Term Sheet** to acquire market leading New Zealand digital agency **Mosh Social Media Limited (Mosh)** for **NZ$0.56m cash and NZ$0.24m in GTI stock** at 30-day VWAP.
- Earn-out of up to NZ$159,000 based on achievement of FY27 EBITDA targets.
- Mosh has delivered digital marketing campaigns for enterprise clients including **McDonalds, Lexus, JB Hi-Fi, Airbnb and Colorsteel**.
- The transaction is subject to confirmatory Due Diligence and negotiation of a Share Sale Agreement.

Future Pass digital wallet

- Gratifii has **executed a Term Sheet** to acquire a perpetual world-wide licence to the **Future Pass digital wallet** from **50T Holdings (a subsidiary of 50T Funds)** a US$2b growth equity fund for **US$0.4m (A$0.6m)[1] in GTI stock** at the 30-day VWAP at completion.
- Deferred consideration of 15% of the gross fees issued in relation to Future Pass for a 24-month period paid in GTI stock at the 30-day VWAP prior to each new contract signing subject to shareholder approval.
- This expands the Company's New Zealand footprint and adds a local senior resource.
- Gratifii will also acquire the contracts for two new major global clients in **FC Barcelona** and **Rakuten**, (Japan's leading rewards and promotion company).
- The transaction is subject to confirmatory Due Diligence and negotiation of a Licence Agreement.

The combined group will deliver digital technology, loyalty, and engagement marketing services to more than 90 enterprise clients.

[1] Calculation based on an exchange rate of $1USD = $1.50AUD

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About Mosh Digital

Founded in 2009, Mosh is a lean, creative led digital agency based in Auckland, New Zealand with a diverse and loyal customer base. Key services include strategic account management, performance marketing, full-service creative, brand and community development, social media strategy, content and advertising.

Mosh had revenues of around NZ$2.8 million and an EBITDA of NZ$222,000 in FY25.

Acquisition Rationale

The acquisition of Mosh Digital complements Gratifii's digital marketing capabilities and strengthens its overall value proposition. It expands Gratifii's client base and reinforces recurring revenue streams, while providing access to Mosh Digital's proprietary social analytics and content creation technology.

Gratifii's expertise in white-label benefits and engagement platforms, combined with Mosh Digital's strengths in digital strategy, technology integration, and user design, positions the Company to capture accelerated growth in digital marketing demand. The combined offering enhances client outcomes, drives engagement and retention, and creates scalable opportunities through an end-to-end digital benefits solution.

About Future Pass digital wallet

The Future Pass platform is an authentication and smart wallet platform that enables any brand or app to onboard users with a single click and manage a unified digital identity across multiple experiences.

Key features include passwordless authentication, enterprise-grade security and compliance, and seamless integration with major platforms such as Facebook, TikTok, X, and Google.

In addition, users have full control over their digital assets, allowing them to own and use their assets anywhere they go, making the platform a powerful tool for delivering frictionless, secure, and versatile digital experiences.

Acquisition Rationale

Gratifii and the Future Pass digital wallet are a strong strategic fit, with the acquisition strengthening Gratifii's digital infrastructure stack and accelerating its ability to deliver secure, scalable, and seamless digital experiences. Future Pass enhances Gratifii's customer data, analytics and monetisation capabilities through unified digital identity, authentication, and smart wallet functionality,

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enabling deeper insights and more personalised engagement. The platform also creates significant cross-sell opportunities across Gratifii's existing client base by embedding wallet, identity, and asset capabilities into loyalty, rewards, and benefits programs.

Combined, the two businesses position Gratifii for global expansion, supporting consistent compliant user experiences across markets while unlocking new revenue streams and long-term growth.

The fact that a prominent growth equity firm like 50T Funds, which is focused on the Digital Asset Ecosystem (DAE) and manages over $2 billion in assets, has elected to take 100% GTI stock as consideration for the platform acquisition represents a strong vote of confidence in the future of the Future Pass platform. This confidence is further underscored by 50T Funds' recent launch of a US$500 million fund dedicated to investment in web3 infrastructure, reinforces its conviction in the long-term potential of the platform and the broader ecosystem it supports.

Further details on the key terms of the non-binding agreements are summarised in Annexure A.

Iain Dunstan, Gratifii CEO and Managing Director, said: "These *two acquisitions materially transform our digital capabilities and position the business at the centre of a rapidly growing number of opportunities from new and existing clients.*

"They meaningfully enhance our competitiveness in sales process, add scalable, high margin digital revenue streams and unlock powerful cross-sell opportunities across the group. With more than 80 clients and over 20 million accounts already on our platform, we now have a highly attractive base to monetise, accelerate growth, and drive long-term shareholder value."

Funding

The Company has received firm commitments for a placement of 50,000,000 fully paid ordinary shares at an issue price of $0.05 per share to raise $2,500,000 before costs. The Placement was well supported by institutional and sophisticated investors, using the Company's existing capacity under Listing Rule 7.1. In addition, the Company will issue 16,174,000 shares at an issue price of $0.05 to the vendors **(Acquisition Stock)** of the respective acquisitions, subject to shareholder approval.

Stralis Capital Partners acted as the Lead Manager and are entitled to a 6% +GST fee on funds raised and 8,700,000 options **(Lead Manager Options)** exercisable at a 100% premium to the issue price with a 3-year expiry, subject to shareholder approval. The material terms of the Lead Manager Options are provided in Appendix 2.

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Use of Funds

	Cash (A$)	Acquisition Shares (A$)	
Mosh acquisition	$470,000[2]	$208,700[2,3]	
Future Pass IP acquisition		$600,000[1,3]	
Future Pass contracts	$100,000		
Future Pass infrastructure	$380,000		
Future Pass resourcing	$850,000		
Growth capital	$400,000		
Legal fees & costs of issue	$200,000		
	$2,500,000	**$808,700**	**$3,308,700**
Issue	50,000,000	$0.05	$2,500,000
Acquisition stock[2]	16,174,000	$0.05	$808,700
TOTAL	**66,174,000**		**$3,308,700**

These new funds will enable Gratifii to support the continued delivery of services to newly acquired enterprise digital clients, while accelerating the roll out of new capabilities across Gratifii's existing client base. Capital will also be allocated to support international expansion, enabling the business to execute on an inherited pipeline of household-name opportunities. In addition, investment will be directed toward scaling the Auckland based team from 4 to 22 employees, strengthening delivery capacity, accelerating growth, and supporting long-term value creation.

Both Acquisitions remain subject to completion of a number of conditions precedent, including approval of the issue of Acquisition Stock at an Extraordinary General Meeting (**EGM**) to be convened, and expected to take place on or around 28 February 2026, negotiation of binding agreements, and completing satisfactory confirmatory due diligence.

Outlook

[1] Calculation based on $1USD = $1.50AUD exchange rate
[2] Calculation based on NZ$1.15 = A$1.00 exchange rate
[3] Subject to shareholder approval

Gratifii will continue to build on its established customer engagement business, leveraging its widely used proprietary loyalty and rewards platform, which is currently accessed by more than 20 million accounts and over 80 enterprise customers.

The new acquisitions will enable the Company to cross-sell new, higher-margin digital products to both new and existing customers, deepening client relationships and increasing lifetime value. They also expand Gratifii's digital product offering, strengthening its end-to-end engagement capability and positioning the business to capture growing demand for integrated digital, data and monetisation solutions not just in Australia and New Zealand, but globally.

GTI confirms that this announcement has been approved by the Board of Directors of GTI.

Ben Newling
Company Secretary

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About Gratifii Limited

Gratifii Limited (ASX:GTI) is an ASX listed company transforming the way that loyalty and rewards are managed and delivered. Our single platform is a complete solution offering affordable, market-leading functionality and configurability. Over 80 mid-to-top tier brands rely on Gratifii for their loyalty and rewards across Australia, New Zealand and Southeast Asia.

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Annexure 1

Item	Mosh	FuturePass
Non-Binding Term Sheet	On 15 December 2025 the Company entered into a non-binding them sheet to acquire Mosh Social Media Limited NZCN *2301415* ***(Mosh)***	On 15 December the Company entered into a non-exclusive non-transferrable, perpetual worldwide licence reproduce, display, distribute, modify, create derivate works and use and commercialise the FuturePass technology
Vendors	• East Tamaki No.34 Limited (NZCN 2301415) • Julian Thompson • Jon Emile Randles • Kellie Thompson (the **Mosh Vendors**).	50T Holdings LLC a company registered in the United States
Cash Consideration	NZ$0.56m cash payable to the Mosh Vendors on completion.	Nil
Scrip Consideration	NZ$0.24m to be paid in shares on completion or as soon as practicable thereafter. The issue price of these shares will the VWAP of shares over the 30 days immediately prior to completion of the acquisition.	US$0.4m to be paid in shares on completion or as soon as practicable thereafter. The issue price of these shares will be equal to the VWAP of shares over the 30 days immediately prior to completion of the acquisition.
Deferred Consideration	Up to NZ$159,000 based on achievement of FY27 EBITDA targets	15% of the gross fees invoiced in relation to FastPass for a 24-month period paid in GTI stock at the 30-day VWAP on each contract signing subject to shareholder approval
Conditions Precedent	Completion of the Mosh acquisition is subject to and conditional upon the following conditions: 1. Execution of a binding Share	Completion of the FastPass transaction is subject to and conditional upon the following conditions: 1. Execution of a binding Licence Agreement

	Purchase Agreement 2. Change of Control consents (if any) 3. Confirmatory due diligence 4. Shareholder approval of the Acquisition Stock which the Company intends to procure in February 2026	2. Confirmatory Due Diligence 3. Shareholder approval of the Acquisition Stock which the Company intends to procure in February 2026
Completion Date	The Mosh acquisition will complete on the day that is two business days after the satisfaction or waiver of the last conditions precedent. The Company hopes to complete the transaction in late February 2026	The FastPass acquisition will complete on the day that is two business days after the satisfaction or waiver of the last conditions precedent. The Company hopes to complete the transaction in late February 2026
Voluntary Escrow	Shares issued to the Mosh Vendors and 50T Vendors will be subject to voluntary escrow for a period of 12 months from the date of issue.	

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Appendix 2 – Terms and Conditions of Lead Manager Options

The Lead Manager Options (Options) entitle the holder to subscribe for Shares on the following terms and conditions:

a. Each Option gives the Optionholder the right to subscribe for one Share. To obtain the right given by each Option, the Optionholder must exercise the Options in accordance with the terms and conditions of the Options.

b. An Optionholder shall be entitled to attend any meeting of the members of GTI, but is not entitled to vote at any meeting of the members of GTI unless they are, in addition to being an Optionholder, a member of GTI

c. The Options will expire at 5:00pm (AEST) on 1 January 2029 **(Expiry Date).** Any Option not exercised by the Expiry Date will automatically lapse on the Expiry Date

d. The amount payable upon exercise of each Option will be AUD$0.10 **(Exercise Price)**

e. The Options held be each Optionholder may be exercised in whole or in part

f. An Optionholder may exercise their Option by lodging with GTI, before the Expiry Date:
   i. A written notice of exercise of Options specifying the number of Options being exercised; and
   ii. An electronic funds transfer of the Exercise Price in respect of the number of Options being exercised

   (Exercise Notice)

g. An Exercise Notice is only effective when GTI has received the full amount of the Exercise Price in cleared funds

h. Within 5 days of receipt of the Exercise Notice accompanied by the Exercise Price, GTI shall
   i. Allot the number of Shares required under the terms and conditions respect of the number of Options specified in the Exercise Notice
   ii. Record the Optionholder as the holder of those Shares in its register of members; and
   iii. Deliver holding statements in respect of those Sharese to the Optionholder
   iv. All shares allotted upon the exercise of options will upon allotment rank pari passu in all respects of other Shares

i. The Options are not transferrable

j. The Options do not entitle the Optionholder to any dividend or distribution rights or any rights on liquidation or winding up GTI

k. GTI will not apply for quotation of the Options on the ASX

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l. GTI will apply for quotation of all Shares allotted pursuant to the exercise of Options on ASX within three business days after the date of allotment of those Shares

m. If at any time the issued capital of GTI is reconstructed, all rights of an Optionholder will be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction

n. There are no participating rights or entitlements inherent in the Options and Optionholders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options. However, GTI will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least seven Business Days after the issue is announced.

o. In the event GTI proceeds with a pro-rata issue (except a bonus issue) of securities to Shareholders after the date of issue of the Options, the exercise price of the Options may be reduced in accordance with the formula set out in ASX Listing Rule 6.22.2

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