THE INFORMATION CONTAINED WITHIN THIS ANNOUNCEMENT IS DEEMED BY THE COMPANY TO CONSTITUTE INSIDE INFORMATION AS STIPULATED UNDER THE MARKET ABUSE REGULATION (EU) NO. 596/2014, AS AMENDED WHICH, BY VIRTUE OF THE EUROPEAN UNION (WITHDRAWAL) ACT 2018, FORMS PART OF UK LAW. ON THE PUBLICATION OF THIS ANNOUNCEMENT VIA A REGULATORY INFORMATION SERVICE ("RIS"), THIS INSIDE INFORMATION IS NOW CONSIDERED TO BE IN THE PUBLIC DOMAIN.

30 December 2024

Sealand Capital Galaxy Limited

("Sealand" or the "Company")

CONDITIONAL ISSUE OF EQUITY AND ISSUE OF CONVERTIBLE LOAN NOTE

Conditional Issue of Equity

Sealand Capital Galaxy Limited [LSE: SCGL] ("Sealand" or the "Company"), an IT, Social Media & Technology company focused on consolidating compelling opportunities in the global marketplace, is pleased to announce that it has agreed, conditional on the passing of the necessary resolutions at the Company's Annual General Meeting which will be held at 11:00 a.m. on 10 January 2025, the allotment and issue of 111,000,000 ordinary shares of £0.0001 each for cash for a total consideration of £166,500 before expenses.

Warrants are attached on the following terms:

PLACING WARRANTS ATTACHING	STRIKE PRICE	LIFE TO EXPIRY
Two (2) a-warrants for every one placing share issued to the subscriber	£0.0025	3-years from publication of a FCA-approved prospectus
One (1) a-warrants for every one placing share issued to the subscriber	£0.004	3-years from publication of a FCA-approved prospectus

Application will be made for the admission of 111,000,000 new ordinary shares to trading, conditional upon the necessary resolutions being approved at the upcoming Annual General Meeting. The Company further draws attention to its announcement of 04 December 2024 which remains accurate in all material respects.

Issue of Convertible Loan Note

As per the announcement made on 22 November 2024, the Company has entered into an unsecured Convertible Loan Note ("**CLN**") with Mr. Cheuk Lun Ng (the "**Lender**"), a High Net Worth individual, for up to £3 million.

The Company has requested the drawdown of the first tranche of the CLN, amounting to £400,000.

Other Key Terms of the CLN

- Maturity shall be the earlier of a published FCA approved prospectus or 12-months from engagement.
- Coupon of 12% shall be applied, and rolled-up on engagement of the facility.
- Subject to certain provisions being met by the borrower, the Lender shall make a maximum of £500,000 available per quarter until the publication of a FCA approved prospectus. Upon such publication the borrower shall have the right to draw on the balance in full.
- The Lender shall have the right to close the facility at their election.
- The borrower is not obligated to draw down on the proposed facility and can elect to do so from the point of engagement to the earlier of each quarter, maturity or the publication of an FCA approved prospectus.

Conversion Price of the CLN

- The lower of the 14-day Volume-weighted average price (VWAP) preceding the lenders notice to convert or, the price set of the last brokered placing conducted by the Company.

Conversion Warrants of the CLN

For each conversion share allotted, each loan note holder shall receive:

CONVERSION WARRANT ATTACHING	STRIKE PRICE	LIFE TO EXPIRY
One (1) a warrant for every conversion share issued	A strike price equal to 100% of the conversion price	2-years from admission of the conversion shares
One (1) b warrant for every conversion share issued	A strike price equal to 150% of the conversion price	2-years from admission of the conversion shares

Total Voting Rights

The new ordinary shares will rank pari passu with the existing ordinary shares of the Company. Following the issue of the new ordinary shares, the Company's issued share capital will comprise of 865,905,989 ordinary shares. This figure of 865,905,989 ordinary shares may be used by shareholders in the Company as the denominator for the calculations by which they will determine if they are required to notify their interest in, or a change in their interest in, the share capital of the Company under the FCA's Disclosure Guidance and Transparency Rules.

The information contained within this announcement is deemed by the Company to constitute inside information as stipulated under the Market Abuse Regulation (EU) No. 596/2014 as it forms part of United Kingdom domestic law by virtue of the European Union (Withdrawal) Act 2018 (as amended).

-Ends-

Enquiries:

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Bowsprit Partners Limited (Financial Adviser) +44 (0) 203 833 4430

Notes to Editors:
The Company's shares are traded on the transition category of the London Stock Exchange under the ticker SCGL.

Further information on Sealand Capital Galaxy Limited is available on its website http://www.scg-ltd.com/

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