

TALi Digital Limited

ACN 108 150 750

NOTICE OF MEETING AND EXPLANATORY STATEMENT

**Tuesday, 24 November 2020
at 11:00 a.m. (Melbourne time)**

**Notice is given that the 2020 Annual General Meeting of Shareholders (AGM) of
TALi Digital Limited ACN 108 150 750 (TALi or the Company) will be held on
Tuesday, 24 November 2020 at 11:00 a.m. (Melbourne time)**

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisors prior to voting. Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on 1300 082 013 or at investors@talidigital.com

NOTICE OF MEETING

NOTICE IS GIVEN that an Annual General Meeting (**AGM**) of the Shareholders of TALi Digital Limited (ACN 108 150 750) (**TALi** or **Company**) will be held at 11:00 a.m. (Melbourne time) on Tuesday, 24 November 2020 for the purposes of considering the items of business set out below.

In accordance with the Corporations (Coronavirus Economic Response) Determination (No. 3) 2020, the meeting will be held online using technology (namely an online webcasting platform) and not a face to face meeting.

Shareholders may be present online and vote through the online webcasting platform provided by the Share Registry at https://us02web.zoom.us/webinar/register/WN_viw9hZTbTreq_54UAPEWnQ on a smartphone, tablet or computer.

The online webcasting platform used for the conduct of the 2020 AGM will provide a reasonable opportunity for all shareholders and other persons entitled to attend and vote at the meeting to participate in the meeting. All persons so participating in the meeting using the online webcasting platform are taken for all purposes to be present at the meeting while so participating.

In line with the ASX's Corporate Governance Principles and Recommendations (4th Edition) all voting at the meeting will be undertaken by way of poll using the online webcasting platform and not by a show of hands. The online webcasting platform will allow for online voting in real time at the meeting.

The results of the voting on resolutions requiring a shareholder vote at the meeting will be announced to the ASX promptly after the meeting.

The Explanatory Statement and Proxy Form accompanying this Notice of Meeting are hereby incorporated in and comprise part of this Notice of Meeting.

BUSINESS OF THE MEETING

Financial Statements and Related Reports

To receive and consider the Financial Report, the Directors' Report and the Auditor's Report of TALi Digital Limited for the financial year ended 30 June 2020.

No resolution will be required to be passed on this matter.

Resolution 1 – Adoption of Remuneration Report

To consider and, if thought fit, to pass the following resolution as an **ordinary** resolution:

“That the Remuneration Report forming part of the Directors' Report for the financial year ended 30 June 2020 be adopted.”

The vote on this resolution is advisory only and does not bind the Company or its Directors. The Directors will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the Meeting when reviewing TALi's remuneration policies.

Voting Exclusion:

The Company will disregard any votes cast on Resolution 1 by or on behalf of a member of the Key Management Personnel (**KMP**) named in the Remuneration Report for the year ended 30 June 2020, or that member's Closely Related Party, regardless of the capacity in which the vote is cast.

However, a member of the KMP or Closely Related Party may cast a vote on this item as proxy for a person that is entitled to vote if:

- the appointment of the proxy specifies in writing the way the proxy is to vote on the resolution; or

- that person is the Chair of the Meeting, and the appointment of the proxy expressly authorises the Chair of the Meeting to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

Resolution 2 – Election of Director (Dr David Brookes)

To consider and, if thought fit, to pass the following resolution as an **ordinary** resolution:

“That Dr David Brookes, a director retiring in accordance with rule 8.2 of the Company's constitution, be elected as a director of the Company.”

The biographical details for Dr Brookes are set out in the attached Explanatory Statement.

Resolution 3 - Adoption of and Issue of Securities under Performance Right and Share Options Plan

To consider and, if thought fit, to pass the following resolution as an **ordinary** resolution:

*“That for the purposes of Listing Rule 7.2 (Exception 13(b)) and for all other purposes, the Company's Performance Right and Share Options Plan (the **Plan**) and the issue of securities under the Plan be approved, on the terms and conditions in the Explanatory Statement.”*

Voting Exclusion:

The Company will disregard any votes cast in favour of this resolution by or on behalf of a person who is eligible to participate in the Plan or an associate of those persons.

However, this does not apply to a vote cast in favour of the resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

The Company will also disregard any votes cast by a person appointed as proxy, on the basis of that appointment, if the person is a member of the KMP or a Closely Related Party of such a member, and the appointment does not specify the way the proxy is to vote on the resolution, unless that person is the Chair of the Meeting, and the appointment of the proxy expressly authorises the Chair of the Meeting to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

Resolution 4 - Issue of Options to Managing Director (Mr Glenn Smith)

To consider and, if thought fit, to pass the following resolution as an **ordinary** resolution:

“That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, the shareholders of the Company approve the issue of 22,500,000 options to subscribe for fully paid ordinary Shares in the capital of the Company to Mr Glenn Smith under the Plan on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion:

The Company will disregard any votes cast in favour of this resolution by or on behalf of a person referred to in ASX Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Plan or an associate of those persons.

However, this does not apply to a vote cast in favour of the resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

The Company will also disregard any votes cast by a person appointed as proxy, on the basis of that appointment, if the person is a member of the KMP or a Closely Related Party of such a member, and the appointment does not specify the way the proxy is to vote on the resolution, unless that person is the Chair of the Meeting, and the appointment of the proxy expressly authorises the Chair of the Meeting to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

Resolution 5 - Issue of Options to Director (Dr David Brookes)

To consider and, if thought fit, to pass the following resolution as an **ordinary** resolution:

“That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, the shareholders of the Company approve the issue of 3,400,000 options to subscribe for fully paid ordinary Shares in the capital of the Company to Dr David Brookes under the Plan on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion:

The Company will disregard any votes cast in favour of this resolution by or on behalf of a person referred to in ASX Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Plan or an associate of those persons.

However, this does not apply to a vote cast in favour of the resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

The Company will also disregard any votes cast by a person appointed as proxy, on the basis of that appointment, if the person is a member of the KMP or a Closely Related Party of such a member, and the appointment does not specify the way the proxy is to vote on the resolution, unless that person is the Chair of the Meeting, and the appointment of the proxy expressly authorises the Chair of the Meeting to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

Resolution 6 – Amendment to Constitution

To consider and, if thought fit, to pass the following resolution as a **special** resolution:

“That, for the purposes of section 136(2) of the Corporations Act and for all other purposes, the Company’s Constitution be amended by inserting new rules 71.1(1A), 71.2, 80.2 and 98.2A and replacing rule 164.1 on the basis set out in the Explanatory Statement.”

An explanation of the proposed resolution is set out in the attached Explanatory Statement.

Resolution 7 – Approval of Additional 10% Placement Facility

To consider and, if thought fit, to pass the following resolution as a **special** resolution:

“That, pursuant to and in accordance with ASX Listing Rule 7.1A and for all other purposes, the shareholders of the Company approve the issue of Shares up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and otherwise on the terms and conditions contained in the Explanatory Statement.”

An explanation of the proposed special resolution is set out in the attached Explanatory Statement.

By order of the Board



Stephen Denaro
Company Secretary
Date: 23 October 2020

MEETING INFORMATION

Voting entitlement

A determination has been made by the Board of the Company under regulation 7.11.37 of the Corporations Regulations 2001 that the persons eligible to vote at the Meeting are those who are registered shareholders of the Company as at 7:00 p.m. (Melbourne time) on Sunday, 22 November 2020, subject to any applicable voting exclusion.

Voting methods

Due to the COVID-19 restrictions, you will not be able to attend the meeting in person. However, you will have the opportunity to be present and participate via an online webcasting platform. On this online webcasting platform you will be able to vote online in real time. You will also have the opportunity to ask questions at the meeting.

Shareholders can access the online webcasting platform at https://us02web.zoom.us/webinar/register/WN_viw9hZTbTreq_54UAPEWnQ.

Shareholders who wish to vote virtually on the day of the AGM will need to login to the Automic website (<https://investor.automic.com.au/#/home>) with their *username* and *password*.

Shareholders who do not have an account with Automic are strongly encouraged to register for an account **as soon as possible and well in advance of the Meeting** to avoid any delays on the day of the Meeting.

How do I create an account with Automic?

To create an account with Automic, please go to the Automic website (<https://investor.automic.com.au/#/home>), click on 'register' and follow the steps. Shareholders will require their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) to create an account with Automic.

I have an account with Automic, what are the next steps?

Shareholders who have an existing account with Automic (Note: with a *username* and *password*) are advised to take the following steps to attend and vote virtually on the day of the AGM:

1. Login to the Automic website (<https://investor.automic.com.au/#/home>) using your *username* and *password*.
2. **(Registration on the day)** If registration for the virtual meeting is open, click on 'Meeting open for registration' and follow the steps.
3. **(Live voting on the day)** If live voting for the virtual meeting is open, click on 'Meeting open for voting' and follow the steps.

For further details, please refer to the Registration and Voting guide, which can be accessed at <https://www.automicgroup.com.au/virtual-agms/>. Please scroll to middle of the page for the links.

Voting by proxy

Each Shareholder who is entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on behalf of that Shareholder. The proxy may be an individual or a body corporate. A proxy need not be a Shareholder. A proxy appointed by a corporate body must be executed in accordance with the Corporations Act and any representatives of a corporate body wishing to attend and vote at the Meeting on behalf of the corporate body must have a certificate of appointment.

A Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes that each proxy is appointed to exercise. If a Shareholder appoints two proxies and the appointment does not specify the proportion, or number, of the Shareholder's votes each proxy may exercise, each proxy may exercise half the votes (disregarding fractions).

A proxy appointment form is enclosed with this Notice of Meeting. For the proxy form to be valid, the proxy form together with the power of attorney or other authority (if any) under which it is signed, or a certified copy

of that power of attorney, must be lodged by one of the following methods and received no later than 11:00 a.m. (Melbourne time) on Sunday, 22 November 2020, being 48 hours prior to the Meeting:

- online: <https://investor.automic.com.au>
- by email: meetings@automic.com.au
- by facsimile: +61 2 8583 3040
- by mail: Automic, GPO Box 5193, Sydney NSW 2001
- by delivery: Automic, Level 5, 126 Phillip Street, Sydney NSW 2000

For further details, please refer to the Online Proxy Lodgement guide, which can be accessed on the Company's website at <https://www.automicgroup.com.au/virtual-agms/>. Please scroll to middle of the page for the link to the guide.

Proxy voting by the Chair

The Corporations Act imposes prohibitions on Key Management Personnel and their Closely Related Parties from voting their shares (or voting undirected proxies) on, amongst other things, remuneration matters. However, the chair of a meeting may vote an undirected proxy (i.e. a proxy that does not specify how it is to be voted), provided the shareholder who has lodged the proxy has given an express voting direction to the chair to exercise the undirected proxy, even if the resolution is connected with the remuneration of a member of Key Management Personnel.

If you complete a proxy form that authorises the Chair of the Meeting to vote on your behalf as proxy, and you do not mark any of the boxes so as to give her directions about how your vote should be cast, then you will be taken to have expressly authorised the Chair to exercise your proxy on Resolutions 1, 3, 4 and 5. In accordance with this express authority provided by you, the Chair will vote in favour of Resolutions 1, 3, 4 and 5. If you wish to appoint the Chair of the Meeting as your proxy, and you wish to direct her how to vote, please tick the appropriate boxes on the proxy form.

The Chair of the Meeting intends to vote all available undirected proxies in favour of each item of business. If you appoint as your proxy any Director of the Company, except the Chair, or any other Key Management Personnel or any of their Closely Related Parties and you do not direct your proxy how to vote on Resolutions 1, 3, 4 or 5 he or she will not vote your proxy on that item of business.

Asking questions at the AGM

Shareholders will be able to vote and ask questions at the virtual meeting.

Shareholders are also encouraged to submit questions in advance of the Meeting to the Company.

Questions must be submitted in writing to investors@talidigital.com at least 48 hours before the Meeting.

The Company will also provide Shareholders with the opportunity to ask questions during the Meeting in respect to the formal items of business as well as general questions in respect to the Company and its business.

Defined Terms

Capitalised terms in this Notice of Meeting and Explanatory Statement are defined either in the "Glossary" section or where the relevant term is first used.

EXPLANATORY STATEMENT

The purpose of this Explanatory Statement (which accompanies and forms part of the Notice of Meeting), is to provide Shareholders with an explanation of the business of the AGM and of the resolutions to be proposed and considered at the AGM at 11:00 a.m. (Melbourne time) on Tuesday, 24 November 2020 and to assist Shareholders in deciding how they may wish to vote on the resolutions.

Shareholders should read this Explanatory Statement in full before deciding on how to vote on the proposed resolutions to be considered at the AGM.

Financial Statements and Relevant Reports

Pursuant to the Corporations Act, the directors of a listed company that is required to hold an Annual General Meeting must table the financial statements and reports of the company (including the Directors' Report, Remuneration Report and Auditor's Report) for the previous financial year before the members at that Annual General Meeting. There is no requirement for a formal resolution on this item.

Shareholders can view and download all relevant information concerning the Company's financial statements, the Directors' Report, Remuneration Report and Auditor's Report in the Annual Report of the Company for the year ended 30 June 2020 at the Company's website at <https://talidigital.com/investors-centre/asx-announcements/>. The Company will not provide a hard copy of the Annual Report unless specifically requested to do so.

Shareholders will be given a reasonable opportunity at the Meeting to ask questions and make comments on the financial statements and the reports (refer to 'Asking questions at the AGM' above). The Company's auditor will also be available to receive questions and comments from shareholders about the preparation and content of the financial statements and the Auditor's Report and the conduct of the audit generally.

Shareholders may submit written questions to the Company's auditor in advance of the Meeting (refer to 'Asking questions at the AGM' above).

A reasonable opportunity will be allowed at the Meeting for a representative of the Company's auditor to answer any written questions submitted in accordance with the above procedure.

Resolution 1- Adoption of Remuneration Report

The Corporations Act requires a non-binding resolution be put to shareholders for the adoption of the Remuneration Report. The Remuneration Report is set out in the 2020 Annual Report. During this item of business there will be an opportunity for shareholders at the Meeting to comment on or ask questions about the Remuneration Report.

Shareholder votes on this resolution are advisory only and will not bind the Directors or the Company. However, the Board will take the outcome of the vote into consideration when reviewing the remuneration practices and policies of the Company.

As a result of provisions in the Corporations Act, known generally as the "two strikes rule", Shareholders should note that the result of the vote on this resolution may affect next year's Annual General Meeting. If 25% or more of the votes cast on the resolution are voted "against" adoption of the Remuneration Report at the meeting, then if, at next year's AGM, at least 25% of the votes cast on the resolution for adoption of the Remuneration Report are against it, the Company will be required to put to shareholders at that AGM a resolution proposing that an Extraordinary General Meeting (**EGM**) be called to consider the election of the Directors of the Company (a spill resolution).

If a spill resolution is passed (i.e. more than 50% of votes cast are in favour), all of the Directors (other than the Managing Director) will cease to hold office at the subsequent EGM, unless re-elected at that meeting.

Board Recommendation: The Directors recommend that Shareholders vote in favour of Resolution 1.

Resolution 2 – Election of Director (Dr David Brookes)

Background

Dr David Brookes retires in satisfaction of rule 8.2 of the Constitution which states that a director appointed under rule 8.1 (Casual Vacancies and Additional Directors) holds office only until the termination of the next annual general meeting of the Company and is eligible for re-election at that annual general meeting. Dr Brookes, having been appointed to join the Board on 29 June 2020 as a Non-Executive Director of the Company, and Chair of the Audit Committee, being eligible, offers himself for election.

About Dr Brookes

Dr Brookes has extensive experience in the health and biotechnology industries, first becoming involved in the biotechnology sector in the late 1990's as an analyst. He has held Board positions in numerous ASX listed biotechnology companies, including Chairman of genomics solutions company, RHS Ltd, which was acquired by PerkinElmer Inc (NYSE:PKI \$9B biotech company) in June 2018. He has also Chaired and been a member of a number of risk and audit committees in ASX listed companies. Dr Brookes is currently a Non-Executive Director of Anantara Therapeutics (ASX: ANR) as well as Non-Executive Chairman of Factor Therapeutics Limited (ASX: FTT) and the Better Medical group (unlisted). Dr Brookes, MBBS (Adelaide), is a Fellow of the Australian College of Rural and Remote Medicine and a Fellow of the Australian Institute of Company Directors and maintains roles as a clinician and as a biotechnology industry consultant.

Board Recommendation: The Directors (with Dr Brookes abstaining) recommend that Shareholders vote in favour of Resolution 2.

Resolution 3 - Adoption of and Issue of Securities under Performance Right and Share Options Plan

ASX Listing Rule 7.1 effectively limits the number of ordinary shares the Company may issue without the approval of its shareholders to 15% of issued capital unless the issue can be brought within one of the exceptions set out in ASX Listing Rule 7.2. ASX Listing Rule 7.2 Exception 13(b) permits issues under an employee incentive scheme if within three years before the issue date the issue of equity securities under the scheme has been approved by shareholders.

The last time the Company sought approval from shareholders in relation to the Plan was at the AGM held on 30 October 2017 and the approval granted will lapse on 30 October 2020. If Resolution 3 is passed at this year's AGM, the directors may issue securities under the Plan under ASX Listing Rule 7.2 Exception 13(b) until 24 November 2023. If Resolution 3 is not passed, an issue under the Plan will only be able to be made without shareholder approval under Listing Rule 7.1 if the Company has sufficient placement capacity available at the time under Listing Rules 7.1 and (if applicable) 7.1A.

It is intended that the Plan will enable the Company and its subsidiaries (Group) to:

- provide incentive to participants by enabling them to participate in the profits and financial performance of the Company;
- attract, motivate and retain eligible executives; and
- align the interests of participants more closely with Shareholders in the Company and provide greater incentive for the Participants to focus on longer-term goals of the Company.

The Plan is governed by the Plan Rules. Set out in Annexure A is a summary of the Plan Rules and the full Plan Rules may be found on the Company's website at https://talidigital.com/wp-content/uploads/2017/09/NHL-Performance-Right-and-Share-Options-Plan_2017-09-20.pdf

Since 30 October 2017, 18,477,766 securities have been issued under the Plan.

The maximum number of equity securities proposed to be issued under the Plan following approval is 35,000,000.

Board Recommendation: The Directors recommend that Shareholders vote in favour of Resolution 3.

Resolution 4 - Issue of Options to Managing Director (Mr Glenn Smith)

Pursuant to ASX Listing Rule 10.14, shareholders are required to approve the acquisition of securities under an employee incentive scheme by certain persons in a position of influence. Accordingly, Resolution 4 provides for Shareholders to approve the proposed issue of 22,500,000 options to subscribe for Shares to Mr Glenn Smith, who being the Managing Director of the Company falls into the category in ASX Listing Rule 10.14.1, under the Plan.

Mr Smith's current total remuneration package comprises a base salary of \$250,000 (excluding superannuation) and an entitlement to participate in short and long term incentives. In FY20, Mr Smith was paid a bonus of \$62,500.

A total of 14,377,766 options to subscribe for Shares were previously issued to Mr Smith under the Plan on 2 December 2019 for a nil issue price. As announced by the Company on 23 September 2020, these options have been cancelled.

Each option to be issued will have an exercise price of \$0.03 and will expire on the fifth anniversary of the date of issue.

The options will have the following vesting conditions:

1. execution of a market entry partnership agreement with a gross transaction value that has been defined by the Board and agreed with the Managing Director pertaining to one of the following countries: China, India or Indonesia; and
2. entry into a joint venture, licence or equivalent agreement with a gross transaction value that has been defined by the Board and agreed with the Managing Director pertaining to one of the following countries: USA, UK or Japan.

Further details regarding the terms of the options are set out in Annexure A.

The purpose of the grant of the options to Mr Smith is for the Company to appropriately incentivise and provide cost effective remuneration to Mr Smith for his ongoing commitment and contribution to the Company and to align Mr Smith's interests with those of the Company.

If Resolution 4 is passed, the Directors expect that the options will be issued to Mr Smith shortly following the date of the Meeting and, in any event, not later than 3 years after the date of the Meeting.

The Company will issue the options to Mr Smith for a nil price.

A summary of the material terms of the Plan is set out in Annexure A.

No loan will be made to Mr Smith in relation to the acquisition of the options.

Details of any options issued under the Plan will be published in the annual report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14.

Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of options under the Plan after the resolution is approved and who were not named in the notice of meeting will not participate until approval is obtained under that rule.

The Company has determined that the grant of options under the Plan pursuant to this resolution as part of Mr Smith's remuneration package will constitute the giving of reasonable remuneration for the purposes of Chapter 2E of the Corporations Act.

If Resolution 4 is not passed, the Company will not be able to proceed with the issue of options to Mr Smith. In that circumstance, the Board would then need to consider alternative remuneration arrangements for Mr Smith which are consistent with the Company's remuneration principles.

Board Recommendation: The Board recommends (with Mr Smith abstaining) that shareholders vote in favour of Resolution 4.

Resolution 5 - Issue of Options to Director (Dr David Brookes)

Pursuant to ASX Listing Rule 10.14, shareholders are required to approve the acquisition of securities under an employee incentive scheme by certain persons in a position of influence. Accordingly, Resolution 5 provides for Shareholders to approve the proposed issue of 3,400,000 options to subscribe for Shares to Dr David Brookes, who being a Director of the Company falls into the category in ASX Listing Rule 10.14.1, under the Plan.

Dr Brookes' current total remuneration package comprises \$35,000 (salary and fees).

No securities have previously been issued to Dr Brookes under the Plan.

Each option to be issued will have an exercise price of \$0.03 and will expire on 21 November 2022.

The options will vest on the Company's the Shares trading on the ASX at a minimum of A\$0.075 per Share for any consecutive 20 trading days during the exercise period.

Further details regarding the terms of the options are set out in Annexure A.

The purpose of the grant of the options to Dr Brookes is for the Company to appropriately incentivise and provide cost effective remuneration to Dr Brookes for his ongoing commitment and contribution to the Company and to align Dr Brookes' interests with those of the Company. The proposed options are in line with options issued to other Directors of the Company.

If Resolution 5 is passed, the Directors expect that the options will be issued to Dr Brookes shortly following the date of the Meeting and, in any event, not later than 3 years after the date of the Meeting.

The Company will issue the options to Dr Brookes for a nil price.

A summary of the material terms of the Plan is set out in Annexure A.

No loan will be made to Dr Brookes in relation to the acquisition of the options.

Details of any options issued under the Plan will be published in the annual report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14.

Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of options under the Plan after the resolution is approved and who were not named in the notice of meeting will not participate until approval is obtained under that rule.

The Company has determined that the grant of options under the Plan pursuant to this resolution as part of Dr Brookes' remuneration package will constitute the giving of reasonable remuneration for the purposes of Chapter 2E of the Corporations Act.

If Resolution 5 is not passed, the Company will not be able to proceed with the issue of options to Dr Brookes. In that circumstance, the Board would then need to consider alternative remuneration arrangements for Dr Brookes which are consistent with the Company's remuneration principles.

Board Recommendation: The Board recommends (with Dr Brookes abstaining) that shareholders vote in favour of Resolution 5.

Resolution 6 - Amendment to Constitution

Background

Under section 136(2) of the Corporations Act, the Company may modify a provision of its Constitution by special resolution. The Company seeks the approval of shareholders to amend its Constitution to facilitate:

- A. Virtual meetings of shareholders
- B. Direct voting by shareholders
- C. Electronic provision of notices of meeting and proxy forms

D. The issue of restricted securities

A. Virtual meetings of shareholders

Virtual meetings are those which are held entirely online utilising audio or audio and visual communication technology. This meeting of shareholders is a virtual meeting which is held in accordance with the Corporations (Coronavirus Economic Response) Determination (No. 3) 2020.

That determination is presently due to expire in March 2021. It is desirable to maintain the concept of that determination moving forward and to regulate how such a virtual meeting is to be held in the future regardless of whether that determination is extended.

The Company intends, subject to shareholder approval, to insert a new rule 80.2 into the Constitution as follows:

- 80.2 A virtual general meeting of members may be held without there being a physical meeting place by using any technology, including by an instantaneous audio-visual communication device or audio and visual or virtual communication technology, on the basis that:*
- (1) the notice convening the meeting refers to the main regulations, rules and procedures governing how the virtual meeting is to be conducted;*
 - (2) a member participating at the meeting is taken to be present at the meeting for all purposes (including for the purposes of determining a quorum);*
 - (3) a member participating at the meeting is entitled to exercise all rights as a member at the meeting including the right to vote (as applicable) on a show of hands or a poll; and*
 - (4) the members participating at the meeting should be able to hear the meeting in real time and should be given a reasonable opportunity to participate including being able to ask questions or to make comments (provided that an inability of one or more members to do so shall not affect the validity of the meeting or any business conducted at it for so long as sufficient members are able to do so as are required to constitute a quorum).*

B. Direct voting by shareholders

Direct voting permits shareholders to exercise their voting rights by lodging their vote before or during the meeting online, by post or other means approved by the Directors. Direct voting enables shareholders to lodge a direct vote without having to attend the meeting or appoint a proxy.

The Company intends, subject to shareholder approval, to insert a new rule 98.2A into the Constitution as follows:

- 98.2A The board of directors may determine that direct voting may occur in relation to a general meeting of members, on the basis that:*
- (1) the notice convening the meeting refers to the main regulations, rules and procedures governing how the direct voting is to be conducted;*
 - (2) a member who is entitled to attend and vote on a resolution at that meeting is entitled to cast that vote as a direct vote in a manner which does not require the member to be present;*
 - (3) the direct vote can be made by the member notifying the company of the member's vote by post, facsimile, any online or electronic voting system or any other means approved by the directors; and*
 - (4) if a member casts a vote as a direct vote in accordance with this constitution and any relevant regulations, rules and procedures, the direct vote will be as valid and binding for*

all intents and purposes as if the member had attended the meeting and cast a vote at the meeting.

The new rule is to be inserted immediately after the existing rule 98.2.

C. Electronic provision of notices of meeting and proxy forms

Corporations (Coronavirus Economic Response) Determination (No. 3) 2020, which is presently due to expire in March 2021, permits a notice of meeting and any other information provided with that notice to be communicated using technology. For example, an entity may send its members an email setting out or attaching a notice of a meeting and other material relating to that meeting. Alternatively, an email to members may provide a link to where the notice and other material can be viewed or downloaded. In circumstances where the entity does not have the email addresses of certain members, the entity may send a letter or postcard setting out a URL for viewing or downloading the notice and other materials.

It is desirable that the Company continues to have the ability to make notices of meeting and proxy forms available electronically regardless of whether the determination is extended unless the law provides otherwise.

The Company intends, subject to shareholder approval, to insert a new rule 71.1(1A) into the Constitution as follows:

(1A) sending the details of an online location where it can be viewed or downloaded;

The new rule is to be inserted immediately after the existing rule 71.1(1).

The Company intends, subject to shareholder approval, to insert a new rule 71.2 into the Constitution as follows:

71.2 Unless the Corporations Act 2001 (Cth) or other applicable law provides otherwise:

- (1) a notice of a general meeting and proxy form need not be provided physically in writing;*
- (2) a notice of a general meeting and proxy form may be provided to members using one or more technologies to communicate the contents; and*
- (3) a notice of a general meeting and proxy form may be provided to members using one or more technologies to communicate details of an online location where they can be viewed or downloaded.*

D. The issue of restricted securities

Amendments to the ASX Listing Rules 9.1(a) and 15.12 came into effect on 1 December 2019. The updated ASX Listing Rules require listed entities to include specific wording in their Constitutions regarding treatment of restricted securities for them to be issued.

Restricted securities are securities which are subject to escrow restrictions as determined by ASX, meaning they are restricted from being traded for a period of time. They mainly apply to certain newly listed entities, but can sometimes also apply to ongoing listed entities which issue securities that ASX determines should be restricted.

The Company intends, subject to shareholder approval, to replace existing rule 164.1 of the Constitution with the following:

164.1 Despite any other provision in this constitution:

- (1) A holder of Restricted Securities must not dispose of, or agree or offer to dispose of, the securities during the escrow period applicable to those securities except as permitted by the Listing Rules or ASX.*
- (2) If the Restricted Securities are in the same class as quoted securities, the holder will be taken to have agreed in writing that the Restricted Securities are to be kept on the*

Company's issuer sponsored subregister and are to have a holding lock applied for the duration of the escrow period applicable to those securities.

- (3) *The Company will refuse to acknowledge any disposal (including, without limitation, to register any transfer) of Restricted Securities during the escrow period applicable to those securities except as permitted by the Listing Rules or ASX.*
- (4) *A holder of Restricted Securities will not be entitled to participate in any return of capital on those securities during the escrow period applicable to those securities except as permitted by the Listing Rules or ASX.*
- (5) *If a holder of Restricted Securities breaches a restriction deed or a provision of this constitution restricting a disposal of those securities, the holder will not be entitled to any dividend or distribution, or to exercise any voting rights, in respect of those securities for so long as the breach continues.*

Resolution

Resolution 6 is a special resolution and accordingly requires at least 75% of the votes cast by shareholders present and eligible to vote at the meeting must be in favour of Resolution 6 for it to be passed.

Board Recommendation: The Board recommends that shareholders vote in favour of Resolution 6.

Resolution 7 – Approval of Additional 10% Placement Facility

Background

ASX Listing Rule 7.1 allows the Company to issue a maximum of 15% of its capital in any 12 month period without requiring shareholder approval. In addition, Listing Rule 7.1A, enables eligible entities (companies that are outside the S&P/ASX 300 index and that also have a market capitalisation of \$300 million or less) to issue a further 10% of share capital in 12 months on a non-pro rata basis. The Company is an eligible entity as at the date of this Notice of Meeting and must remain compliant with the requirements of Listing Rule 7.1A to be able to utilise the additional capacity to issue shares under that Listing Rule.

Approval under Listing Rule 7.1A requires a special resolution be passed and for a special resolution to pass, at least 75% of the votes cast must be in favour. Additional disclosure obligations are imposed when the special resolution is proposed, when securities are issued and when any further approval is sought.

If Resolution 7 is not passed, the Company will not be able to access the additional 10% placement capacity to issue equity securities without shareholder approval provided for in Listing Rule 7.1A and will remain subject to the 15% limit on issuing equity securities without shareholder approval set out in Listing Rule 7.1.

Information required by ASX Listing Rule 7.3A

For the purposes of Listing Rule 7.3A the Company provides the following information.

Minimum price at which the equity securities may be issued	The issue price of each security must be a cash consideration which is not less than 75% of the volume weighted average price for securities in that class calculated over the 15 trading days on which trades in that class were recorded immediately before: <ol style="list-style-type: none">a. the date on which the price at which the securities are to be issued is agreed by the Company and the recipient of the securities; orb. if the securities are not issued within 10 trading days of the date in paragraph (a), the date on which the securities are issued.
--	---

Risk of economic and voting dilution	<p>An issue of securities under Listing Rule 7.1A involves the risk of economic and voting dilution for existing ordinary security holders. The risks include:</p> <ol style="list-style-type: none"> the market price for Shares may be significantly lower on the issue date than on the date of the approval under Listing rule 7.1A; and the equity securities may be issued at a price that is at a discount to the market price for the Shares on the issue date. <p>A table describing the potential dilution is set out below.</p>
Date by which the Company may issue the securities	<p>The period commencing on the date of the annual general meeting (to which this Notice relates) at which approval is obtained and expiring on the first to occur of the following:</p> <ol style="list-style-type: none"> the date which is 12 months after the date of the annual general meeting; the time and date of the Company's next annual general meeting; and the time and date of the approval by holders of the Company's ordinary securities of a transaction under Listing Rules 11.1.2 or 11.2. <p>The approval under LR7.1A will cease to be valid in the event that holders of the Company's ordinary securities approve a transaction under Listing Rules 11.1.2 or 11.2.</p>
Purposes for which the equity securities may be issued	<p>It is the Board's current intention that an issue of securities would principally be made for the purpose of raising funds in connection with the Company's general working capital requirements.</p>
Details of the Company's allocation policy for issues under approval.	<p>The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to Listing Rule 7.1A. The identity of the allottees will be determined on a case-by-case basis having regard to the factors including but not limited to the following:</p> <ol style="list-style-type: none"> the methods of raising funds that are available to the Company including but not limited to, rights issue or other issue in which existing security holders can participate; the effect of the issue of the Listing Rule 7.1A shares on the control of the Company; the financial situation and solvency of the Company; and advice from corporate, financial and broking advisers (if applicable). <p>The allottees under the Listing Rule 7.1A facility have not been determined as at the date of this Notice of Meeting but may include existing substantial Shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company.</p>
Proposed issues under Listing Rule 7.1A	<p>At the time of dispatching this notice of annual general meeting, the Company is not proposing to make an issue of securities under Listing Rule 7.1A.2. Accordingly, no voting exclusion statement is included.</p>

Information under Listing Rule 7.3A.4

The table below shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in Listing Rule 7.1A.2 as at the date of this Notice.

The table also shows:

- two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue as at the date of this notice. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the approximate market price as at the date of this Notice.

Variable 'A' in 7.1A.2	Dilution			
		\$0.013	\$0.026	\$0.052
Shares on issue.		50% Decrease in Issue Price	Issue Price	100% Increase in Issue Price
Current Variable "A" - 749,305,218	10% Voting Dilution	74,930,521	74,930,521	74,930,521
	Funds raised	\$974,097	\$1,948,194	\$3,896,387
50% increase in Variable "A" - 1,123,957,827	10% Voting Dilution	112,395,783	112,395,783	112,395,783
	Funds raised	\$1,461,145	\$2,922,290	\$5,844,581
100% increase in Variable "A" - 1,498,610,436	10% Voting Dilution	149,861,044	149,861,044	149,861,044
	Funds raised	\$1,948,194	\$3,896,387	\$7,792,774

The table has been prepared on the following assumptions:

1. The Company issues the maximum number of Shares available under the 10% Listing Rule 7.1A approval.
2. No options are exercised to convert into Shares before the date of the issue of the Shares available under Listing Rule 7.1A.
3. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
4. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of share issue under Listing Rule 7.1A, based on that Shareholder's holding at the date of the Meeting.
5. The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
6. The issue of Shares under Listing Rule 7.1A consists only of Shares. If the issue includes listed options, it is assumed that those listed options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
7. The issue price is \$0.026 being an indicative price of the Shares as at the date of this Notice of Meeting.

Information under Listing Rule 7.3A.6

The total number of equity securities issued under Listing Rule 7.1A.2 in the 12 months preceding the date of the Meeting is 64,930,521 equity securities representing approximately 14.4% of the total number of equity securities on issue as at the commencement of that 12 month period.

See below details of each such issue:

Date of issue: 29 November 2019

Number and class of securities: 64,930,521 fully paid ordinary shares

Recipient of securities: Various eligible sophisticated and professional investors under the Company's placement announced on 25 November 2019 in relation to which PAC Partners Securities Pty Limited acted as lead manager

Issue Price: \$0.062 per share

Discount to closing market price on date of issue: N/A

Total cash consideration received: \$4,025,692

Use of cash: To accelerate U.S. marketing and sales, along with commercial activities in Australia, Europe & UK. The Company also investigated the use of the TALi technology in other neurological areas along with supporting working capital requirements

Amount of cash spent: Please refer to the Company's Appendix 4C announcements released to ASX

Intended use of remaining cash: Working capital

Board Recommendation: The Board recommends that shareholders vote in favour of Resolution 7.

GLOSSARY

\$	Australian Dollars.
AGM	the Meeting convened by this Notice of AGM.
ASIC	Australian Securities and Investments Commission.
Associate	has the meaning given in the Corporations Act.
ASX	ASX Limited (ACN 008 624 691) or the financial market operated by it, as the context requires.
Auditor's Report	the auditor's report required to be prepared and laid before the AGM in accordance with section 317 of the Corporations Act.
Board	the board of Directors of the Company.
Closely Related Party	(of a member of KMP of an entity) has the definition given to it by section 9 of the Corporations Act, and means: <ol style="list-style-type: none">a spouse or child of the member; ora child of the member's spouse; ora dependant of the member or of the member's spouse; oranyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the entity; ora company the member controls; ora person prescribed by the regulations for the purposes of this definition (nothing at this stage).
Company or TALi	TALi Digital Limited ACN 108 150 750.
Constitution	the constitution of the Company.
Corporations Act	<i>Corporations Act 2001</i> (Cth).
Directors	the directors of the Company.
Directors' Report	the directors' report required to be prepared and laid before the AGM in accordance with section 317 of the Corporations Act.
Explanatory Statement	the explanatory memorandum to the Notice of Meeting.
Financial Report	the financial report required to be prepared and laid before the AGM in accordance with section 317 of the Corporations Act.
Key Management Personnel or KMP	those people described as Key Management Personnel in the Remuneration Report for the year ended 30 June 2020 and includes all directors.
Listing Rules	ASX Listing Rules.
Meeting	The AGM to be convened on 24 November 2020 by this Notice.
Notice or Notice of Meeting	this notice of the Annual General Meeting of Shareholders including the Explanatory Statement.
Plan	TALi's Performance Right and Share Options Plan.
Remuneration Report	the remuneration report required to be prepared in accordance with section 300A of the Corporations Act.
Share	a fully paid ordinary share in the capital of the Company.
Share Registry	Atomic Registry Services, Level 5, 126 Phillip Street, Sydney NSW 2000.
Shareholder	a holder of Shares in the Company as recorded on the Company's register of members.

Annexure A - Summary of Performance Right and Share Options Plan Rules

1. Under the Plan, a Performance Right is a right, subject to the terms and conditions of the Plan Rule, to subscribe or apply for and acquire fully paid ordinary shares in the capital of the Company (Share) and similarly a Share Option is a right, subject to the terms and conditions of the Plan Rule, to subscribe or apply for and acquire fully paid ordinary Share.
2. The Board at its absolute discretion may invite an eligible person to complete an application to participate in the Plan for a specified number of Performance Right or Share Options allocated to that eligible person by the Board. An invitation shall specify the date of grant, the total number of Performance Rights or Share Options granted, the exercise price (if any) to apply for shares upon exercise of the Performance Rights or Share Option after vesting and exercise period for the Performance Right or Share Option including the vesting date and expiry date, and any other matters the Board determines, including exercise or vesting performance conditions attaching to the Performance Rights or Share Options.
3. Persons eligible to participate in the Plan are, in relation to the Company or an associated body corporate of the Company, full-time or part-time employees that the Board considers needs an incentive to encourage retention and succession planning; and has demonstrated capacity to add primary equity value to the Company.
4. The Plan has been prepared to comply with ASIC Class Order [CO14/1000]. As such, offers under the Plan that are made in reliance on the Class Order are limited to the 5% capital limit set out in the Class Order.
5. Unless otherwise determined by the Board, no payment is required for the grant of Performance Rights or Share Options under the Plan.
6. Performance Rights or Share Options granted under the Plan are not transferable and must not be encumbered or otherwise deal with by a Participant, unless the Board determines otherwise.
7. Performance Rights or Share Options do not carry any voting or dividend rights. Shares issued or transferred to Participants on exercise of a Performance Right or Share Option carry the same rights and entitlements as other issued Shares, including dividend and voting rights.
8. The Company has no obligation to apply for quotation of the Performance Right or Share Options on the ASX.
9. In general terms, Performance Right or Share Options granted under the Plan may only be exercised if the exercise or vesting conditions have been met, the exercise price has been paid to the Company and the Performance Right or Share Options are exercised within the exercise period relating to the Performance Right or Share Option. A Performance Right or Share Option granted under the Plan may not be exercised once it has lapsed.
10. A Performance Right or Share Option may be exercised, whether or not any or all applicable exercise conditions have been met, on the occurrence of a takeover bid for the Company or a scheme of arrangement for reconstruction or amalgamation with another company.
11. The Company will apply to ASX for official quotation of Shares issued upon vesting of Performance Rights or Share Options granted under the Plan and the subsequent issue of Shares, so long as the Shares are quoted on the official list of ASX at that time.
12. The Company may financially assist a person to pay any exercise price for a Performance Right, subject to compliance with the provisions of the Corporations Act and the ASX Listing Rules relating to financial assistance.
13. If a participant ceases to be an employee of any member of the Group due to his or her resignation, dismissal for cause or poor performance, fraud, dishonesty or other serious misconduct, or other serious misconduct or neglect of duty which would justify summary dismissal in any other circumstances determined by the Board, the Board may deem that the participant's Performance Right or Share Options to have lapsed.
14. If a participant ceases to be an employee of any member of the Group for any other reason such as death, permanent disability, or the participant being an employee of a company that ceases to be a member of the Group, or in any other circumstances determined by the Board:
 - a. all Performance Rights or Share Options held by the relevant participant as at the date of cessation which are vested Performance Rights or Share Options may be exercised by that participant in the 30 days period following the date of cessation (and the exercise period is amended accordingly), after which those vested Performance Rights or Share Options will immediately lapse; and

- b. all other Performance Rights or Share Options granted to that participant will lapse as at the date of cessation.
15. On liquidation of the Company, all Performance Rights or Share Options which are not vested Performance Rights or Share Options will automatically lapse.
16. If, in the opinion of the Board, a participant has acted fraudulently or dishonestly, the Board may determine that any Performance Right or Share Option granted to that participant should lapse, and the Performance Right Share Option will lapse accordingly.
17. If a Performance Right Share Option has not lapsed earlier, it will lapse at the end of the exercise period.
18. In the event of any reconstruction of the share capital of the Company, the number of Performance Rights or Share Options to which each participant is entitled and/or the exercise price of those Performance Rights or Share Options must be reconstructed in accordance with the ASX Listing Rules. Performance Rights or Share Options must be reconstructed in a manner which will not result in any additional benefits being conferred on Participants which are not conferred on other shareholders of the Company.
19. Holders of Performance Rights or Share Options issued under the Plan may only participate in new issues of securities by the Company if they have first exercised their Performance Rights or Share Options within the relevant exercise period and become a shareholder of the Company prior to the relevant record date and are then only entitled to participate in relation to Shares of which they are the registered holder.
20. If there is a bonus issue the number of Shares over which a Performance Right or Share Option can be exercised will be increased by the number of Shares which the holder would have received if the Performance Right or Share Option had been exercised before the record date for the bonus issue.
21. A Performance Right or Share Option may not be granted and/or Shares may not be allotted and issued, acquired, transferred or otherwise dealt with under the Plan if to do so would contravene the Corporations Act or any other applicable laws or regulations.
22. If and to the extent any rule of the Plan is inconsistent with the ASX Listing Rules, if the ASX Listing Rules apply to the Company at the relevant time, the ASX Listing Rules will prevail in all respects to the extent of the inconsistency.
23. The Board may terminate or suspend the operation of the Plan at any time. In passing a resolution to terminate or suspend the operation of the Plan or to supplement or amend these rules, the Board must consider and endeavour to ensure that there is fair and equitable treatment of all Participants.
24. On termination of the Plan, no compensation under any contract of employment, consultancy or directorship between an eligible person and a member of the Group will arise as a result.
25. The Plan Rules also contain customary and usual terms having regard to Australian law for dealing with administration and costs of the Plan.

If you are attending the virtual Meeting please retain this Proxy Voting Form for online Securityholder registration.

[EntityRegistrationDetailsLine1Envelope]
[EntityRegistrationDetailsLine2Envelope]
[EntityRegistrationDetailsLine3Envelope]
[EntityRegistrationDetailsLine4Envelope]
[EntityRegistrationDetailsLine5Envelope]
[EntityRegistrationDetailsLine6Envelope]

[HolderNumber]

Holder Number:
[HolderNumber]

Your proxy voting instruction must be received by **11.00am (AEDT) on Sunday, 22 November 2020**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

Individual: Where the holding is in one name, the Shareholder must sign.

Joint holding: Where the holding is in more than one name, all Shareholders should sign.

Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

Lodging your Proxy Voting Form:

Online:

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/loginsah> or scan the QR code below using your smartphone

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

WEBCCHAT:

<https://automicgroup.com.au/>

PHONE: 1300 288 664 (Within Australia)

+61 2 9698 5414 (Overseas)

STEP 1 – How to vote

APPOINT A PROXY:

I/We being a Shareholder entitled to attend and vote at the Annual General Meeting of Tali Digital Limited, to be held virtually at **11.00am (AEDT) on Tuesday, 24 November 2020** hereby:

Appoint the Chair of the Meeting (Chair) OR if you are not appointing the Chair of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your proxy or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit and at any adjournment thereof.

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The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.

Unless indicated otherwise by ticking the "for," "against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.

AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS

Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 1, 3,4 and 5 (except where I/we have indicated a different voting intention below) even though Resolutions 1, 3,4 and 5 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

VIRTUAL PARTICIPATION AT THE AGM:

The company is pleased to provide shareholders with the opportunity to attend and participate in a virtual Meeting through an online meeting platform powered by Automic, where shareholders will be able to watch, listen, and vote online.

To access the virtual meeting:

1. Open your internet browser and go to **investor.automic.com.au**
2. Login with your username and password or click **"register"** if you haven't already created an account. **Shareholders are encouraged to create an account prior to the start of the meeting to ensure there is no delay in attending the virtual meeting**

Further information on how to do this is set out in the Notice of Meeting. The Explanatory Notes that accompany and form part of the Notice of Meeting describe the various matters to be considered.

STEP 2 – Your voting direction

Resolutions	For	Against	Abstain
1. Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Election of Director (Dr David Brookes)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Adoption of and Issue of Securities under Performance Right and Share Options Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Issue of Options to Managing Director (Mr Glenn Smith)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Issue of Options to Director (Dr David Brookes)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Amendment to Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Approval of Additional 10% Placement Facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 – Signatures and contact details

Individual or Securityholder 1	Securityholder 2	Securityholder 3
<div style="border: 1px solid black; width: 100%; height: 100%;"></div>	<div style="border: 1px solid black; width: 100%; height: 100%;"></div>	<div style="border: 1px solid black; width: 100%; height: 100%;"></div>
Sole Director and Sole Company Secretary	Director	Director / Company Secretary
Contact Name:		
<div style="border: 1px solid black; height: 25px;"></div>		
Email Address:		
<div style="border: 1px solid black; height: 25px;"></div>		
Contact Daytime Telephone		Date (DD/MM/YY)
<div style="border: 1px solid black; height: 25px;"></div>		<div style="border: 1px solid black; display: inline-block; width: 20px; height: 20px;"></div> / <div style="border: 1px solid black; display: inline-block; width: 20px; height: 20px;"></div> / <div style="border: 1px solid black; display: inline-block; width: 20px; height: 20px;"></div>

By providing your email address, you elect to receive all of your communications despatched by the Company electronically (where legally permissible).