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ASX Release

## STRATEGIC PLACEMENT AND ENTITLEMENT OFFER

TALi Digital Ltd (ASX:TD1, TALi or the Company), an emerging digital health business is pleased to announce an equity raising comprising a strategic placement of fully paid ordinary shares (**Placement**) to Sprint Capital Partners Pty Ltd (**Sprint Capital Partners**) and a pro-rata non-renounceable entitlement offer of fully paid ordinary shares (**New Shares**) in the Company to eligible shareholders (**Entitlement Offer**) to raise up to approximately \$3.2 million (before costs) (together, the **Equity Raising**).

Taylor Collison Limited (**Lead Manager**) is the lead manager to the Equity Raising. The funds raised from the Equity Raising will be used to continue commercialisation of TALi's products and the advancement of global and domestic partnership initiatives.

**TALi's Chair, Mark Simari, said:** "The company's focus moving forward is to focus heavily on commercialisation of the TALi technology and partnering with like minded companies who share the passion for assisting children with their attention skills which is fundamental to cognitive development and social relationships. As a first step we would like to welcome Sprint Capital Partners as shareholders who TALi's passion with their deep investments in the early childhood sector. Their investment along with the pro-rata non-renounceable entitlement offer will enable TALi to explore collaboration opportunities with Sprint Capital Partners and their early childhood networks as well as others the company is currently assessing."

### Placement

The Placement will comprise 184,894,577 fully paid ordinary shares in the Company (**New Shares**) issued at a price of \$0.002 per New Share to Sprint Capital Partners, raising approximately \$370,000 (before costs). All New Shares will rank equally with existing TALi shares on issue.

The issue price represents a 33.33% discount to the last closing price of TALi shares on 18 November 2022, a 31.1% discount to the 15-trading day VWAP of TALi shares and a 28.1% discount to the 30-trading day VWAP of TALi shares.

The New Shares to be issued represents 15% of the Company's shares on issue and is being undertaken within the Company's available placement capacity under ASX Listing Rule 7.1.

The New Shares under the Placement are expected to be issued on or about Thursday, 24 November 2022.

## Entitlement Offer

The Company will also undertake a non-renounceable entitlement offer of one (1) New Share for every one (1) share held by eligible TALi shareholders as at 7.00 pm (Melbourne time) on Friday, 25 November 2022 (**Record Date**), at an issue price of \$0.002 per New Share (being the same issue price as the Placement), which is expected to raise up to approximately \$2.8 million (before costs).

The Entitlement Offer is not underwritten.

The TALi directors have also demonstrated their continued support for the Company by committing to take up their full entitlements under the Entitlement Offer.

Further details regarding the Entitlement Offer will be set out in the Entitlement Offer Booklet to be released on or about Tuesday, 29 November 2022.

Entitlements cannot be traded on the ASX or transferred. Eligible shareholders who do not take up their entitlement under the Entitlement Offer in full or in part, will not receive any value in respect of those entitlements not taken up.

If applications received for New Shares under the Entitlement Offer are less than the number of New Shares available under the Entitlement Offer: (a) the Lead Manager will use best endeavours to place any such shortfall following the close of the Entitlement Offer via a bookbuild process to be conducted in conjunction with the Company; and (b) if, following the above process, there remains any shortfall, the directors reserve the right to place the shortfall at their discretion within 3 months of close of the Entitlement Offer.

The timetable for the Entitlement Offer is as follows:

Event	Indicative Date
Record Date	Friday, 25 November 2022
Entitlement Offer Opening Date and Entitlement Offer Booklet made available	Tuesday, 29 November 2022
Entitlement Offer Closing Date	5.00 pm on Thursday, 8 December 2022
Announcement of results of Entitlement Offer and issue of New Shares	Wednesday, 14 December 2022

The above timetable is indicative only and is subject to change. The commencement and quotation of TALi shares is subject to confirmation from ASX. Subject to the requirements of the *Corporations Act 2001* (Cth), the ASX Listing Rules and other application rules, TALi reserves the right to amend this timetable at any time.

## Market Update

TALi wishes to advise that it is currently in negotiations with Sprint Capital Partners in connection with the entry into a strategic collaboration with its 100% fully owned subsidiary Genius Childcare that leverages Genius Childcare expertise in the early years sector focusing on childcare facilities and kindergartens throughout Australia and New Zealand. There is no guarantee that the negotiations will conclude or that a strategic collaboration will proceed. The Company will update the market in accordance with its continuous disclosure obligations if and when definitive terms are agreed.

## Lead Manager Options

Subject to shareholder approval, the Company also proposes to issue up to 85,051,506 unlisted options, each with an exercise price of \$0.004 and expiring 4 years from their date of issue to Taylor Collison Limited, who acted as sole lead manager to the Equity Raising.

### Release authorised by:

The Board of TALi Digital Limited

## CONTACTS

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## About TALi Digital

TALi Digital Limited (ASX: TD1) is a digital health company delivering diagnostic and therapeutic solutions to enhance cognitive function and behaviour. The Company has built a patented platform technology with our first solution targeting cognitive attention skills during early childhood via the evidence and game-based screening (DETECT®) and training (TRAIN®) modules. This program is complementary to existing diagnosis and therapy and places TALi at the forefront of improving early intervention for childhood attention and concentration performance. We believe in healthy, happier minds – our vision is to deliver a personalised digital experience to enhance cognitive care.

A continuous innovation focus will see the Company deliver a series of product developments in ADHD (Attention Deficit Hyperactivity Disorder) and ASD (Autism Spectrum Disorder). Learn more at [talidigital.com](http://talidigital.com).

**Forward-Looking Statements**

Certain statements in this announcement are forward-looking statements. Forward-looking statements can generally be identified by the use of words such as “anticipate”, “future”, “contingent”, “estimate”, “expect”, “project”, “intend”, “plan”, “believe”, “target”, “may”, “assume” and words of similar import. These forward-looking statements speak only as at the date of this announcement. These statements are based on current expectations and beliefs and, by their nature, are subject to a number of known and unknown risks and uncertainties that could cause the actual results, performances, and achievements to differ materially from any expected future results, performance or achievements expressed or implied by such forward-looking statements.

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