

## **Notice under section 708AA(2)(f) of the *Corporations Act 2001* (Cth)**

MELBOURNE, 21 November 2022: This notice is given by TALi Digital Limited (ASX: TD1) (ACN 108 150 750) (**TALi** or **Company**) under section 708AA(2)(f) of the *Corporations Act 2001* (Cth) (as modified by ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84) (the **Act**).

TALi has today announced that it intends to raise up to \$3.2 million (before costs) by undertaking a strategic placement of fully paid ordinary shares and a non-renounceable entitlement offer of fully paid ordinary shares to existing eligible shareholders (**Entitlement Offer**).

The Entitlement Offer consists of an offer of one (1) new fully paid ordinary share (**New Shares**) for every one (1) share held by eligible TALi shareholders as at 7.00 pm (Melbourne time) on 25 November 2022 (**Eligible Shareholders**) at an issue price of \$0.002 per New Share.

For the purposes of section 708AA(7) of the Act, the Company hereby notifies ASX that:

- a) the New Shares to be issued pursuant to the Entitlement Offer will be offered without disclosure to Eligible Shareholders under Part 6D.2 of the Act;
- b) this notice is given under section 708AA(2)(f) of the Act;
- c) as at the date of this notice, the Company has complied with:
  - i. the provisions of Chapter 2M of the Act as they apply to the Company; and
  - ii. section 674 of the Act;
- d) as at the date of this notice, there is no other information that is 'excluded information' of the type referred to in sections 708AA(8) and 708AA(9) of the Act, which is required to be disclosed pursuant to section 708AA(7)(d) of the Act; and
- e) the potential effect of the Entitlement Offer on the control of the Company will depend on a number of factors, including existing shareholdings, investor demand and the allocation of any shortfall under the Entitlement Offer. However, having regard to the structure of the Entitlement Offer being structured as a pro-rata issue, and the current level of holdings of substantial holders (based on the substantial holding notices that have been provided to TALi and lodged with the ASX on, or before, the date of this notice), the Company does not currently expect the issue of New Shares under the Entitlement Offer to have a material effect on the control of the Company.

This announcement was approved by the Board of the Company.

**STEPHEN DENARO**  
**COMPANY SECRETARY**