

Dear Shareholder

## **TALi Digital Limited - Offer to participate in Entitlement Offer**

On Monday, 21 November 2022, TALi Digital Limited (ASX: TD1, TALi or the Company) announced that it intended to raise up to approximately \$2.7 million (before costs) through a non-renounceable pro-rata entitlement offer of fully paid ordinary shares to existing eligible shareholders (**Entitlement Offer**). This is in addition to the \$370,000 (before costs) raised from the strategic placement of fully paid ordinary shares in the Company to Sprint Capital Partners Pty Ltd (**Sprint Capital Partners**), at the same price as the Entitlement Offer, as part of the equity raising announced on Monday, 21 November 2022 (**Placement**). Our intention through launching the Entitlement Offer is to provide existing shareholders the opportunity to participate on the same terms as Sprint Capital Partners in the Placement (together, the **Equity Raising**).

The Entitlement Offer opens on Tuesday, 29 November 2022 (**Opening Date**) and is expected to close at 5.00 pm (Melbourne time) on Thursday, 8 December 2022 (**Closing Date**).

### **About the Entitlement Offer**

Under the Entitlement Offer, Eligible Shareholders will have the opportunity to subscribe for new fully paid ordinary shares in TALi (**New Shares**) on the basis of one (1) New Share for every one (1) existing ordinary shares in TALi (**Shares**) held at an issue price of \$0.002 per New Share. The Entitlement Offer is being made to all Eligible Shareholders with registered addresses in Australia and New Zealand who hold Shares as at 7.00 pm (Melbourne time) on Friday, 25 November 2022 (**Record Date**).

The Entitlement Offer is non-renounceable and therefore your entitlements will not be tradeable on the ASX or otherwise transferable. If you do not take up your entitlement in full, you will not receive any value in respect of that part of the entitlement that you do not take up.

The Entitlement Offer will be made pursuant to an Entitlement Offer Booklet (**Offer Booklet**) and if you are eligible and wish to participate in the Entitlement Offer, you will need to complete your personalised Entitlement and Acceptance Form that will accompany that Offer Booklet.

Taylor Collison Limited is acting as sole lead manager to the Entitlement Offer. The Entitlement Offer is not underwritten. The directors have reserved the right to issue any shortfall within 3 months after the close of the Entitlement Offer. Details regarding the allocation policy in relation to the shortfall will be set out in the Entitlement Offer Booklet.

A copy of the Offer Booklet is expected to be lodged with ASX on or about Tuesday, 29 November 2022. TALi will not be printing or despatching hard copies of the Offer Booklet or Application Forms, except in response to a specific request by a Shareholder. Instead, an electronic copy of the Offer Booklet and your personalised application form (**Application Form**) is accessible (using your Securityholder Reference Number (**SRN**) or Holder Identification

Number (**HIN**) from your latest Holding Statement, and your postcode) at the following link: <https://investor.automic.com.au>. Shareholders should read the Offer Booklet in full prior to making an application under the Entitlement Offer.

Your application under the Entitlement Offer must be made by making payment in accordance with the personalised payment instructions on your Application Form. Your acceptance of the Entitlement Offer should be made using this electronic service.

To download your Application Form you have the following three choices:

| I already have an online account with Automic share registry   | I don't have an online account with Automic – but wish to register for one   | I don't have an online account with Automic – but want to use Automic for this Entitlement Offer only  |
|--|--|--|
| <p><a href="https://investor.automic.com.au">https://investor.automic.com.au</a></p> <p>Select: “Existing Users Sign In”</p> <p>Once you have successfully signed in, click on “Documents and Statements”</p> <p>Click on “Other Documents” on the left</p> <p>Download the Offer Booklet and Application Form</p> | <p><a href="https://investor.automic.com.au/#/signup">https://investor.automic.com.au/#/signup</a></p> <p>Select: <b>Tali Digital Limited</b> from the dropdown list in the <b>ISSUER</b> field</p> <p>Enter your holder number SRN / HIN (from your latest Holding Statement)</p> <p>Enter a partial holder name per the instructions</p> <p>Enter Postcode (Aust only) or Country of Residence (if not Australia)</p> <p>Tick box “I am not a robot”, then <b>Next</b></p> <p>Complete prompts</p> <p>Once you have successfully signed in, click on “Documents and Statements”</p> <p>Click on “Other Documents” on the left</p> <p>Download the Offer Booklet and Application Form</p> | <p><a href="https://investor.automic.com.au/#/loginsah">https://investor.automic.com.au/#/loginsah</a></p> <p>Select: <b>Tali Digital Limited</b> from the dropdown list in the <b>ISSUER</b> field</p> <p>Enter your holder number SRN / HIN (from your latest Holding Statement)</p> <p>Enter a partial holder name per the instructions</p> <p>Enter Postcode (Aust only) or Country of Residence (if not Australia)</p> <p>Tick box “I am not a robot”, then <b>Access</b></p> <p>Once you have successfully signed in, click on “Documents and Statements”</p> <p>Click on “Other Documents” on the left</p> <p>Download the Offer Booklet and Application Form</p> |

If you are unable to access <https://investor.automic.com.au> online, you can obtain a copy of the Offer Booklet and your Application Form by calling Automic Group on 1300 288 664 (within Australia) or +61 2 9698 5414 (outside Australia) or emailing [hello@automicgroup.com.au](mailto:hello@automicgroup.com.au) and asking them to mail a paper copy of the Offer Booklet and your Application Form to you free of charge. You will need your SRN or HIN and full registered name and address to make this

request. To accept the Entitlement Offer using these paper copy documents, you will still need to make payment via BPay® or via Electronic Funds Transfer (EFT).

The price of the Placement and Entitlement Offer represents a discount of:

- 33.3% to the price of Shares as at the close of trading on Friday, 18 November 2022, being the last day of trading of Shares before the Equity Raising was announced;
- 31.1% to the 15-trading day VWAP of Shares prior to the announcement of the Equity Raising; and
- 28.1% to the 30-trading day VWAP of Shares prior to the announcement of the Equity Raising.

All New Shares issued under the Entitlement Offer will rank equally with existing TALi ordinary shares on issue.

The proceeds raised from the Equity Raising will be used to continue commercialisation of TALi's products and the advancement of global and domestic partnership initiatives.

### Key Dates for Entitlement Offer

| Event  | Date                                 |
|--|--------------------------------------|
| Record Date  | 7.00 pm on Friday, 25 November 2022  |
| Entitlement Offer Opening Date and 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 subject to change. The quotation of New Shares is subject to ASX approval. Subject to the ASX Listing Rules and Corporations Act and other applicable laws, the Company reserves the right to vary these dates, without notice. Any extension of the Entitlement Offer will have a consequential effect on the issue date of the New Shares.

### Actions available to Eligible Shareholders prior to the Closing Date

As an Eligible Shareholder, you may:

- apply for some or all of your entitlement under the Entitlement Offer; or
- if you do not wish to accept any part of your entitlement under the Entitlement Offer, you should not do anything.

Further details concerning the Entitlement Offer are contained in the Offer Booklet. If you have any questions about the Entitlement Offer, please contact Automic Group on 1300 288 664 (within Australia) or +61 2 9698 5414 (outside Australia) or by email to [hello@automicgroup.com.au](mailto:hello@automicgroup.com.au).

On behalf of the Board, I invite you to consider this opportunity to participate in the Entitlement Offer.



Yours faithfully

Mark Simari  
**Chair**  
TALi Digital Limited

**IMPORTANT INFORMATION**

This letter is issued by TALi. This letter is not a prospectus or offering document under Australian law or under any other law. It is for information purposes only and does not constitute an offer, invitation or recommendation to subscribe for, retain or purchase any entitlements or securities in TALi in any jurisdiction. This letter does not constitute financial product advice and does not and will not form any part of any contract for the acquisition of TALi shares.

This letter does not constitute an offer to sell, or a solicitation of an offer to buy, any securities in the United States or in any other jurisdiction in which such an offer would be illegal. The securities referred to in this letter have not been, nor will be, registered under the U.S. Securities Act of 1933 as amended (U.S. Securities Act) or under the securities laws of any state or other jurisdiction of the United States and may not be issued to, purchased or traded by, or taken up or exercised by, any person in the United States or any person acting for the account or benefit of a person in the United States.