

TALi Digital Limited

ACN 108 150 750

NOTICE OF MEETING AND EXPLANATORY STATEMENT

**Wednesday, 15 March 2023
at 10.00 a.m. (Melbourne time)**

Notice is given that an Extraordinary General Meeting of Shareholders (EGM) of TALi Digital Limited ACN 108 150 750 (TALi or the Company) will be held on Wednesday, 15 March 2023 at 10.00 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 advisers 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 Extraordinary General Meeting (**EGM**) of the Shareholders of TALi Digital Limited (ACN 108 150 750) (**TALi** or **Company**) will be held at 10.00 a.m. (Melbourne time) on Wednesday, 15 March 2023 as a virtual meeting for the purposes of considering the items of business set out below.

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 an online platform provided by the Share Registry, which is accessible by logging into the Automic website (<https://investor.automic.com.au/#/home>) on a smartphone, tablet or computer.

The online webcasting platform used for the conduct of the EGM will provide a reasonable opportunity for all Shareholders and other persons entitled to attend and vote at the Meeting to participate in, and ask questions at, 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.

All voting at the Meeting will be undertaken by way of poll using the online voting platform and not by a show of hands.

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

Resolution 1 – Approval of Previous Share Issue - Placement

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

“That for the purposes of Listing Rule 7.4 and for all other purposes, the Shareholders approve and ratify the previous issue of 184,894,577 Shares, at an issue price of \$0.002 per Share, on the basis set out in the Explanatory Statement.”

Voting Exclusion:

The Company will disregard any votes cast in favour of this resolution by any person who participated in the issue or any associates 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;
- 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.

Resolution 2 – Approval of Share Issue - Placement

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

“That for the purposes of Listing Rule 7.1 and for all other purposes, the Shareholders approve the proposed issue of up to 392,500,000 Shares, at an issue price of \$0.002 per Share, on the basis set out in the Explanatory Statement.”

Voting Exclusion:

The Company will disregard any votes cast in favour of this resolution by any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except solely by reason of being a holder of Shares) 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;
- 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.

Resolution 3 - Approval of Issue of Shares to Director Mark Simari

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

“That for the purposes of Listing Rule 10.11 and for all other purposes, the Shareholders approve the issue to Mr Mark Simari (or his nominee) of a total of 75,000,000 Shares, at an issue price of \$0.002 per Share, on the basis 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 Mr Mark Simari and any other person who will obtain a material benefit as a result of, the proposed issue (except solely by reason of being a holder of Shares) 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;
- 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.

Resolution 4 - Approval of Issue of Shares to Director David Williams

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

“That for the purposes of Listing Rule 10.11 and for all other purposes, the Shareholders approve the issue to Mr David Williams (or his nominee) of a total of 15,000,000 Shares, at an issue price of \$0.002 per Share, on the basis 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 Mr David Williams and any other person who will obtain a material benefit as a result of, the proposed issue (except solely by reason of being a holder of Shares) 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;
- 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.

Resolution 5 - Approval of Issue of Shares to Director David Brookes

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

"That for the purposes of Listing Rule 10.11 and for all other purposes, the Shareholders approve the issue to Dr David Brookes (or his nominee) of a total of 7,500,000 Shares, at an issue price of \$0.002 per Share, on the basis 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 Dr David Brookes and any other person who will obtain a material benefit as a result of, the proposed issue (except solely by reason of being a holder of Shares) 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;
- 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.

Resolution 6 - Approval of Issue of Shares to Director Stephen Munday

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

"That for the purposes of Listing Rule 10.11 and for all other purposes, the Shareholders approve the issue to Mr Stephen Munday (or his nominee) of a total of 10,000,000 Shares, at an issue price of \$0.002 per Share, on the basis 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 Mr Stephen Munday and any other person who will obtain a material benefit as a result of, the proposed issue (except solely by reason of being a holder of Shares) 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;
- 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.

Resolution 7 - Approval of Issue of Options to Taylor Collison

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

"That for the purposes of Listing Rule 7.1 and for all other purposes, the Shareholders approve the proposed issue of 85,051,506 unlisted options to subscribe for Shares to Taylor Collison Limited (or its nominee), each with an exercise price of \$0.004 and expiring four years from their date of issue, on the basis set out in the Explanatory Statement."

Voting Exclusion:

The Company will disregard any votes cast in favour of this resolution by Taylor Collison and any other person who will obtain a material benefit as a result of, the proposed issue (except solely by reason of being a holder of Shares) 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;
- 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.

Resolution 8 - Renewal 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 Shareholders hereby approve the renewal of the Company's Performance Right and Share Option Plan (the **Plan**) and approves the issue of securities under the Plan, 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 9 - Approval of Issue of Options to Director Mark Simari

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 approve the issue of 36,000,000 unlisted options to subscribe for Shares to Mr Mark Simari under the Company’s Performance Right and Share Options 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 10 - Approval of Issue of Options to Director David Williams

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 approve the issue of 18,000,000 unlisted options to subscribe for Shares to Mr David Williams under the Company’s Performance Right and Share Options 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 11 - Approval of Issue of Options to Director 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 approve the issue of 18,000,000 unlisted options to subscribe for Shares to Dr David Brookes under the Company’s Performance Right and Share Options 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 12 - Approval of Issue of Options to Director Stephen Munday

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 approve the issue of 18,000,000 unlisted options to subscribe for Shares to Mr Stephen Munday under the Company’s Performance Right and Share Options 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.

By order of the Board



Tim Luscombe
Company Secretary
Date: 10 February 2023

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* (Cth) that the persons eligible to vote at the Extraordinary General Meeting (**EGM**) of Shareholders, are those who are registered as Shareholders as at 7.00 p.m. (Melbourne time) on Monday, 13 March 2023, subject to any applicable voting exclusion.

Voting methods

As this is a virtual meeting, 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. You will also have the opportunity to ask questions at the meeting.

Shareholders who wish to watch, listen and vote virtually on the day of the EGM 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 EGM:

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, a banner will display at the bottom of your screen to indicate that the Meeting is open for registration, click on 'Register' when this appears and follow the steps. Click on the URL to join the webcast where you can view and listen to the virtual meeting. Note that the webcast will open in a separate window.
3. **(Live voting on the day)** Once the Chair has declared the poll open for voting, click on 'Refresh' within the platform to be taken to the voting screen. Select your voting choice and click 'Confirm' to submit your vote. Note that you cannot amend your vote after it has been submitted.

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 EGM 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 10.00 a.m. (Melbourne time) on Monday, 13 March 2023, being 48 hours prior to the EGM:

- 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

Proxy voting by the Chair

The Chair of the Meeting intends to vote all available undirected proxies in favour of each item of business.

Attorneys

A Shareholder may appoint an attorney to vote on his or her behalf. For an appointment to be effective for the EGM, the instrument effecting the appointment (or a certified copy of it) must be received by the Company at its registered office or by the Share Registry by no later than 10.00 a.m. (Melbourne time) on Monday, 13 March 2023.

Corporate Representatives

A body corporate which is a Shareholder, or which has been appointed as a proxy, may appoint an individual to act as its representative at the EGM in accordance with section 250D of the Corporations Act.

If you wish to appoint a body corporate as your proxy, you must specify on the proxy form:

- the full name of the body corporate appointed as proxy; and
- the full name or title of the individual representative of the body corporate who will be present virtually at the EGM.

Representatives should provide satisfactory evidence of their appointment including any authority under which that appointment is signed (unless previously given to the Company).

Asking questions at the EGM

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

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

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

The Company will also provide Shareholders with the opportunity to ask questions during the EGM 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 EGM and of the resolutions to be proposed and considered at the EGM at 10.00 a.m. (Melbourne time) on Wednesday, 15 March 2023 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 EGM.

Resolution 1– Approval of Previous Share Issue - Placement

General

As announced to ASX on 21 November 2022, the Company agreed to undertake a strategic placement of 184,894,577 Shares (**Placement Shares**) at an issue price of \$0.002 per Share to Sprint Capital Partners Pty Ltd (**Sprint Capital Partners**) to raise approximately \$370,000 (before costs) (**Placement**). The Placement Shares were partly issued on 28 November 2022 with the remainder on 29 November 2022.

The Placement Shares were issued without Shareholder approval under Listing Rule 7.1. Listing Rule 7.1 restricts the number of Equity Securities which a listed company may issue in any 12 month period without the approval of shareholders of up to 15% of the number of fully paid ordinary securities on issue at the start of the period, subject to certain permitted exceptions.

This resolution seeks Shareholder approval to the previous issue of the Placement Shares for the purposes of Listing Rule 7.4. Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of Equity Securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the company's capacity to issue further Equity Securities without shareholder approval under that rule.

If resolution 1 is passed, the Placement Shares will not be counted as reducing the number of Equity Securities which the Company can issue without Shareholder approval under its 15% placement limit imposed by Listing Rule 7.1, effectively increasing the number of Equity Securities the Company can issue without Shareholder approval over the 12 month period following the date of this Meeting.

If resolution 1 is not passed, the issue of the Placement Shares will be included in calculating the Company's placement capacity under Listing Rule 7.1, effectively decreasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the issue date.

Information required by Listing Rule 7.5

The following information is provided in accordance with Listing Rule 7.5:

- The Placement Shares were issued to Sprint Capital Partners;
- The Company has issued 184,894,577 Placement Shares, being fully paid ordinary shares in the Company which rank equally in all respects with existing Shares;
- The Placement Shares were issued on 28 November 2022 (in respect of 125,000,000 Placement Shares) and 29 November 2022 (in respect of 59,894,577 Placement Shares);
- The Placement Shares were issued at an issue price of \$0.002 per Placement Share;
- The purpose of the Placement was to raise funds to support the continued commercialisation of TALi's products and the advancement of global and domestic partnership initiatives; and
- A voting exclusion statement is included in the Notice of Meeting.

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

Resolution 2– Approval of Share Issue - Placement

General

As announced to ASX on 23 December 2022, the Company has received commitments from new and existing shareholders for a conditional placement, subject to shareholder approval, at an issue price of \$0.002 per Share to raise up to \$1,000,000 (before costs) (**Conditional Placement**). The Conditional Placement included commitments totaling \$215,000 from the Directors, which items are addressed in Resolutions 3-6 inclusive, and a \$20,000 commitment from the Chief Executive Officer of the Company.

Excluding commitments from the Directors, the total amount of commitments from new and existing shareholders under the Conditional Placement is \$785,000 (before costs). The Company is proposing to issue up to 392,500,000 Shares (excluding the Shares to be issued to the Directors) in connection with the Conditional Placement (**Conditional Placement Shares**).

This resolution seeks Shareholder approval for the proposed issue of Conditional Placement Shares for the purposes of Listing Rule 7.1. In summary, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the total number of fully paid ordinary securities it had on issue at the beginning of the 12 month period.

The issue of the Conditional Placement Shares does not fit within any of these exceptions, and exceeds the Company's placement capacity under Listing Rule 7.1, therefore requiring Shareholder approval under Listing Rule 7.1.

If resolution 2 is passed, the issue of the Conditional Placement Shares will not be counted as reducing the number of Equity Securities which the Company can issue without Shareholder approval under its annual 15% placement capacity imposed by Listing Rule 7.1.

If resolution 2 is not passed (and resolution 1 is also not passed), the Company will not be able to issue the Conditional Placement Shares as they exceed the Company's placement capacity under Listing Rule 7.1.

If resolution 2 is not passed (but resolution 1 is passed), the issue of the Conditional Placement Shares will be included in calculating the Company's placement capacity under Listing Rule 7.1, effectively decreasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the issue date.

Information required by Listing Rule 7.3

The following information is provided in accordance with Listing Rule 7.3:

- The Conditional Placement Shares will be issued to various institutional and sophisticated investors following a bookbuild process conducted by the Company in conjunction with Taylor Collison as sole lead manager, as well as to the Chief Executive Officer of the Company, Dr Mary-Beth Brinson, who is not a related party or an associate of a related party of the Company.
- The Company proposes to issue the Conditional Placement Shares on or about 22 March 2023 and in any event no later than 3 months after the date of the Meeting.
- The Conditional Placement Shares will be issued at an issue price of \$0.002 per Conditional Placement Share.
- The purpose of the Conditional Placement is to raise funds to further support the continued commercialisation of TALi's products and the advancement of global and domestic partnership initiatives.
- A voting exclusion statement is included in the Notice of Meeting.

Board Recommendation: The Directors recommend that Shareholders vote in favour of resolution 2.

Resolutions 3 to 6 – Approval of Issue of Shares to be purchased by Directors in the proposed placement of Shares

General

As announced to ASX on 23 December 2022 (and referred to above), certain Directors have demonstrated their continued support for the Company and committed to invest on the same terms as other participants in the

Conditional Placement by subscribing for an additional further 107,500,000 Shares at \$0.002 per Share (**Director Shares**), to raise a total of \$215,000, subject to Shareholder approval.

If approved, the Director Shares will be issued as follows:

- **Resolution 3:** Mr Mark Simari, a Director (or his nominee), to be issued 75,000,000 Shares for \$150,000;
- **Resolution 4:** Mr David Williams, a Director (or his nominee), to be issued 15,000,000 Shares for \$30,000;
- **Resolution 5:** Dr David Brookes, a Director (or his nominee), to be issued 7,500,000 Shares for \$15,000.
- **Resolution 6:** Mr Stephen Munday, a Director (or his nominee), to be issued 10,000,000 Shares for \$20,000.

Section 208 of the Corporations Act

In accordance with section 208 of the Corporations Act, to give a financial benefit to a related party, the Company must obtain Shareholder approval unless the giving of the financial benefit falls within an exception in sections 210 to 216 of the Corporations Act.

Each of Mr Mark Simari, Mr David Williams, Dr David Brookes and Mr Stephen Munday are related parties of the Company by virtue of being Directors.

Section 210 of the Corporations Act provides an exemption to the restrictions in Chapter 2E on the giving of financial benefits to related parties, if the financial benefit is on arm's length terms. The Board considers that Shareholder approval under section 208 of the Corporations Act is not required as the Director Shares to be issued to those Directors will be on exactly the same terms as Shares issued to non-related party participants in the Placement, including the offer price to be paid, and as such the giving of the financial benefit to those Directors will be on arm's length terms.

Listing Rule 10.11

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue Equity Securities to:

- a related party;
- a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the Company;
- a person who is, or was at the time in the 6 months before the issue or agreement, a substantial (10%+) holder in the Company and who has nominated a director to the board of the Company pursuant to a relevant agreement which gives them a right or expectation to do so;
- an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or
- a person whose relationship with the Company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders,

unless it obtains the approval of its shareholders.

The issue of Director Shares to Mr Mark Simari, Mr David Williams, Dr David Brookes and Mr Stephen Munday (or their respective nominees) falls within Listing Rule 10.11.1, as each of them are a related party of the Company and does not fall within any of the exceptions in Listing Rule 10.12. The proposed issue of Director Shares therefore requires the approval of Shareholders under Listing Rule 10.11.

If resolutions 3 to 6 are passed, the Company will be able to proceed with the issue of all 107,500,000 Director Shares to Mr Mark Simari, Mr David Williams, Dr David Brookes and Mr Stephen Munday (or their respective nominees).

If some or all of resolutions 3 to 6 are not passed, the Company will not be able to proceed with the issue of all of the 107,500,000 Director Shares to Mr Mark Simari, Mr David Williams, Dr David Brookes and Mr Stephen Munday (or their respective nominees) and the Company will not be able to raise some or all of the \$215,000 to be raised from the proposed issue.

Specific information required by Listing Rule 10.13

The following information is provided in accordance with Listing Rule 7.5:

- The Director Shares will be issued to Directors Mr Mark Simari, Mr David Williams, Dr David Brookes and Mr Stephen Munday (or their respective nominees).
- Each of Mr Mark Simari, Mr David Williams, Dr David Brookes and Mr Stephen Munday are Directors and therefore fall within the category referred to in Listing Rule 10.11.1.
- A total of 107,500,000 Director Shares are proposed in the following proportions:
 - 75,000,000 Shares to Mr Mark Simari (or his nominee);
 - 15,000,000 Shares to Mr David Williams (or his nominee);
 - 7,500,000 Shares to Dr David Brookes (or his nominee); and
 - 10,000,000 Shares to Mr Stephen Munday (or his nominee)
- The Director Shares will be fully paid and rank equally in all respects with existing Shares.
- The Director Shares will be issued no later than one month after the date of the Meeting.
- The issue price will be \$0.002 per Director Share, being the same issue price as the Conditional Placement Shares.
- The purpose of the Conditional Placement is to raise funds to further support the continued commercialisation of TALi's products and the advancement of global and domestic partnership initiatives.
- A voting exclusion statement is included in the Notice of Meeting.

Board Recommendation: The Directors (other than Mr Mark Simari, Mr David Williams, Dr David Brookes and Mr Stephen Munday when referencing resolutions regarding themselves) recommend that Shareholders vote in favour of resolutions 3 to 6.

Resolution 7 - Approval of Issue of Options to Taylor Collison

General

As announced to ASX on 21 November 2022, the Company proposes to issue 85,051,506 unlisted options to Taylor Collison (or its nominee) (**Lead Manager Options**) in connection with its role as sole lead manager to an equity raising comprising the Placement and an entitlement offer (**Equity Raising**). Each Lead Manager Option will have an exercise price of \$0.004 per Lead Manager Option and expire four years from their date of issue.

Further details regarding the terms of the Lead Manager Options are set out in Annexure A.

This resolution seeks Shareholder approval for the proposed issue of Lead Manager Options for the purposes of Listing Rule 7.1. In summary, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the total number of fully paid ordinary securities it had on issue at the beginning of the 12 month period.

The issue of the Lead Manager Options does not fit within any of these exceptions, and exceeds the Company's placement capacity under Listing Rule 7.1, therefore requiring Shareholder approval under Listing Rule 7.1.

If resolution 7 is passed, the issue of the Lead Manager Options will not be counted as reducing the number of Equity Securities which the Company can issue without Shareholder approval under its annual 15% placement capacity imposed by Listing Rule 7.1.

If resolution 7 is not passed (and resolution 1 is also not passed), the Company will not be able to issue the Lead Manager Options as they exceed the Company's placement capacity under Listing Rule 7.1. In this instance, the Company may be required to re-negotiate with Taylor Collison such other reasonable fees as may be applicable for its engagement with the Company, which may include payment of additional cash fees, reducing the Company's cash reserve.

If resolution 7 is not passed (but resolution 1 is passed), the issue of the Lead Manager Options will be included in calculating the Company's placement capacity under Listing Rule 7.1, effectively decreasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the issue date.

Information required by Listing Rule 7.3

The following information is provided in accordance with Listing Rule 7.3:

- The Lead Manager Options will be issued to Taylor Collison (or its nominee) in connection with its role as sole lead manager to the Equity Raising.
- The Company will issue 85,051,506 Lead Manager Options, being unlisted options to acquire Shares exercisable at \$0.004 per Lead Manager Option and expiring four years from their date of issue to Taylor Collison.
- The material terms of the Lead Manager Options are set out in Annexure A.
- The Lead Manager Options will be issued on or about 16 March 2023 and in any event not later than three months after the date of the Meeting.
- The Company entered into a mandate agreement with Taylor Collison in connection with its role as sole lead manager to the Equity Raising. Pursuant to the terms of the mandate, the Company agreed to pay Taylor Collison a 2% management fee and 4% selling fee on the gross proceeds raised under the Equity Raising, and the issue of the Lead Manager Options. The mandate contains additional provisions, including warranties and indemnities in respect of the Company, which are considered customary for an agreement of its nature.
- A voting exclusion statement is included in the Notice of Meeting.

Board Recommendation: The Directors recommend that Shareholders vote in favour of resolution 7.

Resolution 8 - Renewal 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 24 November 2020 and the approval granted will lapse on 24 November 2023. If Resolution 8 is passed at the EGM, the directors may issue securities under the Plan under ASX Listing Rule 7.2 Exception 13(b) until 15 March 2026. If Resolution 8 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 B is a summary of the Plan Rules and the full Plan Rules may be found on the Company's website at: <https://talihealth.com/investors>

Since 24 November 2020, 7,210,000 securities (in the form of unlisted options) have been issued and remain on issue under the Plan.

The maximum number of equity securities proposed to be issued under the Plan following approval is 129,000,000.

Board Recommendation: The Directors recommend that Shareholders vote in favour of Resolution 8.

Resolutions 9 to 12 – Approval of Issue of Options to Directors

General

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. As each of Mr Mark Simari, Dr David Brookes, Mr David Williams and Mr Stephen Munday are Directors of the Company, each of them fall under the category in ASX Listing Rule 10.14.1. Accordingly, Resolutions 9-12 seeks Shareholder approval to issue unlisted options to subscribe for Shares under the Plan.

The details of Mr Simari, Dr Brookes, Mr Williams and Mr Munday's remuneration package and prior issue of securities under the Plan are as follows:

- Mr Simari's current total remuneration package comprises \$90,000 (fees). Mr Simari does not hold any securities under the Plan.
- Dr Brookes' current total remuneration package comprises \$52,500 (salary and superannuation). 3,400,000 unlisted options with an exercise price of \$0.03 were previously issued to Dr Brookes under the Plan but these expired on 24 November 2022.
- Mr Williams' current total remuneration package comprises \$52,500 (salary and superannuation). No securities have previously been issued to Mr Williams under the Plan.
- Mr Munday's current total remuneration package comprises of \$52,500 (fees invoiced). No securities have previously been issued to Mr Munday under the Plan.

The options to be issued to each Director will be split evenly over the following three tranches and have the following exercise prices, vesting dates and expiry dates:

Tranche #	Exercise Price	Vesting Date	Expiry Date
Tranche 1	\$0.004	12 months from issue	60 months from issue
Tranche 2	\$0.008	24 months from issue	60 months from issue
Tranche 3	\$0.012	36 months from issue	60 months from issue

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

The purpose of the grant of the options to Mr Simari, Dr Brookes, Mr Williams and Mr Munday is for the Company to appropriately incentivise and provide cost effective remuneration to Directors for their ongoing commitment and contribution to the Company and to align their interests with those of the Company.

If Resolutions 9-12 are passed, the Directors expect that the options will be issued to Mr Simari, Dr Brookes, Mr Williams and Mr Munday shortly following the date of the Meeting and, in any event, no later than 3 years after the date of the Meeting.

The Company will issue the options to Mr Simari, Dr Brookes, Mr Williams and Mr Munday for a nil price.

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

No loan will be made to Mr Simari, Dr Brookes, Mr Williams and Mr Munday 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 Simari, Dr Brookes, Mr Williams and Mr Munday's remuneration package will constitute the giving of reasonable remuneration for the purposes of Chapter 2E of the Corporations Act.

If Resolutions 9-12 are not passed, the Company will not be able to proceed with the issue of options to Mr Simari, Dr Brookes, Mr Williams and Mr Munday (as applicable). In that circumstance, the Board would then need to consider alternative remuneration arrangements for Mr Simari, Dr Brookes, Mr Williams and Mr Munday which are consistent with the Company's remuneration principles.

Board Recommendation: The Directors (other than Mr Mark Simari, Mr David Williams, Dr David Brookes and Mr Stephen Munday when referencing resolutions regarding themselves) recommend that Shareholders vote in favour of resolutions 9 to 12.

GLOSSARY

\$	Australian Dollars.
ASX	ASX Limited (ACN 008 624 691) or the financial market operated by it, as the context requires.
Board	the board of Directors of the Company.
Company or TALi Corporations Act	TALi Digital Limited (ACN 108 150 750). <i>Corporations Act 2001</i> (Cth).
Directors	the directors of the Company.
EGM or Meeting	the Extraordinary General Meeting to be convened on Tuesday, 15 March 2023 by this Notice.
Equity Security	has the meaning given to that term in Listing Rule 19.12.
Explanatory Statement	the explanatory memorandum to the Notice of Meeting.
Listing Rules	ASX Listing Rules.
Notice or Notice of Meeting	this notice of the Extraordinary General Meeting of Shareholders including the Explanatory Statement.
Share	a fully paid ordinary share in the capital of the Company.
Share Registry	Automatic 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.
Taylor Collison	Taylor Collison Limited (ACN 008 172 450).

ANNEXURE A - TERMS AND CONDITIONS OF OPTIONS

1. Each option entitles the option holder to subscribe for one fully paid ordinary share in the capital of the Company upon exercise of the option.
2. An option not exercised on or before the expiry date will automatically lapse on the expiry date.
3. There are no participating rights or entitlements conferred on the options and the option holder will not be entitled to participate with respect to the options in new issues offered to shareholders during the term of the options without exercising the options.
4. In the event of any reorganisation of capital of the Company, prior to the expiry date for exercise of the options, the number of options to which the option holder is entitled or the exercise price of the options or both will be changed to comply with the Listing Rules applying to a reorganisation of capital at the time of reorganisation.
5. The options may be exercised during the exercise period by notice in writing to the Company and payment of the exercise price for each option being exercised by electronic funds transfer or other means of payment acceptable to the Company.
6. The Company shall, within 5 business days after the receipt of a valid notice of exercise, issue Shares in respect of the options exercised and arrange for a holding statement for the Shares to be dispatched.
7. If admitted to the Official List of ASX at the time, the Company will, within 7 days, apply for official quotation on ASX of the Shares issued upon the exercise of the options.
8. Shares issued on exercise of an option rank equally with the then issued shares of the Company.
9. If:
 - a. a takeover bid within the meaning of the Corporations Act is made for the Shares and the bidder acquires a relevant interest in at least 50.1% of the Shares and the bid is declared unconditional, any options not exercised within 7 days thereafter will automatically lapse; or
 - b. a court orders a meeting to be held in relation to a proposed scheme of arrangement in relation to the Company the effect of which may be that a person will have a relevant interest in at least 90% of the Shares and that resolution is passed by the requisite majorities of members, any options not exercised during the period which is 2 days of the court approval will automatically lapse.
10. The option holder may exercise any number of the options without prejudice to the option holder's ability to subsequently exercise any remaining options.
11. The options are non-transferrable subject to any applicable securities law.

ANNEXURE B - TERMS AND CONDITIONS OF PERFORMANCE RIGHT AND SHARE OPTION PLAN RULES

1. Under the Plan, a Performance Right is a right, subject to the terms and conditions of the Plan Rules, 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 Rules, to subscribe or apply for and acquire fully paid ordinary Shares.
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 applicable regulatory requirements, including with any issue cap that may apply in particular circumstances.
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 dealt 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.



DIGITAL LIMITED

Tali Digital Limited | ACN 108 150 750

Proxy Voting Form

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

Holder Number:

Your proxy voting instruction must be received by **10.00am (Melbourne Time) on Monday, 13 March 2023**, 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/#/login>

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.



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