



# DTI Group Ltd

ACN 069 791 091

## Offer Document

### Non-Renounceable Entitlement Offer

#### Entitlement Offer

For a non-renounceable entitlement offer to Eligible Shareholders of 1 (one) New Share for every 1 (one) Existing Share held at the Record Date, at an issue price of \$0.006 per New Share to raise approximately \$2,691,308 (before costs). Refer to Section 1 of this Offer Document for further information.

The Entitlement Offer is fully underwritten by Finico Pty Ltd (ACN 002 046 559).

#### Shortfall Offer

Eligible Shareholders who take up their Entitlements in full may also apply for Additional Shares under the Shortfall Offer. Refer to Section 1.3 of this Offer Document for further information.

#### Offer Period

The Offers open on Tuesday, 13 May 2025, and close at 5:00pm (WST) on Tuesday, 10 June 2025, unless extended.

**Important Notice:** This Offer Document and the accompanying Acceptance Form contain important information and should be read in their entirety. This Offer Document is not a prospectus or other form of disclosure document. It does not contain the same level of information. If you have any questions about the Offers or this Offer Document, you should speak to your professional adviser. The securities offered by this Offer Document should be considered as a speculative investment.

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# Corporate Directory

## Directors

Greg Purdy  
Non-Executive Chairman

Steve Gallagher  
Non-Executive Director

Andrew Lewis  
Non-Executive Director

Paul Gillespie  
Non-Executive Director

Chris Afentoulis  
Non-Executive Director

## Company Secretary

Harry Miller

## Registered Office

DTI Group Ltd  
31 Affleck Road  
Perth Airport WA 6105

## ASX Code

DTI

## Website

<https://www.dti.com.au>

## Share Registry

Computershare Investor Services Pty Limited  
Level 17, 221 St Georges Terrace  
Perth WA 6000

## Legal Adviser

Blackwall Legal LLP  
Level 26, 140 St Georges Terrace  
Perth WA 6000

## Underwriter

Finico Pty Ltd  
854 Lorimer Street  
Port Melbourne VIC 3207

## Auditor\*

Hall Chadwick WA  
283 Rokeby Road  
Subiaco WA 6008

\*Included for information purposes only. This entity has not been involved in the preparation of this Offer Document.

## Important Information

The Offer Document is issued by the Company under section 708AA of the Corporations Act, as modified by *ASIC Corporations (Non-Traditional Rights Issue) Instrument 2016/84*. It is dated 13 May 2025 and was lodged with ASX on that date. ASX does not take any responsibility for the contents of this Offer Document or the merits of the investment to which it relates. This Offer Document has not been lodged with ASIC.

This Offer Document is not a prospectus or other disclosure document under the Corporations Act. This Offer Document does not contain all the information which an investor may require to make an informed investment decision. The information in this Offer Document does not constitute financial product advice and does not take into account your investment objectives, financial situation or particular needs. This Offer Document should be read in its entirety before you decide to participate in the Offers.

By returning an Acceptance Form or otherwise paying for your New Shares through BPAY® in accordance with the instructions on the Acceptance Form, you acknowledge that you have read this Offer Document and you have acted in accordance with and agree to the terms of the Offers detailed in this Offer Document.

### Publicly available information

This Offer Document should be read in conjunction with the public announcements made by the Company which are available on the ASX market announcements platform ([www.asx.com.au](http://www.asx.com.au)) using the Company's ASX code 'DTI', as well as the Company's website (<https://www.dti.com.au/#investors>). These announcements do not contain all of the information that would be included in a prospectus, but still contain important information about the Company. Eligible Shareholders are encouraged to have regard to such announcements before making a decision whether or not to participate in the Offers. These announcements (and the contents of any websites on which they may be found) do not form part of this Offer Document.

The Company may release further announcements after the date of this Offer Document and throughout the Offer Period, which may be relevant to Eligible Shareholders' consideration of the Offers. Eligible Shareholders are encouraged to check whether any new announcements have been released by the Company after the date of this Offer Document before deciding whether or not to participate in the Offers.

### No Overseas Offering

The Company has not taken any action to register or qualify New Shares or the Offers, or otherwise to permit a public offering of New Shares, in any jurisdiction outside Australia and New Zealand.

The distribution of this Offer Document (including in electronic form) in jurisdictions outside Australia and New Zealand may be restricted by law and therefore persons outside Australia who obtain this Offer Document should seek advice on, and observe, any such restrictions. Any failure to comply with these restrictions may constitute a violation of applicable securities laws. The Company disclaims all liability to such persons.

This Offer Document does not constitute an offer or invitation in any jurisdiction in which, or to any person to whom, it would be unlawful to make such an offer or invitation. By applying or paying for New Shares, an Eligible Shareholder represents and warrants that there has not been any breach of such laws.

### New Zealand

The New Shares are only being offered under this Offer Document to Eligible Shareholders in New Zealand in reliance upon the *Financial Markets Conduct Act 2013 (New Zealand)* and the *Financial Markets Conduct (Incidental Offers) Exemption Notice 2021*.

The New Shares are not being offered or sold to the public within New Zealand other than to such Eligible Shareholders.

Neither this Offer Document nor the Offers have been registered, filed with or approved by any New Zealand regulatory authority. This Offer Document is not an investment statement or prospectus under New Zealand law and is not required to and may not contain all the information that such documents are required to contain.

## **United States**

This Offer Document or other documents relating to the Offers may not be sent or distributed to (wholly or partially), nor relied upon by, persons in the United States or to persons that are acting for the account or benefit of a US Person.

This Offer Document does not constitute an offer to sell, or the solicitation of an offer to buy, any Shares in the United States or to, or for the account or benefit of, any person in the United States.

The New Shares offered under this Offer Document have not been registered under the US Securities Act or any other state securities laws, and may not be offered, sold, or transferred directly or indirectly, in the United States, or to or for the account of a US Person, unless registered or an exception to the registration requirements applies.

## **Privacy**

Eligible Shareholders who apply for New Shares will provide personal information to the Company and the Share Registry. By applying for New Shares under an Offer, an Eligible Shareholder will be taken to have consented to the Company and the Share Registry collecting, holding and using the Eligible Shareholder's personal information in order to assess their Acceptance, process the Acceptance, service their needs as a Shareholder, provide facilities and services that the Eligible Shareholders requests, and carry out appropriate administrative functions. Corporate and taxation laws require the Company to collect some personal information. Eligible Shareholders who do not provide the information requested may not have their Acceptances processed efficiently, or at all.

## **Risks**

Refer to the Key Risk Factors in Section 4 for a summary of specific and general risk factors that may affect the Company.

## **Withdrawal**

The Company reserves the right to withdraw the Offers at any time before the issue of the New Shares under the Offers, in which case the Company will refund any Application Monies received (without interest).

## **Governing law**

This Offer Document and the accompanying Acceptance Forms are governed by the laws of the State of Western Australia. Eligible Shareholders who apply for New Shares under an Offer submit to the non-exclusive jurisdiction of the courts of the State of Western Australia.

## **Definitions and Time**

Defined terms used in this Offer Document are contained in Section 0. References to "our", "us" and "we" are references to the Company. References to "I", "you" and "your" are references to an Eligible Shareholder.

All references to time are to Australian Western Standard Time, unless otherwise indicated.

## Key Offer Details

Entitlement Offer	
Eligibility	Shareholders registered on the Record Date with an address in Australia or New Zealand
Ratio	1 New Share for every 1 Existing Share
Issue Price	\$0.006 per New Share
Number of New Shares offered	448,551,414 New Shares
Cash proceeds (before costs)	\$2,691,308
Underwriting	Fully underwritten

Shortfall Offer	
Eligibility	Refer to Sections 1.3 and 1.4
Price per Additional Share	\$0.006
Number of Additional Shares offered	Up to 448,551,414 Additional Shares
Cash proceeds (before costs)	Up to \$2,691,308

## Key Dates

Event	Date
Announcement of Offers to ASX	5 May 2025
Release of Appendix 3B and notice under section 708AA(2)(f) of the Corporations Act	
Ex date	7 May 2025
Record Date for determining Entitlements	8 May 2025
Despatch of Offer Document and Acceptance Forms to Eligible Shareholders	13 May 2025
Opening Date of the Offers	
Last day to extend Closing Date	4 June 2025
Closing Date of Offers	10 June 2025
Securities quoted on a deferred settlement basis	11 June 2025
Announcement of results of Offers	17 June 2025

**Note:** Dates and times are indicative only and subject to change. Subject to the Listing Rules, the Directors may vary these dates without notice, including whether to close an Offer early, extend an Offer, or accept late Acceptances, either generally or in particular cases, without notification.

## **Enquiries**

For any enquiries relating to the Offers or this Offer Document please contact the Company Secretary, Harry Miller, on +61 8 7129 0437.

## Letter to Shareholders

13 May 2025

Dear Shareholders

On behalf of the Board of DTI Group, I am pleased to invite you to participate in the non-renounceable pro rata Entitlement Offer of one (1) New Share for every one (1) Existing Share held at the Record Date by Eligible Shareholders, to raise \$2,691,308 (before costs) at an issue price of \$0.006 per New Share.

The Entitlement Offer is fully underwritten by Finico Pty Ltd (**Finico**). Finico (in its own right or via its associates) is a major shareholder of the Company, and has, in addition to the Underwriting Commitment, provided a firm commitment to the Company to take up its Entitlements in full.

In addition to their Entitlements, Eligible Shareholders will be offered the opportunity to apply for Additional Shares comprising the Shortfall under the Entitlement Offer, at the same issue price of \$0.006 per Additional Share pursuant to the Shortfall Offer.

Funds raised via the Offers will be utilised to repay the Finico Loan, to pay the offer costs and for general working capital.

The Entitlement Offer is non-renounceable and therefore your Entitlements will not be tradeable on the ASX or otherwise transferable. Eligible Shareholders who do not take up their Entitlement in full will not receive any value in respect of those Entitlements they do not take up.

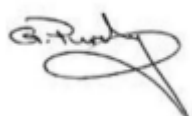
### Further information

Further information and application instructions for the Offers, as well as the risks associated with investing in the Offers are detailed in this Offer Document which you should read carefully and in its entirety. You should also consult your stockbroker, solicitor, accountant or other professional adviser to evaluate whether or not to participate in the Offers.

If you have any questions in relation to the Entitlement Offer, please contact the Company Secretary at +61 8 7129 0437.

On behalf of the Board of DTI Group, I invite you to consider this investment opportunity and thank you for your continued support.

Yours sincerely,



Greg Purdy  
**Non-Executive Chairman**



# 1 Details of the Offer

## 1.1 Entitlement Offer

Under the Entitlement Offer, Eligible Shareholders are invited to subscribe for one (1) New Share for every one (1) Existing Share held at the Record Date, at an issue price of \$0.006 per New Share to raise up to approximately \$ 2,691,308 (before costs).

Finico Pty Ltd (ACN 002 046 559) has agreed to fully underwrite the Entitlement Offer. Please refer to Sections 1.5 and 5.2 for further information.

The Company proposes to offer up to 448,551,414 New Shares under the Entitlement Offer. All New Shares issued pursuant to the Entitlement Offer will be issued as fully paid and will rank equally in all respects with the Existing Shares on issue. Please refer to Section 3.1 for further information regarding the Company's current capital structure.

The issue price represents a discount of 14.3% to the closing price of the Shares on 2 May 2025 (being the last trading date before the announcement of the Entitlement Offer).

Eligible Shareholders may apply for New Shares but are not required to do so. Please refer to Section 2 for details on how to accept an Entitlement and apply for New Shares under the Entitlement Offer.

## 1.2 Entitlement and eligibility

The Entitlement Offer is being made to Eligible Shareholders only.

All Shareholders with a registered address in Australia or New Zealand and who are registered as the holder of Shares at 5:00pm (WST) on Thursday, 8 May 2025 (**Record Date**) are Eligible Shareholders. The Entitlement Offer is not extended to Shareholders who do not meet this criterion.

The number of New Shares to which Eligible Shareholders are entitled (i.e. their Entitlement) is shown on each Eligible Shareholder's Acceptance Form accompanying this Offer Document.

An Eligible Shareholder's Entitlement to participate in the Entitlement Offer will lapse if not accepted by the Closing Date. Any New Shares not applied for will form part of the Shortfall.

The Company reserves the right to:

- reject any Acceptance Form that it believes comes from a person who is not an Eligible Shareholder; and
- reduce the number of New Shares allocated to Eligible Shareholders, or persons claiming to be Eligible Shareholders, if their claim to be entitled to participate in the Entitlement Offer proves to be false, exaggerated or unsubstantiated.

The Company reserves the right to withdraw the Entitlement Offer at any time before New Shares are issued pursuant to it. In that event, relevant Application Monies will be refunded without interest in accordance with the Corporations Act.

## 1.3 Shortfall Offer

All New Shares under the Entitlement Offer not subscribed for by Eligible Shareholders pursuant to their Entitlement by the Closing Date will comprise the Shortfall.

Under the Shortfall Offer, Eligible Shareholders are invited to subscribe for the New Shares which comprise the Shortfall (**Additional Shares**), at an issue price of \$0.006 per Additional Share (**Shortfall Offer**). Any Additional Shares applied for by Eligible Shareholders will be allocated at the Company's discretion, based on the allocation and scale back policy outlined in Section 1.4.

The Shortfall Offer is a separate offer under this Offer Document.

The Company reserves the right to:

- reject any Acceptance Form or to allocate any Eligible Shareholder fewer Additional Shares under the Shortfall than the number applied for;
- withdraw the Shortfall Offer at any time before the Additional Shares are issued pursuant to it; and
- place any Shortfall with any professional or sophisticated investors who may elect to subscribe for Additional Shares.

The balance of Additional Shares not applied for under the Shortfall Offer will revert to the Underwriter.

## **1.4 Allocation and scale back policy**

In the event that applications for Additional Shares under the Shortfall Offer exceed the total amount of the Shortfall, the Directors will have absolute discretion as to how to allocate the Shortfall under the Shortfall Offer. In exercising this discretion:

- the Directors propose to allocate the Shortfall to both Eligible Shareholders and new eligible investors in a manner considered appropriate to applicants having regard to the best interests of the Company and the Company's desire to maximise the funds raised from the Offer;
- priority will be given to those Eligible Shareholders who hold less than a marketable parcel of Shares (that is, Shares with a value of less than \$500, which based on the Issue Price, represents 83,333 Shares) so they may "top up" their shareholding to a marketable parcel of Shares;
- subject to the above, the Directors will generally endeavour to allocate the Shortfall in a manner which is considered fair to those applicants, having regard to their existing shareholding interests;
- the Directors will not allocate any portion of the Shortfall to an applicant who is a 'related party' of the Company (for the purposes of the Listing Rules) in priority to, or to the exclusion of, any other applicant, and in any event only to the extent permitted by the Listing Rules;
- the Company will not allocate Additional Shares under the Shortfall Offer to the extent that the voting power in the Company of the applicant and their Associates (if known) exceeds the takeover thresholds in the Corporations Act (i.e., acquiring voting power of 20% or more in the Company, or increasing an existing controlling voting power of more than 20%) except as contemplated by the Underwriting Deed or permitted under the Corporations Act; and

- the Directors will not otherwise exercise their discretion regarding allocation of the Shortfall in a manner likely to exacerbate a potential unacceptable control effect, except to the extent they consider necessary (acting reasonably) to prevent the issue of New Shares contrary to law or the Listing Rules.

The Company cannot guarantee that Eligible Shareholders who apply under the Shortfall Offer will receive the number of Additional Shares applied for. If an Eligible Shareholder does not receive any or all of the Additional Shares subscribed for, the excess Application Monies will be returned to them without interest.

Please refer to Section 2.3 for details on how to apply for Additional Shares under the Shortfall Offer.

## 1.5 Underwriting

The Entitlement Offer is fully underwritten by Finico Pty Ltd (ACN 002 046 559) (**Finico** or **Underwriter**), a major Shareholder of the Company, on a conditional basis for the full amount of \$2,691,308.48, being equal to 448,551,414 New Shares (**Underwriting Commitment**). The Underwriter is entitled to receive an underwriting fee equal to 1% of the Underwriting Commitment following successful completion of the Offers. A summary of the material terms of the Underwriting Deed (including rights of termination) is set out in Section 5.2.

The number of New Shares subscribed for under the Entitlement Offer and the Shortfall Offer will be in relief of the Underwriting Commitment and will reduce the number of New Shares to be subscribed for by the Underwriter.

The Underwriter intends to take up its full Entitlement under the Entitlement Offer, being 225,185,083 New Shares for a total subscription of \$1,351,110.50 (**Finico Commitment**). Following the subscription pursuant to the Finico Commitment, the balance of the Entitlement Offer will be 223,366,331 New Shares.

## 1.6 Finico Loan

As announced on 30 April 2025, the Company received a binding commitment for a loan of \$1,250,000 (**Loan Amount**) from Finico Pty Ltd (**Finico Loan**), a substantial shareholder of the Company. Material terms of the Finico Loan include:

- (a) (**Loan Amount**): \$1,250,000.
- (b) (**Maturity Date**): The Finico Loan has a maturity date of 30 June 2025 (**Maturity Date**).
- (c) (**Term**): The period from the first drawdown date until the Maturity Date.
- (d) (**Interest rate**): An interest of 10.0% per annum is payable on the Loan Amount.
- (e) (**Repayment terms**): Repayment of the Finico Loan will be made using proceeds from the Entitlement Offer. If the Entitlement Offer is not completed by 30 June 2025, the Finico Loan is required to be repaid by the Company within 5 business days of the Maturity Date.

In accordance with the terms of the Finico Loan, part of the proceeds from the Entitlement Offer will be applied towards the repayment of the Finico Loan. Refer to Section 1.7 for further information on the use of funds.

## 1.7 Purpose of the Offers and use of funds

The purpose of the Offers is to raise approximately \$2,691,308 (before costs). The Company intends to apply those funds raised towards the following:

Use	Amount
Repayment of Finico Loan <sup>1</sup>	\$1,251,835
General working capital	\$1,364,573
Costs of the Offers <sup>2</sup>	\$74,900
<b>Total</b>	<b>\$2,691,308</b>

**Notes:**

1. Refer to Section 1.6 for further information on the Finico Loan.
2. Costs of the Offers include the costs identified in Section 5.11.
3. Working capital costs comprises the Company's administration and overhead costs, and include operating expenses, accounting costs, auditing costs, insurance costs, legal costs, Share Registry costs, Directors' fees, ASX fees and regulatory compliance costs and expenses.

The information set out in the above table is a statement of present intention as at the date of the Offer Document. The exact amount of funds spent by the Company will depend on many factors that cannot be presently ascertained. Accordingly, the Directors reserve the right to alter how the funds raised will be applied.

## 1.8 Non-renounceable offer

The Entitlement Offer is non-renounceable. Accordingly, Entitlements will not be tradeable on ASX or otherwise transferable.

## 1.9 Lead Manager

The Company has not appointed a lead manager to lead manage the Offers.

## 1.10 Offer period

The Offers will open on the Opening Date and close on the Closing Date. Subject to compliance with the Listing Rules, the Company reserves the right to close the Offers early or extend the Closing Date.

## 1.11 Minimum subscription

The minimum subscription for the Entitlement Offer is equal to the Underwriting Commitment.

## 1.12 Notice to nominees and custodians

Persons acting as nominees, trustees, or custodians for other persons must not take up any Entitlements on behalf of, or send any documents related to the Offers to, any person in any jurisdiction where it is unlawful to do so, or to any person that is acting for the account or benefit of a person in any jurisdiction where it is unlawful to do so. By applying for New Shares under this Offer Document, including by submitting an Acceptance Form or making a payment using BPAY®, a nominee, trustee or custodian represents and warrants this is the case.

The Company is not required to determine whether or not a registered holder or investor is acting as a nominee, trustee or custodian or the identity or residence of any beneficial holder of Shares.

Where any person is acting as a nominee, trustee or custodian for a foreign person, that person, in dealing with its beneficiary, will need to assess whether indirect participation in an Offer by the beneficiary complies with applicable laws.

### 1.13 Ineligible Shareholders

The Entitlement Offer is not made to Ineligible Shareholders, being Shareholders who on the Record Date have a registered address outside Australia or New Zealand.

In making the decision not to extend the Entitlement Offer to Ineligible Shareholders, the Company has taken into account:

- the small number of Shareholders outside Australia and New Zealand;
- the number and value of the New Shares that would be offered to Shareholders outside Australia and New Zealand; and
- the cost of complying with the legal requirements and requirements of regulatory authorities in the overseas jurisdictions.

Accordingly, the Entitlement Offer is not being extended to any Shareholders outside Australia or New Zealand. The Company will notify all Ineligible Shareholders of the Entitlement Offer and advise that the Company is not extending the Entitlement Offer to those Shareholders. The Entitlement Offer is made to all Eligible Shareholders. The Company is not required to determine whether or not any registered Eligible Shareholder holds Shares on behalf of persons who are residents outside Australia or New Zealand (including nominees, custodians and trustees) or the identity or residence of any beneficial owners of Shares.

Any Eligible Shareholders who hold Shares on behalf of persons who are residents outside Australia and New Zealand are responsible for ensuring that any dealing with New Shares issued under the Entitlement Offer does not breach the laws and regulations in the relevant overseas jurisdiction, and should seek independent professional advice and observe any applicable restrictions relating to the taking up of Entitlement or the distribution of this Offer Document or the Acceptance Form.

The distribution of this Offer Document and accompanying Acceptance Form (including electronic copies) outside Australia and New Zealand may be restricted by law and therefore persons who come into possession of this Offer Document should seek advice on and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws.

### 1.14 Foreign holder Nominee

The Company will appoint Petra Capital Pty Ltd (ACN 110 952 782) to act as nominee for the purposes of section 615 of the Corporations Act, subject to receiving ASIC approval (**Nominee**).

The Nominee sale procedure will be implemented in accordance with section 615 of the Corporations Act as follows:

- The Company will, at the Issue Price for the New Shares, issue to the Nominee the New Shares that Ineligible Shareholders would be entitled to if they were eligible to participate in the Entitlement Offer (**Nominee Shares**).

- The Nominee will then sell the Nominee Shares at a price and otherwise in a manner and at such time as determined by the Nominee in its absolute and sole discretion.
- The net proceeds of the sale of the Nominee Shares (after deducting the aggregate subscription price of the Nominee Shares and costs of sale including brokerage and commission), if any, will be distributed to the Ineligible Shareholders for whose benefit the New Shares are sold in proportion to their shareholdings as at the Record Date.
- If any such net proceeds of sale are less than the reasonable costs that would be incurred by the Company for distributing those proceeds, such proceeds may be retained by the Company. Accordingly, there is a possibility that Ineligible Shareholders may receive no net proceeds if the subscription price plus costs of the sale of the Nominee Shares are greater than the sale proceeds. The Company and the Nominee will not be held liable for failure to obtain any net proceeds, or for the sale of any the Nominee Shares at any particular price or the timing of such sale.

## **1.15 Taxation**

You should be aware that there may be taxation implications associated with participating in the Entitlement Offer and receiving New Shares (and Additional Shares).

DTI Group does not consider it appropriate to give Shareholders advice regarding the taxation consequences of subscribing for New Shares (and Additional Shares) under the Offers. DTI Group, its advisers and its officers do not accept any responsibility or liability for any such taxation consequences to Shareholders.

Shareholders should consult their professional tax adviser in connection with subscribing for New Shares (and Additional Shares) under this Offer Document.

## **2 How to Apply**

### **2.1 Options available**

The number of New Shares to which each Eligible Shareholder is entitled is shown on the personalised Acceptance Form accompanying this Offer Document.

An Eligible Shareholder may do any of the following:

- accept their Entitlement in full;
- accept their Entitlement in full and apply for Additional Shares under the Shortfall Offer;
- accept part of their Entitlement and allow the balance to lapse; or
- allow all of their Entitlement to lapse.

### **2.2 Accepting Entitlement in full or in part**

To accept their Entitlement in full or in part, an Eligible Shareholder may either make a payment through the BPay® facility or by Electronic Funds Transfer (**EFT**) (only for Eligible Shareholders in New Zealand) for the number of Shares that the Eligible Shareholder wishes to apply for in accordance with the instructions on the Acceptance Form. Eligible Shareholders paying via BPAY will need to use the BPay® 'Biller Code' and the unique 'Customer Reference Number' shown on their personalised Acceptance Form.

If making a payment by BPay® or EFT, there is no requirement to return the Acceptance Form – see Section 2.5.

## **2.3 Accepting Entitlement in full and applying for Additional Shares under the Shortfall Offer**

Eligible Shareholders who wish to accept their Entitlement in full and apply for Additional Shares under the Shortfall Offer may either make a payment through the BPay® facility, using the BPay® 'Biller Code' and the Eligible Shareholder's 'Customer Reference Number' or by EFT (only for Eligible Shareholders in New Zealand) for all of their Entitlement and the number of Additional Shares that the Eligible Shareholder wishes to apply for in accordance with the instructions on their personalised Acceptance Form.

If making a payment by BPay® or EFT, there is no requirement to return the Acceptance Form – see Section 2.5.

The allocation and issue of Additional Shares under the Shortfall Offer will be determined by the Directors in their absolute discretion. The allocation policy in relation to the Shortfall Offer is set out in Section 1.4.

## **2.4 Allowing Entitlement to lapse**

Eligible Shareholders who do not wish to accept any of their Entitlement are not required to take any action. If an Eligible Shareholder does not accept all of their Entitlement, then:

- the balance of their Entitlement will lapse and the New Shares that are not subscribed for will form part of the Shortfall; and
- their percentage shareholding in the Company will be diluted and reduce.

## **2.5 Payment by BPay® or Electronic Funds Transfer**

Eligible Shareholders who wish to apply for New Shares must make payments through the BPay® facility, using the 'Biller Code' and unique 'Customer Reference Number' provided on their personalised Acceptance Form. Eligible Shareholders must ensure to use the specific 'Biller Code' and 'Customer Reference Number', otherwise your application may not be accepted if these details are incorrect. The 'Customer Reference Number' is used to identify each Eligible Shareholder's holding. Your personalised Application Form with the specific BPAY details can be accessed via [www.computersharecas.com.au/dtioffer2025](http://www.computersharecas.com.au/dtioffer2025).

Eligible Shareholders can only make payment using BPay® if they have an account with an Australian financial institution that supports such transaction.

For Eligible Shareholders with a registered address in New Zealand unable to pay via BPAY, separate EFT details will be provided and you can refer to the instructions set out your personalised Acceptance Form by visiting [www.investorcentre.com/au](http://www.investorcentre.com/au). Eligible Shareholders may not make payment via cheque and must not forward cash by mail. Receipts for payment will not be issued.

Eligible Shareholders who wish to accept their Entitlement, or accept their Entitlement and apply for Additional Shares under the Shortfall, using BPay® or EFT should follow the instructions on the personalised Acceptance Form.

Eligible Shareholders with more than one holding of Shares may receive multiple 'Customer Reference Numbers'. Such Eligible Shareholders can apply under one or more of their holdings.

Payments must be made in Australian dollars for an amount equal to the number of New Shares for which the Eligible Shareholder wishes to apply, multiplied by the Issue Price (i.e. \$0.006 per New Share).

If BPay® or EFT is used, an Acceptance Form does not need to be submitted to the Company. However, by paying Application Monies, the Eligible Shareholder will be taken to have acknowledged, represented and warranted on behalf of each person on whose account they are acting that:

- they are (or the person on whose account they are acting is) an Eligible Shareholder;
- they have read and understand this Offer Document and their personalised Acceptance Form in their entirety;
- they agree to be bound by the terms of the Entitlement Offer, the provisions of this Offer Document (and accompanying Acceptance Form), and the Company's constitution;
- they authorise the Company to register them as the holder(s) of New Shares allotted to them;
- they declare that all details and statements in the personalised Acceptance Form are complete and accurate;
- they are over 18 years of age and have full legal capacity and power to perform all of their rights and obligations under the personalised Acceptance Form;
- once the Company receives any payment of Application Monies via BPAY®, they may not withdraw their Acceptance or Application Monies provided except as allowed by law;
- they agree to apply for and be issued up to the number of New Shares for which they have submitted payment of any Application Monies via BPAY®, at the Issue Price per New Share;
- they authorise the Company, the Share Registry and their respective officers or agents to do anything on their behalf necessary for New Shares to be issued to them, including to act on instructions of the Share Registry upon using the contact details set out in their personalised Acceptance Form;
- they were the registered holder(s) at the Record Date of the Shares indicated on the personalised Acceptance Form as being held by them on the Record Date;
- the information contained in this Offer Document and their personalised Acceptance Form is not investment advice nor a recommendation that New Shares are suitable for them given their investment objectives, financial situation or particular needs;
- this Offer Document is not a prospectus, does not contain all of the information that they may require in order to assess an investment in the Company and is given in the context of the Company's past and ongoing continuous disclosure announcements to ASX;



- they understand the statement of risks in Section 4, and that investments in the Company are subject to risk;
- neither the Company, its related bodies corporate and affiliates and its directors, officers, partners, employees, representatives, agents, consultants or advisers, guarantees the performance of the Company, the performance of the New Shares offered under the Offers, nor do they guarantee the repayment of capital;
- they agree to provide (and direct their nominee or custodian to provide) any requested substantiation of their eligibility to participate in the Entitlement Offer and of their holding of Shares on the Record Date;
- they authorise the Company to correct any errors in their personalised Acceptance Form or other form provided by them;
- they agree that determination of eligibility of investors for the purposes of the Entitlement Offer was determined by reference to a number of matters, including legal and regulatory requirements, logistical and registry constraints and the discretion of the Company, and the Company, its related bodies corporate and affiliates disclaim any duty or liability (including for negligence) in respect of that determination and the exercise of that discretion to the maximum extent permitted by law;
- the law of any place does not prohibit them from being given this Offer Document and the personalised Acceptance Form, nor does it prohibit them from making an Acceptance and that they are otherwise eligible to participate in the Offers; and
- if they are acting as a nominee or custodian, each beneficial holder on whose behalf they are submitting the Acceptance Form is resident in Australia or New Zealand, subject to the restrictions in this Offer Document.

If payment is not received for the full Entitlement, an Eligible Shareholder will be deemed to have taken up their Entitlement in respect of such whole number of New Shares that is covered by their Application Monies.

BPay® payments of Application Monies must be received before **5:00pm (WST) on the Closing Date**.

Eligible Shareholders should take into account, when applying for New Shares, that their individual financial institutions may implement earlier cut-off times for BPay® and/or Electronic Funds Transfer payments. It is an Eligible Shareholder's responsibility to ensure that the Application Monies are received before the Closing Date.

## **2.6 Application Monies to be held on trust**

Application Monies will be held by the Company on trust in accordance with the requirements of the Corporations Act until the Shares to which the Application Monies pertains are issued under the Offers, or a refund of Application Monies occurs in the circumstances described in this Offer Document.

The Company will retain any interest earned on Application Monies, including in the event of any refund of Application Monies.

## **2.7 ASX quotation of Shares**

Shares under the Offers are expected to be issued, and holding statements despatched, as soon as practicable after the Closing Date, in accordance with the Listing Rules and the timetable set out in the Key Dates section on page 5 (**Timetable**).

The Company will apply to ASX for quotation of the Shares offered under this Offer Document in accordance with the Timetable. Quotation of the Shares on the ASX does not in any way indicate an endorsement by the ASX of the Company or the Shares.

It is an Eligible Shareholder's responsibility to determine their holdings before trading in New Shares. Any person who sells New Shares before receiving confirmation of their holding will do so at their own risk.

## 3 Effects of the Offers

### 3.1 Effect on capital structure

The table below sets out the anticipated effect of the Offers on the Company's capital structure, assuming other Shares are not issued prior to the Closing Date.

Security	Number
<b>Shares</b>	
Shares currently on issue	448,551,414
New Shares offered under Offers	448,551,414
<b>Total Shares on issue after the Offers</b>	<b>897,102,828</b>
<b>Options</b>	
Options currently on issue	Nil
Options offered under Offers	Nil
<b>Total Options on issue after the Offers</b>	<b>Nil</b>

### 3.2 Effect of Underwriting on control

As set out in Section 1.5, Finico has agreed to fully underwrite the Entitlement Offer. Finico also intends to take up its Entitlement of 225,185,083 Shares under the Entitlement Offer.

Accordingly, Finico's maximum potential Relevant Interest as a result of underwriting the Entitlement Offer is set out below (assuming there are no sub-underwriting commitments and no Additional Shares allocated under the Shortfall Offer).

Existing Shares held by Underwriter	Taken up by Shareholders	Shares to be taken up by the Underwriter <sup>1</sup>	Shares held by Underwriter on Completion of the Offers <sup>2</sup>	% Voting Power on Completion of the Offers
225,185,083	Fully subscribed	225,185,083	450,370,166	50.2%

75% subscribed	337,322,937	506,211,749	62.7%
50.2% subscribed	448,551,414	673,736,497	75.1%

**Notes:**

1. Includes New Shares subscribed for by Finico (and its Associates) in its capacity as an Eligible Shareholder.
2. Comprises the Existing Shares held by Finico (and its Associates), the Entitlements taken up in its capacity as an Eligible Shareholder and Underwritten Shares taken up in its capacity as Underwriter to the Entitlement Offer. Please refer to Section 3.4 for further information.

Section 606 of the Corporations Act prohibits the acquisition of a Relevant Interest in voting shares if, because of that acquisition, a person's voting power in the Company increases from under 20% to above 20% or increases from a starting point that is above 20%, and below 90%.

There are a number of exceptions to the prohibition set out in section 611 of the Corporations Act. The most relevant for the purpose of the Entitlement Offer is an acquisition that results from a rights issue, including an acquisition by an underwriter or sub-underwriter of that rights issue (refer to item 10 of section 611 of the Corporations Act). However, this exception will not, in the context of the Entitlement Offer, extend to the allocation and allotment of Additional Shares from the Shortfall other than to the Underwriter. The allocation policy to be applied by the Directors to the allocation of Additional Shares from any Shortfall reflects this (refer to Section 1.4 for further information).

In accordance with Takeover Panel Guidance Note 17, the Company has implemented the following measures to mitigate any potential control effects as outlined in this Section 3:

- included a Shortfall Offer as a separate offer under this Offer Document, in order to reduce the number of Shares that are potentially issued to the Underwriter (see Section 1.3); and
- disclosed its allocation and scale back policy pursuant to which the Directors will seek to limit any potential control effects (see Section 1.4).

### 3.3 Potential dilution of Shareholders

The potential effect the Offers will have on each Shareholder's Relevant Interest in Shares and voting power in the Company is summarised as follows:

- If all Eligible Shareholders take up their Entitlement in full, each Eligible Shareholder's percentage interest in the total issued Shares will remain the same and not be diluted.
- In the more likely event that not all Eligible Shareholders subscribe for their full Entitlement and a Shortfall remains, Eligible Shareholders who do not subscribe for their full Entitlement under the Entitlement Offer and Ineligible Shareholders unable to participate in the Entitlement Offer will be diluted relative to those Shareholders who subscribe for some or all of their Entitlement. The extent of the dilution will depend on the degree to which Eligible Shareholders take up their Entitlement.
- Eligible Shareholders may apply for Additional Shares under the Shortfall Offer. However, the Company will allocate the Shortfall in accordance with the allocation policy set out in Section 1.4.

Eligible Shareholders should note that if they do not participate in the Entitlement Offer, their holdings are likely to be diluted by 50% (as compared to their holdings and number of Shares on issue as at the date of this Offer Document). Examples of how the dilution may impact Eligible Shareholders are set out in the table below.

Holder	Holding as at Record Date	% at Record Date	Entitlements under the Entitlement Offer	Holdings if Entitlement Offer not taken Up	% Post Entitlement Offer
Shareholder 1	10,000,000	2.23	10,000,000	10,000,000	1.11
Shareholder 2	5,000,000	1.11	5,000,000	5,000,000	0.55
Shareholder 3	1,500,000	0.33	1,500,000	1,500,000	0.17
Shareholder 4	400,000	0.09	400,000	400,000	0.04
Shareholder 5	200,000	0.04	200,000	200,000	0.02

**Note:** The dilutionary effect shown in the table is the maximum percentage on the assumption that those Entitlements not accepted by Eligible Shareholders are placed in accordance with the terms of the Shortfall Offer and the Underwriting Deed.

### 3.4 Substantial Shareholders

Based on publicly available information as at the date of this Offer Document, those persons which (together with their Associates) have a Relevant Interest in 5% or more of the Existing Shares on issue are set out in the table below.

Shareholder	Shares	%	Entitlement
Finico Pty Ltd <sup>1</sup>	225,185,083	50.2	225,185,083
UIL Limited	113,057,336	25.2	113,057,336

**Notes:**

1. Finico's holding comprises 57,642,599 Shares held directly, 166,842,484 Shares held by Invia Custodian Pty Ltd as trustee for The Morris Family Trust and 700,000 Shares held by its associate, Cape Schanck Investments Pty Ltd (**Cape Schanck**). Finico (and its Associates) intend to subscribe for their full Entitlement under the Offers comprising 225,185,083 Shares. Finico is fully underwriting the Entitlement Offer.

In the event all Entitlements are accepted there will be no change to the substantial Shareholders' relevant interests on completion of the Entitlement Offer.

Finico will, as a result of the Entitlement Offer, increase its Relevant Interests in the Company. In the unlikely event that no Shareholders other than Finico and Cape Schanck take up their Entitlements, Finico's Relevant Interest will be 75.1% upon completion of the Entitlement Offer (on the basis that Finico must take up in full its commitment under the Underwriting).

In this regard, as set out in the Underwriting Deed, the Company acknowledges that the Underwriter is relying on the application of item 10 of section 611 of the Corporations Act to the Underwriting and covenants to take all necessary action within its control to comply with those

exceptions with respect to the Entitlement Offer and the Underwriting, including appointing a nominee for the purpose of section 615 of the Corporations Act to sell the New Shares which would otherwise be available for Ineligible Shareholders. Please refer to Section 1.14 for further information.

As at the date of this Offer Document, Finico has indicated to the Company that it intends to accept all of its Entitlements.

The Company advises that present intentions may change as new information becomes available, as circumstances change or in the light of all material information, facts and circumstances necessary to assess the operational, commercial, taxation and financial implications of those decisions at the relevant time. This includes the final subscription reached under the Entitlement Offer and working capital which is then available to the Company at the time.

The dilutionary effect of the Entitlement Offer in the event that Shareholders do not participate in the Entitlement Offer is further described in Section 3.2.

### 3.5 Directors' interests

The table below sets out each Director's Relevant Interest in securities of the Company as at the date of this Offer Document.

Director	Existing Shares	Entitlement
Greg Purdy	Nil	Nil
Steve Gallagher	Nil	Nil
Andrew Lewis <sup>1</sup>	2,500	2,500
Paul Gillespie	Nil	Nil
Chris Afentoulis	Nil	Nil

**Notes:**

1. Mr Andrew Lewis intends to take up his full Entitlement under the Entitlement Offer.

### 3.6 Effect on financial position

The Company will raise approximately \$2,691,308 (before costs) from the Offers.

The principal effect of the Offers will be to increase the Company's cash position by \$2,691,308 (before costs of the Offers).

## 4 Key Risk Factors

Investors wishing to subscribe for New Shares should read this Offer Document in its entirety in order to make an informed assessment of the Company and the rights attaching to New Shares.

Investors should carefully consider whether New Shares in the Company are an appropriate investment for them and should appreciate that the price of the Company's securities can fall as well as rise. New Shares offered by this Offer Document should be viewed as speculative and, whilst the Directors recommend the Offers, investors should be aware of, and take into account, the risk factors involved.

This Section is not intended to be an exhaustive list of the considerations to be taken into account by investors in deciding whether to subscribe for New Shares, nor all of the risk factors to which the Company is exposed. Some of these risks can be mitigated by the use of safeguards and appropriate systems and actions, but many are outside the control of the Company and cannot be mitigated.

There are risks associated with investing in any form of business and with investing in the share market generally. All investors should consult their professional advisers if they are in any doubt as to any aspect of this Offer Document, the Offers or any other matter relating to an investment in the Company.

## **4.1 Concentration of shareholding**

At the date of this Offer Document, Finico and UIL have a combined controlling relevant interest of 75.4% of the Shares on issue. Furthermore, Finico has agreed to underwrite the Entitlement Offer. Finico and UIL, if they act together, have the capacity to control the election of Directors, the approval of significant corporate transactions and the success of a takeover or similar offer for the Shares. The interests of Finico and UIL may differ from the interests of the Company and the interests of Shareholders who purchase New Shares under the Offer.

## **4.2 Going Concern**

The Annual Report included a note on the financial condition of the Company and the possible existence of a material uncertainty about the Company's ability to continue as a going concern.

As set out in the Annual Financial Report, the Group recorded a loss after tax of \$2.48 million for the year ended 30 June 2024 (2023: \$0.940 million loss) and had net operating cash outflows of \$0.347 million (2023: \$0.774 million inflow).

These conditions indicate the existence of a material uncertainty that may cast significant doubt about the DTI Group's ability to continue as a going concern. The ability of the DTI Group to continue as a going concern may be dependent upon continued financial support from its Directors, related parties and creditors, and on securing additional funding through capital raising or debt funding to continue to meet its working capital requirements in the next 12 months. These conditions indicate a material uncertainty that may cast significant doubt that the DTI Group will continue as a going concern and therefore, that it may be unable to realise its assets and discharge its liabilities in the normal course of business.

The Directors believe the DTI Group will continue as a going concern based on the following considerations:

- the business forecast shows positive cash flow to 31 August 2026;
- the successful implementation of the turnaround plan including a continued focus on projects and contracts that generate positive returns;
- continued improvement in project performance coupled with a strong working capital and net asset position;
- continued reduction of cash burn;
- implementation of the new strategy to return DTI Group to profitability; and

The Directors believe that there are reasonable grounds that the DTI Group will continue as a going concern.

The major Shareholders have provided financial support through shareholder loans in the past and present (including the Finicio Loan provided in April 2025) and expect to continue to support DTI Group on this basis.

Should DTI Group not be able to continue as a going concern, it may be required to realise its assets and discharge its liabilities other than in the ordinary course of business, and at amounts that differ from those stated in the financial statements. The financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts, nor to amounts or classification of liabilities that might be necessary should DTI Group not be able to continue as a going concern.

### **4.3 Underwriting risk**

The Company has entered into the Underwriting Deed, under which the Underwriter has agreed to fully underwrite the Entitlement Offer, subject to the terms and conditions of the Underwriting Deed. If certain conditions are not satisfied or certain events occur, the Underwriter may terminate the Underwriting Deed. Termination of the Underwriting Deed may have a material adverse impact on the proceeds raised under the Offers and/or could materially adversely affect the Company's business, cashflow, financial condition and results. See Section 5.2 for further details of the Underwriting Deed.

### **4.4 Failure to retain existing customers or attract new customers**

As a usual part of its business, the Company's customer contracts and projects are subject to tender, variations, additions or reductions. The Company's ability to renew contracts with existing customers and win new contracts with existing and new customers is fundamental to its business, growth and profitability. The Company could lose one or more key customers or significant contracts or projects due to a range of events. Any loss of key customers, or loss of funding or a reduction in government budget allocations to key customers, significant contracts or projects, may materially and adversely affect the Company's revenue and financial performance.

### **4.5 Competition**

The Company operates in a competitive industry. DTI Group competes with some companies that are larger and more financially secure, as well as with some companies that benefit from local experience and relationships with customers. Increased competition could result in price reductions, underutilisation of personnel, reduced operating margins and loss of customers or market share. Any of these occurrences in any region in which DTI Group may operate could adversely affect its operating and financial performance.

### **4.6 Software and technology risks**

Technology is the key enabler of DTI Group's products and services and is dependent on the effective performance and reliability of DTI Group's hardware, software and support services. DTI Group may not be able to provide the required level of support and services to clients, or fail to successfully achieve the required development of its technology and systems to meet clients' needs, match competitors or meet regulatory requirements, which may, in turn, adversely affect its operations, technology development and could adversely affect its operating and financial performance. Further, DTI Group's hardware and software may be exposed to damage, malware or interruption from unforeseen events which may cause the systems to be unavailable from time to time which may in turn affect DTI Group's ability to meet customer expectations and deliver consistent, quality services to its clients.

### **4.7 Technology obsolescence**

The technology in the mass transit industry is constantly evolving. There is no guarantee that DTI Group can keep up with technological developments within the industry and a failure to do so may have a negative effect on the Company's business and its ability to compete effectively within its target markets. Accordingly, there is a risk that new entrants will develop technology that is superior to DTI Group's solutions which could result in DTI Group's technology becoming obsolete.

#### **4.8 Failure to monetise return on investment**

The technology that DTI Group has developed for the mass transit industry is complex, industry specific and often involves an extended period of time to achieve a final product and subsequently a return on investment for the development. An important part DTI Group's business and growth strategy is to continue to make investments in innovation and related product opportunities to improve the technology and product solutions to maintain DTI Group's industry leading competitive position.

#### **4.9 Retention of Key Personnel**

DTI Group depends on the talent and experience of its employees. Whilst every effort is made to retain key employees and contractors and to recruit new personnel as the need arises, loss of a number of key personnel may adversely affect DTI Group's earnings or growth prospects. In addition, strong demand for skilled personnel may limit DTI Group's growth and profitability caused by scarcity of professional personnel or by potential increases in compensation costs associated with attracting or retaining such personnel.

#### **4.10 Existing Contacts for Supply**

The Company is a party to various supply contracts with third parties for the supply of its products. DTI Group will be exposed to, and may be adversely affected by, the key terms of those contracts including the pricing of those contracts.

DTI Group's financial performance is dependent on its ability to deliver its contracts and projects in accordance with those contractual obligations. Contractual obligations include pricing and may include set dates for delivery. If the price at which the product is to be delivered is below DTI Group's costs, this will negatively impact DTI Group and may require DTI Group to seek to re-negotiate those contracts on more favourable terms. There is no certainty that DTI Group will be in a position to do so, as this is dependent on the ability to vary price in the relevant contract. The failure to do so in those circumstances may result in significant losses to DTI Group. DTI Group is presently in discussions with third parties to seek to re-negotiate certain of its contracts. In addition to pricing, if delivery is delayed the customer may seek to claim damages from DTI Group. Disputes which arise in relation to contractual obligations may result in significant losses and acute pressure on DTI Group's cash flow.

#### **4.11 Delays with the commencement of new contracts or dependence on third parties**

Where DTI Group wins a contract, commencement of the contract can be delayed past the expected commencement date. DTI Group is also a party to a number of contracts where the Company's ability to perform its obligations and commence earning revenue is dependent on third parties performing their own contractual arrangements in a timely manner. DTI Group may not have any contractual protection against such delays. Any delay in the commencement of a contract may result in a delay in DTI Group receiving revenue or may cause DTI Group to incur additional costs, and therefore could have an adverse impact on the Company's financial performance, including its ability to achieve management's forecasts for the business.



#### **4.12 Working capital requirements**

DTI Group requires capital in order to finance the manufacture and installation of its technology products as well as provide bank guarantees or insurance bonds to support contract arrangements. The Company's precise capital requirements depend on numerous factors. Depending on the DTI Group's ability to generate income from its operations, the Company may require further financing in addition to amounts raised under the Entitlement Offer. Any additional equity financing will dilute shareholdings, and debt financing, if available, may involve restrictions on financing and operating activities. If DTI Group is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations and scale back its expansion and development programmes as the case may be.

#### **4.13 Reliance on growth strategy**

DTI Group's future success relies heavily on the successful implementation of its strategy of being a provider of integrated video surveillance, passenger communication and fleet management solutions for the global mass transit industry. Successful execution of this strategy will require DTI Group to successfully apply its core competencies in the development or modification of its products and software. No assurance can be given that DTI Group will be successful in the ongoing implementation of this strategy. DTI Group's growth strategy relies heavily on market acceptance of its products and services. There is a risk that market acceptance of DTI Group's products and services will not be as high as DTI Group expects or that market acceptance may take longer than expected to materialise.

#### **4.14 Regional specific risks/unfamiliar markets**

DTI Group operates in markets globally. As the Company continues to expand its presence in new international jurisdictions, DTI Group remains subject to risks associated with doing business in regions that may have political, legal and economic instability or less sophisticated legal and regulatory systems and frameworks.

#### **4.15 Foreign exchange risk**

Some of the components used in the manufacture of DTI Group's products are acquired in foreign currencies. Also, some of DTI Group's receivables, payables, intercompany transfers and expenses are incurred in foreign currencies and some of DTI Group's sales occur in foreign currencies. Adverse movements in exchange rates for either of DTI Group's revenue, expenditure, receivables, payables or intercompany transfers, or cash holdings in foreign currency may adversely affect the financial performance of DTI Group.

#### **4.16 Increased costs risk**

DTI Group's manufacturing and outsourced manufacturing operations are dependent upon the delivery of materials and components by outside suppliers. While DTI Group utilises components that are standard items and available from a number of suppliers where possible, others are manufactured to DTI Group's specifications. The failure of the Company to source and supply its materials and components at acceptable costs and in the quantities and specifications required by DTI Group, could have an adverse impact on the profitability of contracts entered into and the sales and financial performance of DTI Group.

#### **4.17 Regulatory risks**

Some aspects of the industry in which DTI Group operates are impacted by government legislation and regulations in respect to collection of data, privacy, data protection, freedom of

information and other matters. The industry may undergo regulatory or legislative change which may create opportunities or adversely impact the activities and operations of DTI Group.

#### **4.18 Litigation**

The Company may be subject to litigation and other claims and disputes in the course of its business, including contractual disputes with suppliers or clients, employment disputes, indemnity claims, and occupational and other claims. There is a risk that such litigation, claims and disputes could materially and adversely affect DTI Group's operating and financial performance due to the cost of settling such claims, and affect the Company's reputation. At the date of this Offer Document, DTI Group is not currently engaged in any litigation.

#### **4.19 Force Majeure risks**

Events may occur within the markets that DTI Group operates that could impact upon the Australian or global economies that DTI Group or its clients operate within. These events could impact the operations of DTI Group and the price of DTI Group's Shares. The events include but are not limited to acts of terrorism, an outbreak of international hostilities, fires, floods, earthquakes, labour strikes, civil wars, natural disasters, outbreaks of disease or other natural or man-made events or occurrences that can have an adverse effect on the demand for DTI Group's products and services and its ability to conduct business. DTI Group has only a limited ability to insure against some of these risks.

#### **4.20 Share price movements**

The market value of DTI Group's shares quoted on the ASX may go up or down for a variety of reasons, including changes in the pricing of comparable stocks, shifts in demand for listed equities and changes to general economic conditions. The change in the market capitalisation may result in a risk that there will not be an active market for DTI Group's Shares and there may be periods where there is little or no liquidity. The deterioration of the market capitalisation may also adversely impact the Company's financial reputation when tendering for major contracts against more financially stable competitors.

#### **4.21 Factors outside the Company's control**

In addition to the specific risks summarised above, a number of factors outside DTI Group's control may significantly impact on DTI Group, its performance and the price of DTI Group's Shares. These factors include:

- economic conditions in both Australia and internationally;
- relative changes in foreign exchange rates;
- investor sentiment and local and international share market conditions;
- changes to government policy, legislation or regulation;
- changes in fiscal, monetary and regulatory policies;
- the nature of competition in the industries in which DTI operates;
- interest rates and inflation rates; and
- the introduction of taxation reform.

#### **4.22 Impact on the Company's revenue, expenses and cash flows**

Investors should recognise that DTI Group's revenues, expenses and cash flows could be negatively affected by any of the above factors which, in turn, may affect the price or value of DTI Group's Shares.

#### **4.23 Market fluctuations**

The share prices for many companies can be subject to wide fluctuations which, in many cases, may reflect a diverse range of non-specific influences such as global hostilities and tensions, acts of terrorism and the general state of the economy. Such market fluctuations may materially adversely affect the market price of DTI Group's Shares.

### **5 Additional Information**

This Offer Document and accompanying personalised Acceptance Form have been prepared by DTI Group. This Offer Document should be read in conjunction with DTI Group's other periodic and continuous disclosure announcements to ASX available at [www.asx.com.au](http://www.asx.com.au).

No party other than DTI Group has authorised or caused the issue of the information in this Offer Document, or takes any responsibility for, or makes, any statements, representations or undertakings in this Offer Document.

This information is important and requires your immediate attention.

You should read the information in this Offer Document carefully and in its entirety before deciding whether to invest in New Shares (and Additional Shares). In particular, you should consider the risk factors outlined in Section 4, any of which could affect the operating and financial performance of DTI Group or the value of an investment in DTI Group.

You should consult your stockbroker, accountant, solicitor or other professional adviser to evaluate whether or not to participate in the Offers.

#### **5.1 Continuous disclosure**

The Company is a "disclosing entity" for the purposes of the Corporations Act and, as such, is subject to regular reporting and disclosure obligations. As a company listed on ASX, the Company is subject to the Chapter 6CA of the Corporations Act and the Listing Rules which require it to immediately notify ASX of any information concerning the Company of which it is or becomes aware and which a reasonable person would expect to have a material effect on the price or value of Shares, subject to certain exceptions.

This Offer Document is intended to be read in conjunction with the publicly available information in relation to the Company which has been notified to ASX. Eligible Shareholders should therefore have regard to the other publicly available information in relation to the Company before making a decision whether or not to subscribe for New Shares under this Offer Document.

Copies of documents lodged with ASX in relation to the Company (including its corporate governance policies) may be obtained from the Company's website (<https://www.dti.com.au>) or at the ASX market announcements platform (<https://www.asx.com.au/markets/trade-our-cash-market/todays-announcements>) using the Company's ASX code 'DTI'.

#### **5.2 Underwriting Deed**

The Company has entered into the Underwriting Deed with Finico, pursuant to which Finico has agreed to underwrite up to 100% of the potential Shortfall, being approximately \$2,691,308.48 or 448,551,414 New Shares (**Underwritten Shares**).

Pursuant to the Underwriting Deed, Finico also agreed to advance the Finico Loan (of \$1,250,000) to the Company. Refer to Section 1.6 for the material terms of the Finico Loan.

Pursuant to the terms of the Underwriting Deed, the Company agrees to pay the Underwriter an underwriting fee of 1% of the above Underwriting Commitment (being an underwriting fee of \$26,913.08), such fee to be paid on the date of allotment of the Additional Shares.

The Company acknowledges that the Underwriter is relying on exception 2 in Listing Rule 10.12 and item 10 of section 611 of the Corporations Act, and covenants to take all necessary action within its control to comply with those exceptions with respect to the Offer and the Underwriting, including appointing a nominee for the purpose of section 615 of the Corporations Act to sell the New Shares which would otherwise be available for Ineligible Shareholders.

Further, the Company undertakes to issue a Cleansing Notice which complies with section 708AA(7) of the Corporations Act and otherwise take such necessary action to ensure that the Underwritten Shares are immediately tradeable after their issue.

As is customary with these types of arrangements, the Underwriting Deed includes a number of termination events, including but not limited to:

- **(Offer Document):** the Company does not despatch the Offer Document to Shareholders on or before 31 May 2025 or the Offer Document or the Entitlement Offer is withdrawn by the Company;
- **(Non-compliance with requirements):** the Offer Document does not contain all the information required by the Corporations Act and/or the Listing Rules or contains a false or misleading statement;
- **(Non-compliance with law):** the Offer does not comply with the Corporations Act and/or the Listing Rules or any applicable law;
- **(Restriction on allotment):** the Company does not allot the New Shares (including the Shortfall) within the time required by the Underwriting Deed, the Corporations Act, any statute, regulation (including the Listing Rules) or order of a court of competent jurisdiction or any governmental or semi-governmental agency or authority;
- **(Authorisation):** any authorisation or exemption which is material to anything referred to in the Offer Document or the Underwriting is repealed, revoked or terminated or expires, is not applicable or is modified or amended in a manner unacceptable to the Underwriter acting reasonably including without limitation, the application of exception 2 in Listing Rule 10.12 and item 10 of section 611 of the Corporations Act to the Underwriting;
- **(Default):** default or breach by the Company under the Underwriting Deed of any terms, condition, warranty, representation, covenant or undertaking;
- **(Adverse change):** an event occurs which gives rise to a material adverse effect or any adverse change or any development including a prospective adverse change after the date of the Underwriting Deed in the assets, liabilities, financial position, trading results, profits, forecasts, losses, prospects, business or operations of the Company;

- **(Suspension of debt payments or operations):** the Company suspends payment of its debts or operations generally;
- **(Event of insolvency):** an event of insolvency occurs in respect of the Company;
- **(Litigation):** any material litigation, arbitration, administrative or industrial proceedings are after the date of the Underwriting Deed commenced against the Company;
- **(Change in shareholdings):** there is a material change in the major or controlling shareholdings of the Company (other than as a result of the Offers and as disclosed in the Offer Document) or a takeover offer or scheme of arrangement pursuant to Chapter 5 or 6 of the Corporations Act is publicly announced in relation to the Company;
- **(Share price fall):** the closing share price of the Company's shares on the ASX is 25% lower than the closing price on the date of the Underwriting Deed;
- **(Constitution):** the Company alters its constitution in any manner not contemplated by the Offer Document; and
- **(Capital Structure):** the Company alters its capital structure in any manner not contemplated by the Offer Document.

### 5.3 Rights and Liabilities of New Shares (and Additional Shares)

The Shares issued pursuant to the Offers will be issued on a fully paid basis and will rank equally in all respects with Existing Shares. The rights and liabilities attaching to the Shares are set out in DTI Group's constitution and are regulated by the Corporations Act, the Listing Rules and general law.

### 5.4 Forward-looking statements

This Offer Document contains forward-looking statements which incorporate an element of uncertainty or risk, such as 'intends', 'may', 'could', 'believes', 'estimates', 'targets' or 'expects'. These statements have been prepared with all reasonable care and attention, based on an evaluation of current economic, financial and operating conditions, as well as assumptions regarding future events. These events are, as at the date of the Offer Document, expected to take place, but there cannot be any guarantee that such events will occur as anticipated or at all given that many of the events are outside the Company's control. They may be affected by matters such as those outlined in Section 4. This may result in the actual circumstances being materially different to those anticipated. Eligible Shareholders are cautioned not to place undue reliance on any forward-looking statements.

The Company and the Directors cannot and do not give any assurance that the results, performance or achievements expressed or implied by the forward-looking statements contained in this Offer Document will actually occur as and when stated. Except to the extent required by law (including the Listing Rules), the Company does not give any undertaking to update or revise any forward-looking statements after the date of the Offer Document to reflect any changes in expectations in relation to forward-looking statements or any change in events, conditions or circumstances on which any such statement is based.

Eligible Shareholders should note that past performance (including past share price performance) cannot be relied on as an indicator of, and does not provide any guidance as to, future performance, including future share price performance. Neither DTI Group nor any other person warrants or guarantees the future performance of the New Shares (and Additional Shares) or any return on any investment made pursuant to the Offers.

## **5.5 No cooling off rights**

Cooling off rights do not apply to an investment in New Shares (and Additional Shares). You cannot withdraw your application once it has been accepted.

## **5.6 Not investment or financial product advice**

This Offer Document is not a prospectus under the Corporations Act and has not been lodged with ASIC. It is also not financial product advice and has been prepared without taking into account your investment objectives, financial circumstances or particular needs. DTI Group is not licensed to provide financial product advice in respect of the New Shares (and Additional Shares). The information contained in this Offer Document does not purport to contain all the information that you may require to evaluate a possible application for New Shares (and Additional Shares).

Before deciding whether to apply for New Shares (and Additional Shares), you should consider whether they are a suitable investment for you in light of your own investment objectives and financial circumstances and having regard to the merits or risks involved. If, after reading the Information, you have any questions about the Entitlement Offer, you should contact your stockbroker, accountant, solicitor or other professional adviser.

## **5.7 Governing law**

This information contained in this Entitlement Offer and the contracts formed on acceptance of the Acceptance Forms are governed by the laws applicable in Western Australia, Australia. Each applicant for New Shares (and Additional Shares) submits to the non-exclusive jurisdiction of the courts of Western Australia, Australia.

## **5.8 Foreign jurisdictions**

This Offer Document has been prepared to comply with the requirements of the securities laws of Australia. This Offer Document does not constitute an offer in any jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer. No action has been taken to register or qualify the Entitlement Offer, the Entitlements or the New Shares (and Additional Shares), or otherwise permit the public offering of the New Shares (and Additional Shares), in any jurisdiction other than Australia and New Zealand.

The distribution of this Offer Document (including an electronic copy) outside Australia and New Zealand may be restricted by law. If you come into possession of this Offer Document, you should observe such restrictions and should seek your own advice on such restrictions. Any non-compliance with these restrictions may contravene applicable securities laws.

## **5.9 Offer Document and the Corporations Act**

The Entitlement Offer is being made pursuant to section 708AA of the Corporations Act without disclosure to investors under Part 6D.2 of the Corporations Act. Accordingly, this Offer Document contains a summary of information only which the Company does not purport to contain, or purport to contain, all of the information that a prospective investor may require in evaluating an investment in the Company.

In accordance with the conditions imposed on the Company by section 708AA of the Corporations Act, the Company provided ASX with a Cleansing Notice on 5 May 2025. The Cleansing Notice was required to:

- set out information that had been excluded from a continuous disclosure notice in accordance with the Listing Rules and that investors and their professional advisers would reasonably require, and would reasonably expect to find in a disclosure document, for the purposes of making an informed assessment of:
  - (i) assets and liabilities, financial position and performance, profits and losses and prospects of the Company; or
  - (ii) the rights and liabilities attaching to the New Shares; and
- state the potential effect of the issue of the New Shares on the control of the Company and the consequences of that effect.

## 5.10 Disclaimer of representations

No person is authorised to give any information, or to make any representation, in connection with the Offers that is not contained in this Offer Document.

Any information or representation that is not in this Offer Document may not be relied on as having been authorised by DTI Group, or its related bodies corporate in connection with the Offers. Except as required by law, and only to the extent so required, none of DTI Group, or any other person, warrants or guarantees the future performance of DTI Group or any return on any investment made pursuant to this Offer Document.

## 5.11 Costs of the Offers

The table below sets out the estimated costs of the Offers payable by the Company (excluding GST).

Costs of the Offers	Amount
Underwriting fee	\$26,913
Legal fees	\$10,000
ASX fees	\$11,896
ASIC fees	\$3,487
Foreign holder nominee fee	\$2,000
Share registry / postage	\$20,604
<b>Total</b>	<b>\$74,900</b>

## 6 Glossary

Word	Meaning
<b>Acceptance Form</b>	The entitlement and acceptance form accompanying this Offer Document.
<b>Additional Shares</b>	New Shares in excess of an Eligible Shareholder's Entitlement.
<b>Application Monies</b>	The monies payable by Eligible Shareholders who apply for New Shares under one or more of the Offers.
<b>ASIC</b>	Australian Securities and Investments Commission.
<b>Associate</b>	Has the meaning given to that term in sections 10 to 17 of the Corporations Act.
<b>ASX</b>	ASX Limited (ACN 008 624 691), including the financial market operated by it as the Australian Securities Exchange.
<b>Cleansing Notice</b>	The notice lodged by the Company with ASX in accordance with section 708AA(2)(f) of the Corporations Act in respect of the Entitlement Offer.
<b>Closing Date</b>	The closing date of the Offers, being 5.00pm (WST) on Tuesday, 10 June 2025 or such other date as the Company determines.
<b>Company or DTI Group</b>	DTI Group Ltd (ACN 069 791 091).
<b>Constitution</b>	The constitution of the Company.
<b>Corporations Act</b>	The <i>Corporations Act 2001</i> (Cth).
<b>Director</b>	A director of the Company as at the date of the Offer Document.
<b>Eligible Jurisdictions</b>	Australia and New Zealand.
<b>Eligible Shareholders</b>	<p>A Shareholder who:</p> <ul style="list-style-type: none"> <li>• is a registered holder of Shares on the Record Date;</li> <li>• has a registered address in an Eligible Jurisdiction as shown in the Share Registry;</li> <li>• is not in the United States or a US Person or acting for the account of or benefit of a US Person; and</li> <li>• is eligible under all applicable securities laws to receive an offer under the Offers.</li> </ul>
<b>Entitlement</b>	The number of New Shares for which an Eligible Shareholder is entitled to apply under the Entitlement Offer, as determined by



Word	Meaning
	the number of Shares held by that Shareholder at the Record Date.
<b>Entitlement Offer</b>	A non-renounceable pro-rata entitlement offer to Eligible Shareholders under this Offer Document to subscribe for 1 New Share for every 1 Share held at the Record Date, at an issue price of \$0.006 per New Share, to raise up to approximately \$2,691,308 (before costs).
<b>Existing Shares</b>	A share issued before the date of the Offer Document.
<b>Finico Loan</b>	Has the meaning given to that term in Section 1.6.
<b>GST</b>	has the meaning given in <i>A New Tax Systems (Goods and Services Tax) Act 1999</i> (Cth).
<b>Ineligible Shareholder</b>	A Shareholder who is not an Eligible Shareholder.
<b>Issue Price</b>	The price at which a New Share is offered to Eligible Shareholders under the Offers, being \$0.006 per New Share.
<b>Listing Rules</b>	The listing rules of ASX.
<b>New Shares</b>	The Shares that may be issued under this Offer Document pursuant to an Offer.
<b>Nominee</b>	Has the meaning given to the term in Section 1.14.
<b>Nominee Shares</b>	Has the meaning given to the term in Section 1.14.
<b>Offers</b>	The Entitlement Offer and the Shortfall Offer, or either one of those offers as the context requires.
<b>Offer Document</b>	This offer document dated 13 May 2025, including any electronic or online version of this offer document.
<b>Offer Period</b>	The period commencing on the Opening Date and ending on the Closing Date.
<b>Opening Date</b>	The opening date of the Offers, being 13 May 2025 or such other date as the Company determines.
<b>Record Date</b>	The date at which eligibility of Shareholders to participate in the Offers is determined, being 5:00 pm (WST) on Thursday, 8 May 2025 or such other times and date as the Company determines, subject to the Listing Rules.
<b>Relevant Interest</b>	Has the meaning given to that term in the Corporations Act.
<b>Section</b>	A section of this Offer Document.
<b>Share</b>	A fully paid ordinary share in the capital of the Company.

Word	Meaning
<b>Shareholder</b>	A registered holder of a Share.
<b>Share Registry</b>	The Company's share registry service provider at the date of the Offer Document, being Computershare Investor Services Pty Limited (ACN 078 279 277).
<b>Shortfall</b>	Those New Shares under the Entitlement Offer for which valid Acceptances have not been received from Eligible Shareholders before the Closing Date.
<b>Shortfall Offer</b>	An offer under this Offer Document to Eligible Shareholders to subscribe for the New Shares which comprise the Shortfall at an issue price of \$0.006 per New Share.
<b>Subsidiary</b>	A subsidiary of the Company.
<b>UIL</b>	UIL Limited (a major Shareholder of the Company).
<b>Underwriter or Finico</b>	Finico Pty Ltd (ACN 002 046 559).
<b>Underwriting</b>	Has the meaning given in the Underwriting Deed.
<b>Underwritten Commitment</b>	Has the meaning given in Section 5.2.
<b>Underwriting Deed</b>	The Underwriting Deed dated on or about 30 April 2025 between the Company and Finico, as described in Section 5.2.
<b>Underwritten Shares</b>	Has the meaning given in Section 5.2.
<b>United States</b>	The United States of America.
<b>US Person</b>	Any person in the United States or any person that is, or is acting for the account or benefit of, a "U.S. person" (as defined in Regulation S under the <i>United States Securities Act of 1933</i> , as amended).
<b>US Securities Act</b>	<i>US Securities Act of 1933</i> .
<b>WST</b>	Australian Western Standard Time, being the time in Perth, Western Australia.