

# BIRDDOG TECHNOLOGY LIMITED

ACN 653 360 448, ABN 18 653 360 448  
(ASX code: BDT)



## NOTICE OF EXTRAORDINARY GENERAL MEETING AND EXPLANATORY MEMORANDUM

Date of Meeting:  
**Tuesday, 1 July 2025**

Time of Meeting:  
**11 am (AEST)**

Venue of Meeting:  
**The offices of K&L Gates,  
Level 25, 525 Collins Street,  
Melbourne, VIC 3000**

***The Independent Expert has concluded that the Buy-Back is not fair but reasonable***

A Proxy Form is enclosed.

Shareholders are strongly encouraged to lodge their completed Proxy Forms in accordance with the instructions in this Notice of Meeting.

Following recent modifications brought to the Corporations Act, **no hard copy** of the Notice of Extraordinary General Meeting and Explanatory Memorandum will be circulated unless requested by a Shareholder.

**This Notice of Extraordinary General Meeting and Explanatory Memorandum should be read in its entirety. If you are in doubt as to how to vote on any of the Resolutions, you should seek advice from your accountant, solicitor or other professional adviser without delay.**

**BIRDDOG TECHNOLOGY LIMITED**  
**ACN 653 360 448**

**Notice of Extraordinary General Meeting**

Notice is given that an extraordinary general meeting of the members of BirdDog Technology Limited ACN 653 360 448 is to be held at the offices of K&L Gates, Level 25, 525 Collins Street, Melbourne, VIC 3000 at 11.00am **(AEST)** on Tuesday, 1 July **2025** for the purpose of considering and, if thought appropriate, passing the resolutions as outlined in this Notice of Meeting **(Notice)**, as set out below:

<b>Date</b>	Tuesday, 1 July 2025
<b>Time</b>	11.00am (AEST)
<b>Venue</b>	the offices of K&L Gates, Level 25, 525 Collins Street, Melbourne, VIC 3000

Shareholders wishing to vote, or their attorneys or in the case of a Shareholder or proxy which is a corporation, corporate representatives, must attend in person or validly appoint a proxy in accordance with the Voting Entitlement Notice herein.

The Company will hold the Meeting in person and intends to conduct a poll on the resolutions set out in the Notice incorporating the proxies filed prior to the Meeting, with the poll being conducted electronically by the Company's share registry: Automic.

The Company is not sending hard copies of the Meeting materials to Shareholders, unless requested by a Shareholder. Instead, a copy of the Meeting materials can be viewed and downloaded online at the following link: <https://birddog.tv/investor/>.

Shareholders are strongly encouraged to submit their proxies as early as possible and in any event prior to the cut-off for proxy voting as set out in the Notice.

Shareholders who wish to vote in person on the day of the EGM will need to attend the meeting in person.

# Agenda

## **Resolution 1: Approval of removal of the Company from the Official List of ASX**

To consider and, if thought fit, pass the following resolution as a **special resolution**:

*"That for the purposes of Listing Rule 17.11 and for all other purposes, the removal of the Company from the Official List of ASX on a date (being a date no earlier than one month after the date this Resolution is passed) and subject to conditions (if any) to be determined by ASX is approved, and that the Directors be authorised to do all things reasonably necessary to effect the removal of the Company from the Official List of ASX"*

Further details in respect of Resolution 1 are set out in the Explanatory Memorandum accompanying this Notice of Extraordinary General Meeting.

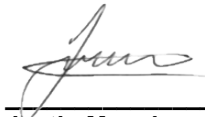
## **Resolution 2: Approval of equal access share buy-back [Conditional Resolution]**

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

*"That, subject to Resolution 1 being passed, for the purposes of section 257C of the Corporations Act and for all other purposes, approval is given to the Company to undertake an off-market equal access share buy-back of up to a total of 161,486,023 fully paid ordinary shares in the Company, as described in and in accordance with the terms detailed in the Explanatory Memorandum accompanying this Notice of Meeting."*

Further details in respect of Resolution 2 are set out in the Explanatory Memorandum accompanying this Notice of Extraordinary General Meeting.

**By order of the Board**

  
\_\_\_\_\_  
**Justin Mouchacca**

**Company Secretary**

30 May 2025

## VOTING ENTITLEMENT NOTICE

### 1. Entitlement to vote

For the purposes of the Meeting, the Company has determined that in accordance with regulation 7.11.37 of the Corporations Regulations, shares will be taken to be held by the persons registered as holders at 5.00pm (AEST) on 29 June 2025. Accordingly, transfers registered after that time will be disregarded in determining entitlements to vote at the Meeting.

### 2. Voting at the meeting

You may vote by participating in the Meeting or by appointing an attorney or corporate representative to participate in the Meeting and vote for you. Alternatively, Shareholders who are entitled to vote at the Meeting may vote by appointing a proxy to participate and vote on their behalf, using the Proxy Form accompanying this notice or by appointing a proxy online.

#### (a) Jointly held Shares

If more than one Shareholder votes in respect of jointly held Shares, only the vote of the Shareholder whose name appears first in the share register will be counted whether the vote is given personally, by attorney or proxy.

#### (b) Voting in person

Shareholders wishing to vote, or their attorneys or in the case of a Shareholder or proxy which is a corporation, corporate representatives, must participate in the Meeting.

Shareholders, their attorneys or in the case of Shareholders or proxies which are corporations, corporate representatives, who plan to participate in the Meeting should attend 15 minutes prior to the time designated for the commencement of the Meeting, if possible, so that their holding may be checked against the Company's share register and their attendance is recorded.

#### (c) Voting by proxy

Shareholders wishing to appoint a proxy to vote on their behalf at the Meeting must either complete and sign or validly authenticate the personalised Proxy Form which accompanies this Notice of Meeting or lodge their proxy online. A person appointed as a proxy may be an individual or a body corporate.

Completed Proxy Forms must be delivered to the Share Registry by 11.00am (AEST) on 29 June 2025 in any of the following ways:

(i) **Online (preferred):** <https://investor.automic.com.au/#!/loginsah>

(ii) **By mail:**

BirdDog Technology Limited  
C/- Automic Registry Services  
GPO Box 5193, Sydney, NSW 2001

(iii) **By Fax:** +61 2 8583 3040

A proxy need not be a Shareholder.

If you appoint a proxy and subsequently wish to attend the meeting yourself, the proxy will retain your vote and you will be unable to vote yourself unless you notify the registrar of the revocation of your proxy appointment before the commencement of the Meeting. You may notify the registrar by calling 1300 288 664 (within Australia) or +61 2 9698 5414 (Overseas).

If a proxy appointment is signed by a Shareholder but does not name the proxy or proxies in whose favour it is given, the Chairman will act as proxy.

You are entitled to appoint up to two proxies to participate in the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy you must specify the names of each proxy and the percentage of votes or number of

securities for each proxy on the Proxy Form. Replacement Proxy Forms can also be obtained from the Share Registry.

If you hold Shares jointly with one or more other persons, in order for your proxy appointment to be valid, each of you must sign the Proxy Form.

**(d) Undirected proxies**

If a Shareholder nominates the chairman of the Meeting as that Shareholder's proxy, the person acting as chair of the Meeting must act as proxy under the appointment in respect of any or all items of business to be considered at the Meeting.

If a proxy appointment is signed or validly authenticated by that Shareholder but does not name the proxy or proxies in whose favour it is given, the Chair of the Meeting will act as proxy in respect of any or all items of business to be considered at the Meeting.

Proxy appointments in favour of the Chair of the Meeting, the Company Secretary or any Director which do not contain a direction as to how to vote will be voted in favour of the resolution at the Meeting.

The Chair intends to vote undirected proxies of which the chair is appointed as proxy in favour of the resolutions.

**(e) Voting by attorney**

If you wish to appoint an attorney to vote at the Meeting the original or a certified copy of the power of attorney under which the attorney has been appointed must be received by the Share Registry no later than 11.00am (AEST) on 29 June 2025 (or if the Meeting is adjourned or postponed, no later than 48 hours before the resumption of the Meeting in relation to the resumed part of the Meeting).

Any power of attorney granted by a Shareholder will, as between the Company and that Shareholder, continue in force and may be acted on, unless express notice in writing of its revocation or the death of the relevant Shareholder is lodged with the Company.

Your appointment of an attorney does not preclude you from participating and voting at the Meeting. The appointment of your attorney is not revoked merely by your participation and taking part in the Meeting, but if you vote on a resolution, the attorney is not entitled to vote, and must not vote, as your attorney on that resolution.

**(f) Voting by corporate representative**

To vote by corporate representative at the Meeting, a Shareholder or proxy who is a corporation should obtain a *Certificate of Appointment of Corporate Representative* from the Share Registry, complete and sign the form in accordance with the instructions on it. The completed appointment form should be lodged with the Share Registry before 11.00am (AEST) on 29 June 2025.

The appointment of a representative may set out restrictions on the representative's powers. The appointment must comply with section 250D of the Corporations Act.

The original *Certificate of Appointment of Corporate Representative*, a certified copy of the *Certificate of Appointment of Corporate Representative*, or a certificate of the body corporate evidencing the appointment of a representative is prima facie evidence of a representative having been appointed.

**BIRDDOG TECHNOLOGY LIMITED**  
ACN 644 182 883

**Explanatory Memorandum**

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Extraordinary General Meeting of Shareholders to be held at 11.00am (AEST) on Tuesday, 1 July 2025 (**Meeting**).

**1. Resolution 1: Approval of removal of the Company from the Official List of ASX**

**1.1 Background**

On 7 April 2025, the Company announced that it has made a formal request to ASX to be removed from the Official List of the ASX pursuant to Listing Rule 17.11 (**Delisting**). The Company has received an in-principle decision from ASX stating that it is likely to approve the Delisting, subject to the satisfaction of certain conditions (**In-Principle Decision**).

As is usual practice, under the In-Principle Decision, ASX has imposed a requirement under Listing Rule 17.11 and Guidance Note 33 Removal of Entities from the ASX Official List (**ASX Guidance Note 33**), that the Delisting be approved by a special resolution of Shareholders of the Company (**Delisting Approval**).

Resolution 1 seeks the required shareholder approval to the Delisting under and for the purposes of the ASX Listing Rules.

If Resolution 1 is passed, the Company will be able to proceed with the Delisting and the Company will be removed from the Official List of the ASX.

If Resolution 1 is not passed, the Company will not be able to proceed with the Delisting and the Shares will continue to be listed on the ASX. In addition, if Resolution 1 is not passed, the Company will not proceed with the Buy-Back, which is conditional on the Delisting Approval being obtained.

**1.2 Delisting conditions**

Under the In-Principle Decision, ASX has confirmed to the Company that the Delisting is subject to the following conditions, which remains subject to any further conditions imposed by ASX (if any):

- (a) The request for removal of the Company from the official list is approved by a special resolution of ordinary security holders of the Company;
- (b) The notice of meeting seeking security holder approval for the Company's removal from the official list must include the following information, in form and substance satisfactory to ASX:
  - (i) a timetable of key dates, including the time and date at which the Company will be removed from ASX if that approval is given;
  - (ii) a statement to the effect that the removal will take place no earlier than one month after approval is granted;
  - (iii) a statement to the effect that if holders wish to sell their securities on ASX, they will need to do so before the entity is removed from the official list; and if they do not, details of the processes that will exist after the Company is removed from the official list to allow securityholders to dispose of their holdings and how they can access those processes; and
  - (iv) the information prescribed in section 2.11 of ASX Guidance Note 33;

- (c) The removal of the Company from the Official List must not take place any earlier than one month after security holder approval has been obtained so that security holders have at least that period to sell their securities on ASX should they wish to do so;
- (d) The Company must apply for its securities to be suspended from quotation at least two (2) business days before its proposed removal date; and
- (e) The Company releases the full terms of this decision to the market upon making a formal application to ASX to remove the Company from the Official List of ASX,

(the **Delisting Conditions**).

The Board considers that it is in the best interests of the Company and its Shareholders to be removed from the Official List of ASX for the reasons set out below in this Explanatory Memorandum

The Company seeks approval for the removal of the Company from the Official List on a date to be decided by the ASX. Subject to satisfaction of the Delisting Conditions and receiving final approval from ASX in respect of the formal request for Delisting, the Company expects to be removed from the Official List on or about 8 August 2025.

The Company has satisfied condition (e) above by releasing the full terms of ASX's decision in the announcement made to the ASX on 7 April 2025. Condition (b) above is satisfied in this Explanatory Memorandum.

### 1.3 Listing Rule 17.11

Listing Rule 17.11 provides that the ASX may at any time remove an entity from the Official List at the request of the entity. The ASX is not required to act on the entity's request or may require conditions to be satisfied before it will act on the request. The ASX has approved the Company's request for Delisting, subject to the satisfaction of the Delisting Conditions.

### 1.4 Reasons for seeking Delisting and associated advantages

Following a detailed review, the Board has unanimously decided that the Delisting is in the best interests of Shareholders for the following reasons:

- (a) **Illiquidity:** Despite being listed on the ASX, the Company's shares have experienced low liquidity, contributing to significant volatility in its share price. This limited liquidity restricts the Company's ability to expand its institutional ownership and establish a share price that accurately reflects its fundamental value. Moreover, it makes it difficult for existing BDT shareholders to access liquidity without potentially causing a substantial adverse impact on the share price and the overall value of their investment.
- (b) **Customer, strategic and corporate opportunities:** The Board considers that the Company will have greater flexibility to pursue and execute value enhancing customer contracts, strategic opportunities and corporate transactions as an unlisted company.
- (c) **Costs:** The Company believes that the ongoing administrative, compliance and other direct costs associated with the Company's ASX listing, which exceed \$750,000 per annum, are material and disproportionate to the benefits to BirdDog and its shareholders of remaining listed. The Company's current costs which are associated with an ASX listing include the following on an annual basis:

Cost / fee	Amount
Directors' fees	\$210,000
Statutory oncosts (superannuation, payroll tax, Workcover)	\$35,200
ASX listing and trading fees	\$34,000
Share registry costs (including AGM)	\$18,000
Investor relations, financial and corporate advisory fees	\$206,000
Company secretarial fees	\$57,000
D&O insurance	\$145,000
Auditor fees	\$50,000
<b>Total</b>	<b>\$755,200</b>

- (d) **Use of management time:** Given the reasons set out above, the Company believes the management time which is deployed in administration and compliance requirements relating to an ASX listing may be better utilised in other functions of the business including a renewed focus on core business activities, driving operational efficiencies, innovation and growth.

## 1.5 Potential disadvantages of Delisting

The Board has considered the potential disadvantages to the Company of Delisting, including:

- (a) **Diminished ability to sell Shares:** Following the Delisting Date, the Shares will no longer be traded on the ASX, therefore the liquidity of Shares will be directly affected. The Company's shares will only be capable of sale via off-market private transactions which will require the Company's shareholders to identify and agree terms with potential purchasers in accordance with the Constitution and the Corporations Act.
- (b) **Changes to means of raising capital by issue of securities:** As an unlisted public company, the Company will no longer be able to raise capital from the issue of securities to the public by means of limited disclosure fundraising documents. Therefore, the main means for the Company (as an unlisted company) to raise equity funds will be by way of an offer of securities pursuant to a full form prospectus or by way of a placement of securities to sophisticated and professional investors or other investors who do not require a prospectus.
- (c) **ASX Listing Rules will no longer apply:** The reduction of obligations associated with a listing on ASX may include relief from some reporting and disclosure requirements, removal of restrictions on the issue of Shares by the Company, requirements concerning significant changes to the Company's activities and relief from requirements to address the ASX Corporate Governance Principles and Recommendations. The Company's potential ongoing disclosure requirements after Delisting (if it is an "unlisted disclosing entity" after Delisting) are described in section 1.6.

## 1.6 Consequences of Delisting

Some of the key consequences for the Company and its Shareholders if the Company is removed from the Official List include:



- (a) The Company's shares will no longer be quoted on the ASX and will no longer be traded on the ASX;
- (b) The Company's shares will only be capable of sale via off-market private transactions which will require the Company's shareholders to identify and agree terms with potential purchasers of the Company's shares in accordance with the Constitution and the Corporations Act;
- (c) As an unlisted public company, the Company will no longer be able to raise capital from the issue of securities to the public by means of limited disclosure fundraising documents;
- (d) The ASX Listing Rules and ASX Corporate Governance Principles and Recommendations will no longer be applicable to the Company. The Company will still be governed by the Corporations Act;
- (e) A reduction of obligations associated with a listing on ASX, which may include relief from some reporting and disclosure requirements, removal of restrictions on the issue of shares by the Company and requirements concerning significant changes to the Company's activities;
- (f) For as long as the Company has over 50 non-employee shareholders, the Company will remain subject to the "takeovers" provisions of the Corporations Act;
- (g) For as long as the Company remains a public company, the restrictions on the giving of a financial benefit to a related party of the Company under Chapter 2E of the Corporations Act will continue to apply;
- (h) For as long as the Company has at least 100 members, it will be classed as an "unlisted disclosing entity" under the Corporations Act and therefore be subject to the "continuous disclosure" obligations in accordance with section 675 of the Corporations Act which are substantively the same as those imposed under section 674 of the Corporations Act and ASX Listing Rule 3.1. The Company will still provide disclosure to shareholders of material matters in accordance with the Corporations Act on the Company's website. The Company will also continue to lodge annual and interim financial statements (audited and auditor-reviewed, respectively) in accordance with the Corporations Act;
- (i) The Constitution and therefore shareholders' rights will remain unchanged immediately following the Delisting such that the shareholders will continue to have the right to:
  - (i) receive notices of meetings and other notices issued by the Company;
  - (ii) exercise voting rights attached to shares; and
  - (iii) receive dividends payable by the Company from time to time,

unless the Company has 50 or less non-employee members in which case the Company may be converted to a proprietary limited company and a new constitution will be required to be adopted;
- (j) The Delisting process will not cause the cancellation or transfer of Shares, therefore, the Delisting (of itself) will have no impact on the current control structure of the Company. However, if both Resolutions 1 and 2 are passed, the number of Shares on issue may be reduced due to the implementation of the Buy-Back. Refer to section 2.4(o) of this Explanatory Memorandum for further details in relation to the potential control impact of the Buy-Back;
- (k) The Board considers that the Delisting will not adversely affect the Company's capacity to meet its existing and anticipated obligations and pay its debts as and when they fall due. As noted in section 1.4, the Board consider the Delisting will result in certain cost

savings for the Company. Notwithstanding this, in the event that Resolution 2 is passed, the Company's cash assets will be reduced through the implementation of the Buy-Back, as described in section 2 of this Explanatory Memorandum; and

(l) Following Delisting, the Company will conduct its business as usual.

## 1.7 Sale of Shares in Company prior to and after Delisting

Subject to Resolution 2 being passed, the Company is undertaking an off-market equal access share buy-back of up to 100% of each existing shareholder's BDT shares, to provide existing shareholders with an opportunity to exit from their investment in the Company prior to its Delisting. The proposed Buy-Back offer price is \$0.05 (5 cents) per Share, which is 61% higher than the closing price of \$0.031 on 3 April 2025, 52% higher than the 15-day volume weighted average price (**VWAP**) of \$0.033 and 43% higher than the 30-day VWAP of \$0.035 of BirdDog shares up to and including market trade on 3 April 2025 (being the last trading day prior to the Company's announcement of the Delisting and Buy-Back on 7 April 2025), however Shareholders should carefully consider the findings set out in the Independent Expert's Report.

The Company has commissioned RSM Corporate Australia Pty Ltd (**Independent Expert**) to prepare the Independent Expert's Report to assist Shareholders to understand the value of the Shares and to decide whether to approve Resolution 2. A copy of the Independent Expert's Report is set out in Annexure A to this Notice of Meeting.

The Independent Expert has concluded that the Buy-Back is **not fair but reasonable** to Shareholders in the absence of a superior proposal. The Independent Expert has assessed the fair value of a Share prior to the Buy-Back to be within the range of \$0.072 and \$0.080, using a net assets on a going concern methodology (on a controlling basis). Shareholders are encouraged to read the Independent Expert's Report in full, and carefully consider the information set out in the Independent Expert's Report, including the assumptions, qualifications and disclaimers on which the Independent Expert's conclusions are based.

Further details of the Buy-Back are set out in section 2 of this Explanatory Memorandum and further information on how to participate in the Buy-Back will be included in a Buy-Back Offer Booklet to be made available to Shareholders in due course.

As at the date of this Notice, the Company's Managing Director and Chief Executive Officer Dan Miall has confirmed that he does not intend to participate in the Buy-Back. Dan Miall holds 27.78% of the Shares on issue (directly and indirectly held).

In addition, as at the date of this Notice, the Company's Chief Financial Officer Barry Calnon has confirmed that he does not intend to participate in the Buy-Back. Barry Calnon indirectly holds 11.77% of the Shares on issue. Each of Dan Miall and Barry Calnon have confirmed that they do not intend to participate in the Buy-Back as they wish to remain as Shareholders, and in turn, continue to align their interests with growth in the Company's value.

The potential control impact of Buy-Back is dependent on the level of participation of the Company's shareholders. If Resolution 2 is passed, Dan Miall may obtain a controlling interest of up to 70.2% of the issued shares in the Company and therefore Dan Miall (and his associates) have confirmed that they will not vote on Resolution 2. Further details of the potential control impact of the Buy-Back are set in section 2.4(o) of this Explanatory Memorandum.

Participation in the Buy-Back is optional and conduct of the Buy-Back is subject to Resolution 2 being passed. Alternatively, or if Resolution 2 is not passed, Shareholders are able to sell their shares on ASX in the period between the date of shareholder approval and the Delisting Date, if they do not wish to remain as Shareholders of the Company following Delisting.

Following the Delisting, Shareholders will only be able to dispose of their shareholdings in private off-market transactions, in accordance with the Company's constitution and the Corporations Act.

## 1.8 Indicative timetable

If Resolution 1 is passed, the Company will be able to proceed with the Delisting and will be removed from the Official List on a date to be decided by the ASX (**Delisting Date**), subject to the satisfaction of all the Delisting Conditions and final approval by ASX.

The indicative timetable for the Delisting and Buy-Back is set out below (which assumes both Resolutions 1 and 2 are passed at the Meeting):

Event	Indicative date *
EGM to be held to approve the Delisting and Buy-Back	1 July 2025
Results of EGM announced to market	Immediately after EGM
"Ex" date for Buy-Back	7 July 2025
Record date for Buy-Back	8 July 2025
Despatch Buy-Back offer documents and application forms to shareholders  Buy-Back offer open	11 July 2025
Buy-Back offer closes	29 July 2025
Last date for Buy-Back shares to be cancelled	5 August 2025
Suspension Date (date on which BDT shares are suspended from trading on ASX)	6 August 2025
Anticipated Delisting Date (date on which Delisting is expected to take effect)	8 August 2025

*\* Dates and times are indicative only and subject to change by the Company or ASX.*

The Delisting will not take place any earlier than one month after shareholder approval has been obtained. Shares may continue to be traded on ASX up until the Suspension Date (which is currently expected to be 6 August 2025), after which trading will be suspended until the Delisting Date.

## 1.9 Remedies available

### (a) Part 2F.1 Members' rights and remedies

If a shareholder of the Company considers the proposed Delisting to be contrary to the interests of the shareholders of the Company as a whole or oppressive to, unfairly prejudicial to, or unfairly discriminatory against a shareholder or shareholders the shareholder may apply to the Court for an order under Part 2F.1 of the Corporations Act.

Under section 233 of the Corporations Act, the Court can make any order that it considers appropriate in relation to the Company, including an order that the Company be wound up or an order regulating the conduct of the Company's affairs in the future.

### (b) Part 6.10 Division 2 Subdivision B – Unacceptable circumstances

If a shareholder of the Company considers the proposed delisting involves "unacceptable circumstances" the shareholder may apply to the Takeovers Panel for a declaration of unacceptable circumstances and other orders under Part 6.10 Division 2 Subdivision B of the Corporations Act. Under section 657D of the Corporations Act, if

the Takeovers Panel has declared circumstances to be unacceptable it may make any order that it thinks appropriate to protect the rights or interests of any person or group of persons where the Takeovers Panel is satisfied that those rights or interests are being affected, or will be or are likely to be affected, by the circumstances.

## **1.10 Board Recommendation**

The Board recommends that Shareholders vote in favour of Resolution 1. The Chair intends to exercise all undirected proxies in favour of Resolution 1.

## **2. Resolution 2: Approval of equal access share buy-back [Conditional Resolution]**

### **2.1 Background**

On 7 April 2025, the Company announced its intention to seek Shareholder approval to conduct an equal access off-market buy-back of up to a total of 161,486,023 Shares, representing 100% Company's total issued share capital on issue as at the date of this Notice of Meeting (however noting that certain Directors and executives have confirmed they do not intend to participate in the Buy-Back, therefore the total Shares bought-back will be no more than approximately 97,627,774 Shares representing 60.45% of the Shares on issue - see section 2.4(o) of this Explanatory Memorandum for further information).

Resolution 2 seeks Shareholder approval for the Company to conduct the Buy-Back. The Buy-Back is conditional on obtaining Shareholder approval for the Delisting the subject of Resolution 1. In the event that Resolution 1 is not approved, Resolution 2 will not be put to a Shareholder vote.

The Company is seeking this approval to provide Shareholders with the opportunity to realise some or all of their investment prior to the Delisting. If the Delisting is implemented, the Shares will no longer be tradeable on ASX and the Company's shares will only be capable of sale via off-market private transactions. The Buy-Back provides all Shareholders the opportunity to realise some or all of their investment in the Company prior to Delisting.

If Resolution 2 is passed, the Company will be able to conduct the Buy-Back prior to Delisting. Shareholders should note that voting in favour of Resolution 2 does not constitute an election to participate in the Buy-Back. If Resolution 2 is passed, participation in the Buy-Back will remain voluntary to all Shareholders, who can elect whether to sell some, all or none of their Shares under the Buy-Back.

If Resolution 2 is not passed, the Company will not be able to conduct the Buy-Back prior to Delisting. However, the Company may determine to conduct a share buy-back within the 10/12 limit (see further information in relation to the 10/12 limit in section 2.3).

### **2.2 ASX Listing Rule 10.1**

Under ASX Listing Rule 10.1, an entity must ensure that neither the entity, nor any of its child entities, acquires or agrees to acquire, or disposes of or agrees to dispose of, a substantial asset from, any of the following persons without the approval of Shareholders:

- a related party of the entity;
- a child entity of the entity;
- a person who is, or was at any time in the 6 months before the transaction or agreement, a substantial (10%+) holder in the entity;
- an associate of a person referred to above; or
- a person whose relationship to the entity or the person referred to above is such that, in ASX's opinion, the transaction should be approved by Shareholders.

Under ASX Listing Rule 10.2, an asset is substantial if its value or the value of the consideration being paid or received by the entity for it is, or in ASX's opinion, 5% or more of the equity interests of the entity, as set out in the latest accounts given to ASX under the listing rules.

As at the date of this Notice, the Company's Managing Director and Chief Executive Officer Dan Miall has confirmed that he does not intend to participate in the Buy-Back. Dan Miall holds 27.78% of the Shares on issue (directly and indirectly held).

As at the date of this Notice, the Company's Chief Financial Officer Barry Calnon has confirmed that he does not intend to participate in the Buy-Back. Barry Calnon indirectly holds 11.77% of the Shares on issue.

Other than Mr Calnon and Mr Miall, there are no other Shareholders holding greater than 5% of the Shares on issue (i.e. a Shareholder from whom the Company could acquire a substantial asset under the Buy-Back) who fall within any of the categories of persons or entities under ASX Listing Rule 10.1.

Additionally, the only other person holding shares in the Company that may be considered under ASX Listing Rule 10.1, is the Company's Chair John Dixon. John Dixon has also confirmed that he does not intend to participate in the Buy-Back. He holds 361,471 Shares or 0.22% of the Shares on issue.

Accordingly, in relation to any Shareholder, the Buy-Back will not constitute a transaction for which shareholder approval under ASX Listing Rule 10.1 is required, and therefore approval under ASX Listing Rule 10.1 is not being sought in relation to the Buy-Back.

## **2.3 Overview of buy-backs under the Corporations Act**

Under a buy-back, a company buys back its own shares from its shareholders who elect to participate in the buy-back offer. Any shares bought back must then be cancelled in accordance with the Corporations Act, with the result being that the total number of the company's shares on issue is reduced by the number of shares bought back from participating shareholders.

An equal access scheme is a type of buy-back. Section 257B of the Corporations Act prescribes that in an equal access scheme:

- (a) the offers under the scheme must relate only to ordinary shares;
- (b) the offers must be made to every person who holds ordinary shares to buy back the same percentage of their ordinary shares;
- (c) all of those persons must have a reasonable opportunity to accept offers made to them;
- (d) buy-back agreements must not be entered into until a specified time for acceptances of offers has closed; and
- (e) the terms of the offers must be the same.

The proposed Buy-Back complies with the above conditions and is an equal access scheme for the purposes of the Corporations Act.

Under the Corporations Act, the '10/12 limit' for a company proposing to make a buy-back is 10% of the smallest number, at any time during the last 12 months, of votes attaching to voting shares of the company.

Under section 257C of the Corporations Act, a buy-back agreement which exceeds the 10/12 limit must be approved by an ordinary resolution passed at a general meeting of the company before the agreement is entered into or the agreement must be conditional on obtaining such an approval. Accordingly, Resolution 2 seeks Shareholder approval for the Company to conduct the Buy-Back.

## **2.4 Overview of the Company's Buy-Back**

The key details of the proposed Buy-Back are set out below.

(a) **Number and class of securities**

The Company is offering to buy back up to 100% of each Shareholder's fully paid ordinary shares in the Company On this basis, as at the date of this Notice, the maximum number of Shares that the Company will buy back off-market will be 161,486,023 Shares.

However noting that certain Directors and executives have confirmed they do not intend to participate in the Buy-Back, therefore the total Shares bought-back will be no more than approximately 97,627,774 Shares representing 60.45% of the Shares on issue - see section 2.4(o) of this Explanatory Memorandum for further information.

(b) **Number of shares currently on issue**

The Company has a total of 161,486,023 Shares on issue as at the date of this Notice.

(c) **Buy-Back offer price**

The proposed Buy-Back offer price is \$0.05 (5 cents) per Share (**Buy-Back Price**), which is 61% higher than the closing price of \$0.031 on 3 April 2025, 52% higher than the 15-day VWAP of \$0.033 and a 43% higher than the 30-day VWAP of \$0.035 of BirdDog shares up to and including market trade on 3 April 2025 (being the last trading day prior to the Company's announcement of the Delisting and Buy-Back on 7 April 2025), however Shareholders should carefully consider the findings, including the Independent Expert's assessment of fair value of the Shares, as set out in the Independent Expert's Report.

The Independent Expert has concluded that the Buy-Back is **not fair but reasonable** to Shareholders in the absence of a superior proposal. The Independent Expert has assessed the fair value of a Share prior to the Buy-Back to be within the range of \$0.072 and \$0.080, using a net assets on a going concern methodology (on a controlling basis).

In determining the Buy-Back Price, the Board has sought to balance the interests of those Shareholders who wish to participate in the Buy-Back with those of Shareholders who wish to retain their investment in the Company.

(d) **Current share price**

To provide an indication of the recent market price of the Shares, the closing price on 3 April 2025 (being the last trading day prior to the Company's announcement of the Delisting and Buy-Back on 7 April 2025) was \$0.031. The highest and lowest market sale prices for the Shares on ASX during the previous three months were as follows:

Month	Low	High
April 2025*	\$0.0300	\$0.0330
March 2025	\$0.0290	\$0.0370
February 2025	\$0.0300	\$0.0400
January 2025	\$0.0365	\$0.0660

*\* The trading days in April 2025 in the above table are through to and including 3 April 2025, being the last trading day prior to the Company's announcement of the Delisting and Buy-Back on 7 April 2025.*

(e) **Independent Expert's Report**

The Company has commissioned RSM Corporate Australia Pty Ltd to prepare the Independent Expert's Report to assist Shareholders to understand the value of the Shares and to decide whether to approve Resolution 2.

The Independent Expert has concluded that the Buy-Back is **not fair but reasonable** to Shareholders in the absence of a superior proposal.

In summary, the Independent Expert has concluded the Buy-Back is **not fair** on the basis of its assessment of the fair value of a Share prior to the Buy-Back being within the range of \$0.072 and \$0.080, using a net assets on a going concern methodology (on a controlling basis), which is greater than the Buy-Back Price.

Despite concluding that the Buy-Back is not fair, the Independent Expert has concluded that the Buy-Back is **reasonable**, for the reasons described in the Independent Expert's Report as set out in Annexure A to this Notice of Meeting.

Shareholders are encouraged to read the Independent Expert's Report in full, and carefully consider the information set out in the Independent Expert's Report, including the assumptions, qualifications and disclaimers on which the Independent Expert's conclusions are based.

(f) **Options available to shareholders**

If Resolution 2 is approved, the Company will invite Shareholders to sell some or all of their Shares back to the Company at the Buy-Back Price. Voting in favour or against Resolution 2 does not constitute an election to participate or not participate in the Buy-Back.

Participation in the Buy-Back is voluntary, and Shareholders can elect whether to sell some, all or none of their Shares under the Buy-Back.

All Shares bought back under the Buy-Back will be cancelled.

A Shareholder who does not wish to participate in the Buy-Back does not need to do anything. If a Shareholder does not participate in the Buy-Back, the number of Shares that they hold in the Company will remain the same but their percentage shareholding in the Company will increase if other Shareholders elect to participate in the Buy-Back.

The ex-entitlement date for the Buy-Back (if approved) is currently expected to be 7 July 2025. Shares acquired after the ex-entitlement date will not confer any entitlement to participate in the Buy-Back.

(g) **How to participate in the Buy-Back**

In the event that Resolutions 1 and 2 are approved, the Company will make available to eligible Shareholders who hold Shares as at the record date for the Buy-Back (currently expected to be 8 July 2025) (**Eligible Shareholders**) a Buy-Back Offer Booklet including a personalised application form to participate in the Buy-Back. Further details of how to participate in the Buy-Back will be included in the Buy-Back Offer Booklet.

The Buy-Back will be open to Shareholders from the Buy-Back offer open date to the offer close date. The Buy-Back offer period is currently expected to be from 11 July 2025 to 29 July 2025.

Proceeds of the Buy-Back are expected to be distributed to participants on the Buy-Back settlement date, which is currently expected to be on 6 August 2025.

(h) **Timetable**

Please see 1.8 section of this Explanatory Memorandum for an indicative timetable for the Delisting and Buy-Back (if Resolutions 1 and 2 are passed). The dates and times set out in this Notice are indicative only and subject to change by the Company or ASX.

The Company reserves the right to withdraw the Buy-Back or close the Buy-Back early subject to the ASX Listing Rules.

(i) **Reasons for the Buy-Back**

If Resolution 1 is approved and the Delisting is implemented, Shares will no longer be tradeable on the ASX and Shareholders will have a diminished ability to dispose of their Shares. Therefore the proposed Buy-Back, if approved, is being conducted to provide all Shareholders the opportunity to exit some or all of their investment in the Company prior to Delisting should they wish to do so.

(j) **Financial effect of the Buy-Back on the Company**

The Company has a total of 161,486,023 Shares on issue as at the date of this Notice of Meeting.

As at the date of this Notice, the Company's Managing Director and Chief Executive Officer Dan Miall, who is the Company's largest Shareholder and holds 44,859,096 Shares (directly and indirectly, representing 27.78% of the Company's shares on issue), has confirmed that he does not intend to participate in the Share Buy-Back. Further, as at the date of this Notice, the Company's Chief Financial Officer Barry Calnon, who holds 18,999,153 Shares (indirectly held representing 11.77% of the Company's shares on issue), has confirmed that he does not intend to participate in the Share Buy-Back.

Therefore, the maximum number of Shares which can be bought back is 97,627,774 Shares at the Buy-Back Price of \$0.05 (5 cents) per Share.

Accordingly, assuming the maximum number of Shares are purchased under the Buy-Back (excluding the Shares held by Dan Miall and Barry Calnon), on implementation of the Buy-Back the Company's cash assets will be reduced by up to approximately \$4.88 million in cash consideration to Shareholders.

The table below sets out the Company's financial position as at 31 December 2024 and a pro forma consolidated statement of financial position post completion of the Buy-Back, assuming the maximum number of Shares are purchased under the Buy-Back (excluding the Shares held by Dan Miall and Barry Calnon) and taking into account costs of the Buy-Back including adviser fees.



<b>As at (A\$ '000):</b>	<b>31-Dec-24</b>	<b>Buy-Back</b>	<b>31-Dec-24 Pro Forma</b>
Cash and cash equivalents	\$9,365	(\$5,256)	<b>\$4,109</b>
Receivables	\$2,682		<b>\$2,682</b>
Inventories	\$7,737		<b>\$7,737</b>
Other assets - Current	\$793		<b>\$793</b>
<i>Current assets</i>	<b>\$20,577</b>	<b>(\$5,256)</b>	<b>\$15,321</b>
Property, plant and equipment	\$84		<b>\$84</b>
Other assets - Non-current	\$124		<b>\$124</b>
Deferred tax assets	\$26		<b>\$26</b>
<i>Non-current assets</i>	<b>\$234</b>	<b>\$0</b>	<b>\$234</b>
<b>Total Assets</b>	<b>\$20,811</b>	<b>(\$5,256)</b>	<b>\$15,555</b>
Payables	(\$1,399)		<b>(\$1,399)</b>
Contract liabilities	(\$53)		<b>(\$53)</b>
Current tax liabilities	(\$10)		<b>(\$10)</b>
Provisions - Current	(\$653)		<b>(\$653)</b>
Other liabilities	\$0		<b>\$0</b>
<i>Current liabilities</i>	<b>(\$2,115)</b>	<b>\$0</b>	<b>(\$2,115)</b>
Provisions - Non-current	(\$34)		<b>(\$34)</b>
<b>Total Liabilities</b>	<b>(\$2,149)</b>	<b>\$0</b>	<b>(\$2,149)</b>
<b>Net Assets</b>	<b>\$18,662</b>	<b>(\$5,256)</b>	<b>\$13,406</b>
Issued capital	\$43,861	(\$5,256)	<b>\$38,605</b>
Reserves	\$176		<b>\$176</b>
Accumulated losses	(\$25,375)		<b>(\$25,375)</b>
<b>Total Equity</b>	<b>\$18,662</b>	<b>(\$5,256)</b>	<b>\$13,406</b>

(k) **Source of funds**

The Buy-Back will be funded by the existing cash reserves of the Company. The Board has determined that the Buy-Back will not materially prejudice the Company's ability to pay its creditors.

(l) **Advantages of Buy-Back**

Advantages of the proposed Buy-Back include:

- (i) Eligible Shareholders have the opportunity to exit all or part of their investment in the Company prior to the proposed Delisting;
- (ii) all Eligible Shareholders have an equal opportunity to participate and also have flexibility to tailor the level of their participation to suit their individual circumstances;
- (iii) participating Shareholders will not have to pay brokerage or appoint a stockbroker to sell their Shares pursuant to the Buy-Back;
- (iv) Shareholders who sell all of their Shares will avoid ongoing exposure to the risks associated with an investment in the Company, including no guarantee of growth, potentially illiquid investment, equity price risks and general economic and business risks;

- (v) Eligible Shareholders will have the opportunity to sell some or all of their Shares at a price which is likely to be above the market price that would be available on ASX (taking into account the likely impact of that selling activity on the prevailing market price). Given the historical illiquidity of the Shares, there is no guarantee that Shareholders could achieve such a return on-market if the Buy-Back does not proceed; and
- (vi) the Buy-Back will enable Eligible Shareholders to sell a significant volume of Shares which may otherwise be difficult to do via ASX in light of recent trading levels in Shares.

(m) **Disadvantages of Buy-Back**

Disadvantages of the proposed Buy-Back include:

- (i) the Buy-Back would, if approved and to the extent that Shareholders participate in it, result in the cancellation of Shares in the Company and therefore impact on the control of the Company. If there is significant participation in the Buy-Back, this will lead to an increase in the voting power of any substantial Shareholders who elect not to participate in the Buy-Back. Please see section 2.4(o) for details on the potential impact on control of the Company; and
- (ii) Shareholders who sell their Shares under the Buy-Back will forego, to the extent they sell down their shareholding, any benefits of remaining a holder of shares. This includes, for example, the right to benefit from any future value realisation by the Company and the right to exercise any vote on resolutions considered by members at general meeting; and
- (iii) The Independent Expert has concluded that the Buy-Back is **not fair but reasonable** to Shareholders in the absence of a superior proposal.

(n) **Tax implications**

Approval of Resolution 2 will not result in any tax implications for Shareholders if they do not sell their Shares. However, if a Shareholder chooses to participate in the Buy-Back then that Shareholder should obtain specific tax advice on the treatment of the sale of their Shares taking into account their particular circumstances.

(o) **Intentions of major shareholders and potential effect on control**

The Buy-Back would, if approved and to the extent that Shareholders participate in it, result in the cancellation of Shares in the Company and is capable of having an effect on control of the Company depending on the level of participation.

If there is significant participation in the Buy-Back, this will lead to an increase in the voting power of any substantial Shareholders in the Company who elect not to participate in the Buy-Back.

As at the date of this Notice, Managing Director and Chief Executive Officer Dan Miall and Chief Financial Officer Barry Calnon have confirmed that they do not intend to participate in the Buy-Back, as they wish to remain as Shareholders, and in turn, continue to align their interests with growth in the Company's value. Dan Miall and Barry Calnon are the two largest Shareholders of the Company, with an aggregate voting power of approximately 39.5% of the total issued capital of the Company (directly and indirectly held).

It should be noted that implementation of the Buy-Back could increase the aggregated voting power, of Dan Miall and Barry Calnon, and their control over the Company. Examples of the potential number of Shares and voting power which will, in aggregate, be held by Dan Miall and Barry Calnon, along with other Shareholders in various Buy-Back

participation scenarios (where participation refers to the take-up percentage amongst all Shareholders except for Dan Miall and Barry Calnon) are described in the table below.

	Current	25% Buy-Back participation	35% Buy-Back participation	75% Buy-Back participation	100% Buy-Back participation
Dan Miall (Directly and indirectly held)	44,859,096 27.8%	44,859,096 32.7%	44,859,096 35.2%	44,859,096 50.8%	44,859,096 70.2%
Barry Calnon (Indirectly held)	18,999,153 11.8%	18,999,153 13.9%	18,999,153 14.9%	18,999,153 21.5%	18,999,153 29.8%
Total - Dan Miall and Barry Calnon, in aggregate (Directly and indirectly held)	63,858,249 39.5%	63,858,249 46.6%	63,858,249 50.2%	63,858,249 72.3%	63,858,249 100%
Other Shareholders	97,627,774 60.5%	73,220,831 53.4%	63,458,053 49.8%	24,406,944 27.7%	0 0%
Total	161,486,023 100%	137,079,080 100%	127,316,302 100%	88,265,193 100%	63,858,249 100%

Assuming a 100% Buy-Back participation by all other Shareholders (i.e. all Shares except for those held by Dan Miall and Barry Calnon are bought back), the aggregated voting power of Dan Miall and Barry Calnon could increase from its current level to 100%, and Dan Miall's voting power could increase from its current level to 70.2%, however this is an unlikely outcome given that certain other Shareholders may elect not to participate in the Buy-Back.

Assuming at least a 35% Buy-Back participation by all other Shareholders (i.e. at least 35% of all Shares except for those held by Dan Miall and Barry Calnon are bought back), the aggregated voting power of Dan Miall and Barry Calnon could increase from its current level to at least 50.2%, a practical implication of which is that if the two Shareholders vote together, they will have the ability to pass, or block the passing of, any ordinary resolution of the Company (if this level of Buy-Back participation is achieved).

Assuming at least a 75% Buy-Back participation by all other Shareholders (i.e. 75% of all Shares except for those held by Dan Miall and Barry Calnon are bought back), the voting power of Dan Miall could increase from its current level to at least 50.8%, a practical implication of which is that Dan Miall will have the ability to pass, or block the passing of, any ordinary resolution of the Company (if this level of Buy-Back participation is achieved).

If Resolution 2 is passed, Dan Miall may obtain a controlling interest of up to 70.2% of the issued shares in the Company and therefore Dan Miall (and his associates) have confirmed that they will not vote on Resolution 2.

(p) **Intentions of major shareholders in relation to the business**

As described in section 2.4(o), Managing Director and Chief Executive Officer Dan Miall and Chief Financial Officer Barry Calnon have confirmed that they do not intend to

participate in the Buy-Back. Assuming a 100% Buy-Back participation by all other Shareholders, then the aggregated voting power of Dan Miall and Barry Calnon could increase from its current level to 100%, and Dan Miall's voting power could increase from its current level to 70.2%.

In relation to continuation of the Company's business following any Delisting and Buyback, Dan Miall and Barry Calnon, have confirmed that within their existing roles as Chief Executive Officer and Chief Financial Officer (respectively), they will continue to operate and manage the business in the same manner as prior to the Delisting and Buy-Back.

Dan Miall and Barry Calnon have confirmed that as at the date of this Notice, they do not intend to implement any major changes to the business of the Company, and do not have any intentions to alter the employment of the present employees of the Company, following any Delisting and Buy-Back. It is expected that one of the non-executive directors will retire as a Director of the Company if the Delisting proceeds.

The Delisting and Buy-Back will not result in any changes to the management of the Company and should these corporate actions proceed, the business will continue to operate in accordance with existing business plans and growth strategies.

**(q) Directors' interests and participation in Buy-Back**

As at the date of this Notice of Meeting, the Directors have the following interests in Shares (directly and indirectly held):

Director	Shares held
John Dixon	361,471
Dan Miall	44,859,096
Alan Sparks	Nil
Peter Cooke	Nil

Directors are eligible to participate in the Buy-Back subject to complying with the Company's policies and procedures, the ASX Listing Rules and subject to the terms of the Buy-Back as described in this Explanatory Memorandum. However, as at the date of this Meeting, Dan Miall and John Dixon have confirmed that they do not intend to participate in the Buy-Back.

**2.5 Voting exclusion and Board recommendation**

If Resolution 2 is passed, the Company's Managing Director and Chief Executive Officer may obtain a controlling interest of up to 70.2% of the issued shares in the Company (further details of which are set out in section 2.4(o) of this Explanatory Memorandum). Accordingly, Dan Miall (and his associates) have confirmed that they will not vote on Resolution 2.

In addition, Dan Miall has abstained from making a recommendation to Shareholders on how to vote in relation to Resolution 2. The Board (with Dan Miall abstaining) recommend that Shareholders vote in favour of Resolution 2. The Chair intends to exercise all undirected proxies in favour of Resolution 2.

**3. Further information**

The Board is not aware of any other information which is relevant to the consideration by members of the proposed resolutions set out in this Notice of Meeting.

The Board recommend members read this Explanatory Memorandum in full and, if desired, seek advice from their own independent financial or legal adviser as to the effect of the proposed resolutions before making any decision in relation to the proposed resolutions.

## Glossary

### Definitions

The following definitions are used in the Notice of Meeting and the Explanatory Memorandum:

**AEST** means Australian Eastern Standard Time.

**ASX** means ASX Limited ACN 008 624 691 or the securities market which it operates, as the case requires.

**ASX Listing Rules** or **Listing Rules** means the Listing Rules of the ASX as amended from time to time.

**Board** means the board of Directors of the Company.

**Company** means BirdDog Technology Limited ACN 653 360 448.

**Constitution** means the constitution of the Company.

**Corporations Act or Act** means the *Corporations Act 2001* (Cth).

**Director** means a director of the Company.

**Explanatory Memorandum** means the explanatory memorandum attached to this Notice.

**Extraordinary General Meeting / EGM** means the extraordinary general meeting of the Company to be held at 11.00am (AEST) on 1 July 2025 pursuant to the Notice of Meeting.

**Independent Expert** means RSM Corporate Australia Pty Ltd.

**Independent Expert's Report** means the report prepared by the Independent Expert in respect of the Buy-Back, a copy of which is set out Annexure A to this Notice of Meeting.

**Meeting** means the extraordinary general meeting subject to this Notice.

**Notice of Meeting** or **Notice** means this notice of Extraordinary General Meeting.

**Official List** means the official list of ASX.

**Resolution** means the resolutions referred to in the Notice of Meeting.

**Share** means a fully paid ordinary share in the capital of the Company.

**Share Registry** means Automic Registry Services.

**Shareholder** means a holder of a Share.

## **Annexure A – Independent Expert's Report**

# BirdDog Technology Limited

## Financial Services Guide and Independent Expert's Report

29 May 2025





## Financial Services Guide

RSM Corporate Australia Pty Ltd ABN 82 050 508 024 (“**RSM**” or “**we**” or “**us**” or “**our**” as appropriate) has been engaged to issue general financial product advice in the form of a report to be provided to you.

In the above circumstances we are required to issue to you, as a retail client, a Financial Services Guide (“**FSG**”). This FSG is designed to help retail clients make a decision as to their use of the general financial product advice and to ensure that we comply with our obligations as financial services licensees.

This FSG includes information about:

- who we are and how we can be contacted;
- the financial services that we will be providing you under our Australian Financial Services Licence (“**AFSL**”), Licence No 255847;
- remuneration that we and/or our staff and any associates receive in connection with the financial services that we will be providing to you;
- any relevant associations or relationships we have; and
- our complaints handling procedures and how you may access them.

### Financial services we will provide

For the purposes of our report and this FSG, the financial service we will be providing to you is the provision of general financial product advice in relation to securities.

We provide financial product advice by virtue of an engagement to issue a report in connection with a financial product of another person. Our report will include a description of the circumstances of our engagement and identify the person who has engaged us. You will not have engaged us directly but will be provided with a copy of the report as a retail client because of your connection to the matters in respect of which we have been engaged to report.

Any report we produce is provided on our own behalf as a financial services licensee authorised to provide the financial product advice contained in the report.

### General financial product advice

In our report we provide general financial product advice, not personal financial product advice, because it has been prepared without taking into account your personal objectives, financial situation or needs.

You should consider the appropriateness of this general advice having regard to your own objectives, financial situation and needs before you act on the advice. Where the advice relates to the acquisition or possible acquisition of a financial product, you should also obtain a product disclosure statement relating to the product and consider that statement before making any decision about whether to acquire the product.

### Benefits that we may receive

We charge various fees for providing different financial services. However, in respect of the financial service being provided to you by us, fees will be agreed, and paid by, the person who engages us to provide the report and such fees will be agreed on either a fixed fee or time cost basis. You will not pay to us any fees for our services; BirdDog Technology Limited (“**BDT**” or “**the Company**”) will pay our fees. These fees are disclosed in the Report.

Except for the fees referred to above, neither RSM Corporate Australia Pty Ltd, nor any of its directors, employees, or related entities, receive any pecuniary benefit or other benefit, directly or indirectly, for or in connection with the provision of the Report.

### Remuneration or other benefits received by our employees

All our employees receive a salary.

### Referrals

We do not pay commissions or provide any other benefits to any person for referring customers to us in connection with the reports that we are licensed to provide.

## Associations and relationships

RSM Corporate Australia Pty Ltd is beneficially owned by the partners of RSM Australia, a large national firm of chartered accountants and business advisors. Our directors are partners of RSM Australia Partners.

From time to time, RSM Corporate Australia Pty Ltd, RSM Australia Partners, RSM Australia and/or RSM Australia related entities may provide professional services, including audit, tax and financial advisory services, to financial product issuers in the ordinary course of its business.

## Complaints resolution

### Internal complaints resolution process

As the holder of an Australian Financial Services Licence, we are required to have a system for handling complaints from persons to whom we provide financial product advice. All complaints should be directed to The Complaints Officer, RSM Corporate Australia Pty Ltd, PO Box R1253, Perth, WA, 6844.

If we receive a written complaint, we will record the complaint, acknowledge receipt of the complaint within 15 days and investigate the issues raised. As soon as practical, and not more than 45 days after receiving the written complaint, we will advise the complainant in writing of our determination. If a complaint is received in advance of a shareholder meeting or other key date where shareholders or investors may be making decisions which are influenced by our report, we will make all reasonable efforts to respond to complaints prior to that date.

### Referral to external dispute resolution scheme

A complainant not satisfied with the outcome of the above process, or our determination, has the right to refer the matter to the Australian Financial Complaints Authority (“**AFCA**”). AFCA is an independent dispute resolution scheme that has been established to provide free advice and assistance to consumers to help in resolving complaints relating to the financial services industry.

Further details about AFCA are available at the AFCA website [www.afca.org.au](http://www.afca.org.au). You may contact AFCA directly by email, telephone or in writing at the address set out below.

Australian Financial Complaints Authority  
GPO Box 3  
Melbourne VIC 3001  
Toll Free: 1800 931 678  
Email: [info@afca.org.au](mailto:info@afca.org.au)

Time limits may apply to make a complaint to AFCA, so you should act promptly or consult the AFCA website to determine if or when the time limit relevant to your circumstances expires.

## Contact details

You may contact us using the details set out at the top of our letterhead on page 4 of this report.

**RSM Corporate Australia Pty Ltd**

Level 27, 120 Collins Street Melbourne VIC 3000  
PO Box 248 Collins Street West VIC 8007  
T +61 (0) 3 9286 8000  
F +61 (0) 3 9286 8199  
www.rsm.com.au

29 May 2025

The Shareholders  
BirdDog Technology Limited  
c/- JM Corporate Services  
Level 21, 459 Collins Street  
Melbourne VIC 3000

Dear Shareholders,

## Independent Expert's Report

### Introduction

This Independent Expert's Report (the "**Report**" or "**IER**") has been prepared to accompany the Notice of Extraordinary General Meeting and Explanatory Statement ("**Notice**") to be provided to shareholders for an Extraordinary General Meeting of BirdDog Technology Limited ("**BDT**" or "the **Company**") to be held on or about 1 July 2025 at which shareholder approval will be sought for the Company to undertake an equal access off-market share buy-back of up to 100% of each existing shareholders' BDT Shares ("**Buy-Back**") for consideration of \$0.05 per Share ("**Buy-Back Price**").

### Purpose of the report

The Company is seeking shareholder approval to undertake a delisting of BDT's Shares (Resolution 1) ("**Delisting**") and to undertake the Buy-Back (Resolution 2).

Whilst the Buy-Back is for 100% of the Company's 161,486,023 Shares on issue, the number of Shares subject to the Buy-Back reduces to 97,627,774 as BDT's Managing Director, Dan Miall ("**Miall**"), and Chief Financial Officer, Barry Calnon ("**Calnon**"), who collectively hold approximately 39.5% of the Company's shares on issue, have confirmed that they do not intend to participate in the Buy-Back.

Miall currently holds 27.78% of the Shares on issue (directly and indirectly held) and Calnon currently holds 11.77% of the Shares on issue (indirectly held). Depending on the level of acceptance of the Buy-Back, Miall and Calnon will increase their relative shareholdings in BDT to a maximum (assuming all remaining eligible shareholders accept the Buy-Back) of c. 70.2% and 29.8%, respectively.

Whilst an IER is not mandatory under the Corporations Act 2001 ("**Corporations Act**" or "**Act**") for an equal access share buy-back, given the potential control implications of the Buy-Back as noted above, the Directors of the Company have requested that RSM Corporate Australia Pty Ltd ("**RSM**"), being independent and qualified for the purpose, express an opinion as to whether the Buy-Back (Resolution 2) is fair and reasonable to BDT shareholders ("**Shareholders**").

The Buy-Back is conditional on the Company obtaining shareholder approval for the Delisting of BDT's Shares under Resolution 1. In the event Resolution 1 is not approved, Resolution 2 will not be put to a Shareholder vote. Accordingly, we have included our assessment of the impact Resolution 1 will have on our assessment of the fairness and reasonableness of the Buy-Back.

### Summary of opinion

In the absence of any other relevant information and/or a superior proposal, RSM considers the Buy-Back is **not fair but reasonable** to Shareholders.

We have formed this opinion for the reasons set out below.

## Approach

The Australian Securities and Investment Commission (“ASIC”) Regulatory Guide 110 *Share buy-backs* (“RG 110”) sets out the information to be disclosed to shareholders by companies seeking shareholder approval for a buy-back. RG 110.18 states that if a company proposes to buy back a significant percentage of shares it should consider providing an Independent Expert’s Report with a valuation of the shares.

In assessing whether the Buy-Back is “fair and reasonable” to Shareholders, we have considered ASIC Regulatory Guide 111 *Content of expert reports* (“RG 111”), which provides specific guidance as to how an expert is to appraise transactions.

RG 111 provides ASIC’s views on how an expert can help security holders make informed decisions about transactions. Specifically, it gives guidance to experts on how to evaluate whether or not a proposed transaction is fair and reasonable.

RG 111 states that the expert’s report should focus on:

- the issues facing the security holders for whom the report is being prepared; and
- the substance of the transaction rather than the legal mechanism used to achieve it.

RG111 indicates that where a transaction is a control transaction, the expert should focus on the substance of the control transaction rather than the legal mechanism to affect it. RG 111 suggests that where a transaction is a control transaction it should be analysed on a basis consistent with a takeover bid.

RG 111 does not specify if an equal access share buy-back is a control transaction. However, depending on the level of acceptance of the Buy-Back, Miall and Calnon will increase their relative shareholding in BDT to a maximum (assuming all remaining eligible shareholders accept the Buy-Back) of c. 70.2% and 29.8%, respectively, and accordingly, could constitute the acquisition of a “relevant interest” under section 606(1) of the Corporations Act (i.e. more than a 20% interest in the Company, or increasing from an interest greater than 20% and below 90% beyond that allowed under the section 606 ‘creep’ provisions).

Given the potential control implications, we have assessed the Buy-Back as a control transaction.

Therefore, consistent with the guidance set out in RG 111, we have considered whether the Buy-Back is “fair” to Shareholders by assessing and comparing:

- the Fair Value of a BDT Share on a controlling basis prior to the Buy-Back; with
- the Buy-Back Price, being cash consideration of \$0.05 per Share.

Our assessment of the Fair Value of a BDT Share has been prepared on the following basis:

*“the value that should be agreed in a hypothetical transaction between a knowledgeable, willing but not anxious buyer and a knowledgeable, willing but not anxious seller, acting at arm’s length”.*

In accordance with RG 111, we have considered whether the Buy-Back is “reasonable” to Shareholders by undertaking an analysis of the other factors relating to the Buy-Back which are likely to be relevant to Shareholders, in their decision as to whether or not to approve the Buy-Back.

Further information on the approach we have employed in assessing whether the Buy-Back is fair and reasonable to Shareholders is set out in Sections 6 and 7 of this Report.

## Fairness opinion

The table below sets out a summary of our assessment of the Fair Value of a BDT Share prior to the Buy-Back compared to the Buy-Back Price as set out in the Notice.

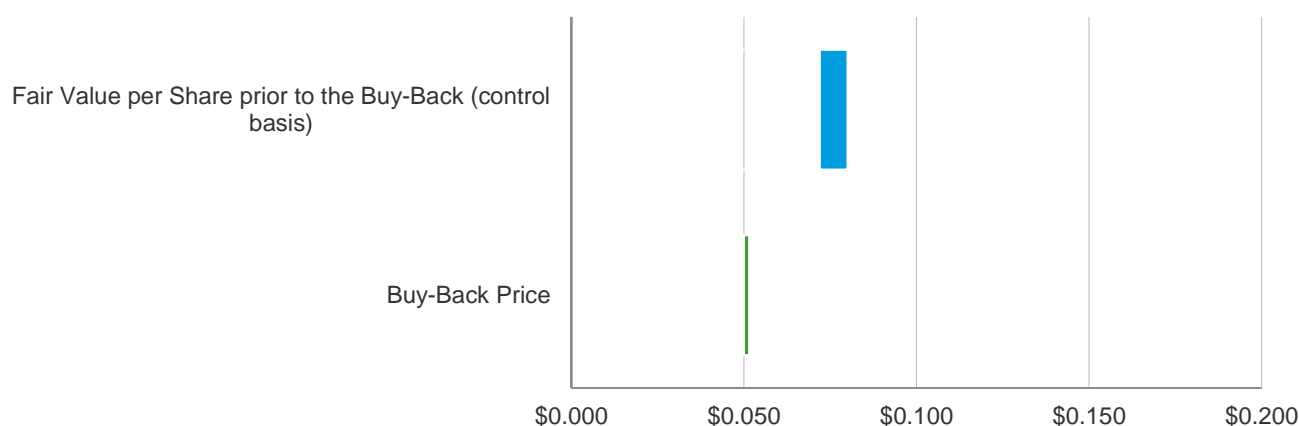
**Table 1 Valuation summary**

	Low	High	Preferred
<b>Fair Value per Share prior to the Buy-Back (control basis)</b>	<b>\$0.072</b>	<b>\$0.080</b>	<b>\$0.076</b>
<b>Buy-Back Price</b>	<b>\$0.050</b>	<b>\$0.050</b>	<b>\$0.050</b>

Source: RSM analysis

The above comparison is presented graphically below.

**Figure 1 Valuation summary**



Source: RSM analysis

In our opinion, as the Fair Value of a BDT Share prior to the Buy-Back (on a controlling basis) is greater than the Buy-Back Price, we consider the Buy-Back is **not fair** to Shareholders.

Our concluded Fair Value per Share prior to the Buy-Back (controlling basis) in the range of \$0.072 to \$0.080 per Share, has been assessed on a net assets on a going concern basis based primarily on the reviewed financial statements of the Company for the half-year ended 31 December 2024 (adjusted for estimated movements post 31 December 2024). We consider the net assets basis provides the best representation of the Fair Value per Share due to BDT's loss-making operations at the date of this Report and also having regard to the low liquidity of the Company's traded shares.

As set out in Section 5.2 (Table 18), we assessed the Fair Value of a BDT Share using the quoted market price of listed securities ("QMP") method (on a controlling basis) to be in the range of \$0.040 to \$0.047, with a preferred value of \$0.044. We note that the Buy-Back Price would be fair if the values derived under the QMP method were used.

We consider that the difference between our assessed Fair Value per Share using the net assets on a going concern approach and the assessed Fair Value per Share using the QMP approach is likely representative of:

- discounts for lack of marketability priced by market participants into the listed share price of BDT, given the low level of liquidity evidenced in the historical share trading of BDT shares;
- the impact of losses sustained by the Company over the last three years; and
- expectations of future losses in the short to medium term which will further erode the net tangible asset position of the Company.

It should be noted that our valuation of a Share prior to the Buy-Back does not necessarily reflect the price at which BDT Shares will trade if the Buy-Back is not approved. The price at which Shares will ultimately trade depends on a range of factors including the liquidity of BDT's shares, macroeconomic conditions, the underlying success of the Company's future trading operations, and the supply and demand for BDT shares.

## Reasonableness opinion

RG 111 establishes that an offer for securities is reasonable if it is fair. It might also be reasonable if, despite not being fair, there are sufficient reasons for security holders to accept the offer in the absence of a higher bid before the offer closes.

As such, we have also considered the following factors in relation to the reasonableness aspect of the Buy-Back:

- the future prospects of the Company if the Buy-Back does not proceed;
- commercial advantages and disadvantages to the Shareholders as a consequence of the Buy-Back proceeding;
- the response of the market to the Buy-Back;
- the extent to which Shareholders are receiving a premium for control; and
- alternative proposals to the Buy-Back.

## Future prospects of BDT if the Buy-Back does not proceed

The Buy-Back is conditional upon the approval of the Delisting proposed under Resolution 1 (i.e., if Shareholders do not approve the Company's removal from the Official List of the ASX), Resolution 2 will not be put to a Shareholder vote and the Buy-Back will not proceed.

If both Resolutions 1 and 2 are not approved, unless a subsequent delisting proposal is approved by Shareholders or the ASX determines that the Shares should no longer be listed, the Company will not proceed with the Delisting or the Buy-Back, and the Shares would remain listed on the ASX.

As set out in further detail in the Notice, the Company may determine to conduct a share buy-back within the '10/12' limit which provides that under the Corporations Act, a company may buy back its shares of no more than 10% of the smallest number, at any time during the last 12 months, of votes attaching to voting shares of the company without obtaining shareholder approval by an ordinary resolution passed at a general meeting of the company.

Also as set out further detail in the Notice, the Board of Directors considers that given the low liquidity of BDT's traded shares, the financial, administrative and compliance obligations and costs associated with maintaining an ASX listing are no longer justified.

If Resolution 1 is approved but not Resolution 2, and the Delisting is implemented, Shareholders will continue to hold Shares in the Company but these Shares will no longer be tradeable on the ASX and it may be more difficult for Shareholders to dispose of their Shares.

Whilst the Directors consider that the Delisting will reduce the financial, administrative and compliance obligations and costs associated with maintaining an ASX listing, the Company may also have more limited means by which it can raise capital by the issue of securities, albeit the Directors also consider that the low liquidity of traded shares has restricted BDT's ability to expand its institutional ownership.

## Advantages and disadvantages of approving the Buy-Back

The key advantages of the Buy-Back are outlined below.

**Table 2 Advantages of the Buy-Back**

Advantage	Details
Realisation of value in the form of cash	<p>As the Buy-Back is for 100% cash consideration, it provides Shareholders who accept the Buy-Back with certainty of value and removes the risks and uncertainties of remaining a BDT Shareholder, including:</p> <ul style="list-style-type: none"> <li>the ability of BDT to execute its growth and profitability strategy; and</li> <li>potential competitive threats and potential adverse shifts in the market for BDT's products, notably, the imposition of tariffs impacting the Company's sales in the US, pricing dynamics, and ongoing adjustments to pass on increases in tariffs to customers.</li> </ul> <p>Historically, the liquidity of BDT's shares has been low, with 12.0% of issued capital traded in the 90 days pre-announcement of the Buy-Back. Depending on the size of a Shareholder's stake, in the absence of the Buy-Back, the level of liquidity of BDT Shares may be an impediment to crystallising a Shareholder's interest for a consideration that is above the current trading price of c. \$0.047, and above the recent trading price of BDT Shares prior to the announcement of the Buy-Back of c. \$0.03.</p>
Exit opportunity for minority shareholders	<p>The Buy-Back provides Shareholders with the opportunity to exit all or part of their investment in the Company. Shareholders who accept the Buy-Back will mitigate the risk of being a minority shareholder with a limited collective ability to influence decisions.</p>
No stamp duty or brokerage fees in accepting the Buy-Back	<p>Shareholders will not pay stamp duty or brokerage fees on the sale of their BDT Shares if they accept the Buy-Back, when compared to selling directly via the share market.</p> <p>We note an alternate Buy-Back may also allow Shareholders the ability to exit their investment without the need to pay any stamp duty or brokerage fees.</p>
Guaranteed liquidity event	<p>The Buy-Back provides Shareholders with the opportunity to exit all or part of their investment in the Company prior to the proposed Delisting.</p> <p>All eligible Shareholders have an equal opportunity to participate and also have flexibility to tailor the level of their participation to suit their individual circumstances.</p> <p>The Buy-Back will also enable eligible Shareholders to sell a significant volume of Shares which may otherwise be difficult to do via the ASX in light of recent trading levels in Shares.</p>

Avoid becoming a minority shareholder of an unlisted company	<p>Acceptance of the Buy-Back allows Shareholders to avoid becoming a minority shareholder in an unlisted company with limited opportunities to realise their investment.</p> <p>It is important to note that our assessment of the Fair Value of a BDT Share prior to the Buy-Back on a control basis assumes a holder of BDT Shares has a controlling interest in the Company and unrestricted ability to transact in the Company's shares. Shareholders should note that the assessment of the Fair Value of a BDT Share prior to the Buy-Back does not incorporate minority interest (in accordance with the requirements of RG111) or lack of marketability / illiquidity discounts and accordingly, do not represent the values that may be realised if minority shareholders theoretically sought to dispose of unlisted BDT Shares.</p> <p>The Fair Value of minority interests in unlisted shares will generally be discounted to include discounts for lack of control and lack of marketability. We have not quantified the size of these discounts as the position of each BDT Shareholder will vary, including as to when a Shareholder could dispose of Shares in the Company.</p>
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The key disadvantages of the Buy-Back are set below.

**Table 3 Disadvantages of the Buy-Back**

Disadvantage	Details
The Buy-Back is not fair	As set out in Section 6 of this Report, the Buy-Back is not fair.
Forgo or reduce potential to benefit in any upside in the future value of the Company	Shareholders who sell their Shares under the Buy-Back will forego any potential benefits of remaining a holder of Shares. This includes, for example, the right to benefit from any future value realisation by the Company and the right to exercise any vote on resolutions considered by members at general meetings.
Potential tax considerations	<p>Acceptance of the Buy-Back and the disposal of BDT Shares will trigger a capital gains tax ("CGT") event for Shareholders.</p> <p>The tax implications will vary between Shareholders depending on their personal circumstances and, therefore, individual taxation advice should be obtained.</p>
Change in investment profile	Acceptance of the Buy-Back may result in disadvantages to those who wish to maintain their current investment profile. BDT Shareholders who wish to maintain their investment profile may find it difficult to identify an investment with a similar profile to that of BDT and may incur transaction costs in undertaking a new investment.
Loss of potential superior proposal	<p>It is possible that a superior proposal which is more attractive for Shareholders than the Buy-Back, may be made in the future.</p> <p>We are not aware of any superior proposal as at the date of this Report.</p>

## Response of the market to the announcement of the Buy-Back

The Company's VWAP of \$0.047 for the period post the announcement of the Buy-Back on 7 April 2025 to the date of this Report was c. 52%, and 57% higher than the 5- and 10-day VWAP prior to the announcement of \$0.031 and \$0.030, respectively, and 38% higher than the 30-day VWAP prior to the announcement of \$0.034. The volume of shares traded also increased, with 24.8% of the free float<sup>1</sup> traded in the period following the announcement compared to 19.9% in the 90 days prior to 7 April 2025.

Based on the above, notwithstanding the relatively low liquidity of the Company's traded shares, we consider that the market has reacted favourably to the announcement of the Buy-Back.

In the absence of the Buy-Back, there is a significant risk that the Company's share price will revert back to its pre-announcement levels.

## The extent to which Shareholders are receiving a premium for control

As set out in the Fairness opinion section above, we have concluded the Buy-Back is not fair as our assessment of the Fair Value of a Share prior to the Buy-Back on a controlling basis is greater than the Buy-Back Price.

<sup>1</sup> Free float excludes shares held by Miall and Calnon



Notwithstanding the above, in our assessment of reasonableness, we have considered whether Shareholders are receiving a premium for control by comparing our valuation of a BDT Share prior to the Buy-Back (on a non-controlling basis) using the QMP method, with the Buy-Back Price.

As set out in Section 5.2 (Table 18), we assessed the value of a BDT Share using the QMP method (on a non-controlling basis) to be \$0.033 at the midpoint value. Accordingly, the Buy-Back Price of \$0.05 represents an implied control premium of 52% over the Company's 5-day VWAP prior to the announcement of the Buy-Back, higher than our assessed control premium range of 30% to 35% appropriate for the valuation of a BDT Share as detailed in Section 5.2.

## Alternative proposals to the Buy-Back

We are not aware of alternative proposals which may provide a greater benefit to Shareholders at the date of this Report.

## Conclusion on Reasonableness

In our opinion, the position of the Shareholders if the Buy-Back is accepted is more advantageous than the position if it is not accepted. Therefore, in the absence of any other relevant information and/or a superior proposal, we consider that the Buy-Back is **reasonable** for the Shareholders of BDT.

We have reached this conclusion having most regard to the following factors:

- the 39.5% interest collectively held by Miall and Calnon prior to the Buy-Back means that Miall and Calnon have a significant interest in the Company, with considerable influence over the strategic direction of BDT and, therefore, it may be reasonable for Shareholders to accept a Buy-Back that does not provide a full control premium (as compared to our concluded Fair Value of a Share in BDT);
- using the QMP, we consider the value of a BDT Share (on a non-controlling basis) to be \$0.033 at the midpoint value prior to the Buy-Back. Accordingly, the Buy-Back Price represents an implied control premium of 52% compared to the 5-day VWAP of the Company's share price immediately prior to the Buy-Back;
- the lower trading price and low liquidity in the trading of BDT's shares prior to the Buy-Back, resulting in limited opportunities for Shareholders to realise their investment in the short to medium term; and
- operating conditions for 2025 are expected to remain challenging due to ongoing global uncertainty regarding the 'tariff wars' between the US and China under the Trump presidency, which may have further negative impact on the Company's operations in the short to medium term. An individual Shareholder's opinion in relation to the Buy-Back may be influenced by their individual circumstances. If in doubt, Shareholders should consult an independent advisor.

## General

This Report represents general financial product advice only and has been prepared without taking into consideration the individual circumstances of Shareholders.

The ultimate decision whether to approve the Buy-Back should be based on Shareholders' assessment of their circumstances, including their risk profile, liquidity preference, tax position and expectations of future market conditions.

Shareholders should read and have regard to the contents of the Notice which has been prepared by the Directors and Management of BDT.

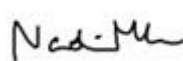
Shareholders who are in doubt as to the action they should take with regard to the Buy-Back and the matters dealt with in this Report should seek independent professional advice. This summary should be considered in conjunction with the detail contained in the following sections of this Report.

Yours faithfully,

**RSM Corporate Australia Pty Ltd**



Andrew Clifford  
Partner – Corporate Finance



Nadine Marke  
Partner – Corporate Finance



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# 1. Summary of the Buy-Back

## 1.1 Key terms of the Buy-Back

The key terms of the Buy-Back are summarised as follows:

Item	Terms
Number and class of securities	<p>The Company is offering to buy back up to 100% of each Shareholder's fully paid ordinary shares in the Company.</p> <p>Miall and Calnon, with voting power of 27.78% and 11.77% of the total issued capital of the Company, respectively, have undertaken not to participate in the Buy-Back.</p> <p>On this basis, the maximum number of Shares that the Company will buy-back off-market, will be 97,627,774 Shares (representing 60.46% of the total Shares on issue as at the date of this Report).</p>
Number of Shares on issue	The Company has a total of 161,486,023 Shares on issue as at the Date of this Report.
Buy-Back Price	The Buy-Back Price is \$0.05 cash per Share.
Options available to Shareholders	<p>If the Buy-Back is approved, the Company will invite Shareholders to sell some or all of their Shares back to the Company at the Buy-Back Price. All Shares bought back under the Buy-Back will be cancelled. Participation in the Buy-Back is voluntary and Shareholders can elect whether to sell some, all or none of their Shares under the Buy-Back.</p> <p>If a Shareholder does not participate in the Buy-Back, the number of Shares that they hold in the Company will remain the same but their percentage shareholding in the Company will increase if other Shareholders elect to participate in the Buy-Back.</p> <p>Shareholders may continue to sell their Shares on-market, unless and until they make an Application under the Buy-Back. It is possible that Shares may trade on-market above or below the Buy-Back Price from time to time.</p> <p>The Ex-Entitlement Date for the Buy-Back (if approved) is expected to be on or about 7 July 2025. Shares acquired after the Ex-Entitlement Date will not confer any entitlement to participate in the Buy-Back.</p>
Financial effect of the Buy-Back on the Company	<p>Assuming the maximum number of Shares are purchased under the Buy-Back, on implementation of the Buy-Back, the Company's cash assets will be reduced by up to \$4,881,389 (before any fees, costs and expenses relating to the Buy-Back).</p> <p>The Board considers that the Buy-Back will not materially prejudice the Company's ability to pay its creditors.</p>

Source: Notice

## 1.2 Rationale for the Buy-Back

Resolution 2 is conditional on Shareholders approving the Delisting under Resolution 1. Accordingly, the Buy-Back will not proceed if Shareholders do not approve the Company's removal from the Official List of the ASX.

If Resolution 1 is approved but not Resolution 2, and the Delisting is implemented, Shareholders will continue to hold Shares in the Company, but these Shares will no longer be tradeable on the ASX and it may be more difficult for Shareholders to dispose of their Shares.

Accordingly, the Directors consider that Shareholders should be provided with the opportunity to either remain as Shareholders of the Company (albeit a private unlisted company), or to exit their investment in the Company in whole or in part. As the Buy-Back's purpose is to offer Shareholders the opportunity to exit their investment (in whole or in part), the Buy-Back will only proceed if the Delisting is also approved.

## 1.3 Impact of Buy-Back on BDT's capital structure

The table below sets out a summary of the Company's capital structure prior to and immediately after the proposed Buy-Back, assuming a number of different scenarios, whereby excluding the non-acceptance of Miall and Calnon, an acceptance rate by the other Shareholders of 25%, 50%, 75% and 100%.

**Table 4 Capital structure prior to and immediately after the Buy-Back**

	Number of Shares	%
Number of Shares directly and indirectly held by Miall	44,859,096	27.78%
Number of Shares held indirectly by Calnon	18,999,153	11.77%
Number of Shares held by other Shareholders	97,627,774	60.46%
<b>Number of ordinary Shares at the date of this Report</b>	<b>161,486,023</b>	<b>100.00%</b>
<b>25% acceptance of Buy-Back (excluding non-accepters)</b>		
Number of Shares directly and indirectly held by Miall	44,859,096	32.72%
Number of Shares held indirectly by Calnon	18,999,153	13.86%
Number of Shares held by other Shareholders	73,220,831	53.42%
<b>Number of ordinary Shares assuming 25% acceptance of Buy-Back</b>	<b>137,079,080</b>	<b>100.00%</b>
<b>50% acceptance of Buy-Back (excluding non-accepters)</b>		
Number of Shares directly and indirectly held by Miall	44,859,096	39.81%
Number of Shares held indirectly by Calnon	18,999,153	16.86%
Number of Shares held by other Shareholders	48,813,887	43.32%
<b>Number of ordinary Shares assuming 50% acceptance of Buy-Back</b>	<b>112,672,136</b>	<b>100.00%</b>
<b>75% acceptance of Buy-Back (excluding non-accepters)</b>		
Number of Shares directly and indirectly held by Miall	44,859,096	50.82%
Number of Shares held indirectly by Calnon	18,999,153	21.53%
Number of Shares held by other Shareholders	24,406,944	27.65%
<b>Number of ordinary Shares assuming 75% acceptance of Buy-Back</b>	<b>88,265,193</b>	<b>100.00%</b>
<b>100% acceptance of Buy-Back (excluding non-accepters)</b>		
Number of Shares directly and indirectly held by Miall	44,859,096	70.25%
Number of Shares held indirectly by Calnon	18,999,153	29.75%
Number of Shares held by other Shareholders	-	0.00%
<b>Number of ordinary Shares assuming 100% acceptance of Buy-Back</b>	<b>63,858,249</b>	<b>100.00%</b>

Source: Notice and a number of acceptance scenarios

As set out above, depending on the level of acceptance of the Buy-Back, Miall and Calnon will increase their relative shareholding in BDT to a maximum (assuming all remaining eligible shareholders accept the Buy-Back) of 70.25% and 29.75%, respectively.

If Miall increases his shareholding to greater than 50.0%, he will obtain a controlling stake in the Company and have the ability to pass ordinary resolutions.

## 2. Scope of the Report

### 2.1 Purpose of this Report

RG 110 sets out the information to be disclosed to shareholders by companies seeking shareholder approval for a share buy-back. RG 110.18 states that if a company proposes to buy back a significant percentage of shares it should consider providing an Independent Expert's Report.

Whilst the Buy-Back is for 100% of the Company's 161,486,023 Shares on issue, the number of Shares subject to the Buy-Back reduces to 97,627,774 as BDT's Managing Director, Miall and Chief Financial Officer, Calnon, who collectively hold approximately 39.5% of the Company's shares on issue, have confirmed that they do not intend to participate in the Buy-Back.

Whilst an IER is not mandatory under the Corporations Act for an equal access share buy-back, given the potential control implications of the Buy-Back as noted above, the Directors of the Company have requested that RSM prepare an Independent Expert's Report and provide an opinion as to whether the Buy-Back (Resolution 2) is fair and reasonable to Shareholders.

### 2.2 Regulatory guidance

In assessing whether the Buy-Back is "fair" and "reasonable", we have given regard to the views expressed by the ASIC in RG 111.

RG 111 provides ASIC's views on how an expert can help security holders make informed decisions about transactions. Specifically, it gives guidance to experts on how to evaluate whether or not a transaction is fair and reasonable.

RG 111 states that the expert's report should focus on:

- the issues facing the security holders for whom the report is being prepared; and
- the substance of the transaction rather than the legal mechanism used to achieve it.

RG 111 indicates that where a transaction is a control transaction, the expert should focus on the substance of the control transaction rather than the legal mechanism to affect it. RG 111 suggests that where a transaction is a control transaction it should be analysed on a basis consistent with a takeover bid.

Section 606(1) of the Corporations Act provides that, subject to limited specified exemptions, a person must not acquire a "relevant interest" in issued voting shares in a public company, if as a result of the acquisition, any person's voting power in the company would increase from 20% or below to more than 20%, or, from a starting point that is above 20% and below 90%. In broad terms, a person has a "relevant interest" if that person holds shares or has the power to control the right to vote or dispose of shares. A person's voting power in a company is the number of voting shares in which the person (and its associates) holds, compared with the total number of voting shares in the company.

RG 110.58 states that a buy-back will not breach the takeovers prohibition in section 606 of the Corporations Act if it is carried out in accordance with the buy-back provisions set out in section 611, item 19. Section 611, item 19 references that a buy-back will not breach the takeovers prohibition in section 606 if carried out in accordance with section 257A whereby a company may buy back its shares if the buy-back does not materially prejudice the company's ability to pay its creditors.

RG 111 applied the "fair and reasonable" test as two distinct criteria in the circumstance of a takeover offer, stating:

- a takeover offer is considered "fair" if the value of the offer price or consideration is equal to or greater than the value of the securities that are the subject of the offer; and
- a takeover is considered "reasonable" if it is fair, or where the offer is "not fair" it may still be "reasonable" if the expert believes that there are sufficient reasons for security holders to accept the offer.

### 2.3 Adopted basis of evaluation

RG111 indicates that where a transaction is a control transaction, the expert should focus on the substance of the control transaction rather than the legal mechanism to affect it. RG 111 suggests that where a transaction is a control transaction it should be analysed on a basis consistent with a takeover bid.

RG 111 does not specify if an equal access share buy-back is a control transaction. However, depending on the level of acceptance of the Buy-Back, Miall and Calnon will increase their relative shareholding in BDT to a maximum (assuming all remaining eligible shareholders accept the Buy-Back) of c. 70.2% and 29.8%, respectively, and accordingly, could constitute the acquisition of a "relevant interest" under section 606(1) of the Corporations Act (i.e. more than a 20% interest in the Company, or from an interest greater than 20% to below 90%).

Given the potential control implications, we have assessed the Buy-Back as a control transaction.

Consistent with the guidelines in RG 111 as summarised above, we have considered whether the Buy-Back is “fair” to Shareholders by assessing and comparing:

- the Fair Value of a BDT Share on a controlling basis prior to the Buy-Back; with
- the Buy-Back Price (being cash consideration of \$0.05 per Share).

Our assessment of the Fair Value of a BDT Share has been prepared on the following basis:

*“the value that should be agreed in a hypothetical transaction between a knowledgeable, willing but not anxious buyer and a knowledgeable, willing but not anxious seller, acting at arm’s length”.*

In accordance with RG 111, we have considered whether the Buy-Back is “reasonable” to Shareholders by undertaking an analysis of the other factors relating to the Buy-Back which are likely to be relevant to Shareholders in their decision as to whether or not to accept the Buy-Back.

We have also considered whether the Buy-Back is “reasonable” by undertaking an analysis of the following factors:

- the future prospects of the Company if the Buy-Back does not proceed;
- commercial advantages and disadvantages to the Shareholders as a consequence of the Buy-Back proceeding;
- the response of the market to the Buy-Back; and
- alternative proposals to the Buy-Back.

Our assessment of the Buy-Back is based on economic, market and other conditions prevailing at the date of this Report.

## 3. Profile of BDT

### 3.1 Background

BirdDog Technology Limited (ASX:BDT) was admitted to the Official List of the ASX on 16 December 2021. The Company, and its subsidiaries (collectively, “**BDT Group**” or “**Group**”), are principally engaged in the development and manufacture of global video technology that enhances the quality, speed and flexibility of video through a range of solutions, augmented with NDI® (Network Device Interface).

BDT develops and manufactures a range of connected solutions comprising cameras, converters and software, including:

- Pan-tilt-zoom (PTZ) cameras
- Box cameras
- Converters
- Audio Visual (AV) products
- Controllers and accessories
- Monitors
- NDI® Embedded Smart Display Modules
- Cloud software platforms

End users of BDT’s products cover a wide range of market segments, including Professional Video, Broadcast, Audio Visual and large private and public sector organisations. Products are sold through a network of distributors and resellers, as well as directly to end users.

The BDT Group’s core sales markets comprise North America, the United Kingdom, Western Europe, and Australia. Products are manufactured by the Company’s contract manufacturers located in China and Taiwan.

### 3.2 Group entities

The table below summarises the controlled entities that make up the BDT Group.

**Figure 2 Controlled entities**

Name of entity	Place formed or incorporated	Percentage of share capital held
BirdDog Technology Limited	Australia	n/a
BirdDog Technology Australia Pty Ltd	Australia	100%
BirdDog Australia Pty Ltd	Australia	100%
BirdDog Australia (USA) Inc	USA	100%
BirdDog Australia (Canada) Inc	Canada	100%

Source: Audited financial statements

### 3.3 Directors and management

The directors and key management of BDT are summarised in the table below.

**Table 5 Directors and key management personnel**

Name	Title	Experience
Mr John Dixon	Non-executive Chair	<p>John has over 35 years' experience as a CEO, Executive and Non-executive director in large and public and private companies predominantly within the logistics, engineering and services sectors. John's previous experience includes Executive Director/COO at Linfox, Executive Director/COO at Skilled Engineering, Managing Director at Westgate Logistics, Managing Director at Silk Logistics Group, and Executive Director at Patrick Corporation.</p> <p>John is currently a Non-executive Director of Australian Super, Frontier Advisors, AMTBio and Australian Industry Group. John is a graduate of the Australian Institute of Company Directors and the Australian Institute of Superannuation Trustees.</p>
Mr Dan Miall	Managing Director and Chief Executive Officer (CEO)	<p>Dan has over 20 years' experience in broadcast television production and global vendor management roles. Whilst working in London for NASDAQ-listed Avid Technology, Dan held the Pre-sales Management role for Europe, Middle East and Africa (EMEA), with responsibility for budgeting, outcomes, performance and compliance.</p> <p>Dan designed and brought to market the world's first hardware-based NDI® Encoder. Dan currently serves as Managing Director and CEO for the Group, with a focus on delivering complex video solutions for the broadcast and AV markets through the deployment of technology solutions including hardware (cameras and converters) and converters (software).</p>
Mr Alan Sparks	Non-executive Director	<p>Alan has extensive experience in board governance, business development and organisational growth. Alan is a Chartered Accountant and a Graduate of the Australian Institute of Company Directors.</p> <p>Alan has served on multiple boards and has extensive experience in IT, global manufacturing, logistics businesses, governance and emerging technologies, as well as providing valuable insight into the trends shaping information technology markets.</p> <p>Alan is currently the Non-executive Chair of Harris Technology Limited (ASX:HT8).</p>
Mr Peter Cooke	Non-executive Director	<p>Peter has over 35 years' experience in the medical device and medical technology industries. Peter's expertise extends across broad operational management including sales and marketing, operations, supply chain, and regulatory and quality affairs.</p> <p>Peter has extensive experience in launching digital platforms for pre-operative planning and a proven track record in positively integrating companies post mergers and acquisitions, having been instrumental in numerous success mergers and acquisitions particularly in the medical device and medical technologies industries.</p> <p>Peter has held various executive and board positions, including President of Global Commercial at Wallaby-phenox Inc, President of International at phenox GmbH and President of International and Emerging Markets at Wright Medical Group NV. Peter is currently serving as SVP, APAC and Executive team member for Balt International.</p>
Mr Barry Calnon	Chief Financial Officer (CFO)	<p>Barry has over 20 years' experience in large professional service firms across the United Kingdom, Europe, Southeast Asia and Australia, and has deep and broad financial and commercial experience across multiple jurisdictions.</p> <p>Barry was the CFO of one of the largest and most active private property developers in Melbourne, simultaneously securing \$0.5b of funding across two development projects with all four Australian 'pillar' banks, overseeing all Commercial &amp; Financial aspects of in excess of \$1b of property development, including construction, contract negotiation, sales and settlements and reporting to joint venture partners.</p>

Source: Management

### 3.4 Financial information

The information in the following section provides a summary of the consolidated financial performance of BDT for the financial years ended 30 June 2022 (“FY22”), 30 June 2023 (“FY23”) and 30 June 2024 (“FY24”), the half-year ended 31 December 2024 (“HY25”) (collectively the “Historical Period”), extracted from BDT’s consolidated audited and reviewed financial statements.

### 3.5 Financial performance

The following table sets out a summary of the consolidated financial performance of BDT for the Historical Period.

**Table 6 Historical financial performance**

Consolidated statement of profit or loss and other comprehensive income (\$'000)	FY22 Audited	FY23 Audited	FY24 Audited	HY25 Reviewed
Revenue from contracts with customers	38,243	28,805	18,301	8,873
Other income	491	1,816	1,054	380
<b>Total revenue and other income</b>	<b>38,734</b>	<b>30,621</b>	<b>19,355</b>	<b>9,253</b>
<b>Expenses</b>				
Cost of sales	(27,853)	(20,978)	(13,408)	(5,068)
Advertising, marketing and travelling expense	(1,054)	(2,331)	(1,588)	(684)
Employee expenses	(4,809)	(4,558)	(4,012)	(1,956)
Research and development costs	(1,212)	(3,781)	(5,556)	(1,769)
Professional fees	(796)	(1,095)	(3,769)	(632)
Software licensing fees	(1,890)	(1,652)	(1,186)	(477)
Other expenses	(1,323)	(520)	(430)	(421)
<b>Total operating expenses</b>	<b>(38,937)</b>	<b>(34,915)</b>	<b>(29,949)</b>	<b>(11,007)</b>
<b>EBITDA</b>	<b>(203)</b>	<b>(4,294)</b>	<b>(10,594)</b>	<b>(1,754)</b>
<i>EBITDA margin</i>	<i>(1%)</i>	<i>(15%)</i>	<i>(58%)</i>	<i>(20%)</i>
Depreciation and amortisation	(148)	(405)	(530)	(248)
Impairment loss	-	-	(5,093)	-
<b>EBIT</b>	<b>(351)</b>	<b>(4,699)</b>	<b>(16,217)</b>	<b>(2,002)</b>
<i>EBIT margin</i>	<i>(1%)</i>	<i>(16%)</i>	<i>(89%)</i>	<i>(23%)</i>
Finance costs	(2,190)	(120)	(117)	(43)
<b>Loss before income tax</b>	<b>(2,541)</b>	<b>(4,819)</b>	<b>(16,334)</b>	<b>(2,045)</b>
Income tax benefit/(expense)	502	(751)	(564)	-
<b>Loss after income tax for the year</b>	<b>(2,039)</b>	<b>(5,570)</b>	<b>(16,898)</b>	<b>(2,045)</b>

Source: Audited and reviewed financial statements

We make the following comments in relation to the consolidated financial performance set out above:

- The Company’s financial performance for FY22 reflected the operations of BDT’s first financial year as a listed entity, following its initial public offering (“IPO”) in December 2021. Total revenue of \$38.7m disclosed for FY22 reflected ongoing strong demand for BDT’s products amidst the COVID-19 pandemic related work from home measures and lockdowns.
- Despite health and supply chain challenges posed by the COVID-19 pandemic, the Company’s product suite grew from approximately 30 at the time of the IPO, to close to 50 hardware and software SKUs by the end of 2024.
- Total revenue decreased to \$30.6m for FY23 due primarily to ongoing instability in the European markets stemming from the Russia-Ukraine conflict.
- Total revenue declined further to \$19.4m for FY24 due primarily to a disruption in the Company’s camera supply and a costly litigation process with BDT’s former contract manufacturer, Bolin, which commenced in November 2023 and was settled in July 2024.
- The Company initiated proceedings, alleging breach of contract, in the District Court of the United States against one of its camera contract manufacturers known as Bolin on 8 November 2023 for the return of the Group’s inventory deposits paid to Bolin plus damages for disruption to the Group’s supply chain. Subsequently, on 25 January 2024, in a counter-claim Bolin



commenced proceedings against the Group in the Federal Court of Australia alleging breach of contract. On 26 July 2024, the Group settled its multi-jurisdictional legal proceedings with Bolin upon the execution of a confidential deed of settlement.

- Total revenue from contracts with customers of \$8.9m for HY25 represented a decrease of 16.7% compared to the prior year period of \$10.7m, with the decrease attributed to ongoing depressed demand for products in the United Kingdom and Western European markets as a result of ongoing regional conflicts and other associated macroeconomic conditions, as well as reduced customer confidence in the Company's brand arising from the multi-jurisdictional legal proceedings with Bolin over the period November 2023 to July 2024.
- Operating conditions for FY25 are expected to remain challenging due to ongoing global uncertainty regarding the 'tariff wars' between the US and China under the Trump presidency.
- The Company disclosed losses at the earnings before tax, depreciation, interest and amortisation ("EBITDA") level over the Historical Period.
- Operating expenses primarily comprise cost of sales, employee expenses, software licensing fees, and advertising, marketing and travelling costs.
- Additionally, the Company made a structurally strategic decision to invest significantly across research and development (R&D) particularly during FY23 and FY24, in a targeted effort aimed at expanding BDT's ecosystem of products and solutions. Specifically, the Company has invested significant R&D expenditure towards enabling increased future recurring software licensing income, and to develop Remedi, BDT's integrated hardware and software medical collaboration solution.
- The Company disclosed a loss after income tax of \$2.0m for FY22, with the loss for FY22 largely relating to non-recurring non-cash interest expense of \$1.96m recognised in finance costs to bring the host debt contract portion of convertible notes to their present value under the effective interest method, as well as a non-cash gain of \$0.25m on the embedded derivative through to conversion date (recognised in other income). These convertible notes relate to funds raised through the issue of convertible notes in June 2021. These notes automatically converted to ordinary shares in the Company on completion of the IPO on 16 December 2021 when BDT issued approximately 28.2m fully paid ordinary shares to the original convertible note holders.
- BDT disclosed losses after income tax of \$5.6m and \$16.9m for FY23 and FY24, respectively, and a loss after income tax of \$2.0m for HY25.
- Losses for FY23 were attributed primarily to the decline in revenue stemming from ongoing instability in the European markets stemming from the Russian-Ukraine conflict as referenced above, overall softening in global markets, as well as the increase in R&D costs to expand BDT's ecosystem of products and solutions.
- Losses of \$16.9m for FY24 included an impairment loss of \$5.1m, comprising \$4.6m relating to the settlement with Bolin, including prepaid inventory and trade receivables and a \$0.4m impairment of intangible assets (IP rights), and \$2.4m in legal fees (included in professional fees) primarily relating to the Bolin litigation.

The tables below set out a summary of consolidated revenue by reportable business segment over the Historical Period, comprising revenue type and sales by region.

**Table 7 Revenue breakdown**

Revenue from contracts and customers (\$'000)	FY22	FY23	FY24	HY25
Core product sales	38,004	28,507	18,017	8,672
Software licensing fees	239	298	284	201
<b>Total</b>	<b>38,243</b>	<b>28,805</b>	<b>18,301</b>	<b>8,873</b>

Source: Audited and reviewed financial statements

**Table 8 Product sales by region**

Sales by region - core product sales (\$'000)	FY22	FY23	FY24	HY25
North America region	18,045	14,202	10,380	5,141
Europe and United Kingdom	13,303	8,610	3,885	2,201
Asia Pacific region	5,833	4,862	3,425	1,330
Latin America region	823	833	327	-
<b>Total</b>	<b>38,004</b>	<b>28,507</b>	<b>18,017</b>	<b>8,672</b>

Source: Audited and reviewed financial statements

We make the following comments in relation to the revenue segmentation summarised above:

- Revenue is primarily generated from the sale of core products including cameras, converters and other related AV products, with the Company primarily focused on maintaining superior product quality and successfully launching new products (and associated promotional campaigns) to increase demand for product sales following the settlement of proceedings against Bolin.

- BDT's operations have been negatively impacted by various macroeconomic factors over the Historical Period, with ongoing instability in the European markets stemming from the Russia-Ukraine conflict as well as more recent instability in the North America market.

### 3.6 Financial position

The table below sets out a summary of the consolidated financial position of BDT as at 30 June 2022, 30 June 2023, 30 June 2024 and 31 December 2024.

**Table 9 Historical financial position**

Consolidated statement of financial position (\$'000)	30-Jun-22 Audited	30-Jun-23 Audited	30-Jun-24 Audited	31-Dec-24 Reviewed
<b>Current assets</b>				
Cash and cash equivalents	23,168	22,586	16,527	9,365
Trade and other receivables	3,420	1,880	2,274	2,682
Inventories	19,024	15,000	5,952	7,737
Current tax asset	85	-	-	-
Other current assets	326	415	438	793
<b>Total current assets</b>	<b>46,023</b>	<b>39,881</b>	<b>25,191</b>	<b>20,577</b>
<b>Non-current assets</b>				
Lease assets	1,762	1,601	1,339	-
Deferred tax assets	1,199	544	24	26
Property, plant and equipment	566	576	386	84
Intangible assets	400	400	-	-
Other non-current assets	230	188	145	124
<b>Total non-current assets</b>	<b>4,157</b>	<b>3,309</b>	<b>1,894</b>	<b>234</b>
<b>Total assets</b>	<b>50,180</b>	<b>43,190</b>	<b>27,085</b>	<b>20,811</b>
<b>Current liabilities</b>				
Trade and other payables	1,794	775	2,619	1,399
Contract liabilities	60	44	41	53
Current tax liabilities	-	38	30	10
Lease liabilities	180	211	216	-
Provisions	690	833	647	653
<b>Total current liabilities</b>	<b>2,724</b>	<b>1,901</b>	<b>3,553</b>	<b>2,115</b>
<b>Non-current liabilities</b>				
Lease liabilities	1,605	1,481	1,265	-
Provisions	22	58	37	34
<b>Total non-current liabilities</b>	<b>1,627</b>	<b>1,539</b>	<b>1,302</b>	<b>34</b>
<b>Total liabilities</b>	<b>4,351</b>	<b>3,440</b>	<b>4,855</b>	<b>2,149</b>
<b>Net assets</b>	<b>45,829</b>	<b>39,750</b>	<b>22,230</b>	<b>18,662</b>
<b>Equity</b>				
Issued capital	46,956	46,133	45,439	43,861
Reserves	996	1,127	994	176
Accumulated losses	(2,123)	(7,510)	(24,203)	(25,375)
<b>Total equity</b>	<b>45,829</b>	<b>39,750</b>	<b>22,230</b>	<b>18,662</b>

Source: Audited and reviewed financial statements

We make the following comments in relation to the financial position of the Company over the Historical Period as summarised above:

- BDT disclosed net assets of \$18.7m and \$22.2m as at 31 December 2024 and 30 June 2024, respectively. Overall decreases in net assets over the Historical Period are due primarily to net losses disclosed over the year/period, on-market share buy-backs

conducted over the year to December 2023, as well as a selective share buy-back of approximately 31.6m shares at \$0.05 per share which was approved at the Company's extraordinary general meeting ("EGM") on 19 July 2024.

- At 31 December 2024, total assets of \$20.8m was primarily comprised of cash and cash equivalents, inventories and trade and other receivables of \$9.4m, \$7.7m and \$2.7m, respectively.
- Inventories at 31 December 2024 comprised finished goods, at net realisable value, deposits on inventory, and raw materials of \$6.0m, \$1.5m and \$0.2m, respectively. Included in finished goods was \$2.1m of Bolin inventory which formed part of the settlement of the Bolin proceedings.
- On 16 August 2024, the BDT Group entered into a Heads of Agreement for a Deed of Surrender of its lease at its Melbourne offices located at Sackville Street, Collingwood, to surrender the residual of its lease, comprising 5.5 years, effective on 31 October 2024. The commercial terms of the Deed of Surrender included a payment of \$0.3m to the landlord, with BDT released from its make good obligations under the contractual terms of the lease. Accordingly, lease assets and lease liabilities were \$nil at 31 December 2024.
- Deferred tax assets of \$26k at 31 December 2024 (30 June 2024: \$24k) related to \$23k and \$2k arising from employee benefits and warranties, respectively. No deferred tax assets relating to carried forward tax losses have been recognised since 30 June 2023.
- Property, plant and equipment at 31 December 2024 of \$84k primarily comprised computer equipment, with the reduction in fixed assets (primarily relating to leasehold improvements) forming part of the Collingwood offices lease termination.
- Other non-current assets are comprised of non-current prepayments.
- Total liabilities of \$2.1m at 31 December 2024 primarily comprised trade and other payables and total provisions of \$1.4m and \$687k, respectively.
- Current provisions of \$653k primarily comprised provisions for employee benefits and warranties, and non-current provisions solely comprised provisions for employee benefits.

The table below sets out a summary of BDT's consolidated net working capital position over the Historical Period.

**Table 10 Historical working capital**

Net working capital (\$'000)	30-Jun-22	30-Jun-23	30-Jun-24	31-Dec-24
Trade and other receivables	3,420	1,880	2,274	2,682
Inventories	19,024	15,000	5,952	7,737
Current tax asset	85	-	-	-
Other current assets	326	415	438	793
Trade and other payables	(1,794)	(775)	(2,619)	(1,399)
Contract liabilities	(60)	(44)	(41)	(53)
Current tax liabilities	-	(38)	(30)	(10)
Employee benefits - current	(578)	(650)	(522)	(559)
<b>Total</b>	<b>20,423</b>	<b>15,788</b>	<b>5,452</b>	<b>9,191</b>

Source: Audited and reviewed financial statements

BDT disclosed positive net working capital of \$9.2m at 31 December 2024, compared to \$5.5m and \$15.8m at 30 June 2024 and 30 June 2023, respectively.

The table below sets out a summary of BDT's consolidated net cash over the Historical Period.

**Table 11 Historical net cash**

Net cash (\$'000)	30-Jun-22	30-Jun-23	30-Jun-24	31-Dec-24
Cash and cash equivalents	23,168	22,586	16,527	9,365
Lease liabilities	(1,785)	(1,692)	(1,481)	-
Warranty provisions	(112)	(183)	(104)	(94)
Make good provisions	-	(13)	(21)	-
Employee benefits – non-current	(22)	(45)	(37)	(34)
<b>Total</b>	<b>21,249</b>	<b>20,653</b>	<b>14,884</b>	<b>9,237</b>

Source: Audited and reviewed financial statements

In our assessment of net debt/net cash, we have included debt-like items including provisions for make good, warranty and non-current employee benefits.

Based on the above, the Company disclosed net cash of \$9.2m, \$14.9m and \$20.7m as at 31 December 2024, 30 June 2024 and 30 June 2023, respectively.

### 3.7 Capital structure

At the date of this Report, BDT has 161,486,023 ordinary shares on issue. The top 20 shareholders as at 29 May 2025 are set out below.

**Table 12 BDT Top 20 shareholders**

Shareholder	Shares	%
Restless Robot Pty Ltd and other associates of Dan Miall	44,859,096	27.78%
Khlebny Pereulok Pty Ltd	18,999,153	11.77%
One Fund Services Ltd	10,128,462	6.27%
Sandhurst Trustees Ltd	9,321,193	5.77%
Gregory Robert Thomson	8,427,229	5.22%
HSBC Custody Nominees (Australia) Limited	7,790,077	4.82%
Palm Beach Nominees Pty Limited	7,082,848	4.39%
BNP Paribas Nominees Pty Ltd <IB AU NOMS RETAILCLIENT>	4,985,719	3.09%
BNP Paribas Nominees Pty Ltd	4,000,917	2.48%
HJAV Pty Limited	4,000,000	2.48%
Flames Ventures Pty Ltd	3,201,436	1.98%
RXC Pty Ltd	2,500,000	1.55%
Berger Equities Pty Ltd	2,297,099	1.42%
Talento Holdings Pty Ltd	2,000,000	1.24%
SKISSEBUA AS	1,884,615	1.17%
Invia Custodian Pty Limited	1,739,792	1.08%
Citicorp Nominees Pty Limited	1,416,777	0.88%
Mr Craig Alan McLean	1,250,000	0.77%
Dezhi Yun	1,000,000	0.62%
OSCY Pty Ltd	1,000,000	0.62%
J P Morgan Nominees Australia Pty Limited	988,712	0.61%
<b>Top 20 shareholders</b>	<b>138,873,125</b>	<b>86.00%</b>
Other shareholders	22,612,898	14.00%
<b>Total</b>	<b>161,486,023</b>	<b>100.00%</b>

Source: Shareholders register as at 23 April 2025

As set out in the table above, Miall currently holds a 27.78% direct and indirect interest in the Company via Restless Robot Pty Ltd (and other associates), and Calnon holds a 11.77% interest in the Company via Khlebny Pereulok Pty Ltd.

As at the date of this Report, there were 1,862,500 unlisted share options on issue granted to directors, officers, employees and associates of the Group, as summarised in the table below.

**Table 13 Summary of options**

Options					
Number	1,000,000	230,000	230,000	100,000	302,500
Grant date	30-Sep-21	16-Dec-21	16-Dec-21	16-Dec-21	16-Dec-21
Expiry date	16-Dec-26	16-Dec-26	16-Dec-26	16-Dec-26	16-Dec-26
Exercise price	\$0.6500	\$0.6500	\$0.7475	\$0.8450	\$0.6500

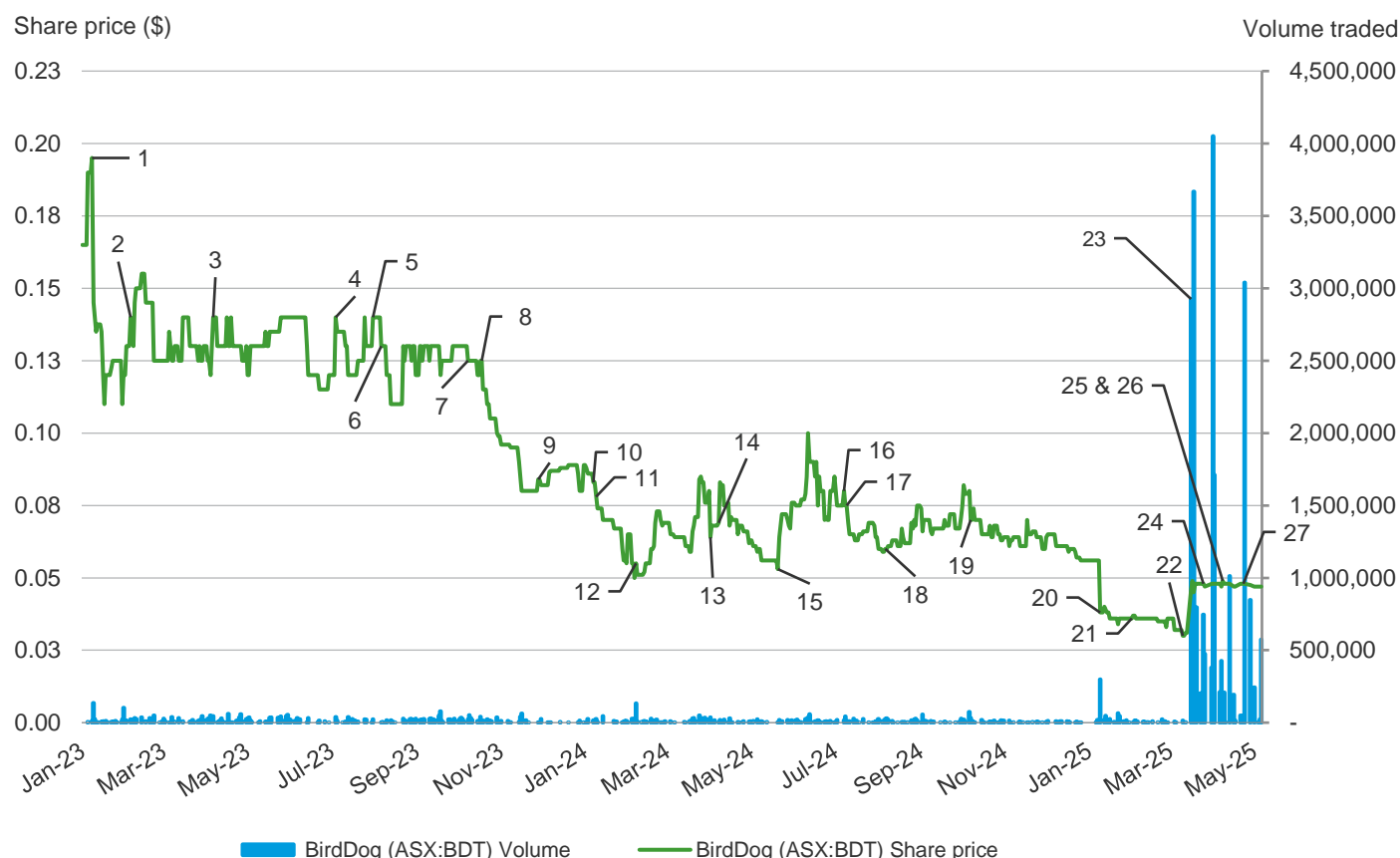
Source: Options register as at 23 April 2025

All the options summarised above were fully vested at the date of this Report.

### 3.8 Share Price Performance

The figure below sets out a summary of BDT's recent closing share price and volumes traded to the last practical date shares were traded at the date of this Report, being 28 May 2025.

**Figure 3 Historical share price performance of BDT**



Source: S&P Capital IQ

Over the period set out above, BDT Shares traded at a low of \$0.030 to a high of \$0.195.

Significant announcements made over the period 3 January 2023 to the date of this Report are summarised in the table below.

**Table 14 Summary of recent significant ASX announcements**

Ref	Date	Comment
1	31-Jan-23	BDT released its December 2022 quarterly report, disclosing revenue of \$7.6m, a 24% decrease compared to the prior comparative period ("PCP") and a 3% decline quarter-on-quarter. The company implemented a \$2.0m on-market share buy-back, commencing mid-December. BDT announced that the Company remained well-funded with a strong cash balance of \$19.8m as of 31 December 2022.
2	27-Feb-23	BDT announced its HY23 half-year report, disclosing a net loss after tax of \$0.9m, a 14% decrease from the \$0.8m loss reported in the prior corresponding period. The company reported revenue of \$15.3m, which was lower than the PCP. The Company also announced that BDT's \$2m on-market share buyback program would recommence in early March 2023.
3	28-Apr-23	BDT released its March 2023 quarterly activities report, reporting revenue of \$7.6m, a 1% increase compared to the PCP. Cash receipts from customers improved by 11% quarter-on-quarter, totalling \$7.3m. Notably, the company generated \$1.1m in net cash from operating activities, a significant turnaround from the previous quarter's net cash outflow of \$2.9m. The Company continued its on-market share buy-back program, purchasing \$155,756 of shares during the quarter.

4	26-Jul-23	BDT released its June 2023 quarterly activities report, reporting customer cash receipts of \$7.5m, a 3.6% increase quarter-on-quarter but a 7.5% decrease compared to the PCP. The Company generated \$2.3m net cash from operating activities, ending the quarter with a strong cash balance of \$22m. Quarterly revenue was \$6.0m, a 5.5% decrease compared to the PCP. The Company purchased \$769,482 of shares during the quarter under the share buy-back program, totalling \$948,918 since the buy-back commenced in December 2022.
5	22-Aug-23	The Company announced that BDT had entered into a memorandum of understanding (“ <b>MOU</b> ”) with global MedTech company Phenox for the distribution and use of its portable BirdDog Remedi software solution. The MOU, valued at over US\$2.5m, was set to transition into binding agreements by October 2023. The software was to be integrated into Phenox's MedTech suite, providing an attractive recurring revenue stream through subscription-based models.
6	29-Aug-23	BDT released its FY23 results, reporting total revenue of \$28.8m, a 25% decrease compared to FY22, due to challenging macroeconomic industry, and broader market conditions. The Company reported that gross margins remained stable at 26.4% (26.7% in FY22).
7	31-Oct-23	The Company released its September 2023 quarterly activities report, noting that temporary supply chain disruptions impacted revenues in the first quarter of FY24. Customer cash receipts were \$6.1m, down 19% quarter-on-quarter and 27% compared to the PCP. Quarterly revenue was \$5.8m, a 9% decrease quarter-on-quarter and 27% down compared to the PCP. The share buy-back program continued, with BDT purchasing \$0.2m worth of shares during the quarter. BDT disclosed a strong cash balance of \$23.0m as at 30 September 2023.
8	08-Nov-23	BDT announced that the Group had initiated legal proceedings in the United States District Court against its camera contract manufacturer, Bolin. The proceedings were related to repeated supply chain disruptions, with BDT alleging breach of contract, alleging that Bolin's failure to meet commitments and delivery schedules caused financial and operational impacts. The Company initiated proceedings for the return of deposits paid of US\$3.0m.
9	21-Dec-23	The Company announced BDT had successfully navigated supply chain challenges and implemented a cost improvement program, accelerating its path to profitability. BDT also announced that the Company had secured long-term agreements with three manufacturers, ensuring stable camera production. These measures were expected to improve margins and generate additional revenue streams commencing the third quarter of FY24.
10	29-Jan-24	BDT announced the appointment of Peter Cooke as a non-executive director.
11	31-Jan-24	BDT released its December 2023 quarterly activities report, highlighting a significant reduction in annualised overhead costs exceeding \$2.0m and that the Company remained well-funded with a cash balance of \$20.6m. Normalised positive operating cash flow was \$0.1m. Customer cash receipts were \$5.2m, a 13% increase quarter-on-quarter. Quarterly revenue was \$4.9m, a 14.9% decrease quarter-on-quarter, as inventory was run down in anticipation of next-generation products.
12	27-Feb-24	BDT released its HY24 half-year report, reporting a loss after income tax of \$5.8m. The Company disclosed revenue of \$10.7m, a 31% decrease compared to the PCP, with the decrease due primarily to COVID-19 restrictions which lead to supply chain disruptions. Despite the COVID-19 associated challenges, the Company disclosed a cash balance of \$20.6m as at 31 December 2023.
13	24-Apr-24	BDT provided an update on its legal proceedings against Bolin, with the Company disputing Bolin's allegations of misleading and deceptive conduct and breaches of Australian consumer law. The Company filed for dismissal of Bolin's claims with costs awarded against Bolin. The hearing was set for April 2024.
14	30-Apr-24	BDT released its March 2024 quarterly activities report, reporting a strong cash balance of \$20.8m. Customer cash receipts decreased by 3% quarter-on-quarter to \$5.1m. Quarterly revenue declined by 24% quarter-on-quarter to \$3.7m, which BDT attributed to the depletion of old-generation camera inventories. The Company also implemented over \$2.0m in annualised overhead savings during the quarter.
15	12-Jun-24	BDT announced that it had executed binding agreements to buy back 31,555,064 shares from Home Made Robots, representing 16.3% of issued capital, via a selective buy-back. The buy-back price was set at \$0.05 per share, totalling \$1.58m which represented a 23.3% discount to the 30-day VWAP and a 29.0% discount to the 60-day VWAP. The buy-back required shareholder approval and was to be considered at an EGM on 19 July 2024. This selective buy-back was subsequently approved at the EGM.
16	29-Jul-24	The Company announced that BDT and the Bolin Parties agreed to settle their dispute through a confidential deed of settlement signed on 26 July 2024. This deed released all parties from any claims and counterclaims made during the dispute. The financial impact to BDT comprised a cash outflow of US\$1.6m and a cost to the income statement of US\$3.3m, which would be recognised in FY24. As part of the settlement, BDT was to receive saleable products valued at US\$1.6m.



17	30-Jul-24	BDT released its June 2024 quarterly activities report, disclosing revenue of \$4.0m for the quarter, the highest net revenue since FY22, with margins doubling compared to historical levels. Both EBITDA and net profit after tax were positive for the month of June, and BDT recorded a record order book of \$2.5m. The report also noted a further reduction in overheads by \$1.0m, bringing total annualised cost savings to over \$3.0m. The Company also reported the successful completion of the selective share buy-back of shares formerly held by Home Made Robots and maintained a strong working capital position with a cash balance of \$16.5m as at 30 June 2024.
18	29-Aug-24	BDT released its FY24 results, reporting total revenue of \$18.3m, a 36% decrease compared to FY23, reflecting a period of intensive organisational restructure. The Company reported a net loss of \$16.9m, compared to a \$5.6m loss in FY23. Annualised cost reductions exceeded \$3m. The company remained well-funded with \$16.5m in cash as of 30 June 2024.
19	29-Oct-24	BDT released its September 2024 quarterly activities report, disclosing a \$2m quarter-on-quarter improvement in profitability, reflected by positive EBITDA for June, July and August. The Company also achieved positive cash flow from operating activities, excluding litigation costs of \$1.6m and related inventory settlement of \$2.3m, approaching break-even EBITDA for the first quarter of FY25 with a \$0.2m EBITDA loss.
20	31-Jan-25	BDT released its December 2024 quarterly activities report, disclosing generated cash receipts of \$3.1m for the second quarter of FY25, a 40% decrease compared to the PCP. Revenue for the first half of FY25 of \$9.2m, 13% below PCP of \$10.6m, was adversely affected by resources deployed for launching the next-generation product range.  BDT reported the completed launch of the first four (of 12) next-generation products, with the remaining eight products to be launched in the next six months.
21	28-Feb-25	BirdDog announced its HY25 half-year results. The Group reported a loss after providing for income tax of \$2.1m, compared to a loss of \$5.8m in the PCP. Revenue from contracts with customers declined by 16.7% to \$8.9m, down from \$10.7m in the PCP.
22	04-Apr-25	Announcement of a trading halt pending the release of an announcement.
23	07-Apr-25	BDT announced that the Company had submitted a formal request to the ASX to be removed from the Official List of the ASX. The Company had received in-principle approval from the ASX on 3 April 2025, subject to shareholder approval at an EGM to be held on or about 14 May 2025.  The Company announced the terms of the Delisting and the Buy-Back.
24	17-Apr-25	BDT released a notice of extraordinary general meeting and explanatory memorandum setting out the terms of the Delisting and Buy-Back, with the EGM to be held on 20 May 2025.
25	28-Apr-25	The Company announced that the Board of Directors had determined to postpone the EGM originally scheduled for 20 May 2025 while the Board considered additional disclosures to be provided to Shareholders in the notice of extraordinary general meeting and explanatory memorandum originally made available to shareholders on 17 April 2025.
26	30-Apr-25	BDT released its March 2025 quarterly activities report, announcing that the Company had completed the launch of three more of BDT's next-generation products, with next-generation product quality and reliability remaining high and a market leader compared to industry standards.  Sales for the third quarter of FY25 were \$3.6m, down by 4.1% compared to the PCP.  BDT reported that a headcount reduction of five that, in addition to the office relocation, embedded a further \$1.0m of annual overhead cost reductions, and that the Company had deployed a range of tariff mitigating measures to reduce the impact of the additional US tariffs announced to reduce margin impact on the Company's 'channel'.  BDT reported a strong cash balance of \$8.5m at 31 March 2025.
27	15-May-25	The Company announced that an updated Buy-Back Notice would be lodged once dates had been finalised.

Source: S&P Capital IQ and BDT ASX announcements

## 4. Valuation approach

### 4.1 Valuation methodologies

RG 111 proposes that it is generally appropriate for an expert to consider using the following valuation methodologies:

- the discounted cash flow (“DCF”) method and the estimated realisable value of any surplus and non-operating assets and liabilities;
- the application of earnings multiples to the estimated future maintainable earnings added to the estimated realisable value of any surplus assets surplus and non-operating assets and liabilities;
- the amount which would be available for distribution on an orderly realisation of assets;
- the quoted price for listed securities; and
- any recent genuine offers received.

We consider that the valuation methodologies proposed by RG 111 can be split into three valuation methodology categories, as follows.

#### **Market based methods**

Market based methods estimate the fair value by considering the market value of a company’s securities or the market value of comparable companies. Market based methods include;

- the quoted price for listed securities; and
- industry specific methods.

The recent quoted price for listed securities method provides evidence of the fair value of a company’s securities where they are publicly traded in an informed and liquid market.

Industry specific methods usually involve the use of industry rules of thumb to estimate the fair value of a company and its securities. Generally, rules of thumb provide less persuasive evidence of the fair value of a company than other market-based valuation methods because they may not account for company specific risks and factors.

#### **Income based methods**

Income based methods estimate value by calculating the present value of a company’s estimated future stream of earnings or cash flows. Income based methods include:

- discounted cash flow (DCF); and
- capitalisation of future maintainable earnings (“CFME”).

The DCF technique has a strong theoretical basis, valuing a business on the net present value of its future cash flows. It requires an analysis of future cash flows, the capital structure and costs of capital, and an assessment of the residual value or the terminal value of the company’s cash flows at the end of the forecast period. This method of valuation is appropriate when valuing companies where future cash flow projections can be made with a reasonable degree of confidence.

CFME is generally considered a short form DCF, where an estimation of the Future Maintainable Earnings (“FME”) of the business, rather than a stream of cash flows, is capitalised based on an appropriate capitalisation multiple. Multiples are derived from the analysis of transactions involving comparable target companies and the trading multiples of comparable listed companies. This methodology is commonly applied where earnings are stable and a FME stream can be established with a degree of confidence. Capitalisation multiples can be applied to either estimates of future maintainable operating cash flows, EBITDA, EBIT or net profit after tax (“NPAT”). The earnings from any surplus and non-operating assets and liabilities are excluded from the estimate of FME and the value of such assets and liabilities is separately added/subtracted to the value of the business in order to derive the total value of the company. The appropriate multiple to be applied is usually derived from an analysis of stock market trading multiples of comparable companies (which do not include a control premium) and the implied multiples paid in comparable transactions (which include a control premium).

#### **Asset based methods**

Asset based methodologies estimate the fair value of a company’s securities based on the realisable value of its identifiable net assets. Asset based methods include:

- orderly realisation of assets method;
- liquidation of assets method; and
- net assets on a going concern basis.

The value achievable in an orderly realisation of assets is estimated by determining the net realisable value of the assets of a company which would be distributed to security holders after payment of all liabilities, including realisation costs and taxation



charges that arise, assuming the company is wound up in an orderly manner. This technique is particularly appropriate for businesses with relatively high asset values compared to earnings and cash flows.

The liquidation of assets method is similar to the orderly realisation of assets method except the liquidation method assumes that the assets are sold in a shorter time frame. The liquidation of assets method will result in a value that is lower than the orderly realisation of assets method and is appropriate for companies in financial distress or where a company is not valued on a going concern basis.

The net assets on a going concern method estimates the market values of the net assets of a company but unlike the orderly realisation of assets method it does not take into account realisation costs. Asset based methods are appropriate when companies are not profitable, a significant proportion of the company's assets are liquid, or for asset holding companies.

## 4.2 Selection of valuation methodologies

### ***Valuation of a BDT Share prior to the Buy-Back***

In assessing the value of a BDT Share prior to the Buy-Back, we have selected the following valuation methodologies:

- net assets on a going concern basis (primary methodology); and
- quoted market price of listed securities (QMP) (cross check methodology).

#### ***Primary methodology – net assets on a going concern basis***

We have selected the net assets on a going concern methodology as our primary methodology to value the Company prior to the Buy-Back on the basis that the Company is loss-making and we do not consider that the earnings disclosed by current operations to result in a valuation using an income based method that would exceed the valuation obtained under an assets-based methodology.

In assessing the Fair Value of a BDT Share prior to the Buy-Back on a net assets on a going concern basis, we have utilised the Company's consolidated reviewed statement of financial position as at 31 December 2024, adjusted for material pro forma adjustments.

#### ***Cross-check methodology – quoted market price of listed securities***

We have utilised the QMP methodology as a cross-check to our primary valuation methodology. The Company's shares are listed on the ASX which means there is a regulated and observable market for the Company's Shares. However, consideration must be given to whether there is appropriate liquidity and activity in order to rely on the QMP method.

Notwithstanding the low liquidity of the Company's shares (discussed in further detail in Section 5.2), we have utilised the QMP methodology as a cross-check to our primary valuation methodology.

## 5. Valuation of a BDT Share prior to the Buy-Back

### 5.1 Net assets on a going concern methodology

As stated in Section 4.2, we have assessed the Fair Value of a BDT Share prior to the Buy-Back on a net asset as a going concern basis as our primary methodology.

Our assessment of the Fair Value of BDT's net assets prior to the Buy-Back is shown in the table below, based on the consolidated reviewed financial position of the Company as at 31 December 2024.

**Table 15 Assessed Fair Value of a BDT Share on a net assets basis (control basis)**

Consolidated statement of financial position (\$'000)	As at 31-Dec-24	Adj. Low	Adj. High	Assessed Value prior to Buy-Back	
				Low	High
<b>Current assets</b>					
Cash and cash equivalents	9,365	(4,600)	(3,400)	4,765	5,965
Trade and other receivables	2,682	-	-	2,682	2,682
Inventories	7,737	(2,393)	(2,393)	5,344	5,344
Other current assets	793	-	-	793	793
<b>Total current assets</b>	<b>20,577</b>	<b>(6,993)</b>	<b>(5,793)</b>	<b>13,584</b>	<b>14,784</b>
<b>Non-current assets</b>					
Lease assets	-	-	-	-	-
Deferred tax assets	26	-	-	26	26
Property, plant and equipment	84	-	-	84	84
Other non-current assets	124	-	-	124	124
<b>Total non-current assets</b>	<b>234</b>	<b>-</b>	<b>-</b>	<b>234</b>	<b>234</b>
<b>Total assets</b>	<b>20,811</b>	<b>(6,993)</b>	<b>(5,793)</b>	<b>13,818</b>	<b>15,018</b>
<b>Current liabilities</b>					
Trade and other payables	1,399	-	-	1,399	1,399
Contract liabilities	53	-	-	53	53
Current tax liabilities	10	-	-	10	10
Provisions	653	-	-	653	653
Potential dilutionary impact of options	-	1	1	1	1
<b>Total current liabilities</b>	<b>2,115</b>	<b>1</b>	<b>1</b>	<b>2,116</b>	<b>2,116</b>
<b>Non-current liabilities</b>					
Provisions	34	-	-	34	34
<b>Total non-current liabilities</b>	<b>34</b>	<b>-</b>	<b>-</b>	<b>34</b>	<b>34</b>
<b>Total liabilities</b>	<b>2,149</b>	<b>1</b>	<b>1</b>	<b>2,150</b>	<b>2,150</b>
<b>Net assets / Assessed Fair Value of net assets</b>	<b>18,662</b>	<b>(6,994)</b>	<b>(5,794)</b>	<b>11,668</b>	<b>12,868</b>
Number of shares on issue ('000)	161,486	-	-	161,486	161,486
<b>Assessed Fair Value per Share (control basis)</b>	<b>\$0.116</b>			<b>\$0.072</b>	<b>\$0.080</b>

Source: RSM analysis and reviewed financial statements

Our assessment has been based on the net assets position of the Company as set out in the reviewed balance sheet as at 31 December 2024, adjusted after consideration of the following:

- we have included a decrease in net assets, through a decrease in cash to account for estimated net losses after tax generated between the period 1 January 2025 to the date of this Report of \$2.2m (having regard to the actual results reported in BDT's management accounts for the three months ended 31 March 2025 and the Company's budget for FY25).

As set out in Sections 3.5 and 3.6, losses for the HY25 and the quarter ended 31 March 2025 were attributed primarily to:

- ongoing depressed demand for products in the United Kingdom and Western European markets as a result of ongoing regional conflicts and other associated macroeconomic conditions; and
- global uncertainty regarding the 'tariff wars' between the US and China under the Trump presidency.
- as the Company is currently loss-making and is expected to continue to be loss making in the short to medium term, we consider that any acquirer would discount the realisable value of net assets to allow for a further short period of losses. We have, therefore, included an allowance for forecast losses for a further 3 to 6 months in the range of \$1.2m to \$2.4m (having regard to current monthly losses being incurred in 2025, as well as the Company's ongoing efforts to reduce monthly overhead costs). These forecast losses have also been adjusted for above through a decrease in cash and accordingly, the low and high scenarios show a total adjustment to cash of \$4.6m to \$3.4m, respectively;
- we have adjusted inventory for impairment totalling \$2.4m, comprising the full write-down of Bolin finished goods of \$2.1m, as well as a further \$0.3m, being Management's current assessment of other slow moving inventory. Based on our review of BDT's management accounts, as well as discussions with Management, Bolin inventory has only reduced in value by \$81k through sales since 31 December 2024 and this former-generation inventory is considered obsolete. Accordingly, we do not consider that an acquirer would be willing to acquire this inventory; and
- at the date of this Report, BDT had 1,862,500 unlisted options on issue. We have included the dilutionary impact of the options in our assessment of the Fair Value of a BDT Share prior to the Buy-Back. Details of the assumptions and inputs we have used to value the potential dilutionary impact of the options is set out in Appendix D.

We are not aware of any other indicators that the book value of other assets and liabilities of BDT differ materially from their market value.

## Conclusion

Based on the above, our assessed Fair Value of a Share in the Company prior to the Buy-Back (on a control basis) is in the range of \$0.072 to \$0.080.

The net assets on a going concern methodology represents the value of a controlling shareholding. Accordingly, we consider no further premium is considered necessary to assess the value of BDT prior to the Buy-Back.

## 5.2 Quoted price of listed securities (cross-check methodology)

In order to provide a comparison and cross check to our valuation of a BDT Share derived under the net assets on a going concern basis, we have considered the recent quoted market price for BDT Shares on the ASX prior to the announcement of the Buy-Back.

RG 111.62 indicates that for the quoted market share price methodology to represent a reliable indicator of Fair Value, there needs to be an active and liquid market for the securities.

The following characteristics may be considered to be representative of a liquid and active market:

- regular trading in the company's securities;
- approximately 1% of a company's securities traded on a weekly basis;
- the bid/ask spread of a company's shares must not be so great that a single majority trade can significantly affect the market capitalisation of the company; and
- there are no significant but unexplained movements in share price.

The Buy-Back was announced on 7 April 2025. To provide further analysis of the quoted market prices for the Company's Shares, we have considered the Volume Weighted Average Price (VWAP) for the 5, 10, 30, 60, 90, 120, and 180 calendar days, as summarised in the table below.

**Table 16 VWAP of BDT Shares**

Calendar days	Share price Low \$	Share price High \$	No. of days traded	Volume traded	Value traded \$	VWAP \$	Percentage of issued capital %	Percentage of free float %
5 days	0.030	0.031	1	100,000	3,100	0.031	0.06%	0.10%
10 days	0.030	0.032	2	541,230	16,337	0.030	0.34%	0.55%
30 days	0.030	0.036	10	2,128,620	71,387	0.034	1.32%	2.18%
60 days	0.030	0.038	29	8,861,980	310,405	0.035	5.49%	9.08%
90 days	0.030	0.061	42	19,444,000	732,850	0.038	12.04%	19.92%
120 days	0.030	0.070	54	20,527,080	801,107	0.039	12.71%	21.03%
180 days	0.030	0.082	86	25,154,330	1,126,798	0.045	15.58%	25.77%

Source: Capital IQ and RSM analysis

Note – free float excludes shares held by Miall and Calnon

As set out in the table above, the Company's shares traded at between \$0.030 and \$0.082 over the 180-day period prior to 7 April 2025 and the VWAP ranged from \$0.030 to \$0.045 over the same period.

We note the following:

- during the 180 days leading up to 7 April 2025, 15.6% of the issued capital and 25.8% of the free float of BDT was traded, and in the 90 days leading up to 7 April 2025, 12.0% of the issued capital and 19.9% of the free float was traded;
- shares were traded on 86 days in the 180-day period leading up to 7 April 2025;
- the bid/ask spread is often used to measure efficiency. For the 180-day period, the closing bid/ask spread of BDT averaged 4.2% of the midpoint price. On the basis that, over a comparable period, all stocks trading on the ASX had an effective average bid/ask spreads of 0.1570%<sup>2</sup>, we consider the bid/ask spread of the Company to be large; and
- notwithstanding the level of liquidity, BDT complies with full disclosure regime required by the ASX. As a result, the market is fully informed about the performance of BDT.

Based on the recent trading in the Company's shares, we have assessed the value of a Share on a minority interest (non-controlling interest) basis to be in the range of \$0.031 to \$0.035.

## Control premium

Obtaining control of an entity usually provides the acquirer with a number of advantages including the following:

- access to potential synergies
- control over decision making and strategic direction;
- access to underlying cash flows; and
- control over dividend policies.

In the case of publicly traded securities, given the advantages control of an entity provides an acquirer, they are usually expected to pay a premium to the quoted market price to achieve control, which is often referred to as a control premium. Earnings multiples for listed companies do not reflect the market value of a controlling interest in the company as they are derived from market prices, which usually represent the buying and selling of non-controlling portfolio holdings (small parcels of shares).

RSM has conducted a study on 605 takeovers and schemes of arrangement involving companies listed on ASX over the 15.5 years ended 31 December 2020 ("**RSM Control Premium Study**"). In determining the control premium, RSM compared the offer price to the closing trading price of the target company 20, 5 and 2 trading days pre the date of the announcement of the offer. Where the consideration included shares in the acquiring company, RSM used the closing share price of the acquiring company on the day prior to the date of the offer.

<sup>2</sup> Equity market data for the quarter ended 31 March 2025 - ASIC

The table below sets out a summary of average control premiums relevant to the Buy-Back, as per the RSM Control Premium Study, of which all are applied at the equity level.

**Table 17 RSM Control Premium Study**

	Number of transactions	20 days pre	5 days pre	2 days pre
<b>Average control premium - all industries</b>	<b>605</b>	<b>34.7%</b>	<b>29.2%</b>	<b>27.1%</b>
<b>Average - Telecommunications, IT &amp; Software</b>	<b>64</b>	<b>44.1%</b>	<b>31.8%</b>	<b>34.8%</b>

Source: RSM Control Premium Study 2021

Based on the above and having regard to the current gearing structure of the Company, we consider the control premium at the equity level in the range of 30% to 35% is appropriate.

### Conclusion

The table below sets out our assessment of the Fair Value of a BDT share on a controlling basis utilising the QMP methodology.

**Table 18 Assessed value of a BDT Share – QMP**

	Low	High	Midpoint
Quoted price of listed securities - secondary method	\$0.031	\$0.035	\$0.033
Control premium (%)	30.0%	35.0%	32.5%
<b>Assessed Value per Share (controlling basis)</b>	<b>\$0.040</b>	<b>\$0.047</b>	<b>\$0.044</b>

Source: RSM analysis

As set out above, we have assessed the value of a BDT Share on a control basis using the QMP method to be in the range of \$0.040 to \$0.047, with a midpoint value of \$0.044.

## 5.3 Valuation summary and conclusion

A summary of our assessed values of a BDT Share on a controlling interest basis prior to the Buy-Back, derived under the net assets on a going concern basis and the quoted market price of listed securities methodology, is set out in the table below.

**Table 19 BDT valuation summary**

Valuation summary	Low	High	Preferred
<b>Net assets on a going concern - primary methodology</b>	<b>\$0.072</b>	<b>\$0.080</b>	<b>\$0.076</b>
Quoted market price of listed securities - cross-check methodology	\$0.040	\$0.047	\$0.044

Source: RSM analysis

In our opinion, we consider the net assets on a going concern basis provides a better indicator of the Fair Value of a BDT Share as we consider the analysis of the trading of the Company's Shares prior to the announcement of the Buy-Back indicates that the market for BDT Shares is not deep enough to provide an assessment of Fair Value under the QMP methodology.

Therefore, in our opinion, the Fair Value of a BDT Share prior to the Offer is in the range of \$0.072 to \$0.080, with a preferred value at the midpoint of \$0.076.

## 6. Is the Buy-Back Fair to the Shareholders?

The table below sets out a summary of our assessment of the Fair Value of a BDT Share compared to the Buy-Back Price.

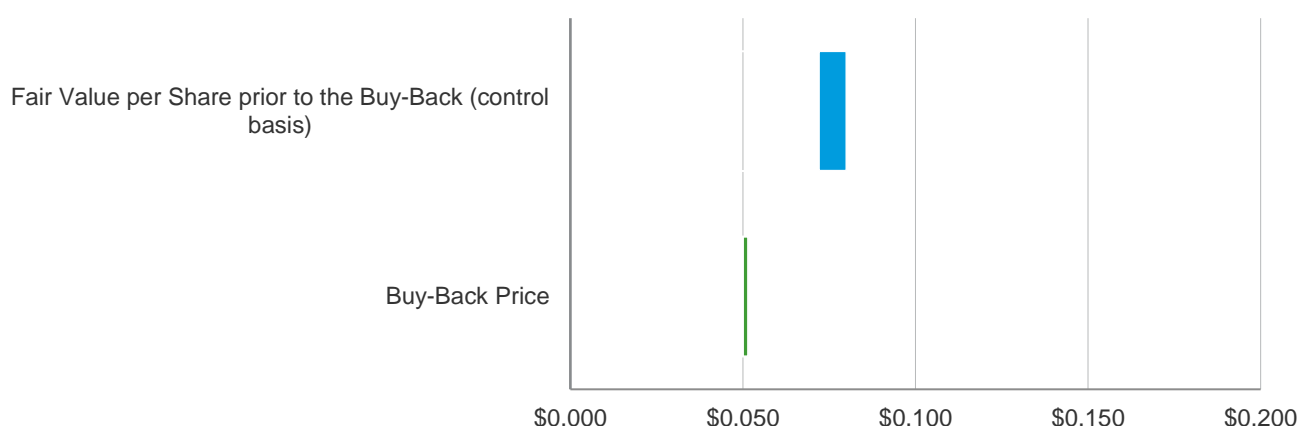
**Table 20 Valuation summary**

	Low	High	Preferred
<b>Fair Value per Share prior to the Buy-Back (control basis)</b>	<b>\$0.072</b>	<b>\$0.080</b>	<b>\$0.076</b>
<b>Buy-Back Price</b>	<b>\$0.050</b>	<b>\$0.050</b>	<b>\$0.050</b>

Source: RSM analysis

The above comparison is presented graphically below.

**Figure 4 Valuation summary**



Source: RSM analysis

In our opinion, as the Fair Value of a BDT Share prior to the Buy-Back (on a controlling basis) is greater than the Buy-Back Price, we consider the Buy-Back is **not fair** to Shareholders.

Our concluded Fair Value per Share prior to the Buy-Back (controlling basis) in the range of \$0.072 to \$0.080 per Share, has been assessed on a net assets on a going concern basis based primarily on the reviewed financial statements of the Company for HY25 (adjusted for estimated movements post 31 December 2024). We consider the net assets basis provides the best representation of the Fair Value per Share due to BDT's loss-making operations at the date of this Report and also having regard to the low liquidity of the Company's traded shares.

As set out in Section 5.2 (Table 18), we assessed the Fair Value of a BDT Share using the QMP method (on a controlling basis) to be in the range of \$0.040 to \$0.047, with a preferred value at the midpoint of \$0.044. We note that the Buy-Back Price would be fair if the values derived under the QMP method were used.

We consider that the difference between our assessed Fair Value per Share using the net assets on a going concern approach and the assessed Fair Value per Share using the QMP approach is likely representative of:

- discounts for lack of marketability priced by market participants into the listed share price of BDT, given the low level of liquidity evidenced in the historical share trading of BDT shares;
- the impact of losses sustained by the Company over the last three years; and
- expectations of future losses in the short to medium term which will further erode the net tangible asset position of the Company.

It should be noted that our valuation of a Share prior to the Buy-Back does not necessarily reflect the price at which BDT Shares will trade if the Buy-Back is not approved. The price at which Shares will ultimately trade depends on a range of factors including the liquidity of BDT's shares, macroeconomic conditions, the underlying success of the Company's future trading operations, and the supply and demand for BDT shares.

## 7. Is the Buy-Back Reasonable to Shareholders?

RG 111 establishes that an offer for securities is reasonable if it is fair. It might also be reasonable if, despite not being fair, there are sufficient reasons for security holders to accept the offer in the absence of a higher bid before the offer closes.

As such, we have also considered the following factors in relation to the reasonableness aspect of the Buy-Back:

- the future prospects of the Company if the Buy-Back does not proceed;
- commercial advantages and disadvantages to the Shareholders as a consequence of the Buy-Back proceeding;
- the response of the market to the Buy-Back;
- the extent to which Shareholders are receiving a premium for control; and
- alternative proposals to the Buy-Back.

### 7.1 Future prospects of BDT if the Buy-Back does not proceed

The Buy-Back is conditional upon the approval of the Delisting proposed under Resolution 1 (i.e. if Shareholders do not approve the Company's removal from the Official List of the ASX), Resolution 2 will not be put to a Shareholder vote and the Buy-Back will not proceed.

If both Resolutions 1 and 2 are not approved, unless a subsequent delisting proposal is approved by Shareholders or the ASX determines that the Shares should no longer be listed, the Company will not proceed with the Delisting or the Buy-Back, and the Shares would remain listed on the ASX.

As set out in further detail in the Notice, the Company may determine to conduct a share buy-back within the '10/12' limit which provides that under the Corporations Act, a company may buy back its shares of no more than 10% of the smallest number, at any time during the last 12 months, of votes attaching to voting shares of the company without obtaining shareholder approval by an ordinary resolution passed at a general meeting of the company.

Also as set out further detail in the Notice, the Board of Directors considers that given the low liquidity of BDT's traded shares, the financial, administrative and compliance obligations and costs associated with maintaining an ASX listing are no longer justified.

If Resolution 1 is approved but not Resolution 2, and the Delisting is implemented, Shareholders will continue to hold Shares in the Company but these Shares will no longer be tradeable on the ASX and it may be more difficult for Shareholders to dispose of their Shares.

Whilst the Directors consider that the Delisting will reduce the financial, administrative and compliance obligations and costs associated with maintaining an ASX listing, the Company may also have more limited means by which it can raise capital by the issue of securities, albeit the Directors also consider that the low liquidity of traded shares has restricted BDT's ability to expand its institutional ownership.



## 7.2 Advantages and disadvantages

In assessing whether the Shareholders are likely to be better off if the Buy-Back proceeds, than if it does not, we have also considered various advantages and disadvantages that are likely to accrue to the Shareholders.

The key advantages and disadvantages of the Buy-Back are outlined below.

## 7.3 Advantages of the Buy-Back

The advantages of the Buy-Back are set out in the table below.

**Table 21 Advantages of the Buy-Back**

Advantage	Details
Realisation of value in the form of cash	<p>As the Buy-Back is for 100% cash consideration, it provides Shareholders who accept the Buy-Back with certainty of value and removes the risks and uncertainties of remaining a BDT Shareholder, including;</p> <ul style="list-style-type: none"> <li>the ability of BDT to execute its growth and profitability strategy; and</li> <li>potential competitive threats and adverse shifts in the market for BDT's products, notably, the imposition of tariffs impacting the Company's sales in the US, pricing dynamics, and ongoing adjustments to pass on increases in tariffs to customers.</li> </ul> <p>Historically, the liquidity of BDT's shares has been low, with 12.0% of issued capital traded in the 90 days pre-announcement of the Buy-Back. Depending on the size of a Shareholder's stake, in the absence of the Buy-Back, the level of liquidity of BDT Shares may be an impediment to crystallising a Shareholder's interest for a consideration that is above the current trading price of c. \$0.047, and above the recent trading price of BDT Shares prior to the announcement of the Buy-Back of c. \$0.03.</p>
Exit opportunity for minority shareholders	<p>The Buy-Back provides Shareholders with the opportunity to exit all or part of their investment in the Company. Shareholders who accept the Buy-Back will mitigate the risk of being a minority shareholder with a limited collective ability to influence decisions.</p>
No stamp duty or brokerage fees in accepting the Buy-Back	<p>Shareholders will not pay stamp duty or brokerage fees on the sale of their BDT Shares if they accept the Buy-Back, when compared to selling directly via the share market.</p> <p>We note an alternate Buy-Back may also allow Shareholders the ability to exit their investment without the need to pay any stamp duty or brokerage fees.</p>
Guaranteed liquidity event	<p>The Buy-Back provides the Shareholders with the opportunity to exit all or part of their investment in the Company prior to the proposed Delisting.</p> <p>All eligible Shareholders have an equal opportunity to participate and also have flexibility to tailor the level of their participation to suit their individual circumstances.</p> <p>The Buy-Back will also enable eligible Shareholders to sell a significant volume of Shares which may otherwise be difficult to do via the ASX in light of recent trading levels in Shares.</p>
Avoid the becoming a minority shareholder of an unlisted company	<p>Acceptance of the Buy-Back allows Shareholders to avoid becoming a minority shareholder in an unlisted company with limited opportunities to realise their investment.</p> <p>It is important to note that our assessment of the Fair Value of a BDT Share prior to the Buy-Back on a control basis assumes a holder of BDT Shares has a controlling interest in the Company and unrestricted ability to transact in the Company's shares. Shareholders should note that the assessment of the Fair Value of a BDT Share prior to the Buy-Back does not incorporate minority interest (in accordance with the requirements of RG111) or lack of marketability / illiquidity discounts and accordingly, do not represent the values that may be realised if minority shareholders theoretically sought to dispose of unlisted BDT Shares.</p> <p>The Fair Value of minority interests in unlisted shares will generally be discounted to include discounts for lack of control and marketability. We have not quantified the size of these discounts as the position of each BDT Shareholder will vary, including as to when a Shareholder could dispose of Shares in the Company.</p>



## 7.4 Disadvantages of the Buy-Back

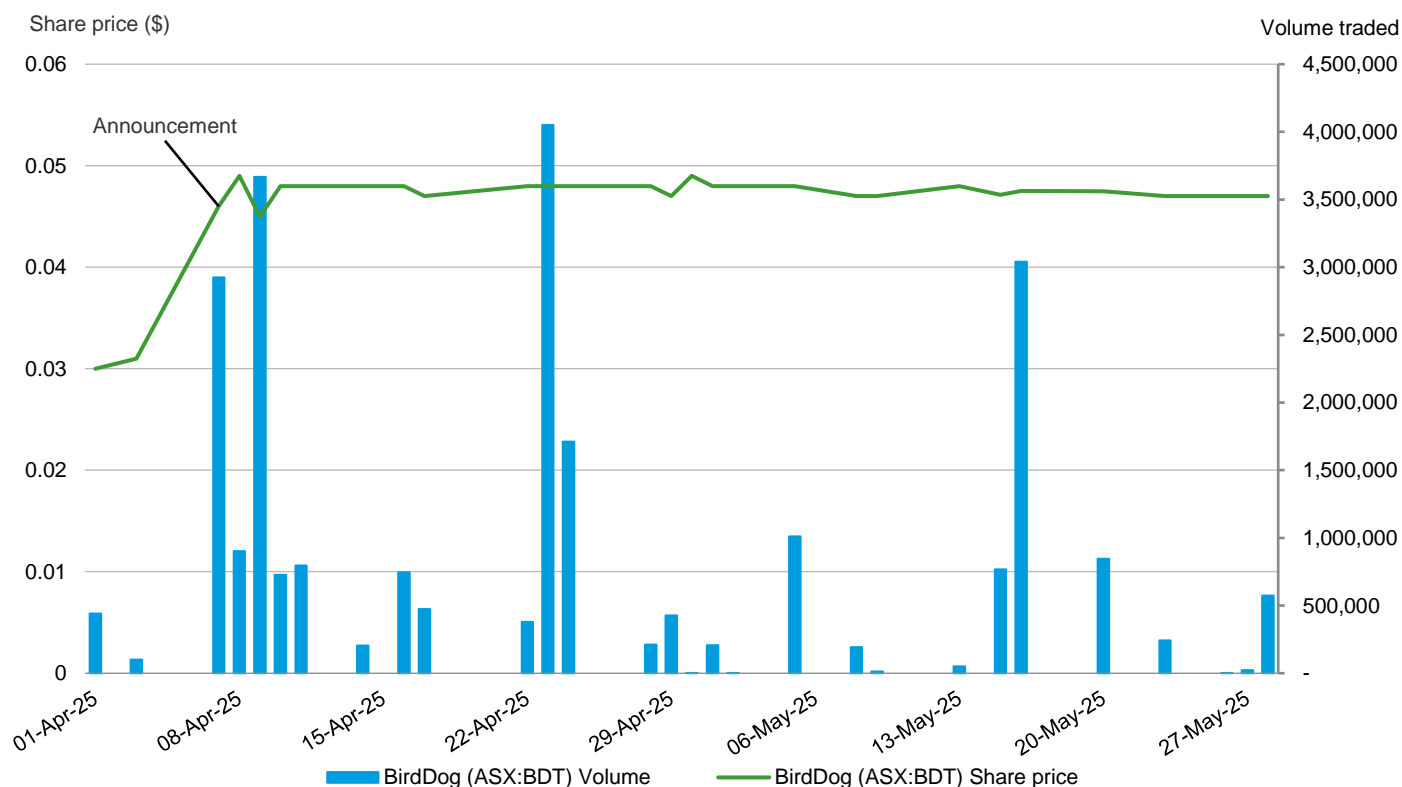
The disadvantages of the Buy-Back are set out in the table below.

**Table 22 Disadvantages of the Buy-Back**

Disadvantage	Details
The Buy-Back is not fair	As set out in Section 6 of this Report, the Buy-Back is not fair.
Forgo or reduce potential to benefit in any upside in the future value of the Company	Shareholders who sell their Shares under the Buy-Back will forego any benefits of remaining a holder of Shares. This includes, for example, the right to benefit from any future value realisation by the Company and the right to exercise any vote on resolutions considered by members at general meetings.
Potential tax considerations	<p>Acceptance of the Buy-Back and the disposal of BDT Shares will trigger a CGT event for Shareholders.</p> <p>The tax implications will vary between Shareholders depending on their personal circumstances and, therefore, individual taxation advice should be obtained.</p>
Change in investment profile	Acceptance of the Buy-Back may result in disadvantages to those who wish to maintain their current investment profile. BDT Shareholders who wish to maintain their investment profile may find it difficult to identify an investment with a similar profile to that of BDT and may incur transaction costs in undertaking a new investment.
Loss of potential superior proposal	<p>It is possible that a superior proposal which is more attractive for Shareholders than the Buy-Back, may be made in the future.</p> <p>We are not aware of any superior proposal as at the date of this Report.</p>

## 7.5 Trading in BDT Shares following the announcement of the Buy-Back

**Figure 5 BDT share price and volumes traded pre and post announcement of the Buy-Back**



Source: S&P Capital IQ

The share price closed at \$0.046 on the day of the announcement that the Company intended to undertake the proposed Delisting and Buy-Back, and in the period since has traded in the range of \$0.045 to \$0.049.

The table below sets out the VWAP of BDT from 7 April 2025 to 28 May 2025 (being the last practical date shares were traded to the date of this Report).

**Table 23 VWAP post the announcement of the Buy-Back**

	Share price Low \$	Share price High \$	No. of days traded	Volume traded	Value traded \$	VWAP \$	Percentage of issued capital %	Percentage of free float %
<i>Calendar days prior to 7-Apr-25</i>								
5 days	0.030	0.031	1	100,000	3,100	0.031	0.06%	0.10%
10 days	0.030	0.032	2	541,230	16,337	0.030	0.34%	0.55%
30 days	0.030	0.036	10	2,128,620	71,387	0.034	1.32%	2.18%
60 days	0.030	0.038	29	8,861,980	310,405	0.035	5.49%	9.08%
90 days	0.030	0.061	42	19,444,000	732,850	0.038	12.04%	19.92%
<i>Calendar days from 7-Apr-25</i>								
52 days	0.045	0.050	27	24,197,870	1,148,834	0.047	14.98%	24.79%

Source: S&P Capital IQ and RSM analysis

Note – free float excludes shares held by Miall and Calnon

The VWAP of BDT's Shares for the period after the announcement of the Buy-Back to the date of this Report was \$0.047, which was c. 52% and 57% higher than the 5- and 10-day VWAP prior to the announcement of \$0.031 and \$0.030, respectively, and 38% higher than the 30-day VWAP prior to the announcement of \$0.034. The volume of shares traded also increased, with 24.8% of the free float traded in the period following the announcement compared to 19.9% in the 90 days prior to 7 April 2025.

Based on the above, notwithstanding the relatively low liquidity of the Company's traded shares, we consider that the market has reacted favourably to the announcement of the Buy-Back.

In the absence of the Buy-Back, there is a significant risk that the Company's share price will revert back to its pre-announcement levels.

## 7.6 The extent to which Shareholders are receiving a premium for control

As set out in the Fairness opinion section above, we have concluded the Buy-Back is not fair as our assessment of the Fair Value of a Share prior to the Buy-Back on a controlling basis is greater than the Buy-Back Price.

Notwithstanding the above, in our assessment of reasonableness, we have considered whether Shareholders are receiving a premium for control by comparing our valuation of a BDT Share prior to the Buy-Back (on a non-controlling basis) using the QMP method, with the Buy-Back Price.

As set out in Section 5.2 (Table 18), we assessed the value of a BDT Share using the QMP method (on a non-controlling basis) to be \$0.033 at the midpoint value. Accordingly, the Buy-Back Price of \$0.05 represents an implied control premium of 52% over the Company's 5-day VWAP prior to the announcement of the Buy-Back, higher than our assessed control premium range of 30% to 35% appropriate for the valuation of a BDT Share as detailed in Section 5.2.

## 7.7 Alternative proposals to the Buy-Back

We are not aware of alternative proposals which may provide a greater benefit to Shareholders at the date of this Report.

## 7.8 Conclusion on Reasonableness

In our opinion, the position of the Shareholders if the Buy-Back is accepted is more advantageous than the position if it is not accepted. Therefore, in the absence of any other relevant information and/or a superior proposal, we consider that the Buy-Back is **reasonable** for the Shareholders of BDT.

We have reached this conclusion having most regard to the following factors:

- the 39.5% interest collectively held by Miall and Calnon prior to the Buy-Back means that Miall and Calnon have a significant interest in the Company, with considerable influence over the strategic direction of BDT and, therefore, it may be reasonable for Shareholders to accept a Buy-Back that does not provide a full control premium (as compared to our concluded Fair Value of a Share in BDT);
- using the QMP, we consider the value of a BDT Share (on a non-controlling basis) to be \$0.033 at the midpoint value prior to the Buy-Back. Accordingly, the Buy-Back Price represents an implied control premium of 52% compared to the 5-day VWAP of the Company's share price immediately prior to the Buy-Back;
- the lower trading price and low liquidity in the trading of BDT's shares prior to the Buy-Back resulted in limited opportunities for Shareholders to realise their investment in the short to medium term; and
- operating conditions for 2025 are expected to remain challenging due to ongoing global uncertainty regarding the 'tariff wars' between the US and China under the Trump presidency which may have further negative impact on the Company's operations in the short to medium term.

An individual Shareholder's opinion in relation to the Buy-Back may be influenced by their individual circumstances. If in doubt, Shareholders should consult an independent advisor.

# Appendices

## A. Declarations and Disclaimers

### Declarations and Disclosures

RSM Corporate Australia Pty Ltd holds Australian Financial Services Licence 255847 issued by ASIC pursuant to which they are licensed to prepare reports for the purpose of advising clients in relation to proposed or actual mergers, acquisitions, takeovers, corporate reconstructions or share issues.

### Qualifications

Our report has been prepared in accordance with professional standard APES 225 “Valuation Services” issued by the Accounting Professional & Ethical Standards Board.

RSM Corporate Australia Pty Ltd is beneficially owned by the partners of RSM Australia Pty Ltd (RSM), a large national firm of chartered accountants and business advisors.

Andrew Clifford and Nadine Marke are directors of RSM Corporate Australia Pty Ltd. Both Andrew and Nadine are Chartered Accountants with extensive experience in the field of corporate valuations and the provision of independent expert’s reports for transactions involving publicly listed and unlisted companies in Australia.

### Reliance on this Report

This report has been prepared solely for the purpose of assisting Shareholders of BirdDog Technology Limited in considering the Buy-Back. We do not assume any responsibility or liability to any party as a result of reliance on the Report for any other purpose.

### Reliance on Information

The statements and opinions contained in the Report are given in good faith. In the preparation of this report, we have relied upon information provided by the directors and management of the Company, and we have no reason to believe that this information was inaccurate, misleading or incomplete. RSM Corporate Australia Pty Ltd does not imply, nor should it be construed that it has carried out any form of audit or verification on the information and records supplied to us.

The opinion of RSM Corporate Australia Pty Ltd is based on economic, market and other conditions prevailing at the date of the Report. Such conditions can change significantly over relatively short periods of time.

In addition, we have considered publicly available information which we believe to be reliable. We have not, however, sought to independently verify any of the publicly available information which we have utilised for the purposes of the Report.

We assume no responsibility or liability for any loss suffered by any party as a result of our reliance on information supplied to us.

### Disclosure of Interest

At the date of the Report, none of RSM Corporate Australia Pty Ltd, RSM, Andrew Clifford, Nadine Marke, nor any other member, director, partner or employee of RSM Corporate Australia Pty Ltd and RSM has any interest in the outcome of the Buy-Back, except that RSM Corporate Australia Pty Ltd are expected to receive a fee of \$30,000 (excluding goods and services tax (“GST”) based on time occupied at normal professional rates for the preparation of the Report. The fees are payable regardless of whether the Company receives Shareholder approval for the Buy-Back.

### Consents

RSM Corporate Australia Pty Ltd consents to the inclusion of the Report in the form and context in which it is included with the Notice to be issued to Shareholders. Other than the Report, neither of RSM Corporate Australia Pty Ltd or RSM Australia Pty Ltd has been involved in the preparation of the Notice. Accordingly, we take no responsibility for the content of the Notice.

## B. Sources of Information

In preparing the Report, we have relied upon the following principal sources of information:

- Draft and final copies of the Notice of Extraordinary General Meeting and Explanatory Memorandum;
- BDT audited financial statements for FY22, FY23, and FY24;
- BDT reviewed financial statements for HY25;
- Budget for FY25 and CY25;
- Management reporting packs;
- Shareholder and options registers for the Company;
- ASX announcements;
- S&P Capital IQ database;
- IBISWorld; and
- Information provided to us throughout correspondence with the Directors and Management of BDT.

## C. Glossary of Terms and Abbreviations

Term or Abbreviation	Definition
\$ or AUD	Australian dollar
Act or Corporations Act	Corporations Act 2001 (Cth)
AFCA	Australian Financial Complaints Authority
AFSL	Australian Financial Services Licence
APES	Accounting Professional & Ethical Standards
ASIC	Australian Securities and Investments Commission
ASX	Australian Securities Exchange
ASX Listing Rules	The listing rules of the Australian Stock Exchange amended from time to time
b	Billions
BDT or Company	BirdDog Technology Limited
BDT Group or Group	BDT and its controlled entities
BDT Shares or Shares	The ordinary shares on issue in BDT
Buy-Back or Resolution 2	Resolution 2 as set out in the Notice
Calnon	Mr Barry Calnon
CFME	Capitalisation of future maintainable earnings
CGT	Capital gains tax
Controlling Basis	As assessment of the Fair Value of an equity interest, which assumes the holder or holders have control of the entity in which the equity is held.
Delisting or Resolution 1	Resolutions 1 as set out in the Notice
Discounted Cash Flow Method (DCF)	A method within the income approach whereby the present value of future expected net cash flows is calculated using a discount rate
Directors	Directors of the Company
EBIT	Earnings before interest and tax
EBITDA	Earnings before interest, tax, depreciation and amortisation
EGM	Extraordinary General Meeting
Enterprise Value or EV	The market value of a business on a cash free and debt free basis
Equity Value	The owner's interest in a company after the addition of all non-operating or surplus assets and the deduction of all non-operating or excess liabilities from the Enterprise Value.
Fair Value or Market Value	The amount at which an asset could be exchanged between a knowledgeable and willing but not anxious seller and a knowledgeable and willing but not anxious buyer, both acting at arm's length.
FME	Future Maintainable Earnings
Forward-looking information	Prospective financial information (including forecasts and projections) or any other statements or assumptions about future matters.
FSG	Financial Services Guide
FYXX	Financial year ended 30 June 20[XX]
GST	Goods and services tax

Term or Abbreviation	Definition
Historical Period, the	FY22, FY23, FY24 and HY25
HYXX	Half-year ended 31 December 20XX
IFRS	International Financial Reporting Standards
IPO	Initial public offering
k	Thousands
LTM	Last twelve months
m	Millions
Management	The management of BDT
Miall	Mr Dan Miall
Minority or Non-Controlling Interest	A non-controlling ownership interest, generally less than 50.0% of a company's voting shares
Shareholders	Holders of ordinary shares in BDT
Notice	Notice of Extraordinary General Meeting and Explanatory Memorandum to which this Report is attached
NPAT	Net profit after tax
PCP	Prior corresponding period / prior comparative period
QMP	Quoted market price of listed securities
RBA	Reserve Bank of Australia
Report or IER	This Independent Expert's Report prepared by RSM Corporate Australia Pty Ltd
RG 110	ASIC Regulatory Guide 110 Share buy-backs
RG 111	ASIC Regulatory Guide 111 Content of expert reports
RG 112	ASIC Regulatory Guide 112 Independence of experts
RSM Control Premium Study 2021	RSM study on 605 takeovers and schemes of arrangement involving companies listed on ASX over the 15.5 years ended 31 December 2020
RSM, we, us or our	RSM Corporate Australia Pty Ltd
S&P Capital IQ or Capital IQ	An entity of Standard and Poor's which is a third-party provider of company and other financial information
US\$	US dollars
VWAP	Volume weighted average share price



## D. Assessment of impact on Fair Value of the potential dilutive impact of BDT options

### Unlisted options prior to the Buy-Back

At the date of this Report, BDT has 1,862,500 unlisted options on issue. As the options are American Options (may be exercised at any time before the expiration date), we have utilised the binomial options valuation model to enable expected early exercise of the unlisted options to be factored into the valuation.

The binomial model uses either a binomial or trinomial distribution process to derive value by separating the total maturity period of the option into discrete periods. When progressing from one time period, or node, to another, the underlying common stock price is assumed to have an equal probability of increasing and/or decreasing by upward and downward price movements.

The key inputs and assumptions we have used in the binomial model to value the potential dilutionary impact of the unlisted options are set out in the table below.

**Table 24 Key inputs in the valuation of the BDT options**

Inputs	Option terms	Option terms	Option terms	Option terms	Option terms
Number of options	1,000,000	230,000	230,000	100,000	302,500
Valuation date	20-May-25	20-May-25	20-May-25	20-May-25	20-May-25
Grant date	30-Sep-21	16-Dec-21	16-Dec-21	16-Dec-21	16-Dec-21
Expiry date	16-Dec-26	16-Dec-26	16-Dec-26	16-Dec-26	16-Dec-26
Exercise price	\$0.6500	\$0.6500	\$0.7475	\$0.8450	\$0.6500
Current share price	\$0.0574	\$0.0574	\$0.0574	\$0.0574	\$0.0574
Maximum option life in years	1.58	1.58	1.58	1.58	1.58
Assessed volatility	75%	75%	75%	75%	75%
Risk free rate	3.3%	3.3%	3.3%	3.3%	3.3%
Dividend yield	0%	0%	0%	0%	0%
Vesting period (years)	0	0	0	0	0
Early exercise factor	2.5	2.5	2.5	2.5	2.5

Source: Management information and RSM analysis.

**Valuation date and option life** – we have valued the options as at the date of the Report (or as close as practically possible) and accordingly have calculated remaining option life in years based on the date of the Report to the expiry date under the appropriate terms of options on issue that we considered to represent the majority of employees under each group.

**Exercise price** – The options have exercise prices in the range of \$0.0650 to \$0.0845 as set out above.

**Current share price** – we have adopted a share price of \$0.0574, being our assessment of the Fair Value of a BDT Share prior to the Buy-Back on a non-controlling basis at the midpoint value (applying a discount rate of 24.5%, being the inverse of our assessed midpoint control premium of 32.5% (30.0% to 35.0% range) applied when valuing a BDT Share using the QMP method.

**Volatility** – the volatility of the share price is a measure of the uncertainty about the returns provided by BDT shares. Generally, it is possible to predict future volatility of a stock by reference to its historical volatility. A share with a greater volatility has a greater time component of the total value.

Our assumption is predicated on the fact that historical volatility is representative of expected future volatility.

Based on the above, and having regard to the liquidity and historical volatility of BDT, we have included a volatility of 75%, based on the average daily, weekly and monthly volatility of BDT for the preceding two years.

**Risk free rate** – We have determined the risk-free rate based on the yield of 2-year Commonwealth bond rates as at 20 May 2025 that cover the period that best match the life of the options as at the valuation date as set out above.

**Dividend yield** – we have utilised a dividend yield of 0% based on current market assessed yields.

**Early exercise factor** – expected early exercise is factored into the valuation by our application of the binomial model. The model incorporates an exercise factor, which determines the conditions under which an option holder is expected to exercise their options. It is defined as a multiple of the exercise price (e.g. 2.5 would mean that on average option holders tend to exercise their options when the stock price reaches 2.5 times the exercise price).

This is considered more reliable than trying to guess the average time to exercise. For example, trying to estimate an average time after which option holders exercise is likely to be inaccurate as during periods when the market is high, option holders are more likely to exercise early as opposed to times when the market is low. Using an exercise multiple, which is based on a robust theory of stock price behaviour/distribution, overcomes these problems.

We have assumed that the exercise factor for these options is 2.5. There have been a number of historical studies that indicate that option holders early exercise options generally at between 2 to 3 times the exercise price, with the higher multiples generally attributable to more senior employees within the company.

### Options valuation summary

Based on the inputs and assumptions above, our assessed value of the potential dilutionary impact of the unlisted BDT options prior to the Buy-Back is set out in the table below.

**Table 25 Dilutionary impact of BDT options**

Number	Exercise price	Value of one share option	Total dilutionary impact
1,000,000	\$0.6500	\$0.0003	\$296
230,000	\$0.6500	\$0.0003	\$68
230,000	\$0.7475	\$0.0002	\$45
100,000	\$0.8450	\$0.0001	\$14
302,500	\$0.6500	\$0.0003	\$90
<b>1,862,500</b>			<b>\$513</b>

Source: RSM analysis

## E. Industry Overview

In evaluating the industry in which BirdDog Technologies Limited operates, we have had regard to the following industries:

- Audio Visual Electronic Equipment Manufacturing in Australia<sup>3</sup>; and
- Software Publishing in Australia<sup>4</sup>.

We note that BDT primarily operates in the AV Electronic Equipment Manufacturing industry as less than 1% of the Company's revenues are currently derived from software services.

### General overview

The software and audio-visual electronic equipment manufacturing industries have experienced divergent trends in recent years. The software industry has thrived due to the rise of remote working and the adoption of the Software as a Service (SaaS) model, while the audio visual (AV) electronic equipment manufacturing industry has faced significant challenges from global competition and the impacts of the COVID-19 pandemic.

### Audio Visual Electronic Equipment Manufacturing Industry

In contrast, the AV electronic equipment manufacturing industry has faced challenging trading conditions characterised by a high level of globalisation. Imports account for a considerable portion of domestic demand, placing significant competitive pressure on local manufacturers. Low-cost overseas manufacturers dominate the domestic market, forcing local manufacturers to focus on higher quality, specialised items to gain a competitive advantage.

The industry is highly fragmented, with a low level of market concentration and multiple diverse product segments. The COVID-19 pandemic substantially reduced demand from key markets such as the defence segment, leading to an expected revenue decline at an annualised rate of 6.3% over the five years through 2023-24, to \$2.7b. This includes an estimated decline of 0.2% in 2024 due to the rise in the value of the Australian dollar, making foreign products more price-competitive and domestically manufactured equipment pricier.

### Software Industry

The software industry has been propelled by an increasingly digitised society and the successful implementation of the SaaS business model. Revenue is expected to grow at an annualised rate of 11.0% over the five years through 2024-25, with an anticipated rise of 11.9% in 2024-25 alone, reaching \$8.3b. Despite initial losses in 2019-20 due to the shift towards SaaS business models, the industry's profit margins have rebounded due to successful SaaS integration. Local software publishers face substantial external competition from global giants such as Apple, Google, and Microsoft. The industry remained resilient amid the COVID-19 pandemic, with increased demand for remote working software counterbalancing cutbacks by businesses facing financial constraints.

The shift to subscription-based models and integration with cloud computing has solidified the industry's robust performance. The industry is projected to experience robust growth due to continuous technological advancements and increasing demand for remote-working solutions amid cybersecurity concerns. Industry revenue is forecast to grow at an annualised rate of 14.3% through the end of 2029-30, reaching \$16.3b.

### Key industry performance drivers

The key drivers that influence the Audio Visual Electronic Equipment Manufacturing Industry include:

- IT and telecommunications adoption; and
- capital expenditure on machinery, equipment, defence and computer software.

The factors leading to the current performance of the Audio Visual Electronic Equipment Manufacturing Industry include:

- strong capital expenditure on machinery and equipment and technological developments: the COVID-19 pandemic boosted remote working capabilities, increasing IT and telecommunications adoption. This growth in capital expenditure and technology adoption has supported revenue.
- cloud computing and improved connectivity propel software publishing forwards: cloud computing has transformed data management by eliminating in-house data centres and offering scalability.

<sup>3</sup> Source: IBISWorld Report C2429 Audio Visual Electronic Equipment Manufacturing in Australia, May 2025

<sup>4</sup> Source: IBISWorld Report J5420 Software Publishing in Australia, January 2025

## Outlook

The performance of audio visual electronic equipment manufacturers is set to recover over the next few years, with revenue projected to grow at an annual average rate of 3.4% through the end of 2028-29, reaching an estimated \$3.1b. Import penetration is poised to remain high, as the Australian dollar is set to rise, causing domestic manufacturers to face greater competition from cheaper foreign products. Commercial and industrial construction activities are set to rise, driving up demand for audio visual electronic equipment. Rising capital expenditure on defence and private capital expenditure on machinery and equipment is also set to boost industry revenue. The export market is poised to grow as global demand recovers from the effects of COVID-19, and the demand for high-quality products strengthens.

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The RSM network is administered by RSM International Limited, a company registered in England and Wales (company number 4040598) whose registered office is at 50 Cannon Street, 2nd Floor, London EC4N 6JJ.

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Australian Financial Services Licence No. 255847



# Proxy Voting Form

If you are attending the Meeting in person, please bring this with you for Securityholder registration.

BirdDog Technology Limited | ABN 18 653 360 448

Your proxy voting instruction must be received by **11.00am (AEST) on Sunday, 29 June 2025**, 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 Key Management Personnel.

### 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://automicgroup.com.au>.

### Lodging your Proxy Voting Form:

#### Online

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/loginsah> 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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