

Dear Shareholder,

Annual General Meeting

Letter to Shareholders

TALi Digital Ltd (ASX:TD1) advises that the Annual General Meeting ("AGM") of Shareholders will be held on **Tuesday, 23 November 2021 at 11:00 a.m. (Melbourne time)** as a virtual meeting ("Meeting").

In accordance with the Treasury Laws Amendment (2021 Measures No.1) Act 2021 which came into force on 14 August 2021, the Company will not be dispatching physical copies of the Notice of Meeting ("Notice") to Shareholders. The Notice is being made available to Shareholders electronically and can be viewed and downloaded online at the following link:
<https://talidigital.com/investors-centre?hsLang=en>

Given the health concerns and restrictions attributed to the COVID19 pandemic, the Company considers that it is appropriate to hold this Meeting as a virtual meeting. Details on how to attend and participate in the virtual meeting can be found below and in the Notice of Meeting.

Given the uncertainty surrounding the COVID-19 pandemic, by the time this letter is received by Shareholders, circumstances may have changed but the Notice is given based on circumstances as **21 October 2021**. Accordingly, should circumstances change, the Company will make an announcement on the ASX market announcements platform and on the Company's website at:
<https://talidigital.com/investors-centre?hsLang=en>

Shareholders are urged to monitor the ASX announcements platform and the Company's website.

Virtual Meeting

The company is pleased to provide shareholders with the opportunity to attend and participate in the virtual Meeting through an online meeting platform powered by Automic. Shareholders that have an existing account with Automic will be able to watch, listen, and vote online.

Shareholders who do not have an account with Automic are strongly encouraged to register for an account as soon as possible and well in advance of the Meeting to avoid any delays on the day of the Meeting. An account can be created via the following link <https://investor.automic.com.au/#/home> and then clicking on "register" and following the prompts. Shareholders will require their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) to create an account with Automic.

All resolutions will be decided on a poll. The poll will be conducted based on votes submitted by proxy and at the Meeting.

Your vote is important

The business of the Meeting affects your shareholding and your vote is important.

Shareholders attending the meeting virtually and wishing to vote on the day of the meeting can find further instructions on how to do so in the Notice of Meeting. Alternatively, shareholders are strongly encouraged to complete and submit their vote by proxy by using one of the following methods:

Online

Lodge the Proxy Form online at <https://investor.automic.com.au/#/loginsah> by following the instructions: Log into the Automic website using the holding details as shown on the Proxy Form. Click on 'View Meetings' – 'Vote'. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form.

By post

Completing the enclosed Proxy Form and posting it to: Automic, GPO Box 5193, Sydney NSW 2001.

By email

Completing the enclosed Proxy Form and emailing it to: meetings@automicgroup.com.au

Your Proxy instruction must be received not later than 48 hours before the commencement of the Meeting being 11:00 a.m. (Melbourne time) on Sunday, 21 November 2021. Proxy Forms received later than this time will be invalid.

The Chair intends to vote all open proxies in favour of all resolutions, where permitted.

Sincerely,



Stephen Denaro
Company Secretary



TALi Digital Limited

ACN 108 150 750

NOTICE OF MEETING AND EXPLANATORY STATEMENT

**Tuesday, 23 November 2021
at 11:00 a.m. (Melbourne time)**

**Notice is given that the 2021 Annual General Meeting of Shareholders (AGM) of
TALi Digital Limited ACN 108 150 750 (TALi or the Company) will be held on
Tuesday, 23 November 2021 at 11:00 a.m. (Melbourne time)**

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisors prior to voting. Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on 1300 082 013 or at investors@talidigital.com.

NOTICE OF MEETING

NOTICE IS GIVEN that an Annual General Meeting (**AGM**) of the Shareholders of TALi Digital Limited (ACN 108 150 750) (**TALi** or **Company**) will be held at 11:00 a.m. (Melbourne time) on Tuesday, 23 November 2021 for the purposes of considering the items of business set out below.

In accordance with the Treasury Laws Amendment (2021 Measures No. 1) Act 2021, the Meeting will be held online using technology (namely an online webcasting platform) and not a face to face meeting.

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

The online webcasting platform used for the conduct of the 2021 AGM will provide a reasonable opportunity for all Shareholders and other persons entitled to attend and vote at the Meeting to participate in, and ask questions at, the Meeting. All persons so participating in the Meeting using the online webcasting platform are taken for all purposes to be present at the Meeting while so participating.

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

The results of the voting on resolutions requiring a Shareholder vote at the Meeting will be announced to the ASX promptly after the Meeting.

The Explanatory Statement and Proxy Form accompanying this Notice of Meeting are hereby incorporated in and comprise part of this Notice of Meeting.

BUSINESS OF THE MEETING

Financial Statements and Related Reports

To receive and consider the Financial Report, the Directors' Report and the Auditor's Report of TALi Digital Limited for the financial year ended 30 June 2021.

No resolution will be required to be passed on this item.

Resolution 1 – Adoption of Remuneration Report

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

"That the Remuneration Report forming part of the Directors' Report for the financial year ended 30 June 2021 be adopted."

The vote on this resolution is advisory only and does not bind the Company or its Directors. The Directors will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the Meeting when reviewing TALi's remuneration policies.

Voting Exclusion:

The Company will disregard any vote cast on resolution 1 by or on behalf of a member of the Key Management Personnel (**KMP**) (being those persons described as such in the Remuneration Report for the year ended 30 June 2021), or that member's Closely Related Party, regardless of the capacity in which the vote is cast.

However, a member of the KMP or Closely Related Party may cast a vote on this item as proxy for a person that is entitled to vote if:

- the appointment of the proxy specifies in writing the way the proxy is to vote on the resolution, and the vote is not cast on behalf of a person described above; or

- that person is the Chair of the Meeting, and the appointment of the proxy expressly authorises the Chair of the Meeting to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP, and the vote is not cast on behalf of a person described above.

Resolution 2 – Re-election of Director (Ms Sue MacLeman)

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

"That for the purposes of Listing Rule 14.4, and clauses 5.1 and 5.2 of the Constitution, Ms Sue MacLeman, who retires as a Director by rotation under the Constitution, and being eligible for re-election, be re-elected as a Director."

Resolution 3 - Re-election of Director (Mr Jefferson Harcourt)

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

"That for the purposes of Listing Rule 14.4, and clauses 5.1 and 5.2 of the Constitution, Mr Jefferson Harcourt, who retires as a Director by rotation under the Constitution, and being eligible for re-election, be re-elected as a Director."

Resolution 4 - Approval of Proposed Option Issue - Placement

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

"That for the purposes of Listing Rule 7.1 and for all other purposes, the Shareholders approve the proposed issue of 49,358,974 unlisted options to subscribe to fully paid ordinary shares in the capital of the Company on the basis set out in the Explanatory Statement."

Voting Exclusion:

The Company will disregard any votes cast in favour of this resolution by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except solely by reason of being a holder of ordinary shares in the Company) or an associate of those persons.

However, this does not apply to a vote cast in favour of the resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way;
- the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chair to vote on the resolution as the Chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 5 - Approval of Proposed Option Issue - Taylor Collison

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

"That for the purposes of Listing Rule 7.1 and for all other purposes, the Shareholders approve the proposed issue of 15,000,000 unlisted options to subscribe to fully paid ordinary shares in the capital of the Company to Taylor Collison (or its nominee) on the basis set out in the Explanatory Statement."

Voting Exclusion:

The Company will disregard any votes cast in favour of this resolution by Taylor Collison, or who will obtain a material benefit as a result of, the proposed issue (except solely by reason of being a holder of ordinary shares in the Company) or an associate of those persons.

However, this does not apply to a vote cast in favour of the resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way;
- the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chair to vote on the resolution as the Chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 6 - Approval of Previous Share Issue - Placement

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

"That for the purposes of Listing Rule 7.4 and for all other purposes, the Shareholders approve and ratify the previous issue of:

- 30,595,188 fully paid ordinary shares in the capital of the Company under Listing Rule 7.1; and
- 68,122,760 fully paid ordinary shares in the capital of the Company under Listing Rule 7.1A, on the basis set out in the Explanatory Statement."

Voting Exclusion:

The Company will disregard any votes cast in favour of this resolution by any person who participated in the Placement or any associates of those persons.

However, this does not apply to a vote cast in favour of the resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way;
- the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chair to vote on the resolution as the Chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 7 - Approval of Previous Share Issue - The Times Group

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

"That for the purposes of Listing Rule 7.4 and for all other purposes, the Shareholders approve and ratify the previous issue of 81,800,594 fully paid ordinary shares in the capital of the Company under Listing Rule 7.1 to Brand Capital International on the basis set out in the Explanatory Statement."

Voting Exclusion:

The Company will disregard any votes cast in favour of this resolution by Brand Capital International or any of its associates.

However, this does not apply to a vote cast in favour of the resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way;
- the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chair to vote on the resolution as the Chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

- the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
- the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 8 – Approval of 10% Capacity

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

“That for the purposes of Listing Rule 7.1A and for all other purposes, the Shareholders approve the additional capacity of the Company to issue Equity Securities up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with Listing Rule 7.1A.2 and otherwise on the terms and conditions contained in the Explanatory Statement.”

An explanation of the proposed special resolution is set out in the attached Explanatory Statement.

By order of the Board



Stephen Denaro
Company Secretary
Date: 21 October 2021

MEETING INFORMATION

Voting entitlement

A determination has been made by the Board of the Company under regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders as at 7:00 p.m. (Melbourne time) on Sunday, 21 November 2021, subject to any applicable voting exclusion.

Voting methods

Due to the COVID-19 restrictions, you will not be able to attend the Meeting in person. However, you will have the opportunity to be present and participate via an online webcasting platform. You will also have the opportunity to ask questions at the meeting.

Shareholders who wish to watch, listen and vote virtually on the day of the AGM will need to login to the Automic website (<https://investor.automic.com.au/#/home>) with their *username* and *password*.

Shareholders who do not have an account with Automic are strongly encouraged to register for an account **as soon as possible and well in advance of the Meeting** to avoid any delays on the day of the Meeting.

How do I create an account with Automic?

To create an account with Automic, please go to the Automic website (<https://investor.automic.com.au/#/home>), click on 'Register' and follow the steps. Shareholders will require their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) to create an account with Automic.

I have an account with Automic, what are the next steps?

Shareholders who have an existing account with Automic (Note: with a *username* and *password*) are advised to take the following steps to attend and vote virtually on the day of the AGM:

1. Login to the Automic website (<https://investor.automic.com.au/#/home>) using your *username* and *password*.
2. **(Registration on the day)** If registration for the virtual meeting is open, a banner will display at the bottom of your screen to indicate that the Meeting is open for registration, click on 'Register' when this appears and follow the steps. Click on the URL to join the webcast where you can view and listen to the virtual meeting. Note that the webcast will open in a separate window.
3. **(Live voting on the day)** Once the Chair has declared the poll open for voting, click on 'Refresh' within the platform to be taken to the voting screen. Select your voting choice and click 'Confirm' to submit your vote. Note that you cannot amend your vote after it has been submitted.

For further details, please refer to the Registration and Voting Guide, which can be accessed at <https://www.automicgroup.com.au/virtual-agms/>. Please scroll to middle of the page for the links.

Voting by proxy

Each Shareholder who is entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on behalf of that Shareholder. The proxy may be an individual or a body corporate. A proxy need not be a Shareholder. A proxy appointed by a corporate body must be executed in accordance with the Corporations Act and any representatives of a corporate body wishing to attend and vote at the Meeting on behalf of the corporate body must have a certificate of appointment.

A Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes that each proxy is appointed to exercise. If a Shareholder appoints two proxies and the appointment does not specify the proportion, or number, of the Shareholder's votes each proxy may exercise, each proxy may exercise half the votes (disregarding fractions).

A proxy appointment form is enclosed with this Notice of Meeting. For the proxy form to be valid, the proxy form together with the power of attorney or other authority (if any) under which it is signed, or a certified copy of that power of attorney, must be lodged by one of the following methods and received no later than 11:00 a.m. (Melbourne time) on Sunday, 21 November 2021, being 48 hours prior to the Meeting:

- online: <https://investor.automic.com.au>
- by email: meetings@automic.com.au

- by facsimile: +61 2 8583 3040
- by mail: Automic, GPO Box 5193, Sydney NSW 2001
- by delivery: Automic, Level 5, 126 Phillip Street, Sydney NSW 2000

For further details, please refer to the Online Proxy Lodgement Guide, which can be accessed on the Company's website at <https://www.automicgroup.com.au/virtual-agms/>. Please scroll to middle of the page for the link to the guide.

Proxy voting by the Chair

The Corporations Act imposes prohibitions on Key Management Personnel and their Closely Related Parties from voting their shares (or voting undirected proxies) on, amongst other things, remuneration matters. However, the chair of a meeting may vote an undirected proxy (i.e. a proxy that does not specify how it is to be voted), provided the shareholder who has lodged the proxy has given an express voting direction to the chair to exercise the undirected proxy, even if the resolution is connected with the remuneration of a member of Key Management Personnel.

If you complete a proxy form that authorises the Chair of the Meeting to vote on your behalf as proxy, and you do not mark any of the boxes so as to give her directions about how your vote should be cast, then you will be taken to have expressly authorised the Chair to exercise your proxy on resolution 1, even though the resolution is connected directly or indirectly with the remuneration of Key Management Personnel. In accordance with this express authority provided by you, the Chair will vote in favour of resolution 1. If you wish to appoint the Chair of the Meeting as your proxy, and you wish to direct her how to vote, please tick the appropriate boxes on the proxy form.

The Chair of the Meeting intends to vote all available undirected proxies in favour of each item of business. If you appoint as your proxy any Director, except the Chair, or any other Key Management Personnel or any of their Closely Related Parties and you do not direct your proxy how to vote on resolution 1, he or she will not vote your proxy on that item of business.

Attorneys

A Shareholder may appoint an attorney to vote on his or her behalf. For an appointment to be effective for the Meeting, the instrument effecting the appointment (or a certified copy of it) must be received by the Company at its registered office or by the Share Registry by no later than 11:00 a.m. (Melbourne time) on Sunday, 21 November 2021.

Corporate Representatives

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

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

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

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

Asking questions at the AGM

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

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

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

The Company will also provide Shareholders with the opportunity to ask questions during the Meeting in respect to the formal items of business as well as general questions in respect to the Company and its business.

Defined Terms

Capitalised terms in this Notice of Meeting and Explanatory Statement are defined either in the "Glossary" section or where the relevant term is first used.

EXPLANATORY STATEMENT

The purpose of this Explanatory Statement (which accompanies and forms part of the Notice of Meeting), is to provide Shareholders with an explanation of the business of the AGM and of the resolutions to be proposed and considered at the AGM at 11:00 a.m. (Melbourne time) on Tuesday, 23 November 2021 and to assist Shareholders in deciding how they may wish to vote on the resolutions.

Shareholders should read this Explanatory Statement in full before deciding on how to vote on the proposed resolutions to be considered at the AGM.

Financial Statements and Relevant Reports

Pursuant to the Corporations Act, the directors of a listed company that is required to hold an Annual General Meeting must table the financial statements and reports of the company (including the Directors' Report, Remuneration Report and Auditor's Report) for the previous financial year before the members at that Annual General Meeting. There is no requirement for a formal resolution on this item.

Shareholders can view and download all relevant information concerning the Company's financial statements, the Directors' Report, Remuneration Report and Auditor's Report in the Annual Report of the Company for the year ended 30 June 2021 at the Company's website at <https://talidigital.com/investors-centre/asx-announcements/>. The Company will not provide a hard copy of the Annual Report unless specifically requested to do so.

Shareholders will be given a reasonable opportunity at the Meeting to ask questions and make comments on the financial statements and the reports (refer to 'Asking questions at the AGM' above). The Company's auditor will also be available to receive questions and comments from Shareholders about the preparation and content of the financial statements and the Auditor's Report and the conduct of the audit generally.

Shareholders may submit written questions to the Company's auditor in advance of the Meeting (refer to 'Asking questions at the AGM' above).

A reasonable opportunity will be allowed at the Meeting for a representative of the Company's auditor to answer any written questions submitted in accordance with the above procedure.

Resolution 1– Adoption of Remuneration Report

The Corporations Act requires a non-binding resolution be put to shareholders for the adoption of the Remuneration Report. The Remuneration Report is set out in the 2021 Annual Report. During this item of business there will be an opportunity for Shareholders at the Meeting to comment on or ask questions about the Remuneration Report.

Shareholder votes on this resolution are advisory only and will not bind the Directors or the Company. However, the Board will take the outcome of the vote into consideration when reviewing the remuneration practices and policies of the Company.

As a result of provisions in the Corporations Act, known generally as the "two strikes rule", Shareholders should note that the result of the vote on this resolution may affect next year's Annual General Meeting. If 25% or more of the votes cast on the resolution are voted "against" adoption of the Remuneration Report at the Meeting, then if, at next year's AGM, at least 25% of the votes cast on the resolution for adoption of the Remuneration Report are against it, the Company will be required to put to Shareholders at that AGM a resolution proposing that an Extraordinary General Meeting (**EGM**) be called to consider the re-election of each of the Directors (other than the Managing Director) in office at the end of next year's AGM (a spill resolution).

If a spill resolution is passed (i.e. more than 50% of votes cast are in favour), all of the Directors (other than the Managing Director) will cease to hold office at the subsequent EGM, unless re-elected at that meeting.

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

Resolution 2 – Re-election of Director (Ms Sue MacLeman)

Background

Ms Sue MacLeman has been a non-executive Chair since 6 September 2018 and last stood for re-election at the Company's 2018 Annual General Meeting. Accordingly, Ms MacLeman retires in accordance with clauses 5.1 and 5.2 of the Constitution and being eligible, offers herself for re-election.

About Ms MacLeman

Ms MacLeman has more than 30 years' experience as a pharmaceutical, biotechnology and medical technology executive with senior roles in corporate, medical, commercial and business development. Sue has served as CEO and Board member of several ASX and NASDAQ listed companies in the sector and is currently Chair – TALi Digital Limited, Chair – Oventus Medical Ltd (ASX: OVN), Chair – MTPConnect (Medical Technology and Pharmaceuticals Industry Innovation Growth Centre MTPII-GC Ltd), Non-Executive Director (and former Chair) – Anantara Lifesciences Ltd (ASX:ANR), Non-Executive Director – Palla Pharma Ltd (ASX:PAL), Non-Executive Director – Planet Innovation Holdings and Non-Executive Director – Omico. Sue is also appointed to a number of academic and government advisory committees.

Ms MacLeman joined the Board on 6 September 2018. The Board considers Ms MacLeman is an independent director.

Board Recommendation: The Directors (with Ms MacLeman abstaining) recommend that Shareholders vote in favour of resolution 2.

Resolution 3 - Re-election of Director (Mr Jefferson Harcourt)

Background

Mr Jefferson Harcourt has been a non-executive Director since 25 February 2016 and last stood for re-election at the Company's 2018 Annual General Meeting. Accordingly, Mr Jefferson retires in accordance with clauses 5.1 and 5.2 of the Constitution and being eligible, offers himself for re-election.

About Mr Harcourt

Mr Harcourt has over 20 years of experience as a company director and founder and Chair of the Grey Innovation Group, a business that commercialises technology businesses in the medical and environmental sectors. Mr Harcourt has a Bachelor of Engineering (Honours) and is a graduate of the AICD. Mr Harcourt is a founding director of GreyScan Pty Ltd, Eco Detection Pty Ltd, and Notus Australia Pty Ltd (which manufactured ventilators for the Australian Government in response to COVID). Mr Harcourt sits on the Victorian Innovation Task Force and the NHMRC (National Health and Medical Research Council). In 2021, Mr Harcourt established the Grey Innovation Ventures Fund, an ESVCLP fund that will invest in cleantech and medtech companies.

Mr Harcourt joined the Board on 25 February 2016. The Board considers Mr Harcourt is an independent director.

Board Recommendation: The Directors (with Mr Harcourt abstaining) recommend that Shareholders vote in favour of resolution 3.

Resolution 4 - Approval of Proposed Option Issue - Placement

General

As announced to ASX on 16 February 2021, the Company undertook an equity capital raising to raise approximately \$3.85 million from a placement of new Shares at \$0.039 per Share with free attaching unlisted options on the basis of 1 unlisted option for every 2 Shares subscribed (**Placement**). Each option will have an exercise price of \$0.09 per share and expire 12 months from their date of issue (**Placement Options**). The issue of the Placement Options was subject to Shareholder approval, the subject of this resolution.

On 22 February 2021, the Company issued 98,717,948 Shares under the Placement. This resolution seeks shareholder approval to issue 49,358,974 Placement Options. The full terms of the Placement Options are set out in Annexure A.

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

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

If resolution 4 is passed, the issue of the Placement Options will not be counted as reducing the number of Equity Securities which the Company can issue without Shareholder approval under its annual 15% placement capacity imposed by Listing Rule 7.1.

If resolution 4 is not passed (and resolution 6 is also not passed), the Company will not be able to issue the Placement Options to participants in the Placement as they exceed the Company's placement capacity under Listing Rule 7.1.

If resolution 4 is not passed (but resolution 6 is passed), the issue of the Placement Options will be included in calculating the Company's placement capacity under Listing Rule 7.1, effectively decreasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the issue date.

Information required by Listing Rule 7.3

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

- The Placement Options will be issued to various institutional and sophisticated investors who participated in the Placement and were introduced following a bookbuild process conducted by the Company in conjunction with Taylor Collison as sole lead manager, who are not related parties or associates of related parties of the Company.
- The Company will issue 49,358,974 Placement Options, being options to acquire Shares in the Company exercisable at \$0.09 and expiring 12 months from their date of issue.
- The material terms of the Placement Options are set out in Annexure A to this Explanatory Statement.
- The Placement Options are expected to be issued on or about 25 November 2021 and in any event will be issued not later than three months after the date of the Meeting.
- The Placement Options are being issued as free-attaching options (on a 1 for 2 basis) to investors under the Placement and will therefore be issued for nil consideration. In the event that all the Placement Options are exercised, the Company will receive up to approximately \$4.44 million which the Company intends to apply towards the acceleration of TALi's expansion into global markets via licencing agreements, to support the partnership with The Times Group of India, and to drive the clinical use of the TALi Detect and TALi Train product suite.
- A voting exclusion statement is included in the Notice of Meeting.

Board Recommendation: The Directors recommend that Shareholders vote in favour of resolution 4.

Resolution 5 - Approval of Proposed Option Issue - Taylor Collison

General

As announced to ASX on 16 February 2021 (and referred to above), the Company proposes to issue 15 million unlisted options to Taylor Collison (or its nominee) in connection with its role as sole lead manager for the Placement (**Lead Manager Options**). Of the 15 million Lead Manager Options to be issued:

- 5 million options will have an exercise price of \$0.09 per Share and expire 18 months from completion of the Placement (being 22 August 2022);
- 5 million options will have an exercise price of \$0.12 per Share and expire 24 months from completion of the Placement (being 22 February 2023); and
- 5 million options will have an exercise price of \$0.15 per Share and expire 24 months from completion of the Placement (being 22 February 2023).

The full terms of the Lead Manager Options are set out in Annexure A.

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

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

If resolution 5 is passed, the issue of the Lead Manager Options will not be counted as reducing the number of Equity Securities which the Company can issue without Shareholder approval under its annual 15% placement capacity imposed by Listing Rule 7.1.

If resolution 5 is not passed (and resolution 6 is also not passed), the Company will not be able to issue the Lead Manager Options to the participants in the Placement as they exceed the Company's placement capacity under Listing Rule 7.1. In this instance, the Company may be required to re-negotiate with Taylor Collison such other reasonable fees as may be applicable for its engagement with the Company, which may include payment of additional cash fees, reducing the Company's cash reserve.

If resolution 5 is not passed (but resolution 6 is passed), the issue of the Lead Manager Options will be included in calculating the Company's placement capacity under Listing Rule 7.1, effectively decreasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the issue date.

Information required by Listing Rule 7.3

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

- The Lead Manager Options will be issued to Taylor Collison (or its nominee) in connection with its role as sole lead manager on the Placement.
- The Company will issue 15 million Lead Manager Options, being options to acquire Shares exercisable at: (a) for 5 million options, \$0.09 per Share and expiring 18 months from completion of the Placement (being 22 August 2022); (b) for 5 million options, \$0.12 per Share and expiring 24 months from completion of the Placement (being 22 February 2023); and (c) for 5 million options, \$0.15 per Share and expiring 24 months from completion of the Placement (being 22 February 2023).
- The material terms of the Lead Manager Options are set out in Annexure A to this Explanatory Statement.
- The Lead Manager Options are expected to be issued on or about 25 November 2021 and in any event will be issued not later than three months after the date of the Meeting.
- The Company entered into a mandate agreement with Taylor Collison in connection with its role as sole lead manager to the Placement. Pursuant to the terms of the mandate, the Company agreed to pay Taylor Collison a 6% management fee and selling fee on the gross proceeds raised under the Placement, and the issue of the Lead Manager Options. The mandate contains additional provisions, including warranties and indemnities in respect of the Company, which are considered customary for agreement of its nature.
- A voting exclusion statement is included in the Notice of Meeting.

Board Recommendation: The Directors recommend that Shareholders vote in favour of resolution 5.

Resolution 6 - Approval of Previous Share Issue - Placement

General

As announced to ASX on 16 February 2021 (and referred to above), the Company undertook an equity capital raising to raise approximately \$3.85 million from a placement of new Shares at \$0.039 per Share with free attaching unlisted options on the basis of 1 unlisted option for every 2 Shares subscribed (**Placement**). On 22 February 2021, the Company issued 98,717,948 Shares in connection with the Placement (**Placement Shares**).

Of the Placement Shares issued:

- 30,595,188 Shares were issued without Shareholder approval under Listing Rule 7.1; and
- 68,122,760 Shares were issued without Shareholder approval under Listing Rule 7.1A.

Listing Rule 7.1 restricts the number of Equity Securities which a listed company may issue in any 12 month period without the approval of shareholders of up to 15% of the number of fully paid ordinary securities on issue at the start of the period, subject to certain permitted exceptions. The Company also obtained Shareholder approval at its last AGM to issue an additional 10% of its fully paid ordinary shares on issue under Listing Rule 7.1A over a 12 month period.

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

If resolution 6 is passed, the Placement Shares will not be counted as reducing the number of Equity Securities which the Company can issue without Shareholder approval under its 15% placement limit imposed by Listing Rule 7.1 and its additional 10% placement capacity under Listing Rule 7.1A, effectively increasing the number of Equity Securities the Company can issue without Shareholder approval over the 12 month period following the date of this Meeting.

If resolution 6 is not passed, the issue of the Placement Shares will be included in calculating the Company's placement capacity under Listing Rules 7.1 and 7.1A, effectively decreasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the issue date (and assuming the Company's approval under Listing Rule 7.1A remains in force for this period).

Information required by Listing Rule 7.5

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

- The Placement Shares were issued to various institutional and sophisticated investors who participated in the Placement and were introduced following a bookbuild process conducted by the Company in conjunction with Taylor Collison as sole lead manager, who are not related parties or associates of related parties of the Company.
- The Company has issued 98,717,948 Placement Shares, being fully paid ordinary shares in the Company, consisting of:
 - 30,595,188 Shares issued under Listing Rule 7.1; and
 - 68,122,760 Shares issued under Listing Rule 7.1A.
- The Placement Shares were issued on 22 February 2021.
- The Placement Shares were issued at an issue price of \$0.039 per Placement Share.
- The purpose of the Placement was to raise funds to accelerate TALi's expansion into global markets via licencing agreements, to support the partnership with The Times Group of India, and to drive the clinical use of the TALi Detect and TALi Train product suite.
- A voting exclusion statement is included in the Notice of Meeting.

Board Recommendation: The Directors recommend that Shareholders vote in favour of resolution 6.

Resolution 7 - Approval of Previous Share Issue - The Times Group

General

As announced to ASX on 8 December 2020, the Company entered into an investment agreement and an advertising agreement with Brand Capital International (**BCI**), the strategic investment arm of Bennett, Coleman and Company Ltd (**The Times Group**). Pursuant to the investment agreement, BCI made an initial USD 2 million equity investment into TALi, in exchange for 81,800,594 Shares at \$0.033 per Share (**Subscription Shares**).

The Subscription Shares were issued without Shareholder approval under Listing Rule 7.1. Resolution 7 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Subscription Shares issued under Listing Rule 7.1.

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

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

If resolution 7 is passed, the Subscription Shares will not be counted as reducing the number of Equity Securities which the Company can issue without Shareholder approval under its 15% placement limit imposed by Listing Rule 7.1, effectively increasing the number of securities the Company can issue without Shareholder approval over the 12 month period following the date of this Meeting.

If resolution 7 is not passed, the issue of the Subscription Shares will be included in calculating the Company's placement capacity under Listing Rules 7.1, effectively decreasing the number of Equity Securities it can issue without Shareholder approval until January 2022, unless an exemption applies.

Information required by Listing Rule 7.5

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

- The Subscription Shares were issued to BCI, the strategic investment arm of The Times Group.
- The Company has issued 81,800,594 Subscription Shares, being fully paid ordinary shares in the Company issued under Listing Rule 7.1.
- The Subscription Shares were issued on 6 January 2021.
- The Subscription Shares were issued at an issue price of \$0.033 per Subscription Share.
- The purpose of the issue was engage The Times Group as TALi's channel partner for marketing and sales of TALi DETECT and TALi TRAIN cognitive performance tools into India. Funds from the issue of the Subscription Shares are being used to acquire advertising credits under the advertising agreement with The Times Group at a preferential rate arrangement.
- The material terms of the licencing agreement and investment agreement with BCI, pursuant to which the Subscription Shares were issued, were described in the Company's ASX announcement dated 8 December 2020 and are as follows:
 - The agreements provided for an initial equity investment of US\$2 million by BCI in the Company at an issue price of A\$0.033 per Share, representing the 81,800,594 Consideration Shares.
 - The advertising arrangements resulted in The Times Group becoming the Company's channel partner for marketing and sales of TALi DETECT and TALi TRAIN cognitive performance tools into India.
 - Funds from the initial investment were utilised to acquire advertising credits under the advertising arrangement at a preferential rate, providing the Company access to The Times Group's 360-degree media assets, which includes popular print, television, radio and digital channels in India.
 - Under the advertising arrangements, the Company will receive 100% of the revenue of the TALi product purchased in the Indian market through the iOS and Android App stores (net of app store fees).
- A voting exclusion statement is included in the Notice of Meeting.

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

Resolution 8 – Approval of Additional 10% Placement Facility

Background

Listing Rule 7.1 allows the Company to issue a maximum of 15% of its capital in any 12 month period without requiring shareholder approval. In addition, Listing Rule 7.1A, enables eligible entities (companies that are outside the S&P/ASX 300 index and that also have a market capitalisation of \$300 million or less) to issue a further 10% of its issued share capital in 12 months on a non-pro rata basis. The Company is an eligible entity as at the date of this Notice of Meeting and must remain compliant with the requirements of Listing Rule 7.1A to be able to utilise the additional capacity to issue shares under that Listing Rule.

Approval under Listing Rule 7.1A requires a special resolution be passed and for a special resolution to pass, at least 75% of the votes cast must be in favour. Additional disclosure obligations are imposed when the special resolution is proposed, when securities are issued and when any further approval is sought.

If resolution 8 is passed, the effect will be that the Company will be able to issue Equity Securities under the additional 10% placement capacity in addition to the Company's 15% annual placement capacity under Listing Rule 7.1.

If resolution 8 is not passed, the Company will not be able to access the additional 10% placement capacity to issue Equity Securities without Shareholder approval provided for in Listing Rule 7.1A and will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval set out in Listing Rule 7.1.

Information required by Listing Rule 7.3A

For the purposes of Listing Rule 7.3A the Company provides the following information.

Period during which the Company may issue the securities	<p>Shareholder approval under Listing Rule 7.1A is valid from the period commencing on the date of the Annual General Meeting (to which this Notice relates) at which approval is obtained and expiring on the first to occur of the following:</p> <ol style="list-style-type: none">the date which is 12 months after the date of the Annual General Meeting;the time and date of the Company's next Annual General Meeting; andthe time and date of the approval by Shareholders of a transaction under Listing Rules 11.1.2 or 11.2.
Minimum price at which Equity Securities may be issued	<p>The issue price of each security must be a cash consideration which is not less than 75% of the volume weighted average price for securities in that class calculated over the 15 trading days on which trades in that class were recorded immediately before:</p> <ol style="list-style-type: none">the date on which the price at which the securities are to be issued is agreed by the Company and the recipient of the securities; orif the securities are not issued within 10 trading days of the date in paragraph (a), the date on which the securities are issued.
Purposes for which the Equity Securities may be issued	<p>While there are no current intentions to issue any Equity Securities under the Listing Rule 7.1A placement capacity, it is the Board's current intention that any funds raised from the issue of any securities would principally be made for the purpose of raising funds in connection with the Company's general working capital requirements.</p> <p>The specific purposes for which any particular issue is made under the 10 Listing Rule 7.1A placement capacity will be disclosed by way of an ASX announcement at the time of the issue. The Company will comply with the disclosure obligations under Listing Rules 7.1A.4 and 3.10.5A upon issue of any Equity Securities under the Listing Rule 7.1A placement capacity.</p>

Risk of economic and voting dilution	<p>An issue of Equity Securities under Listing Rule 7.1A involves the risk of economic and voting dilution for existing ordinary security holders. The risks include:</p> <ol style="list-style-type: none"> the market price for Equity Securities may be significantly lower on the issue date than on the date of the approval under Listing Rule 7.1A; and the Equity Securities may be issued at a price that is at a discount to the market price for the Equity Securities on the issue date. <p>A table describing the potential dilution, based upon various assumptions as stated, is set out below.</p>
Details of the Company's allocation policy for issues under approval.	<p>The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to Listing Rule 7.1A. The identity of the allottees will be determined on a case-by-case basis having regard to the factors including, but not limited to, the following:</p> <ol style="list-style-type: none"> the methods of raising funds that are available to the Company including, but not limited to, rights issue or other issue in which existing security holders can participate; the effect of the issue of Equity Securities on the control of the Company; the financial situation and solvency of the Company; and advice from corporate, financial and broking advisers (if applicable). <p>The allottees under the Listing Rule 7.1A facility have not been determined as at the date of this Notice of Meeting but may include existing Shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company.</p>
Proposed issues under Listing Rule 7.1A	At the time of dispatching this Notice of Meeting, the Company is not proposing to make an issue of securities under Listing Rule 7.1A.2. Accordingly, no voting exclusion statement is included.

Information under Listing Rule 7.3A.4

The table below shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in Listing Rule 7.1A.2 as at the date of this Notice.

The table also shows:

- two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue as at the date of this Notice. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the approximate market price as at the date of this Notice.

Variable 'A' in 7.1A.2		Dilution		
		\$0.015 50% Decrease in Issue Price	\$0.03 Issue Price	\$0.06 100% Increase in Issue Price
Shares on issue.				
Current Variable "A" - 931,905,789	10% Voting Dilution	93,190,579	93,190,579	93,190,579
	Funds raised	\$1,397,858	\$2,795,717	\$5,591,434
50% increase in Variable "A" - 1,397,858,684	10% Voting Dilution	139,785,868	139,785,868	139,785,868
	Funds raised	\$2,096,788	\$4,193,576	\$8,387,152
100% increase in Variable "A" - 1,863,811,578	10% Voting Dilution	186,381,158	186,381,158	186,381,158
	Funds raised	\$2,795,717	\$5,591,434	\$11,182,869

The table has been prepared on the following assumptions:

1. The Company issues the maximum number of Shares available under the Listing Rule 7.1A placement capacity.
2. No convertible securities are exercised and/or converted into Shares before the date of the issue of the Shares available under Listing Rule 7.1A.
3. The 10% voting dilution reflects the aggregate percentage dilution against the issued Share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
4. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of Share issue under Listing Rule 7.1A, based on that Shareholder's holding at the date of the Meeting.
5. The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
6. The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in Listing Rule 7.2, with approval under Listing Rule 7.1 or ratified under Listing Rule 7.4.
7. The issue of Shares under Listing Rule 7.1A consists only of Shares.
8. The issue price is \$0.03 being an indicative price of the Shares as at the date of this Notice of Meeting.

Information under Listing Rule 7.3A.6

The total number of Equity Securities issued under Listing Rule 7.1A.2 in the 12 months preceding the date of the Meeting is 68,122,760 Equity Securities representing approximately 9.1% of the total number of Equity Securities on issue as at the commencement of that 12 month period.

See below details of each such issue:

Date of issue: 22 February 2021

Number and class of securities: 68,122,760 Shares

Recipient of securities: Various institutional and sophisticated investors through a bookbuild process conducted by the Company in conjunction with Taylor Collison as sole lead manager

Issue Price: \$0.039 per share

Discount to closing market price on date of issue: 7.1%

Total cash consideration received: \$3.85 million

Use of cash: To raise funds to accelerate TALi's expansion into global markets via licencing agreements in the USA, Japan and other healthcare markets and partnerships with direct-to-consumer channel partners such as The Times Group in India, and drive the commercial rollout of the TALi Detect and TALi Train product suite domestically

Board Recommendation: The Board recommends that shareholders vote in favour of resolution 8.

GLOSSARY

\$	Australian Dollars.
AGM or Meeting	the Annual General Meeting to be convened on 23 November 2021 by this Notice.
ASIC	Australian Securities and Investments Commission.
ASX	ASX Limited (ACN 008 624 691) or the financial market operated by it, as the context requires.
Auditor's Report	the auditor's report required to be prepared and laid before the AGM in accordance with section 317 of the Corporations Act.
Board	the board of Directors of the Company.
Closely Related Party	(of a member of KMP of an entity) has the definition given to it by section 9 of the Corporations Act, and means: <ul style="list-style-type: none">a. a spouse or child of the member; orb. a child of the member's spouse; orc. a dependant of the member or of the member's spouse; ord. anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the entity; ore. a company the member controls; orf. a person prescribed by the regulations for the purposes of this definition (nothing at this stage).
Company or TALi	TALi Digital Limited (ACN 108 150 750).
Constitution	the constitution of the Company.
Corporations Act	<i>Corporations Act 2001</i> (Cth).
Directors	the directors of the Company.
Directors' Report	the directors' report required to be prepared and laid before the AGM in accordance with section 317 of the Corporations Act.
Equity Security	has the meaning given to that term in Listing Rule 19.12.
Explanatory Statement	the explanatory memorandum to the Notice of Meeting.
Financial Report	the financial report required to be prepared and laid before the AGM in accordance with section 317 of the Corporations Act.
Key Management Personnel or KMP	those people described as Key Management Personnel in the Remuneration Report for the year ended 30 June 2021 and includes all directors.
Listing Rules	ASX Listing Rules.
Notice or Notice of Meeting	this notice of the Annual General Meeting of Shareholders including the Explanatory Statement.
Remuneration Report	the remuneration report required to be prepared in accordance with section 300A of the Corporations Act.
Share	a fully paid ordinary share in the capital of the Company.
Share Registry	Automic Registry Services, Level 5, 126 Phillip Street, Sydney NSW 2000.
Shareholder	a holder of Shares in the Company as recorded on the Company's register of members.
Taylor Collison	Taylor Collison Limited (ACN 008 172 450).

ANNEXURE A - TERMS AND CONDITIONS OF OPTIONS

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

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

Holder Number:

Your proxy voting instruction must be received by **11.00am (Melbourne time) on Sunday, 21 November 2021**, 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 as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder. Otherwise if you leave this box blank, the Chair 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, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

Individual: Where the holding is in one name, the Shareholder must sign.

Joint holding: Where the holding is in more than one name, all Shareholders should sign.

Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

Lodging your Proxy Voting Form:

Online:

Use your computer or smartphone to appoint a proxy at

<https://investor.automic.com.au/#/login>

or scan the QR code below using your smartphone

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.



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