



TALi Digital Limited

ACN 108 150 750

Entitlement Offer Booklet

1 for 6 non-renounceable entitlement offer of New Shares at an issue price of \$0.001 (0.1 cent) per New Share with an ability to apply for Additional New Shares under a Top-Up Facility

The Entitlement Offer is scheduled to close at 5.00 pm (Melbourne time) on Tuesday, 8 July 2025

THIS IS AN IMPORTANT DOCUMENT AND REQUIRES YOUR IMMEDIATE ATTENTION.

IF YOU ARE AN ELIGIBLE SHAREHOLDER YOU SHOULD READ THIS OFFER BOOKLET IN ITS ENTIRETY BEFORE DECIDING WHETHER TO APPLY FOR NEW SHARES.

IF YOU DO NOT UNDERSTAND ANY PART OF THIS OFFER BOOKLET, OR ARE IN ANY DOUBT AS TO HOW TO DEAL WITH IT OR YOUR ENTITLEMENT, YOU SHOULD CONSULT YOUR FINANCIAL OR OTHER PROFESSIONAL ADVISER.

**NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION IN WHOLE OR IN PART IN OR INTO
THE UNITED STATES, OR TO US PERSONS**

Important Information

About this document

This Entitlement Offer Booklet (**Offer Booklet**) contains information relating to a proposed Entitlement Offer to be undertaken by TALi Digital Limited (ACN 108 150 750) (**TALi**). This Offer Booklet is important and requires your immediate attention. You should read this Offer Booklet carefully and in its entirety, with emphasis on the risk factors detailed in Section 3, have regard to your own investment parameters, and if required, obtain independent professional investment advice, before deciding to invest in TALi.

The Entitlement Offer is being made in accordance with section 708AA of the Corporations Act (as modified by ASIC Corporations (Non-Traditional Rights Issue) Instrument 2016/84). Accordingly, this document is not a prospectus (and has not been, and will not be, lodged with ASIC) and does not contain all information which an investor may require to make an informed investment decision.

Forward-looking statements

This document contains forward-looking statements. Forward-looking statements can generally be identified by use of words such as “may”, “should”, “could”, “foresee”, “plan”, “aim”, “will”, “expect”, “intend”, “project”, “estimate”, “anticipate”, “believe”, “forecast”, “target”, “outlook”, “guidance” or “continue” or similar expressions. All statements other than those of historical facts included in the Offer Booklet are forward-looking statements, including those relating to the future financial condition, results of operations, projects and business of TALi and certain plans and objectives of the management of TALi. The forward-looking statements contained in this document are not based solely on historical facts but are based on current expectations about future events and results. These forward-looking statements are subject to inherent known and unknown risks and uncertainties, certain of which are summarised in Section 3 (Risk Factors), and other factors which are beyond the control of TALi. Such risks and uncertainties include factors and risks specific to the operations of TALi, as well as general economic conditions, prevailing interest rates, conditions in the financial markets, government policies and regulations and competitive pressures. As a consequence, forward-looking statements are provided as a general guide only and actual events or results may differ materially from the expectations expressed or implied in such forward-looking statements.

Forward-looking statements in this Offer Booklet speak only at the date of this Offer Booklet. Subject to any continuing obligations under applicable law or the ASX Listing Rules, TALi does not, in providing this information, undertake any obligation to publicly update or revise any of the forward-looking statements for any change in events, conditions or circumstances on which any such statement is based. Accordingly, you are cautioned not to place undue reliance on forward-looking statements contained in this document. Neither TALi, nor any other person, gives any representation, warranty, assurance or guarantee that the occurrence of the events expressed or implied in any forward-looking statement will actually occur.

Past performance

Investors should note that TALi’s past performance, including past Share price performance, cannot be relied upon as an indicator of (and provides no guarantee or guidance as to) TALi’s future performance including TALi’s future financial position or Share price performance.

Foreign jurisdictions

This Offer Booklet and any accompanying Offer Announcement and the Application Form may not be distributed or released in the United States and do not constitute an offer to sell, or the solicitation of an offer to buy, any securities in the United States or to any person acting to the account or benefit of a person in the United States, or in any jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer.

The New Shares have not been, and will not be, registered under the US Securities Act of 1933 (**Securities Act**) or the securities laws of any state or other jurisdiction of the United States. Accordingly, the New Shares may not be offered or sold, directly or indirectly, to persons in the United States or to persons who are acting for the account or benefit of a person in the United States unless they have been registered under the Securities Act or are offered or sold in a transaction exempt from, or not subject to, the registration requirements of the Securities Act and any other applicable US state securities laws. The New Shares to be offered and sold in the Entitlement Offer under this Offer Booklet and the accompanying Offer Announcement and the Application Form may only be offered and sold outside the United States in “offshore transactions” (as defined in Rule 902(h) under the US Securities Act) in reliance on Regulation S under the Securities Act.

It is your responsibility to ensure that you comply with any laws of your jurisdiction which are applicable to you and which are relevant to your applying for New Shares under the Entitlement Offer. No action has been taken to register or qualify the Entitlement Offer or the New Shares, or otherwise permit the public offering of the New Shares, in any jurisdiction other than Australia and New Zealand. The distribution of this Offer Booklet (including an electronic copy) outside Australia and New Zealand may be restricted by law. You should observe such restrictions and should seek your own advice on such restrictions. Any non-compliance with these restrictions may contravene applicable securities law.

Disclaimer of representations

No person is authorised to give any information, or to make any representation, in connection with the Entitlement Offer that is not contained in this Offer Booklet or the Offer Announcement. Any information or representation that is not contained in this Offer Booklet or the Offer Announcement may not be relied on as having been authorised by TALi in connection with the Entitlement Offer. Except as required by law, and only to the extent so required, none of TALi, or any other person, warrants or guarantees the future performance of TALi or any return on any investment made pursuant to the Entitlement Offer.

No financial product advice

This Offer Booklet is not financial product advice, does not purport to contain all the information that you may require to make an investment decision, and has been prepared without taking into account your personal investment objectives, financial situation or needs.

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

Definitions and references to time

Capitalised words and expressions in this Offer Booklet have the meanings given in Section 5. A reference to time in this Offer Booklet is to Melbourne time, unless otherwise stated.

All financial amounts in this Offer Booklet are references to Australian currency, unless otherwise stated.

Trading in New Shares

TALi will have no responsibility and disclaims all liability (to the maximum extent permitted by law) to persons who trade New Shares they believe will be issued to them before they receive their holding statements, whether on the basis of confirmation of the allocation provided by TALi, the Share Registry or failure to maintain your updated details with the Share Registry or otherwise, or who otherwise trade or purport to trade New Shares in error or which they do not hold or are not entitled to.

Date of this document

This Offer Booklet is dated 24 June 2025.

For any enquiries please call Automic Pty Ltd as Share Registry on 1300 288 664 (within Australia) or +61 2 9698 5414 (outside Australia), or contact your stockbroker, accountant or other professional adviser.

Table of contents

Important Information.....	2
Chair's Letter	6
Key Dates	9
1. Overview of the Entitlement Offer.....	10
1.1 Summary	10
1.2 Eligible Shareholders.....	10
1.3 What is the entitlement of an Eligible Shareholder?	10
1.4 Top-Up Facility	11
1.5 No trading of entitlements.....	11
1.6 No underwriting	11
The Entitlement Offer is not underwritten.	11
1.7 Shortfall	11
1.8 Issue of New Shares	12
1.9 Ranking of New Shares	12
1.10 Withdrawal of the Entitlement Offer	12
1.11 Speculative nature of Entitlement Offer and projects and relevant risk factors.....	12
1.12 Purpose and use of funds	12
1.13 Financial Impact	13
1.14 Rights and liabilities attaching to New Shares	13
1.15 ASX quotation.....	13
1.16 Effect on Capital Structure	13
2. Choices available to Eligible Shareholders	14
2.1 Your choices	14
2.2 How to participate in the Entitlement Offer	14
2.3 Representations you will be taken to make by acceptance.....	15
2.4 No minimum subscription	17
2.5 No cooling off rights	17
2.6 Refunds of excess application monies	17
2.7 If you do nothing	17

3.	Risk Factors	18
3.1	Risks specific to TALi	18
3.2	Acquisition risks	20
3.3	General risks	21
4.	Further Information	23
4.1	Taxation	23
4.2	This Offer Booklet is not a prospectus	23
4.3	Holding Statements and trading of New Shares	23
4.4	Treatment of Ineligible Shareholders	23
4.5	Foreign Shareholders	24
4.6	Custodians and nominees	25
4.7	Privacy	25
4.8	Financial amounts	25
4.9	Governing law	25
5.	Glossary and Interpretation	26
5.1	Definitions	26
5.2	Interpretation	27
	Corporate Directory	28

24 June 2025

Dear Fellow Shareholder

On behalf of the board of TALi Digital Limited (**TALi**), it is my pleasure to invite you to participate in a non-renounceable entitlement offer of one (1) New Share in TALi (**New Shares**) for every six (6) shares held by you as at 7.00 pm (Melbourne time) on Friday, 20 June 2025 (**Record Date**), at an issue price of \$0.001 (0.1 cent) per New Share (**Entitlement Offer**) to raise up to approximately \$0.68 million (before costs).

On Monday, 16 June 2025, TALi announced an equity raising comprising a private placement of fully paid ordinary shares (**Placement**) to certain sophisticated and professional investors to raise up to approximately \$0.80 million (before costs) and the Entitlement Offer. The Entitlement Offer and the Placement are together referred to as the **Equity Raising**. This Offer Booklet relates to the Entitlement Offer.

TALi also refers to the recent acquisition of the You Can Do It! Education (**YCDI!**) business and its assets from The Bernard Group Pty Ltd (ACN 110 187 892) as trustee for the Bernard Family Trust (ABN 18 610 825 410) (**Seller**), as announced on Monday, 16 June 2025 (**Acquisition**).

Funds raised from the Equity Raising (after costs) will be used to continue commercialisation of TALi's products and the advancement of global and domestic partnership initiatives.

Overview of Entitlement Offer

The Entitlement Offer is being made to all eligible shareholders as defined in section 1.2 (**Eligible Shareholders**) who are registered as a holder of Shares as at 7.00 pm (Melbourne time) on Friday, 20 June 2025.

Under the Entitlement Offer, Eligible Shareholders have the opportunity to subscribe for 1 New Share for every six (6) shares of which they are the registered holder as at the Record Date at an issue price of \$0.001 (0.1 cent) per New Share (**Issue Price**).

The Entitlement Offer is non-renounceable and therefore your entitlements will not be tradeable on the ASX or otherwise transferable.

If you take up your Entitlement in full, you may also apply for Additional New Shares under the Top-Up Facility (refer to section 1.4 of this Offer Booklet for more information). Additional New Shares will only be available to the extent that there are Entitlements that are not taken up by Eligible Shareholders. Allocations under the Top-Up Facility will be determined by TALi in its absolute discretion, including by applying a scale-back mechanism and any allotment of Additional New Shares is not guaranteed.

If you do not take up your entitlement in full, you will not receive any value in respect of that part of the entitlement that you do not take up.

The Entitlement Offer is not underwritten.

Should there be any shortfall of New Shares under the Entitlement Offer and Top-Up Facility, the directors reserve the right to issue any shortfall within 3 months after the close of the Entitlement Offer. Details regarding the allocation policy in relation to the placement of any Shortfall Shares are set out in Section 1.7.

The Issue Price represents the last closing price of TALi shares on Friday, 13 June 2025. No discount is being offered.

TALi will not be printing / despatching hard copies of the Offer Booklet or Application Forms, except in response to a specific request by a Shareholder. Instead, an electronic copy of the Offer Booklet and your personalised Application Form is accessible (using your Securityholder Reference Number (SRN) or Holder Identification Number (HIN) from your latest Holding Statement, and postcode) at the following link: <https://investor.automic.com.au>. Shareholders should read the Offer Booklet in full prior to making an application under the Offer.

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

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

I already have an online account with the Automic Share registry	I don't have an online account with Automic and wish to register for one	I don't have an online account with Automic – but wish to use Automic for this Offer only
<p>https://investor.automic.com.au</p> <p>Select: "Existing Users Sign In".</p> <p>Once you have successfully signed in, click on "Documents and Statements".</p> <p>Download the Offer Booklet and Entitlement and Acceptance Form. Submit your payment using the payment details provided on your personalised Entitlement and Acceptance form.</p> <p>Do not return your Entitlement and Acceptance Form.</p>	<p>https://investor.automic.com.au/#/signup</p> <p>Select <i>TALi Digital Limited</i> from the dropdown list in the ISSUER field.</p> <p>Enter your holder number SRN / HIN (from your latest Holding Statement). Enter a single identifying word from your holder name. Enter your Postcode (Australia) or Country of Residence (Outside Australia). Tick box "I am not a robot", then 'Next' and complete any prompts.</p> <p>Once you have successfully signed in, click on "Documents and Statements".</p> <p>Download the Offer Booklet and Entitlement and Acceptance form. Submit your payment using the payment details provided on your personalised Entitlement and Acceptance form.</p> <p>Do not return your Entitlement and Acceptance Form.</p>	<p>https://investor.automic.com.au/#/loginsah</p> <p>Select <i>TALi Digital Limited</i> from the dropdown list in the ISSUER field.</p> <p>Enter your holder number SRN / HIN (from your latest Holding Statement). Enter a single identifying word from your holder name. Enter your Postcode (Australia) or Country of Residence (Outside Australia). Tick box "I am not a robot", then 'Next' and complete any prompts.</p> <p>Once you have successfully signed in, click on "Documents and Statements".</p> <p>Download the Offer Booklet and Entitlement and Acceptance form. Submit your payment using the payment details provided on your personalised Entitlement and Acceptance form.</p> <p>Do not return your Entitlement and Acceptance Form.</p>

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



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

Action you should take

The Entitlement Offer is currently scheduled to close at **5.00 pm (Melbourne time) on Tuesday, 8 July 2025 (Closing Date)**. If you wish to subscribe for New Shares, you must ensure that your application and payment is received by this time in accordance with the instructions set out in Section 2.2.

This Offer Booklet contains important information regarding the Entitlement Offer, and I encourage you to read it carefully before making any investment decision. If you have any questions, you should consult your financial or other professional adviser.

For any enquiries regarding the Entitlement Offer please call the Share Registry on 1300 288 664 (within Australia) or +61 2 9698 5414 (outside Australia), or contact your stockbroker, accountant or other professional adviser.

We look forward to your consideration of this Entitlement Offer and your continued support.

Yours faithfully

A handwritten signature in black ink, appearing to be "MS", written over a horizontal line.

Mark Simari
Chair
TALi Digital Limited

Key Dates

Event	Date
Announcement of the Equity Raising	Monday, 16 June 2025
Shares traded on an “ex” entitlement basis	Thursday, 19 June 2025
Record Date for eligibility to participate in the Entitlement Offer	7.00 pm Friday, 20 June 2025
Entitlement Offer Booklet and Application Form made available to Eligible Shareholders	Tuesday, 24 June 2025
Entitlement Offer opens	Tuesday, 24 June 2025
Entitlement Offer closes	5.00 pm Tuesday, 8 July 2025
Announcement of results of Entitlement Offer	Friday, 11 July 2025
Issue of New Shares and despatch of Holding Statements	
New Shares commence trading on a normal settlement	Monday, 14 July 2025

Dates and times in this Offer Booklet are indicative only and subject to change. Any material changes will be notified to ASX. All dates and times are references to Melbourne time. TALi reserves the right to amend any or all of these dates and times, subject to the Corporations Act, the ASX Listing Rules and other applicable laws and regulations.

1. Overview of the Entitlement Offer

1.1 Summary

The Entitlement Offer is a non-renounceable rights offer to Eligible Shareholders of 1 New Share for every six (6) shares held as at the Record Date at an issue price of \$0.001 (0.1 cent) per New Share (**Issue Price**) to raise approximately \$0.68 million before costs and expenses.

Applications can also be made for Additional New Shares under the Top-Up Facility.

The Entitlement Offer is non-renounceable, which means that to the extent that any entitlement under the Entitlement Offer is not taken up by any Eligible Shareholder prior to the Closing Date, their entitlement will lapse and will not receive any benefit.

The Entitlement Offer is not underwritten.

No brokerage fees are payable by Eligible Shareholders who exercise their entitlement.

The choices available to Eligible Shareholders in respect of the Entitlement Offer are described in Section 2.1.

The Entitlement Offer is currently scheduled to close at 5.00 pm (Melbourne time) on Tuesday, 8 July 2025.

1.2 Eligible Shareholders

Unless the Company otherwise determines, the Entitlement Offer is being made under this Offer Booklet and the Offer Announcement and the Application Form only to those Shareholders (**Eligible Shareholders**) who:

- (a) are registered as a holder of Shares as at the Record Date;
- (b) have a registered address on the TALi share register that is in Australia or New Zealand, or is a Shareholder that TALi otherwise determines is eligible to participate;
- (c) are not in the United States and are not acting for the account or benefit of a person in the United States (to the extent such person holds Shares for the account or benefit of such persons in the United States); and
- (d) are eligible under all applicable securities laws to receive an offer under the Entitlement Offer without a prospectus or other disclosure document or any lodgement, filing, registration or qualification.

Shareholders who are not Eligible Shareholders are **Ineligible Shareholders**.

TALi is of the view that it is unreasonable to make an offer under the Entitlement Offer to Shareholders outside of the above jurisdictions having regard to:

- (a) the number of Shareholders outside of those jurisdictions as a proportion of total Shareholders in TALi;
- (b) the number and value of the New Shares that would have been offered to those Shareholders outside of those jurisdictions; and
- (c) the cost of complying with the legal requirements and requirements of regulatory authorities in the overseas jurisdictions.

1.3 What is the entitlement of an Eligible Shareholder?

The number of New Shares to which you are entitled under the Entitlement Offer is shown in the personalised Application Form which accompanies this Offer Booklet.

In calculating each Eligible Shareholder's entitlement, fractional entitlements to New Shares have been rounded up to the nearest whole number of New Shares. Eligible Shareholders can subscribe for all, or part, of their pro rata entitlement under the Entitlement Offer.

Detailed instructions on how to accept all, or part of, your pro rata entitlement are set out in Section 2.2.

Please note that if you choose not to take up your pro rata entitlement, your percentage shareholding in TALi will be diluted.

1.4 Top-Up Facility

Eligible Shareholders who take up their Entitlements in full may also apply for Additional New Shares in excess of their Entitlement at the Issue Price in a 'top-up' facility (**Top-Up Facility**). Please note that New Shares in excess of Entitlements will only be allocated to Eligible Shareholders if there are sufficient New Shares available and to the extent that TALi determines in its absolute discretion based on the Allocation Policy outlined below.

Any New Shares in excess of Entitlements will be limited by the Allocation Policy and also to the extent that there are sufficient New Shares from Eligible Shareholders who do not take up their full Entitlements. Subject to the following, TALi may apply a scale-back as set out below.

Allocation Policy

The Allocation Policy is that each Eligible Shareholder that:

- (a) takes up their Entitlement in full; and
- (b) subscribes for Additional New Shares under the Top-Up Facility,

will be allocated the number of Additional New Shares they applied for.

There may be a scale-back applied if the Top-Up Facility is oversubscribed as set out below.

Scale-back

If there are oversubscription applications under the Top-Up Facility, TALi reserves the right to scale back applications for Additional New Shares. The scale back will apply on a pro rata basis to applications for Additional New Shares subject to TALi's discretion.

In the event of a scale-back, the difference between the application monies received, and the number of Additional New Shares allocated to you multiplied by the Issue Price will be refunded following allotment.

No interest will be paid on any application monies received and returned.

1.5 No trading of entitlements

Entitlements under the Entitlement Offer are non-renounceable and will not be tradeable on the ASX or otherwise transferable. Shareholders who do not take up their entitlement in full will not receive any value in respect of that part of the entitlement that they do not take up.

1.6 No underwriting

The Entitlement Offer is not underwritten.

1.7 Shortfall

If there remains any shortfall of New Shares taken up by Eligible Shareholders under the Entitlement Offer (**Shortfall Shares**), the Directors reserve the right to issue any Shortfall Shares within 3 months after the close of the Entitlement Offer. The allocation policy of the Directors in relation to any shortfall will be as follows:

- (a) the directors will use best endeavours to place any Shortfall Shares shortly following the Closing Date of the Entitlement Offer; and
- (b) no Shortfall Shares will be issued to any investor where the issue of Shortfall Shares to that investor would, so far as the Directors are aware, result in them having voting power of more than 19.9% in the Company's Shares.

Any Shortfall Shares must be issued no later than 3 months after the Closing Date of the Entitlement Offer. The issue price of Shortfall Shares will be the same as the Issue Price under the Entitlement Offer.

1.8 Issue of New Shares

TALi currently expects that New Shares will be issued on Monday, 14 July 2025. The issue of New Shares will only be made after permission for their quotation on ASX has been obtained.

The fact that New Shares have been admitted to quotation on ASX is not to be taken in any way as an indication of the merits of TALi or the New Shares.

1.9 Ranking of New Shares

When issued, the New Shares will be fully paid and will rank equally with existing Shares.

1.10 Withdrawal of the Entitlement Offer

TALi reserves the right to withdraw all or part of the Entitlement Offer, and this Offer Booklet, at any time, subject to applicable laws.

In that case, TALi will refund application monies in relation to New Shares not already issued in accordance with the Corporations Act and without payment of interest.

To the fullest extent permitted by law, you agree that any application monies paid by you to TALi will not entitle you to receive any interest and that any interest earned in respect of application monies will belong to TALi.

1.11 Speculative nature of Entitlement Offer and projects and relevant risk factors

In deciding whether to take up some or all of your entitlements under the Entitlement Offer, you should:

- (a) have regard to the high risk, speculative nature of TALi's business and activities and to the risks discussed in Section 3; and
- (b) read this Offer Booklet carefully and in its entirety and have regard to your own investment parameters, and if required, obtain independent professional investment advice, before deciding to invest in TALi.

1.12 Purpose and use of funds

TALi intends to use the funds from the Equity Raising to continue commercialisation of TALi's products and the advancement of global and domestic partnership initiatives, including in relation to the recently acquired YCDI! Education business as follows:

- relaunching and reintegrating TALi's existing technology back from Genius post administration;
- facilitating ongoing costs of the joint TALi and YCDI! Business;
- costs associated with the Equity Raising; and
- general working capital purposes.

Further details regarding the Equity Raising and the use of funds, including regarding the acquisition of the YCDI! business is set out in the announcement on Monday, 16 June 2025.

1.13 Financial Impact

Assuming the Entitlement Offer is fully subscribed, the proceeds from the Entitlement Offer, before allowing for costs and expenses, will amount to approximately \$0.68 million.

The Entitlement Offer is not underwritten.

1.14 Rights and liabilities attaching to New Shares

The rights and liabilities attaching to Shares are set out in TALi's constitution and are regulated by the Corporations Act, the general law and the ASX Listing Rules.

1.15 ASX quotation

TALi will apply for official quotation of New Shares issued under this Offer Booklet.

If permission for quotation is not granted by the ASX, the New Shares will not be issued and application monies will be refunded (without interest) as soon as practicable.

1.16 Effect on Capital Structure

The principal effect of the Equity Raising on TALi's issued share capital will be to increase the total number of issued Shares.

The following table sets out the number of Shares on issue prior to the announcement of the Equity Raising and, subject to the rounding of fractional entitlements under the Entitlement Offer, the total number of issued Shares at the completion of the Equity Raising:

Shares	Number
Shares on issue prior to the announcement of the Equity Raising	3,295,155,625
Shares issued under the Placement	800,000,000
Maximum number of New Shares to be issued under the Entitlement Offer ¹	680,000,000
Maximum number of total Shares on issue on completion of the Equity Raising	4,775,155,625

Note:

1. The number of New Shares to be issued under the Entitlement Offer is subject to the rounding of fractional entitlements to New Shares.

2. Choices available to Eligible Shareholders

2.1 Your choices

Before taking any action, you should read this Offer Booklet in its entirety and, if you have any questions, consult your financial or other professional adviser. If you are an Eligible Shareholder, the following choices are available to you:

Option	See Section
Take up all of your entitlement under the Entitlement Offer	2.2(a)
Take up of your Entitlement and, if you wish, also apply for Additional New Shares under the Top-Up Facility	2.2(b)
Take up part of your entitlement under the Entitlement Offer	2.2(c)
Take no action	2.7

2.2 How to participate in the Entitlement Offer

(a) Taking up all of your entitlement

If you wish to accept your full entitlement:

- (i) refer to the Application Form which specifies the payment amount for your full entitlement; and
- (ii) make payment by BPAY® or EFT for your full entitlement by following the instructions on the Application Form.

(b) Taking up all of your entitlement and applying for Additional New Shares under the Top-Up Facility

If you wish to accept your full entitlement and apply for Additional New Shares under the Top-Up Facility:

- (i) refer to the Application Form which specifies the payment amount for your full entitlement and applying for Additional New Shares under the Top-Up Facility; and
- (ii) make payment by BPAY® or EFT for your full entitlement and the Additional New Shares under the Top-Up Facility by following the instructions on the Application Form

(c) Taking up part of your entitlement

If you only wish to accept part of your entitlement:

- (i) calculate the payment amount for the portion of your entitlement that you wish to take up in accordance with the partial entitlement section of the Application Form; and
- (ii) make payment by BPAY® or EFT for that portion of your entitlement by following the instructions on the Application Form.

(d) Payment

The Issue Price of \$0.001 (0.1 cent) per New Share is payable in full on application.

Payments must be received by 5.00 pm (Melbourne time) on the Closing Date and must be in Australian currency and made by BPAY® or EFT.

Please note that when you pay by BPAY® or EFT:

- (i) you do not need to return the Application Form but are taken to have made the declarations on that Application Form;
- (ii) if you do not pay for your entitlement in full, you are deemed to have taken up your Entitlement in respect of such whole number of New Shares which is covered in full by your application monies;
- (iii) if you have multiple holdings you will have multiple unique reference numbers. To ensure that you receive your entitlement in respect of each holding, you must use the unique reference number shown on each personalised Application Form when paying for any New Shares that you wish to apply for in respect of that holding. Payments in excess of the amount payable for one holding will not be treated as payment for another holding, and the excess will be refunded to the Applicant without interest; and
- (iv) you must quote your unique payment reference as your payment reference/description when processing your BPAY or EFT payment. Failure to do so may result in your funds not being allocated to your application and shares subsequently not issued.

It is your responsibility to ensure that funds submitted through BPAY® or EFT are received by no later than 5.00 pm (Melbourne time) on the Closing Date. Different financial institutions may implement earlier cut-off times with regards to electronic payment, so please take this into consideration when making payment by BPAY® or EFT.

If you pay for more than your full Entitlement, you are deemed to have applied for as many Additional New Shares as your excess amount will pay for in full (subject to the Allocation Policy and any scale-back determined by TALi in its absolute discretion).

Any application monies received for more than your final allocation of New Shares and Additional New Shares will be refunded to you as soon as practicable (only where the amount is \$5.00 or greater). You are not entitled to any interest that accrues on any application monies received or returned (wholly or partially).

Application monies will be held in trust in a subscription account until New Shares and any Additional New Shares are issued. Any interest earned on application monies will be for the benefit of TALi and will be retained by TALi irrespective of whether any issue of New Shares (and any Additional New Shares) takes place.

(e) **No return of Application Forms**

In light of the period the Entitlement Offer is open, it is considered unlikely that Application Forms that are posted with a payment by cheque will be received by the Company in time for the Company to accept under the application. In light of this, the Company has resolved that **payments must be made by BPAY® or by EFT** and may not be made by cheque or money order.

As such, Applicants **do NOT need to return** their completed Application Forms to the Company.

2.3 Representations you will be taken to make by acceptance

By completing and returning your Application Form or making a payment by BPAY® or EFT, you will be deemed to have:

- (a) acknowledged that you have fully read and understood this Offer Booklet and the Application Form in their entirety and you acknowledge the matters and make the warranties and representations and agreements contained in this Offer Booklet and the Application Form;
- (b) agreed to be bound by the terms of the Entitlement Offer, the provisions of this Offer Booklet and TALi's constitution;

- (c) authorised TALi to register you as the holder of the New Shares (including any Additional New Shares) allotted to you;
- (d) declared that you are over 18 years of age and have full legal capacity and power to perform all your rights and obligations under the Entitlement Offer;
- (e) acknowledged that once TALi receives your Application Form or any payment of application monies via BPAY® or EFT, you may not withdraw your application or funds provided except as allowed by law;
- (f) agreed to apply for and be issued up to the number of New Shares (and any Additional New Shares) specified in the Application Form, or for which you have submitted payment of any application monies via BPAY®, at the Issue Price per New Share;
- (g) authorised TALi, the Share Registry and their respective officers, employees or agents to do anything on your behalf necessary for New Shares (and any Additional New Shares) to be issued to you;
- (h) declared that you were the registered holder at the Record Date of the Shares indicated in the Application Form as being held by you on the Record Date;
- (i) acknowledged that the information contained in this Offer Booklet and your Application Form is not investment advice nor a recommendation that the New Shares (or any Additional New Shares) are suitable for you given your investment objectives, financial situation or particular needs;
- (j) acknowledged that this Offer Booklet is not a prospectus, does not contain all of the information that you may require in order to assess an investment in TALi and is given in the context of TALi's past and ongoing continuous disclosure announcements to the ASX;
- (k) acknowledged the summary of risks set out in Section 3 and that investments in TALi are subject to risks;
- (l) acknowledged that none of TALi or its related bodies corporate, affiliates and none of its or their respective directors, officers, partners, employees, representatives, agents, consultants or advisers, guarantees the performance of TALi, nor do they guarantee the repayment of capital;
- (m) agreed to provide (and direct your nominee or custodian to provide) any requested substantiation of your eligibility to participate in the Entitlement Offer and your holding of Shares on the Record Date; and
- (n) authorised TALi to correct any errors in your Application Form.

If you are a sophisticated, professional, institutional or other Shareholder or potential investor in a jurisdiction outside of Australia or New Zealand and the Entitlement Offer is extended to you, you further warrant, represent and agree that:

- (a) you are not an Ineligible Shareholder and it is lawful for TALi to extend the Offer to you and for you to accept the Offer without the Company being required to take any further action in the relevant jurisdiction concerned;
- (b) you are responsible for ensuring that your applying for New Shares (and any Additional New Shares) under the Offer does not breach any laws or regulations in the relevant jurisdiction;
- (c) that there has been no breach of any such laws and regulations and all necessary approvals and consents have been obtained by you to the extension of the Offer to you and your acceptance of the Offer;
- (d) acknowledge that the New Shares (and any Additional New Shares) have not, and will not be, registered under the Securities Act or the securities laws of any state or other jurisdictions in the United States, and accordingly, the New Shares may not be offered or sold by, directly or indirectly, any person in the United States or persons acting for the account of benefit of a person in the United States, except in a transaction exempt from, or not subject to, the registration requirements of the Securities Act and applicable US state securities laws;
- (e) acknowledge and agree that the information in this Offer Booklet remains subject to change without notice;

- (f) represent and warrant that you are not in the United States and you are not acting for the account or benefit of a person in the United States (or, in the event that you are acting for the account or benefit of a person in the United States, you are not participating in the Entitlement Offer in respect of that person);
- (g) are subscribing for or purchasing the New Shares (and any Additional New Shares) outside the United States in an “offshore transaction” (as defined in Rule 902(h) under the Securities Act);
- (h) are not engaged in the business of distributing securities;
- (i) you and each person on whose account you are acting have not and will not send this Offer Booklet, the Application Form or any other materials relating to the Entitlement Offer to any person in the United States or any other country outside Australia and New Zealand;
- (j) if in the future you decide to sell or otherwise transfer the New Shares acquired under the Entitlement Offer you will only do so in “regular way” transactions on ASX where neither you nor any person acting on your behalf knows, or has reason to know, that the sale has been pre-arranged with, or that the purchaser is, in the United States;
- (k) if you are acting as a nominee or custodian, each beneficial holder on whose behalf you are submitting an Application Form (i) is resident in Australia or New Zealand and (ii) is not in the United States and is not acting for the account or benefit of a person in the United States; and
- (l) you make all representations and warranties set out in this Offer Booklet and the Application Form.

2.4 No minimum subscription

There is no minimum subscription for an Eligible Shareholder under the Entitlement Offer.

2.5 No cooling off rights

Cooling off rights do not apply to an investment in New Shares or the Additional New Shares. You cannot withdraw your application once it has been made.

2.6 Refunds of excess application monies

Any application monies received for more than the number of New Shares and any Additional New Shares issued to you will be refunded as soon as reasonably practicable following the close of the Entitlement Offer. No interest will be paid on any application monies. Payment of any refund will be made by direct credit to the banking instructions held on file by the registry. If no banking instructions are recorded, a withheld notice will be issued by post with details to provide banking instructions.

2.7 If you do nothing

If you do not apply for New Shares (and any Additional New Shares) pursuant to the Entitlement Offer, your entitlement under the Entitlement Offer will lapse.

If you do not apply for New Shares (or any Additional New Shares) pursuant to the Entitlement Offer, you will forgo any exposure to increases or decreases in the value of the New Shares had you taken up your Entitlement and you will not receive any value for your Entitlement. Your proportionate percentage ownership in TALi will be diluted because the issue of New Shares (including any Additional New Shares) to other Eligible Shareholders under the Entitlement Offer will increase the total number of Shares on issue.

3. Risk Factors

TALi's activities are subject to a number of risks which may impact future financial performance and the market price at which New Shares trade. Some of these risks can be mitigated by the use of safeguards and appropriate controls. However, others are outside TALi's control and cannot be mitigated. Therefore, investors who acquire New Shares may be exposed to a number of risks. Broadly, these risks can be classified as risks that are general to investing in the share market and risks specific to an investment in Shares and TALi's underlying business.

This list is not exhaustive and Eligible Shareholders should read this Offer Booklet in its entirety before making an investment decision. Eligible Shareholders should also have regard to their own investment objectives and financial circumstances and should consider seeking appropriate independent investment advice before deciding whether to invest in the New Shares.

3.1 Risks specific to TALi

(a) Competition

The digital health industry is intensely competitive and subject to rapid and significant change. A number of companies, both in Australia and abroad, may be pursuing the development of products that target the same markets that the Company is targeting. The Company's products may compete with existing products that are already available to customers. In addition, a number of companies, both in Australia and abroad, may be pursuing the development of products that target the same customers that the Company is targeting. The Company may face competition from parties who have substantially greater resources.

(b) Regulatory approvals and investigations

The research, development, manufacture, marketing and sale of products using the Company's technology are subject to varying degrees of regulation by a number of government authorities in Australia and overseas. The Company may from time to time be required to seek regulatory approvals to bring certain of its products and programs to market in the various jurisdictions in which it operates. Any delay or failure of the Company to obtain any necessary approvals could impact adversely the Company.

In addition to regulatory approvals for applications made by the Company, the Company may also become subject to regulatory investigations by any one or more regulatory bodies for current or historical actions by the Company. Depending on the outcome of regulatory investigations, the Company may be fined or sanctioned and its reputation and brand may be negatively impacted, which could adversely affect its business prospects, financial condition and results of operation.

(c) Partnerships

Due to the significant costs in digital health development, it is common for companies to partner with larger digital health or related companies to help progress the development and commercialisation of a digital health product. Partnering can potentially reduce the development and commercial risk for the Company by involving an experienced or a larger established digital health company in the Company's development and commercialisation, however there is no guarantee that such arrangements will lead to the successful commercialisation of products, as a larger partner may not have the same incentive as the Company to advance the product through clinical trials, approvals and commercialisation.

(d) Reliance on key personnel

The responsibility of overseeing the day-to-day operations and the strategic management of the Company depends substantially on its senior management team and its key personnel. The Company provides no guarantee that there will be no detrimental impact on the Company if one or more of these employees do not perform satisfactorily or cease their employment.

The Company's ability to attract and retain personnel will have a direct impact on its ability to achieve its development, commercialisation and commitments. Additionally, increases in recruitment, wages and contractor costs may adversely impact upon the financial performance of the Company.

(e) Additional requirements for capital

The Company's capital requirements depend on numerous factors. The Company may be required to raise additional capital in addition to the amounts raised under the Offer. There is no guarantee that the Company will be able to secure any additional funding or be able to secure funding on terms favourable to the Company. Any additional equity financing will dilute shareholdings, and debt financing, if available, may involve restrictions on financing and operating activities. If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations and may be prevented from progressing the commercialisation of its products.

(f) Growth

There is a risk that the Company may be unable to manage its future growth successfully. The ability to hire and retain skilled personnel as outlined above may be a significant obstacle to growth.

(g) Intellectual property

Maintenance and protection of the Company's existing intellectual property rights, including its patents, and, where appropriate, obtaining new patents and securing of rights to other new intellectual property, is important to preserving the Company's competitive position and asset values.

The granting of a patent does not guarantee that the rights of others are not infringed or that competitors will not develop competing intellectual property that circumvents such patents. The Company's success depends, in part, on its ability to defend its patents and other intellectual property rights and operate without infringing the rights of other third parties.

The Company provides no guarantee that any patents that it may own, control or licence now and in the future will afford the Company adequate protection of its intellectual property, its projects or will have commercial application.

(h) Risk of delay and continuity of operations

The Company may experience delays in achieving some or all of its milestones, including but not limited to product development, obtaining regulatory approvals, or generating licensing opportunities and sales and revenue generation. The Company is also dependent on, amongst other things, its technology, key personnel and IT systems. Any disruption or delay to any key inputs could impact adversely on the Company.

(i) Liability claims

The Company may be exposed to liability claims, including but not limited to those that could arise in connection with its provision of services, such as if they are provided in fault and/or cause harm to its customers. As a result, the Company may have to expend significant financial and managerial resources to defend against such claims. If any such claim against the Company is successful, the Company may be fined or sanctioned and its reputation and brand may be negatively impacted, which could adversely affect its business prospects, financial condition and results of operation.

The Company may be exposed to claims from employees, including those who have left the Company or may leave it in future for unfair dismissal.

(j) Contractual risks

As a party to contracts, the Company may face claims of breach of non-compliance by a contracting party. No assurance can be given that all contracts will be fully performed by all contracting parties and that the Company will be successful in securing compliance with the terms of each contract by the relevant third party.

(k) Commercialisation

Developing software and technology involves the expenditure of significant funds and often involves an extended period of time to achieve a return on investment. While the Company's business strategy is to continue to make investments in innovation in the development and commercialisation of its technologies, the company may not generate significant revenues from these investments for several years (if at all).

(l) Force majeure risk

Force majeure events, such as riot, war, invasion, act of foreign enemies, hostilities (whether war be declared or not), act of terrorism, infectious disease outbreaks, pandemics, requisition or compulsory acquisition by an governmental or competent authority, earthquakes, flood, fire or other physical natural disasters and strikes or industrial disputes at a national level, may adversely affect the operations of the Company.

(m) Liquidity

There can be no guarantee that there will be an active market in the Company's shares traded on ASX. There may be relatively few or many potential buyers of the Company's shares on ASX at any time. This may increase the volatility of the market price of the Shares and may affect the price at which Shareholders are able to sell their Shares.

(n) Administration of Genius

As noted in the Company's recent announcements to ASX, a strategic partner of the Company, Vertical 4 Pty Ltd (formerly Genius Learning Pty Ltd) (**Genius**) recently entered into voluntary administration. The Company is party to an existing strategic partnership between TALi and Genius relating to product development and sales and marketing for TALi products. In light of Genius' voluntary administration, TALi currently intends to exit the existing strategic partnership with Genius and reintegrate and manage the TALi technology internally. The timeframe for implementing the reintegration will ultimately depend on the progress and timing of the discussions with the administrators of Genius and exiting the existing strategic partnership with Genius. Whilst TALi is taking appropriate steps, including by building up its own internal capacities to manage the TALi technology internally, there is a risk that the process of reintegration of TALi's technology may become protracted or that TALi does not have suitable internal capacities to manage the TALi technology internally at the time that the strategic arrangement is exited. There is also a risk that the technology integration could take longer, be more complex or cost more than expected or encounter unexpected challenges or issues.

3.2 Acquisition risks

(a) Due diligence risk

The Company undertook a due diligence process in respect of the Acquisition, which, among other things, relied on the review of financial information and other information provided by the Seller. If any information provided to and relied on by the Company in its due diligence and preparation proves to be incorrect, incomplete or misleading, there is a risk that the actual financial position and performance of YCDI! may be materially different to expectations. Investors should also note that there is no assurance that the due diligence conducted was complete or conclusive, and that all material issues and risks in respect of the

Acquisition have been identified and avoided or managed appropriately. Therefore, there is a risk that issues and risks may arise that could adversely affect the financial performance of the Company.

(b) Business risk

The negotiations between the Company and the Seller were conducted on the basis of certain disclosures by the Seller. While the Company considers the due diligence investigations to have been adequate and consistent with market practice for a transaction of this type as noted above, the Company has not been able to verify the accuracy, reliability or completeness of all of the information provided by the Seller. As a result, following the Acquisition, unknown or unquantified risks and liabilities of YCDI! may arise, or expected types of risks and liabilities may be greater than anticipated, and this may impact negatively on profitability, results of operations or financial position of YCDI!, which in turn will affect the value and performance of the Company.

(c) Integration

There is a risk that the success and profitability of the Company following completion of the Acquisition could be adversely affected if YCDI! is not integrated effectively. There is a risk that integration could take longer, be more complex or cost more than expected or encounter unexpected challenges or issues.

3.3 General risks

Eligible Shareholders should be aware that there are risks associated with any investment listed on the ASX that are outside the control of the Company. There are various risks that may significantly impact the Company, its performance and the price of its Shares.

The value of the Company's shares may rise above or fall below the Issue Price, depending on the financial condition and operating performance of the Company.

(a) Economic risks and market conditions

Factors, such as, but not limited to, global economic conditions, political instability, stock market trends, interest rates, exchange rates, inflation levels, consumer spending and employment rates industrial disruption, environmental impacts, international competition, taxation changes and legislative or regulatory changes may all have an adverse impact on the Company's revenues, operating costs, profit margins and Share price. These factors are beyond the control of the Company and the Company cannot predict how they will impact its business.

(b) Changes in legislation and government regulation

Government legislation in Australia or any other relevant jurisdiction, including changes to the taxation system, may affect future earnings and relative attractiveness of investing in the Company. Changes in government policy or statutory changes may affect the Company and the attractiveness of an investment in it.

(c) Unforeseen risk

There may be other risks which the Directors are unaware of at the time of issuing this Offer Booklet which may impact on the Company, its operations and/or the valuation and performance of the Company's securities.

(d) Combination of risk

The Company may not be subject to a single risk. A combination of risks, including any of the risks outlined in this Section could affect the performance valuation, financial performance and prospects of the Company.

(e) Market conditions

Equities market conditions may affect the value of the Company's quoted securities regardless of the Company's operating performance. Equities market conditions are affected by many factors such as:

- (i) general economic outlook;
- (ii) introduction of tax reform or other new legislation;
- (iii) changes in interest rates, exchange rates and inflation rates;
- (iv) changes in investor sentiment and perceptions in local and international stock markets;
- (v) the demand for, and supply of, capital; and
- (vi) geo-political conditions such as acts or threats of terrorism, war, military conflicts or other hostilities.

The market price of securities can fall as well as rise and may be subject to varied and unpredictable influences on the market for equities in general. Neither the Company nor the Directors warrant the future performance of the Company or any return on an investment in the Company.

(f) **Speculative investment**

The above list of risk factors should not be taken as exhaustive of the risks faced by the Company or by investors in the Company. The above factors, and others not specifically referred to above, may in the future materially affect the financial performance of the Company and the value of the New Shares offered under this Offer Booklet.

Therefore, the New Shares to be issued pursuant to this Offer Booklet carry no guarantee with respect to the payment of dividends, returns of capital or the market value of those New Shares.

Eligible Shareholders should consider that an investment in the Company is speculative and should consult their professional advisers before deciding whether to apply for New Shares pursuant to this Offer Booklet.

4. Further Information

4.1 Taxation

Taxation implications of participating in the Entitlement Offer will vary depending on the particular circumstances of individual Eligible Shareholders. Eligible Shareholders are advised to obtain their own professional taxation advice before making a decision in relation to the Entitlement Offer.

4.2 This Offer Booklet is not a prospectus

The Entitlement Offer is being conducted in accordance with section 708AA of the Corporations Act (as modified by ASIC Corporations (Non-Traditional Rights Issue) Instrument 2016/84). In general terms, section 708AA relates to rights issues by certain companies that do not require the preparation of a prospectus or other disclosure document. Accordingly, the level of disclosure in this Offer Booklet is less than the level of disclosure required in a prospectus.

As a result, in deciding whether or not to accept the Entitlement Offer, you should rely on your own knowledge of TALi, refer to disclosures made by TALi to the ASX (which are available for inspection on the ASX website www.asx.com.au and on TALi's website at www.talidigital.com.au, in particular, the ASX announcement released on Monday, 16 June 2025) and seek the advice of your financial or professional adviser.

4.3 Holding Statements and trading of New Shares

Eligible Shareholders will be provided with a holding statement, which will set out the number of New Shares allotted to them under this Entitlement Offer. It is your responsibility to determine your holding of New Shares before trading to avoid the risk of selling New Shares you do not own. To the maximum extent permitted by law, TALi disclaims any liability to persons who trade New Shares before they receive their holding statements, whether on the basis of confirmation of the allocation provided by TALi or the Share Registry or otherwise, or who otherwise trade or purport to trade New Shares in error or which they do not hold or are not entitled to.

4.4 Treatment of Ineligible Shareholders

This Offer Booklet and the accompanying Application Form are being sent only to Shareholders with registered addresses in Australia and New Zealand, or to Shareholders in other jurisdictions where TALi is satisfied that it is lawful to do so. TALi is of the view that it is unreasonable to extend the offer to other Shareholders having regard to their small number and the value of New Shares which would be offered to them and the cost of complying with the legal requirements and requirements of the regulatory authorities in those overseas jurisdictions.

The information in this Offer Booklet has been prepared to comply with the requirements of the securities laws of Australia. To the extent that you hold Shares on behalf of another person resident outside Australia, it is your responsibility to ensure that any participation (including for your own account or when you hold Shares beneficially for another person) complies with all applicable foreign laws and that each beneficial owner on whose behalf you are submitting the personalised Application Form is not in the United States and not acting for the account or benefit of a person in the United States.

This Offer Booklet does not constitute an offer in any jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer. No action has been taken to register or qualify the Entitlement Offer or the New Shares, or otherwise permit the public offering of the New Shares, in any jurisdiction other than Australia and New Zealand.

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

4.5 Foreign Shareholders

(a) General restrictions

This Offer Booklet and the accompanying Application Form do not constitute an offer in any place in which, or to any person to whom, it would not be lawful to make such an offer. The distribution of this Offer Booklet in jurisdictions outside Australia and New Zealand may be restricted by law and persons who come into possession of this Offer Booklet outside the above jurisdictions should observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws. No action has been taken to register or qualify the New Shares or to otherwise permit an offering of New Shares outside Australia.

Return of the Application Form or your BPAY® or EFT payment will be taken by TALi as a representation by you that there has been no breach of any such laws.

(b) New Zealand

The New Shares are not being offered to the public within New Zealand other than to existing shareholders of the Company with registered addresses in New Zealand to whom the offer of these securities is being made in reliance on the Financial Markets Conduct Act 2013 and the Financial Markets Conduct (Incidental Offers) Exemption Notice 2021.

This document has been prepared in compliance with Australian law and has not been registered, filed with or approved by any New Zealand regulatory authority Financial Markets Conduct Act 2013 (New Zealand). This document is not a product disclosure statement under New Zealand law and is not required to, and may not, contain all the information that a product disclosure statement under New Zealand law is required to contain.

(c) Singapore

This document and any other materials relating to the New Shares have not been, and will not be, lodged or registered as a prospectus in Singapore with the Monetary Authority of Singapore. Accordingly, this document and any other document or materials in connection with the offer or sale, or invitation for subscription or purchase, of New Shares, may not be issued, circulated or distributed, nor may the New Shares be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore except pursuant to and in accordance with exemptions in Subdivision (4) of Division 1, Part XIII of the Securities and Futures Act, Chapter 289 of Singapore (**SFA**), or as otherwise pursuant to, and in accordance with the conditions of any other applicable provisions of the SFA.

This document has been given to you on the basis that you are (i) an existing holder of Shares, (ii) an “institutional investor” (as defined under Section 4A(1)(c) of the SFA) or (iii) an “accredited investor” (as defined in Section 4A(1)(a) of the SFA). In the event that you are not an investor falling within any of the categories set out above, please return this document immediately. You may not forward or circulate this document to any other person in Singapore.

Any offer is not made to you with a view to the New Shares being subsequently offered for sale to any other party. There are on-sale restrictions in Singapore that may be applicable to investors who acquire the New Shares. As such, investors are advised to acquaint themselves with the SFA provisions relating to resale restrictions in Singapore and comply accordingly.

4.6 Custodians and nominees

The Entitlement Offer is being made to all Eligible Shareholders. TALi is not required to determine whether or not any Eligible Shareholder is acting as a nominee, trustee or custodian or the identity or residence of any beneficial owners of Shares. Where any registered holder that qualifies as an Eligible Shareholder is acting as a nominee for a foreign person, that registered holder, in dealing with its beneficiary, will need to assess whether indirect participation by the beneficiary in the Entitlement Offer is compatible with applicable foreign laws. For the avoidance of doubt, custodians and nominees that hold on behalf of a beneficial holder in the United States may not submit an Application Form on behalf of such beneficial holders in the United States.

4.7 Privacy

By submitting an Application Form, you will be providing personal information to TALi (directly or through the Share Registry). TALi collects, holds and will use that information to assess and process your application, administer your shareholding in TALi and to provide related services to you. TALi may disclose your personal information for purposes related to your shareholding in TALi, including to the Share Registry, TALi's related bodies corporate, agents, contractors and third party service providers, including mailing houses and professional advisers, and to the ASX and regulatory bodies. You can obtain access to personal information that TALi holds about you. To make a request for access to your personal information held by (or on behalf of) TALi, please contact TALi through the Share Registry.

4.8 Financial amounts

Money as expressed in this Offer Booklet is in Australian dollars unless otherwise indicated. Any discrepancies between totals in tables and sums of components in tables in this Offer Booklet and between those figures and figures referred to in other parts of this document may be due to rounding.

4.9 Governing law

This Offer Booklet, the Entitlement Offer and the contracts formed on acceptance of the Entitlement Offer are governed by the laws applicable in Victoria, Australia. Each Applicant for New Shares (including any Additional New Shares) submits to the non-exclusive jurisdiction of the courts of Victoria, Australia.

5. Glossary and Interpretation

5.1 Definitions

In this Offer Booklet, the following words have the following meanings unless the context requires otherwise:

Term	Definition
\$ or A\$	Australian dollars.
Additional New Shares	New Shares offered to an Applicant in excess of their Entitlement under the terms of the Top-Up Facility.
Allocation Policy	As defined in Section 1.4.
Applicant	a Shareholder as at the Record Date applying for New Shares under this Offer.
Application Form	the personalised entitlement and acceptance form to subscribe for New Shares accompanying this Offer Booklet.
ASIC	the Australian Securities and Investments Commission.
Offer Announcement	the announcement released to the ASX by TALi on Monday, 16 June 2025.
ASX	ASX Limited (ACN 008 624 691) or, as the context requires, the financial market known as the Australian Securities Exchange operated by it.
ASX Listing Rules	the official listing rules of the ASX as amended or replaced from time to time.
Closing Date	the deadline for accepting the Entitlement Offer, being 5.00 pm (Melbourne time) on Tuesday, 8 July 2025 (subject to change).
Company or TALi	TALi Digital Limited (ACN 108 150 750).
Corporations Act	<i>Corporations Act 2001</i> (Cth).
Directors	the directors of TALi.
Eligible Shareholder	has the meaning given in Section 1.2.
Entitlement Offer or Offer	the non-renouncement offer of New Shares to Eligible Shareholders in accordance with the terms of this Offer Booklet.
Ineligible Shareholder	has the meaning given in Section 1.2.
Issue Price	the price for each New Share under the Entitlement Offer, being \$0.001.
New Shares	the Shares offered pursuant to the Entitlement Offer.
Offer Booklet	this Entitlement Offer booklet dated Tuesday, 24 June 2025.
Placement	the private placement of Shares to sophisticated and professional investors to raise up to \$800,000 (before costs) announced on Monday, 16 June 2025.
Record Date	7.00 pm (Melbourne time) on Friday, 20 June 2025.
Securities Act	the U.S. Securities Act of 1933.
Share	a fully paid ordinary share in the capital of TALi.
Share Registry	Automatic Registry Services.
Shareholder	a registered holder of Shares.
Shortfall Shares	has the meaning given in Section 1.7.
Top-Up Facility	As defined in Section 1.4.
US Securities Act	US Securities Act of 1933, as amended.

5.2 Interpretation

In this Offer Booklet, unless the context otherwise requires:

- (a) the singular includes the plural, and vice versa;
- (b) words importing one gender include other genders;
- (c) other parts of speech and grammatical forms of a word or phrase defined in this document have corresponding meanings;
- (d) terms used in this document and defined in the Corporations Act have the meanings ascribed to them in the Corporations Act;
- (e) other grammatical forms of a word or phrase defined in this document have a corresponding meaning; and
- (f) a reference to a Section is a reference to a Section of this Offer Booklet.

Corporate Directory

HEAD OFFICE	Suite 201 697 Burke Road Camberwell VIC 3124 Tel: 1300 082 013
SHARE REGISTRY	Automic Registry Services Level 3, 50 Holt Street Surry Hills, New South Wales 2010 Tel: 1300 288 664 (within Australia) Tel: + 61 2 9698 5414 (outside Australia) Website: automic.com.au Email: hello@automic.com.au

- GPO Box 5193, Sydney NSW 2001
- 1300 288 664 (within Australia)
- +61 2 9698 5414 (international)
- corporate.actions@automicgroup.com.au
- www.automicgroup.com.au

Holder Number:
SAMPLE

Shares held as at the Record Date at
7.00pm (Melbourne time) on
20 June 2025
SAMPLE

ENTITLEMENT AND ACCEPTANCE FORM

**OFFER SCHEDULED TO CLOSE AT 5.00PM (MELBORNE TIME) ON 8 JULY 2025
(SUBJECT TO CHANGE WITHOUT NOTICE)**

On 16 June 2025, TALi Digital Limited (ASX: TD1) (**TALi** or the **Company**) announced a pro rata non-renounceable Entitlement Offer at an issue price of \$0.001 per New Share to Eligible Shareholders on the basis of one (1) New Share for every six (6) Shares held as at the Record Date to raise up to approximately \$0.7 million (before costs) (**Entitlement Offer**).

The Offer Booklet dated 24 June 2025 contains important information about the Entitlement Offer and you should read it carefully before applying for New Shares. This Entitlement and Acceptance Form should be read in conjunction with the Offer Booklet. If you do not understand the information provided in the Offer Booklet or you are in doubt as to how you should proceed, you should contact your financial or other professional adviser. Other than as defined in this Entitlement and Acceptance Form, capitalised terms have the same meaning as defined in the Offer Booklet.

1 ACCEPTANCE OF ENTITLEMENT OR PART THEREOF

	Payment Amount (A\$0.001 per New Share)	Number of New Shares Entitled
Full Entitlement	[EntPayable]	[Entitlement]

2 APPLICATION FOR ADDITIONAL NEW SHARES

If you have taken up your full Entitlement, you are eligible to apply for Additional New Shares. To apply for Additional New Shares, please make payment for the total number of New Shares you wish to apply for, including both Entitlement and Additional New Shares. Payment for Additional New Shares should be calculated separately from the Entitlement Payment Amount stated above.

3 PAYMENT - YOU CAN PAY BY BPAY® OR ELECTRONIC FUNDS TRANSFER (EFT)

Payments must be made in Australian dollars via BPAY or EFT. You do not need to return this Entitlement or Acceptance Form.

Option A – BPAY



Biller Code: [BPayBillerCd]

Ref: [BPayCRN]

Mobile & Internet Banking – BPAY®
Make this payment from your cheque or savings account.

Note: Please ensure you use the BPAY details stated above as they are unique for each Offer. Your BPAY reference number or unique entitlement reference number will process your payment for your application for New Shares electronically.

Option B – Electronic Funds Transfer (EFT)

Funds are to be deposited in AUD currency directly to following bank account:

Account name: Automic Pty Ltd
Account BSB: [CreditAccountBsb]
Account number: [CreditAccountNumber]
Swift Code: WPACAU2S

Your unique entitlement reference number:
[HolderId]-[CorporateActionID]-[CompanyASXCode]

IMPORTANT: You must quote your **unique entitlement reference number** as your payment reference/description when processing your EFT payment. Failure to do so may result in your funds not being allocated to your application and New Shares subsequently not issued.

4 ELECT TO RECEIVE COMMUNICATIONS ELECTRONICALLY

If you have received this form by post, you have not provided your email address or elected to receive all communications electronically.

We encourage you to elect to receive shareholder communications electronically to:

- Help the Company reduce its printing and mailing costs
- Receive investor communications faster and more securely
- Help the environment through the need for less paper

**SCAN THE QR CODE TO VISIT
INVESTOR.AUTOMIC.COM.AU AND
UPDATE YOUR COMMUNICATION
PREFERENCE**



INSTRUCTIONS FOR COMPLETING THIS ENTITLEMENT AND ACCEPTANCE FORM

The right to participate in the Entitlement Offer is optional and is offered exclusively to all Shareholders who are registered as holders of fully paid ordinary Shares in the capital of the Company on the Record Date with a registered address in Australia or New Zealand (**Eligible Shareholders**).

ACCEPTANCE OF OFFER

By making a BPAY or EFT payment:

- you represent and warrant that you have read and understood the Offer Booklet and that you acknowledge the matters, and make the warranties and representations contained therein and in this Entitlement and Acceptance Form; and
- you provide authorisation to be registered as the holder of New Shares acquired by you and agree to be bound by the Constitution of the Company.

1 Acceptance of full or partial Entitlement

If you wish to accept your full Entitlement:

- make payment by BPAY or EFT for your full Entitlement by following the instructions on this Entitlement and Acceptance Form.

If you only wish to accept part of your Entitlement:

- calculate the payment amount for the portion of your Entitlement that you wish to take up in accordance with the partial Entitlement section of this Entitlement and Acceptance Form and
- make payment by BPAY or EFT for that portion of your Entitlement by following the instructions on this Entitlement and Acceptance Form.

2 Application for Additional New Shares

If you accept your full Entitlement and wish to apply for Additional New Shares in excess of your Entitlement:

- make payment by BPAY or EFT for the total payment amount of your full Entitlement AND your participation in the Shortfall Offer by following the instructions on this Entitlement and Acceptance Form.

Note your payment for Additional New Shares should be calculated separately by multiplying the number of Additional New Shares you wish to apply for by the issue price, rounded up to the nearest cent.

Your application for Additional New Shares may not be successful (wholly or partially). The decision in relation to the number of Additional New Shares in excess of your Entitlement to be allocated to you will be final. No interest will be paid on any application monies received and returned.

3 Payment

By making a payment via BPAY or EFT, you agree that it is your responsibility to ensure that funds are submitted correctly and received by the Share Registry by the Closing Date and time. Payment must be received by the Share Registry by 5.00pm (Melbourne time) on the Closing Date.

By making payment of application monies, you certify that you wish to apply for New Shares (and any Additional New Shares) under the Entitlement Offer as indicated on this Entitlement and Acceptance Form and acknowledge that your acceptance is irrevocable and unconditional.

It is your responsibility to ensure your BPAY reference number or unique entitlement reference number is quoted, as per the instructions in Section 3. If you fail to quote your BPAY reference number or unique entitlement reference number correctly, Automic Group may be unable to allocate or refund your payment. If you need assistance, please contact Automic Group.

Payment by BPAY: You can make a payment via BPAY if you are the holder of an account with an Australian financial institution that supports BPAY transactions. To BPAY this payment via internet or telephone banking use your CRN on this Entitlement and Acceptance Form. Multiple acceptances must be paid separately.

Payment by EFT: You can make a payment via Electronic Funds Transfer (EFT). Multiple acceptances must be paid separately. Please use your unique entitlement reference number on this Entitlement and Acceptance Form. This will ensure your payment is processed correctly to your application electronically.

Applicants should be aware of Automic's financial institution's cut off-time, their own financial institution's cut-off time and associated fees with processing a funds transfer. It is the Applicant's responsibility to ensure funds are submitted correctly by the Closing Date and time, including taking into account any delay that may occur as a result of payments being made after 5.00pm (Melbourne time) and/or on a day that is not a business day (payment must be made to be processed overnight). You do not need to return this Entitlement and Acceptance Form if you have made payment via BPAY or EFT. Your BPAY reference number or unique entitlement reference number will process your payment to your application electronically and you will be deemed to have applied for such New Shares for which you have paid.

4 Elect to receive communications electronically

As a valued shareholder, the Company encourages shareholders to elect to receive their shareholder communications electronically. This will ensure you receive all future important shareholder communications in a faster and more secure way and reduce the environmental footprint of printing and mailing.

If you require further information about the Offer, please contact Automic Group on 1300 288 664 (within Australia) or +61 2 9698 5414 (international) between 8:30am and 7:00pm (Sydney time), Monday to Friday or email corporate.actions@automicgroup.com.au.