

TALi Digital Limited
ACN 108 150 750

**NOTICE OF MEETING
AND EXPLANATORY STATEMENT**

**Tuesday, 28 June 2022
at 11.00 a.m. (Melbourne time)**

**Notice is given that an Extraordinary General Meeting of Shareholders (EGM) of
TALi Digital Limited ACN 108 150 750 (TALi or the Company) will be held on
Tuesday, 28 June 2022 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 advisers prior to voting. Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on 1300 082 013 or at investors@talidigital.com.

NOTICE OF MEETING

NOTICE IS GIVEN that an Extraordinary General Meeting (**EGM**) of the Shareholders of TALi Digital Limited (ACN 108 150 750) (**TALi** or **Company**) will be held at 11.00 a.m. (Melbourne time) on Tuesday, 28 June 2022 as a virtual meeting for the purposes of considering the items of business set out below.

The Meeting will be held online using technology (namely an online webcasting platform) and not a face to face meeting.

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

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

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

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

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

BUSINESS OF THE MEETING

Resolution 1 – Approval of Previous Share Issue - Placement

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

“That for the purposes of Listing Rule 7.4 and for all other purposes, the Shareholders approve and ratify the previous issue of 139,785,868 Shares under Listing Rule 7.1 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 2 - Approval of Issue of Shares to Sue MacLeman

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

"That for the purposes of Listing Rule 10.11 and for all other purposes, the Shareholders approve the issue to Ms Sue MacLeman, a Director, (or her nominee(s)) of a total of 2,611,585 Shares, at an issue price of \$0.011 per Share, on the basis set out in the Explanatory Statement."

Voting Exclusion:

The Company will disregard any votes cast in favour of this resolution by or on behalf of Ms Sue MacLeman and any other person who will obtain a material benefit as a result of, the proposed issue (except solely by reason of being a holder of Shares) or an associate of those persons.

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

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

Resolution 3 - Approval of Issue of Shares to David Williams

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

"That for the purposes of Listing Rule 10.11 and for all other purposes, the Shareholders approve the issue to Mr David Williams, a Director, (or his nominee(s)) of a total of 2,727,273 Shares, at an issue price of \$0.011 per Share, on the basis set out in the Explanatory Statement."

Voting Exclusion:

The Company will disregard any votes cast in favour of this resolution by or on behalf of Mr David Williams and any other person who will obtain a material benefit as a result of, the proposed issue (except solely by reason of being a holder of Shares) or an associate of those persons.

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

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

Resolution 4 - Approval of Issue of Shares to David Brookes

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

"That for the purposes of Listing Rule 10.11 and for all other purposes, the Shareholders approve the issue to Mr David Brookes, a Director, (or his nominee(s)) of a total of 2,500,000 Shares, at an issue price of \$0.011 per Share, on the basis set out in the Explanatory Statement."

Voting Exclusion:

The Company will disregard any votes cast in favour of this resolution by or on behalf of Mr David Brookes and any other person who will obtain a material benefit as a result of, the proposed issue (except solely by reason of being a holder of Shares) or an associate of those persons.

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

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

Resolution 5 - Approval of Issue of Options to Taylor Collison

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

"That for the purposes of Listing Rule 7.1 and for all other purposes, the Shareholders approve the proposed issue of 15,000,000 unlisted options to subscribe for fully paid ordinary shares in the capital of the Company to Taylor Collison (or its nominee), each with an exercise price of \$0.03 and expiring three years from their date of issue, on the basis set out in the Explanatory Statement."

Voting Exclusion:

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

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

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

By order of the Board



Stephen Denaro
Company Secretary
Date: 28 April 2022

MEETING INFORMATION

Voting entitlement

A determination has been made by the Board of the Company under regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Extraordinary General Meeting (**EGM**) of Shareholders, are those who are registered as Shareholders as at 7:00 p.m. (Melbourne time) on Sunday, 26 June 2022, subject to any applicable voting exclusion.

Voting methods

As this is a virtual meeting, you will not be able to attend the Meeting in person. However, you will have the opportunity to be present and participate via an online webcasting platform. You will also have the opportunity to ask questions at the meeting.

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

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

How do I create an account with Automic?

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

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

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

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

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

Voting by proxy

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

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

A proxy appointment form is enclosed with this Notice of Meeting. For the proxy form to be valid, the proxy form together with the power of attorney or other authority (if any) under which it is signed, or a certified copy of that power of attorney, must be lodged by one of the following methods and received no later than 11.00 a.m. (Melbourne time) on Sunday, 26 June 2022, being 48 hours prior to the EGM:

- online: <https://investor.automic.com.au>
- by email: meetings@automic.com.au
- by facsimile: +61 2 8583 3040
- by mail: Automic, GPO Box 5193, Sydney NSW 2001
- by delivery: Automic, Level 5, 126 Phillip Street, Sydney NSW 2000

Proxy voting by the Chair

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

Attorneys

A Shareholder may appoint an attorney to vote on his or her behalf. For an appointment to be effective for the EGM, the instrument effecting the appointment (or a certified copy of it) must be received by the Company at its registered office or by the Share Registry by no later than 11.00 a.m. (Melbourne time) on Sunday, 26 June 2022.

Corporate Representatives

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

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

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

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

Asking questions at the EGM

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

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

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

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

Defined Terms

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

EXPLANATORY STATEMENT

The purpose of this Explanatory Statement (which accompanies and forms part of the Notice of Meeting), is to provide Shareholders with an explanation of the business of the EGM and of the resolutions to be proposed and considered at the EGM at 11.00 a.m. (Melbourne time) on Tuesday, 28 June 2022 and to assist Shareholders in deciding how they may wish to vote on the resolutions.

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

Resolution 1- Approval of Previous Share Issue - Placement

General

As announced to ASX on 10 March 2022 (and referred to above), the Company undertook an equity capital raising to raise approximately \$1.54 million (before costs) from a placement of new Shares at \$0.011 per Share (**Placement**). On 16 March 2022, the Company issued 139,785,868 Shares in connection with the Placement (**Placement Shares**).

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

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

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

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

Information required by Listing Rule 7.5

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

- The Placement Shares were issued to 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 139,785,868 Placement Shares, being fully paid ordinary shares in the Company under Listing Rule 7.1.
- The Placement Shares were issued on 16 March 2022.
- The Placement Shares were issued at an issue price of \$0.011 per Placement Share.
- The purpose of the Placement was to raise funds to support the commercialisation of the Company's first-generation products, already available in Australia and India, the clinical development of its second-generation offering, and continued global partnership discussions.
- A voting exclusion statement is included in the Notice of Meeting.

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

Resolutions 2 to 4 – Approval of Issue of Shares to be purchased by Directors in the proposed placement of Shares

General

As announced to ASX on 10 March 2022 (and referred to above), certain Directors have demonstrated their continued support for the Company and committed to invest on the same terms as other participants in the Placement by subscribing for an additional further 7,838,858 Shares at \$0.011 per Share (**Director Shares**), to raise a total of \$86,227.44, subject to Shareholder approval.

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

- **Resolution 2:** Ms Sue MacLeman, a Director (or her nominee(s)), to be issued 2,611,585 Shares for \$28,727.44;
- **Resolution 3:** Mr David Williams, a Director (or his nominee(s)), to be issued 2,727,273 Shares for \$30,000;
- **Resolution 4:** Mr David Brookes, a Director (or his nominee(s)), to be issued 2,500,000 Shares for \$27,500.

Section 208 of the Corporations Act

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

Each of Ms Sue MacLeman, Mr David Williams and Mr David Brookes are related parties of the Company by virtue of being Directors.

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

Listing Rule 10.11

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

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

unless it obtains the approval of its shareholders.

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

If resolutions 2 to 4 are passed, the Company will be able to proceed with the issue of all 7,838,858 Directors Shares to Ms Sue MacLeman, Mr David Williams and Mr David Brookes (or their respective nominee(s)).

If some or all of resolutions 2 to 4 are not passed, the Company will not be able to proceed with the issue of some or all of the 7,838,858 Director Shares to Ms Sue MacLeman, Mr David Williams and Mr David Brookes (or their respective nominee(s)) and the Company will not be able to raise some or all of the \$86,227.44 to be raised from the proposed issue.

Specific information required by Listing Rule 10.13

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

- The Director Shares will be issued to Directors Ms Sue MacLeman, Mr David Williams and Mr David Brookes (or their respective nominee(s)).
- Each of Ms Sue MacLeman, Mr David Williams and Mr David Brookes are Directors and therefore fall within the category referred to in Listing Rule 10.11.1.
- A total of 7,838,858 Director Shares are proposed in the following proportions:
 - 2,611,585 Shares to Ms Sue MacLeman (or her nominee(s));
 - 2,727,273 Shares to Mr David Williams (or his nominee(s)); and
 - 2,500,000 Shares to Mr David Brookes (or his nominee(s)).
- The Director Shares will be fully paid and rank equally in all respects with existing Shares.
- The Director Shares will be issued no later than one month after the date of the Meeting.
- The issue price will be \$0.011 per Director Share, being the same issue price as the Placement Shares.
- The proceeds from the issue of the Director Shares will also be used to support the commercialisation of the Company's first-generation products, already available in Australia and India, the clinical development of its second-generation offering, and continued global partnership discussions.
- A voting exclusion statement is included in the Notice of Meeting.

Board Recommendation: The Directors (other than Ms Sue MacLeman, Mr David Williams and Mr David Brookes) recommend that Shareholders vote in favour of resolutions 2 to 4.

Resolution 5 - Approval of Issue of Options to Taylor Collison

General

As announced to ASX on 10 March 2022 (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**). Each Lead Manager Option will have an exercise price of \$0.03 per Lead Manager Option and expire three years from their date of issue.

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

If resolution 5 is not passed (but resolution 1 is passed), the issue of the Lead Manager Options will be included in calculating the Company's placement capacity under Listing Rule 7.1, effectively decreasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the issue date.

Information required by Listing Rule 7.3

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

- The Lead Manager Options will be issued to Taylor Collison (or its nominee) in connection with its role as sole lead manager on the Placement.
- The Company will issue 15 million Lead Manager Options, being options to acquire Shares exercisable at \$0.03 per Lead Manager Option and expiring three years from their date of issue to Taylor Collison.
- The material terms of the Lead Manager Options are set out in Annexure A to this Explanatory Statement.
- The Lead Manager Options 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 2% 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.

GLOSSARY

\$	Australian Dollars.
ASX	ASX Limited (ACN 008 624 691) or the financial market operated by it, as the context requires.
Board	the board of Directors of the Company.
Company or TALi	TALi Digital Limited (ACN 108 150 750).
Corporations Act	<i>Corporations Act 2001</i> (Cth).
Directors	the directors of the Company.
EGM or Meeting	the Extraordinary General Meeting to be convened on Tuesday, 28 June 2022 by this Notice.
Equity Security	has the meaning given to that term in Listing Rule 19.12.
Explanatory Statement	the explanatory memorandum to the Notice of Meeting.
Listing Rules	ASX Listing Rules.
Notice or Notice of Meeting	this notice of the Extraordinary General Meeting of Shareholders including the Explanatory Statement.
Share	a fully paid ordinary share in the capital of the Company.
Share Registry	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 LEAD MANAGER OPTIONS

1. Each Lead Manager Option (each referred to as an "option" in this Annexure) 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, being \$0.03 per option.
3. Each option will expire on the date that is three years from their date of issue. 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 and the bidder acquires a relevant interest in at least 50.1% of the Shares and the bid is declared unconditional, any options not exercised within 7 days thereafter will automatically lapse; or
 - b. a court orders a meeting to be held in relation to a proposed scheme of arrangement in relation to the Company the effect of which may be that a person will have a relevant interest in at least 90% of the Shares and that resolution is passed by the requisite majorities of members, any options not exercised during the period which is 2 days of the court approval will automatically lapse.
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 virtual Meeting please retain this Proxy Voting Form for online Securityholder registration.

Holder Number:

Your proxy voting instruction must be received by **11.00am (Melbourne time) on Sunday, 26th June 2022**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise, if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

APPOINTMENT OF SECOND PROXY

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

SIGNING INSTRUCTIONS

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

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

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

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

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

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

CORPORATE REPRESENTATIVES

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

Lodging your Proxy Voting Form:

Online:

Use your computer or smartphone to appoint a proxy at

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

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.



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

PHONE:

1300 288 664 (Within Australia)
+61 2 9698 5414 (Overseas)

