



IDENTITII LIMITED
ACN 603 107 044

OFFER DOCUMENT

For a pro rata non-renounceable Rights Issue to Eligible Shareholders on the basis of one (1) New Share for every two (2) existing Shares held by Eligible Shareholders on the Record Date at an issue price of \$0.007 per New Share to raise approximately \$2,880,547 (before costs) (**Offer**).

The Offer opens on Monday, 15 December 2025 and closes at 5:00pm (AEDT) on Friday, 9 January 2026 (unless it is lawfully extended). Valid acceptances must be received before that time.

The Offer is partially underwritten by Beauvais Capital Pty Ltd (ACN 130 200 163) as trustee for The Reginald Hector Trust (the **Underwriter**). Please refer to Section 3.10 for details regarding the terms of the underwriting.

Applications for New Shares by Eligible Shareholders can only be made by using or following the instructions on an Entitlement and Acceptance Form, as sent with this Offer Document. The Entitlement and Acceptance Form sets out the Eligible Shareholders' Entitlement to participate in the Offer.

Please read the instructions in this Offer Document and on the accompanying Entitlement and Acceptance Form.

This document is not a prospectus and does not contain all of the information that an investor may require in order to make an informed investment decision regarding the New Shares offered by this document.

The New Shares offered by this Offer Document should be considered as speculative.

TABLE OF CONTENTS

| | | |
|-----------|--|-----------|
| 1. | IMPORTANT INFORMATION | 1 |
| 2. | CORPORATE DIRECTORY | 5 |
| 3. | DETAILS OF THE OFFER | 6 |
| 4. | ACTION REQUIRED BY SHAREHOLDERS | 16 |
| 5. | RISK FACTORS..... | 18 |
| 6. | DEFINED TERMS..... | 24 |

1. IMPORTANT INFORMATION

No person is authorised to give any information or to make any representation in connection with the Offer which is not contained in this Offer Document. Any information or representation not so contained may not be relied on as having been authorised by the Company in connection with the Offer.

1.1 This document is not a prospectus

This Offer Document is dated 4 December 2025, has been prepared by Identitii Limited and is for a rights issue of continuously quoted securities (as defined in the Corporations Act) of the Company. This Offer Document is not a prospectus under the Corporations Act and has not been lodged with the ASIC. It does not contain all of the information that an investor would find in a prospectus or which may be required in order to make an informed investment decision regarding, or about the rights attaching to, the Shares offered by this document.

This Offer Document including each of the documents attached to it and which form part of this Offer Document are important and should be read in their entirety prior to making an investment decision. In particular, Shareholders should refer to the risk factors set out in section 5 of this document. If you do not fully understand this Offer Document or are in any doubt as to how to deal with it, you should consult your professional adviser.

1.2 Section 708AA of the Corporations Act

This Offer Document has been prepared in accordance with section 708AA of the Corporations Act and applicable ASIC Corporations (Non-Traditional Rights Issue) Instrument 2016/84 (**ASIC Instrument 2016/84**). In general terms, section 708AA permits certain companies to undertake rights issues without being required to use or provide to shareholders a prospectus or other disclosure document. Accordingly, the level of disclosure in this Offer Document is significantly less than the level of disclosure required in, and what you would expect in, a prospectus. Eligible Shareholders should rely on their own knowledge of the Company, refer to disclosures made by the Company to ASX and consult their professional advisers before deciding to accept the Offer.

1.3 Eligibility

Applications for Shares by Eligible Shareholders can only be made on an original Entitlement and Acceptance Form, as sent with this Offer Document. The Entitlement and Acceptance Form sets out an Eligible Shareholder's Entitlement to participate in the Offer.

1.4 Overseas Shareholders

This Offer Document does not, and is not intended to, constitute an offer in any place or jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer or to issue this Offer Document.

The Offer is not being extended, and Shares will not be issued to Shareholders with a registered address which is outside Australia, New Zealand, Bermuda, Canada, Germany, Hong Kong, Singapore and the United Kingdom. It is not practicable for the Company to comply with the securities laws of overseas jurisdictions (other than those mentioned above) having regard to the number of overseas Shareholders, the number and value of Shares these Shareholders would be offered and the cost of complying with regulatory requirements in each relevant jurisdiction.

United States Shareholders

This Offer does not constitute an offer in the United States of America, nor does it constitute an offer to a person who is a US Person or someone who is acting on behalf of a US Person.

The Shares have not been, and will not be, registered under the US Securities Act 1933 and may not be offered or sold in the United States of America, or to, or for the account or benefit of, US Persons (as defined in Rule 902 under the US Securities Act) except under an available exemption from registration under the US Securities Act. These Shares may only be resold or transferred if registered under the US Securities Act or pursuant to an exemption from registration under the US Securities Act and in compliance with state

securities laws. The Company is under no obligation and has no intention to register the Shares in the United States of America.

New Zealand Shareholders

The Offer is being made in New Zealand pursuant to the Financial Markets Conduct (Incidental Offers) Exemption Notice 2021 (New Zealand).

Shareholders resident in Australia or New Zealand holding Shares on behalf of persons who are resident overseas are responsible for ensuring that taking up an Entitlement under the Offer does not breach regulations in the relevant overseas jurisdiction. Return of a duly completed Entitlement and Acceptance Form will be taken by the Company to constitute a representation that there has been no breach of those regulations.

European Union Shareholders – Germany Only

This Offer Document has not been, and will not be, registered with or approved by any securities regulator in Germany. Accordingly, this Offer Document may not be made available, nor may the New Shares be offered for sale, in any member state of the European Union except in circumstances that do not require a prospectus under Article 1(4) of Regulation (EU) 2017/1129 of the European Parliament and the Council of the European Union (the **Prospectus Regulation**).

In accordance with Article 1(4) of the Prospectus Regulation, an offer of New Shares in each member state of the European Union is limited:

- (a) to persons who are "qualified investors" (as defined in Article 2(e) of the Prospectus Regulation);
- (b) to fewer than 150 natural or legal persons (other than qualified investors); or
- (c) in any other circumstance falling within Article 1(4) of the Prospectus Regulation.

Hong Kong Shareholders

WARNING: The contents of this Offer Document have not been reviewed by any Hong Kong regulatory authority. You are advised to exercise caution in relation to the Offer. If you are in doubt about any contents of this Offer Document, you should obtain independent professional advice.

Bermuda Shareholders

The Company is not making any invitation to persons resident in Bermuda for exchange control purposes to subscribe for any securities.

Singapore Shareholders

This Offer Document and any other materials relating to the Shares have not been, and will not be, lodged or registered as a prospectus in Singapore with the Monetary Authority of Singapore. Accordingly, this Offer Document and any other document relating to the Shares may not be issued, circulated or distributed, nor may the 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) Division 1, Part XIII of the Securities and Futures Act, Chapter 289 of Singapore (the **SFA**), or as otherwise pursuant to, and in accordance with the conditions of any other applicable provisions of the SFA.

This Offer Document has been given to you on the basis that you are an existing holder of the Company's shares. If you are not such a shareholder, please return this Offer Document immediately. You may not forward or circulate this Offer Document to any other person in Singapore.

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

United Kingdom Shareholders

Neither this document nor any other document relating to the offer has been delivered for approval to the Financial Conduct Authority in the United Kingdom and no prospectus (within the meaning of section 85 of the Financial Services and Markets Act 2000, as amended (**FSMA**)) has been published or is intended to be published in respect of the Shares.

The Shares may not be offered or sold in the United Kingdom by means of this document or any other document, except in circumstances that do not require the publication of a prospectus under section 86(1) of the FSMA. This document is issued on a confidential basis in the United Kingdom to "qualified investors" within the meaning of Article 2(e) of the UK Prospectus Regulation. This document may not be distributed or reproduced, in whole or in part, nor may its contents be disclosed by recipients, to any other person in the United Kingdom.

Any invitation or inducement to engage in investment activity (within the meaning of section 21 of the FSMA) received in connection with the issue or sale of the Shares has only been communicated or caused to be communicated and will only be communicated or caused to be communicated in the United Kingdom in circumstances in which section 21(1) of the FSMA does not apply to the Company.

In the United Kingdom, this document is being distributed only to, and is directed at, persons (i) who have professional experience in matters relating to investments falling within Article 19(5) (investment professionals) of the Financial Services and Markets Act 2000 (Financial Promotions) Order 2005 (**FPO**), (ii) who fall within the categories of persons referred to in Article 49(2)(a) to (d) (high net worth companies, unincorporated associations, etc.) of the FPO or (iii) to whom it may otherwise be lawfully communicated (together "relevant persons"). The investment to which this document relates is available only to relevant persons. Any person who is not a relevant person should not act or rely on this document.

Canada Shareholders

This Offer Document constitutes an offering of the Shares in the Canadian province or provinces of Newfoundland and Labrador (the **Province**) where existing shareholders of the Company are resident. This Offer Document is not, and under no circumstances is to be construed as, an advertisement or a public offering of securities in the Province.

No securities commission or other authority in the Province has reviewed or in any way passed upon this Offer Document, the merits of the Shares and any representation to the contrary is an offence.

No prospectus has been, or will be, filed in the Province with respect to the offering of Shares or the resale of such securities. Any person in the Province lawfully participating in the offer will not receive the information, legal rights or protections that would be afforded had a prospectus been filed and receipted by the securities regulator in the applicable Province.

Any resale of the Shares in Canada must be made in accordance with applicable Canadian securities laws, which may require resales to be made in accordance with an exemption from prospectus requirements. Such resale restrictions do not apply to a first trade in a security (such as Shares) of a foreign issuer (such as the Company) that is not a reporting issuer in Canada and that is made through an exchange or market outside of Canada (such as ASX).

The Company as well as its directors and officers may be located outside Canada and, as a result, it may not be possible for purchasers to effect service of process within Canada upon the Company or its directors or officers. All or a substantial portion of the assets of the Company and such persons may be located outside Canada and, as a result, it may not be possible to satisfy a judgment against the Company or such persons in Canada or to enforce a judgment obtained in Canadian courts against the Company or such persons outside Canada.

1.5 Notice to nominees and custodians

Shareholders resident in Australia, New Zealand, Bermuda, Canada, Germany, Hong Kong, Singapore and the United Kingdom holding Shares on behalf of persons who are resident overseas are responsible for ensuring that taking up an Entitlement under the Offer does not breach regulations in the relevant overseas jurisdiction. Return of a duly completed Entitlement and Acceptance Form will be taken by the Company to constitute a representation that there has been no breach of those regulations.

1.6 Forward-looking statements

This Offer Document contains forward-looking statements which are identified by words such as 'may', 'could', 'believes', 'estimates', 'targets', 'expects', or 'intends' and other similar words that involve risks and uncertainties.

These statements are based on an assessment of present economic and operating conditions, and on a number of assumptions regarding future events and actions that, as at the date of this Offer Document, are expected to take place.

Such forward-looking statements are not guarantees of future performance and involve known and unknown risks, uncertainties, assumptions and other important factors, many of which are beyond the control of our Company, the Directors and our management.

We cannot and do not give any assurance that the results, performance or achievements expressed or implied by the forward-looking statements contained in this Offer Document will actually occur and investors are cautioned not to place undue reliance on these forward-looking statements.

We have no intention to update or revise forward-looking statements, or to publish prospective financial information in the future, regardless of whether new information, future events or any other factors affect the information contained in this Offer Document, except where required by law.

These forward looking statements are subject to various risk factors that could cause our actual results to differ materially from the results expressed or anticipated in these statements. These risk factors are set out in Section 5 of this Offer Document.

1.7 Privacy Act

If you complete an Entitlement and Acceptance Form, you will be providing personal information to the Company (directly or by the Company's share registry). The Company collects, holds and uses that information to assess your application, service your needs as a Shareholder, facilitate distribution payments and corporate communications to you as a Shareholder and carry out administration.

The information may also be used from time to time and disclosed to persons inspecting the register, bidders for your securities in the context of takeovers, regulatory bodies, including the Australian Taxation Office, authorised securities brokers, print service providers, mail houses and the Company's share registry.

You can access, correct and update the personal information that we hold about you. Please contact the Company or its share registry if you wish to do so at the relevant contact numbers set out in this Offer Document.

Collection, maintenance and disclosure of certain personal information is governed by legislation including the *Privacy Act 1988* (Cth) (as amended), the Corporations Act and certain rules such as the ASX Settlement Operating Rules. You should note that if you do not provide the information required on the Entitlement and Acceptance Form, the Company may not be able to accept or process your application.

2. CORPORATE DIRECTORY

Directors

Tim Phillipps
Executive Chairman

John Rayment
Managing Director / CEO

Michael Kotowicz
Non-Executive Director

Company Secretary

Elissa Hansen

Registered Office

Level 8
210 George Street
SYDNEY NSW 2000

Telephone: +61 2 8806 0438

Email: info@identitii.com

Website: www.identitii.com

ASX Code

ID8

Share Registry*

Boardroom Pty Limited
Level 8
210 George Street
SYDNEY NSW 2000

Legal Advisers

Steinepreis Paganin
Level 6
99 William Street
MELBOURNE VIC 3000

Auditor*

RSM Australia Partners
Level 7
1 Martin Place
SYDNEY NSW 2000

*These parties have been included for information purposes only. They have not been involved in the preparation of this Offer Document.

3. DETAILS OF THE OFFER

3.1 The Offer

The Offer is being made as a non-renounceable entitlement offer of one (1) New Share for every two (2) Shares held by Eligible Shareholders registered at the Record Date at an issue price of \$0.007 per Share. Fractional entitlements will be rounded up to the nearest whole number.

Based on the capital structure of the Company as set out in Section 3.6 of this Offer Document, a maximum of approximately 411,506,773 Shares will be issued pursuant to this Offer to raise up to approximately \$2,880,547.

As at the date of this Offer Document, the Company has 77,336,854 Options on issue all of which may be exercised prior to the Record Date in order to participate in the Offer. Please refer to section 3.6 of this Offer Document for information on the exercise price and expiry date of the Options on issue.

All of the Shares offered under this Offer Document will rank equally with the Shares on issue at the date of this Offer Document.

The Directors may at any time decide to withdraw this Offer Document and the offer of Shares made under this Offer Document in which case the Company will return all Application monies (without interest) within 28 days of giving such notice of withdrawal.

3.2 Use of Funds

Completion of the Offer will result in an increase in cash in hand of up to approximately \$2,880,547 (before the payment of costs associated with the Offer).

The Company intends to apply the funds raised under the Offer as follows:

| ITEMS OF EXPENDITURE | \$ | % |
|--|------------------|-------------|
| Product Development & Enhancement Investment in advancing the BNDRY platform, including additional integrations and capabilities | 1,250,000 | 43.39% |
| BNDRY Commercialisation Funds to scale BNDRY's sales, marketing, and channel partnerships to accelerate enterprise adoption | 750,000 | 26.04% |
| Administration expenses | 230,547 | 8.00% |
| Working capital ¹ | 600,000 | 20.83% |
| Expenses of the Offer ² | 50,000 | 1.74% |
| Total | 2,880,547 | 100% |

Notes:

1. Funds allocated to working capital will be used for administration expenses of the Company over the next 15 months, including administration fees, Director's remuneration and other administration and obligatory overheads.
2. Expenses of the Offer comprise ASX, share registry and legal costs.

The above table is a statement of the Board's current intentions as at the date of this Offer Document. However, Shareholders should note that, as with any budget, the allocation of funds set out in the above table may change depending on a number of factors, including the outcome of operational and development activities, regulatory developments, market and general economic conditions and environmental factors. In light of this, the Board reserves the right to alter the way the funds are applied.

3.3 Indicative Timetable

| EVENT | DATE |
|--|---|
| Announcement of Offer | Thursday, 4 December 2025 |
| Lodgement of Offer Document, Cleansing Notice and Appendix 3B to ASX | Thursday, 4 December 2025 |
| "Ex" Date | Tuesday, 9 December 2025 |
| Record Date for determining Entitlements | Wednesday, 10 December 2025 |
| Offer opens, offer document dispatched to Shareholders and Company announces this has been completed | Monday, 15 December 2025 |
| Last day to extend the Closing Date | Tuesday, 6 January 2026 before noon (Sydney time) |
| Closing Date* as at 5:00pm | Friday, 9 January 2026 |
| Unless otherwise determined by ASX, Shares quoted on a deferred settlement basis from market open | Monday, 12 January 2026 |
| ASX and Underwriter notified of Shortfall | Monday, 12 January 2026 |
| Underwriter subscribes for Shortfall under terms of Underwriting | Tuesday, 13 January 2026 |
| Issue date of Entitlement Shares and lodgement of Appendix 2A with ASX applying for quotation of the Entitlement Shares, last day to announce the results of the Offer | Friday, 16 January 2026 before noon (Sydney time) |
| Quotation of Shares issued under the Offer** | Monday, 19 January 2026 |
| Issue date of Underwritten Shares (Underwriting Shortfall) and lodgement of Appendix 2A with ASX applying for quotation of the Underwritten Shares | Monday, 2 February 2026 |
| Closing Date for Offer of Shortfall Shares | Wednesday, 8 April 2026 |
| Issue of Shortfall Shares (if any) and lodgement of Appendix 2A with ASX applying for quotation of the Shortfall Shares | Thursday, 9 April 2026 |
| Quotation of Shortfall Shares (if any) | Friday, 10 April 2026 |

*Subject to the ASX Listing Rules, the Directors reserve the right to extend the Closing Date for the Offer at their discretion. Should this occur, the extension will have a consequential effect on the anticipated date of issue for the New Shares.

**These dates are indicative only and are subject to change.

3.4 Entitlements and acceptance

Details of how to apply under the Offer are set out in Section 4 of this Offer Document.

The Entitlement of Eligible Shareholders to participate in the Offer will be determined on the Record Date. Your Entitlement is shown on the Entitlement and Acceptance form accompanying this Offer Document.

You can also apply for Additional Shares under the Shortfall Offer in addition to your Entitlement by following the instructions set out in Section 4. The Shortfall Offer is described in Section 4.5 below.

3.5 No rights trading

The rights to New Shares under the Offer are non-renounceable. Accordingly, there will be no trading of rights on the ASX and you may not dispose of your rights to subscribe for

New Shares under the Offer to any other party. If you do not take up your Entitlement to New Shares under the Offer by the Closing Date, the Offer to you will lapse.

3.6 Capital structure

The effect of the Offer on the capital structure of the Company, assuming all Entitlements are accepted, is set out below.

| SHARES | NUMBER |
|--|----------------------|
| Shares currently on issue ¹ | 823,013,545 |
| New Shares offered pursuant to the Offer ² | 411,506,773 |
| Total Shares on issue after completion of the Offer³ | 1,234,520,318 |

Notes:

- Shares currently on issue as at the date of this Offer Document. At the Company's 2025 Annual General Meeting, the Company's shareholders approved the issue of 8,860,818 Shares to current and former directors (**AGM Shares**). For more information, please refer to the Notice of Annual General Meeting released on the Company's ASX platform on 29 October 2025. The Company intends to issue an additional 115,708 Shares to a former director in part consideration for directors' fees (**Former Director Shares**). The AGM Shares and Former Director Shares will not be issued prior to the Record Date and therefore are not included in the total number of shares on issue after the completion of the Offer above.
- This number may vary due to rounding of Entitlements and may increase as a result of the rounding up of New Shares offered under the Offer.

| OPTIONS | NUMBER |
|---|-------------------|
| Unquoted Options exercisable at \$0.15 on or before 1 January 2026 | 8,191,988 |
| Unquoted Options exercisable at \$0.15 each on or before 1 July 2026 | 261,781 |
| Unquoted Options exercisable at \$0.02 on or before 1 October 2026 | 5,000,000 |
| Unquoted Options exercisable at \$0.15 each on or before 7 January 2027 | 150,000 |
| Unquoted Options exercisable at \$0.03 on or before 8 April 2027 | 61,250,003 |
| Unquoted Options exercisable at \$0.15 each on or before 2 March 2027 | 46,875 |
| Unquoted Options exercisable at \$0.15 each on or before 14 March 2027 | 150,000 |
| Unquoted Options exercisable at \$0.75 each on or before 1 July 2028 | 358,082 |
| Unquoted Options exercisable at \$0.75 each on or before 6 July 2028 | 1,350,000 |
| Unquoted Options exercisable at \$0.75 each on or before 1 August 2028 | 578,125 |
| New Options offered pursuant to the Offer | Nil |
| Total Options on issue after completion of the Offer | 77,336,854 |

| PERFORMANCE RIGHTS | NUMBER |
|--|------------------|
| Performance Rights currently on issue | 6,350,000 |
| New Performance Rights offered pursuant to the Offer | Nil |
| Total Performance Rights on issue after completion of the Offer | 6,350,000 |

The capital structure on a fully diluted basis as at the date of this Offer Document would be 906,700,399 Shares and on completion of the Offer (assuming all Entitlements are accepted, and no Options are exercised prior to the Record Date) would be 1,318,207,172 Shares.

No Shares or Options on issue are subject to escrow restrictions, either voluntary or ASX imposed.

3.7 Dilution

Shareholders should note that if they do not participate in the Offer, their holdings are likely to be diluted by approximately 33.33% (as compared to their holdings and number of Shares on issue as at the date of this Offer Document).

Examples of how the dilution may impact Shareholders are set out in the table below:

| HOLDER | HOLDING AS AT RECORD DATE | APPROXIMATE % AT RECORD DATE ¹ | ENTITLEMENTS UNDER THE OFFER | HOLDINGS IF OFFER NOT TAKEN UP | APPROXIMATE % POST OFFER |
|---------------|---------------------------|---|------------------------------|--------------------------------|--------------------------|
| Shareholder 1 | 10,000,000 | 1.22% | 5,000,000 | 10,000,000 | 0.81% |
| Shareholder 2 | 5,000,000 | 0.61% | 2,500,000 | 5,000,000 | 0.41% |
| Shareholder 3 | 1,500,000 | 0.18% | 750,000 | 1,500,000 | 0.12% |
| Shareholder 4 | 400,000 | 0.05% | 200,000 | 400,000 | 0.03% |
| Shareholder 5 | 50,000 | 0.01% | 25,000 | 50,000 | 0.00% |

Notes:

- This is based on a share capital of 823,013,545 Shares as at the date of this Offer Document.

3.8 Directors Interests and Participation

Each Director's relevant interest in the securities of the Company at the date of this Offer Document and their Entitlement is set out in the table below.

| DIRECTOR | SHARES | VOTING POWER (%) ¹ | ENTITLEMENT | \$ |
|-------------------|-------------------------|-------------------------------|-------------|-------------|
| Timothy Phillipps | 21,213,509 ² | 2.58% | 10,606,755 | \$74,247.29 |
| John Rayment | 14,904,917 ³ | 1.81% | 7,452,459 | \$52,167.21 |
| Michael Kotowicz | 9,829,837 ⁴ | 1.19% | 4,914,919 | \$34,404.43 |

Notes:

- This is based on a share capital of 823,013,545 Shares as at the date of this Offer Document.
- Comprising 6,538,499 Shares held directly by Mr Phillipps and 14,675,010 Shares held indirectly by Tilich Pty Ltd as trustee for Phillipps Family trust.
- Comprising 14,904,917 Shares held indirectly by Elore Pty Ltd as trustee for Ramillies trust.
- Comprising 6,829,837 Shares held indirectly by Pat Property Pty Ltd as trustee for Pat trust and 3,000,000 Shares held indirectly by Serenety Holdings Pty Ltd.

The Directors reserve the right to take up their respective Entitlement in whole or in part at their discretion.

3.9 Effect of the Offer on control and voting power in the Company

The Company's substantial holders and their Entitlement prior to the Offer are set out in the table below.

| SUBSTANTIAL HOLDER | SHARES | VOTING POWER (%) ² | ENTITLEMENT | \$ |
|--|-------------|-------------------------------|-------------|-----------|
| Beauvais Capital Pty Ltd as trustee for The Reginald Hector Trust and Arnott Park Investments Pty Ltd ¹ | 246,215,390 | 29.92% | 123,107,695 | \$861,754 |

Notes:

- Beauvais Capital Pty Ltd as trustee for The Reginald Hector Trust and Arnott Park Investments Pty Ltd (associates) have indicated that they will take up their full Entitlement and apply for Additional Shares (under the Underwriting Agreement in relation to the Shortfall Offer) bringing their total voting power up to a maximum of 49.91% following the Offer. Refer to Section 3.10 below for further information on the Underwriting Agreement and control considerations of the Underwriter.

2. The voting power in the table is prior to settlement of the Offer.

The potential effect that the issue of the Shares under the Offer will have on the control of the Company is as follows:

- (a) if all eligible shareholders take up their entitlements under the Offer, the issue of Shares under the Offer will have no effect on the control of the Company and all shareholders will hold the same percentage interest in the Company, subject only to changes resulting from ineligible shareholders being unable to participate in the Offer;
- (b) in the more likely event that there is a shortfall, eligible shareholders who do not subscribe for their full entitlement of Shares under the Offer and ineligible shareholders unable to participate in the Offer will be diluted relative to those shareholders who subscribe for some or all of their entitlement as shown by the table in section 3.7; and
- (c) in respect of any shortfall, eligible shareholders will be entitled to top-up their shareholding, by subscribing for additional shares to be issued from the shortfall pool (**Shortfall Offer**). However, the Company will only issue such Shares pursuant to an application received where the Directors are satisfied, in their discretion, that the issue of the Shares will not increase the applicant's voting power above 19.90%. The Board retains absolute discretion to issue Additional Shares under the Shortfall Offer. Further details on the Shortfall Offer are set out in Section 4.5.

3.10 Underwriting

(a) Underwriting Agreement

On 1 December 2025, the Company entered into an underwriting agreement with the Underwriter, pursuant to which the Underwriter has agreed to partially underwrite the Shortfall Offer (**Underwriting Agreement**).

| | |
|--------------------------------|--|
| Underwriting Commitment | The Underwriter has agreed to partially underwrite up to \$1,438,246 of the Shortfall Offer, which represents a total of up to 205,436,714 Shares (Underwritten Shares) (Underwriting). |
| Fees | The Company agrees to issue the Underwriter one (1) Option for every two (2) Underwritten Shares applied for under the Underwriting, exercisable at \$0.014 each on or before the date that is five (5) years from the date of issue. |
| Termination Events | <p>The Underwriter may terminate the Underwriting Agreement if any of the following events occur between the date of the Underwriting Agreement and the Closing Date (unless one or more termination events have been previously announced by the Company on the ASX or otherwise notified to the Underwriter):</p> <ul style="list-style-type: none"> (a) (Offer Document): the ASIC makes an order under section 739 of the Corporations Act and such order is not lifted within 30 days in relation to the Offer Document; (b) (Restriction on allotment): the Company is prevented from allotting the New Shares within the time required; (c) (Authorisation): any authorisation which is material to anything referred to in the Offer Document or any applicable supplementary offer document is repealed, revoked or terminated or expires; (d) (Indictable offence): a director of the Company is charged with an indictable offence; (e) (Default): the Company is in material default of any of the terms and conditions of the |

| | |
|-----|--|
| | Underwriting Agreement or breaches any warranty or covenant given or made by it under the Underwriting Agreement (in any material respect); |
| (f) | (Contravention of constitution or Act): a contravention by the Company or its subsidiary of any provision of its constitution, the Corporations Act, the ASX Listing Rules or any other applicable legislation or any policy or requirement of the ASIC or ASX; |
| (g) | (Adverse change): an adverse change occurs which materially impacts or is likely to impact the assets, operational or financial position of the Company (including but not limited to an administrator, receiver, receiver and manager, trustee or similar official being appointed over any of the assets or undertaking of the Company); |
| (h) | (Misleading information): any information supplied at any time by the Company or any person on its behalf to the Underwriter in respect of any aspect of the Offer or the affairs of any of the Company or its subsidiaries is proven to be misleading or deceptive or likely to mislead or deceive; |
| (i) | (Prescribed Occurrence): a prescribed occurrence occurs (being changes to the Company's share capital, buy-backs, new issues of securities, disposals or charges over substantial assets, and insolvency-related events such as winding-up, administration, deeds of company arrangement, or the appointment of receivers or liquidators), other than as disclosed in the Offer Document or supplementary offer document; |
| (j) | (Suspension of debt payments): the Company suspends payment of its debts generally; |
| (k) | (Event of Insolvency): an Event of Insolvency occurs in respect of the Company or any of its subsidiaries; |
| (l) | (Judgment against a Relevant Company): a judgment in an amount exceeding \$100,000 is obtained against a the Company or any of its subsidiaries and is not set aside or satisfied within 7 days; |
| (m) | (Litigation): litigation, arbitration, administrative or industrial proceedings are after the date of this agreement commenced against any the Company or its subsidiaries, other than as disclosed to the ASX; |
| (n) | (Change in shareholdings): a takeover offer or scheme of arrangement pursuant to Chapter 5 or 6 of the Corporations Act is publicly announced in relation to the Company and is recommended for approval by a majority of independent directors of the Company; |
| (o) | (Force Majeure): a Force Majeure affecting the Company's business or any obligation under the Underwriting Agreement lasting in excess of 14 days occurs; |
| (p) | (Certain resolutions passed): the Company or its subsidiaries passes or takes any steps to pass a |

| | |
|-------------------------|---|
| | <p>resolution under Section 254N, Section 257A or Section 260B of the Corporations Act or a resolution to amend its constitution without the prior written consent of the Underwriter;</p> <p>(q) (Capital Structure): the Company or any of its subsidiaries alters its capital structure in any manner not contemplated by the Offer Document; or</p> <p>(r) (Breach of Material Contracts): any of the material contracts to which the Company is a party is terminated or substantially modified.</p> |
| Sub-underwriting | The Company has authorised the Underwriter to engage sub-underwriters to offset some of its commitment to underwrite the Offer. |

(b) **Control considerations**

The Underwriter currently holds 246,215,390 through various related entities. The Underwriter is not a related party of the Company.

The issue of Shares under the Underwriting Agreement may increase the Underwriter's interest in the Company and dilute the shareholding of other Shareholders to the extent they elect not to participate in the Offer or are ineligible to participate in the Offer.

Assuming that no other Shareholder takes up their Entitlement, the Underwriter may be issued a total of 328,571,409 Shares under the Offer (inclusive of the Underwriter's Entitlement), which would result in a maximum potential shareholding of 49.91% upon completion of the Offer.

| EVENT | SHARES TO BE ISSUED TO UNDERWRITER UNDER OFFER | SHARES TO BE ISSUED PURSUANT TO THE UNDERWRITING | TOTAL SHARES HELD BY UNDERWRITER | UNDILUTED VOTING POWER OF UNDERWRITER |
|---------------------|--|--|----------------------------------|---------------------------------------|
| Offer Document Date | Nil | Nil | 246,215,390 | 29.92% |
| 100% subscribed | 123,107,695 | Nil | 369,323,085 | 29.92% |
| 75% subscribed | 123,107,695 | 102,876,693 | 472,199,778 | 38.25% |
| 50% subscribed | 123,107,695 | 205,463,714 | 574,786,799 | 49.91% |
| 25% subscribed | 123,107,695 | 205,463,714 | 574,786,799 | 49.91% |
| 0% subscribed | 123,107,695 | 205,463,714 | 574,786,799 | 49.91% |

Having regard to ASIC Regulatory Guide 6 (Takeovers: Exceptions to the general prohibition), the Board considered the terms of the Underwriting Agreement to be on an arm's length basis for the following reasons:

- (i) the purpose of the underwriting is not to confer control onto the Underwriter, but rather to provide a degree of certainty in raising funds under the Offer (on the basis that all Eligible Shareholders will have (in priority) a pro-rata entitlement to subscribe for Shares under the Offer if they choose to participate, and to the Shortfall Offer);
- (ii) the Company has chosen to proceed with the Offer and to engage the Underwriter due to the Company's immediate funding requirements. The Directors believe that proceeding with the Offer under the current underwriting terms represents the most viable path to urgently secure the necessary capital to meet near-term working capital obligations;
- (iii) there are no undisclosed fees payable to the Underwriter; and
- (iv) the Underwriter will not receive any benefits from the Company's proposed use of capital raised.

(c) **Takeovers Panel Guidance Note 17**

The Company has considered Takeovers Panel Guidance Note 17 (**GN 17**) in seeking to put in place appropriate strategies to mitigate the potential control effects of the Offer.

Prior to entering into the Underwriting Agreement, the Company considered alternative options to mitigate against any potential control effects. This included exploring several funding alternatives and meeting with unrelated third-party underwriters. The Company was not able to reach agreement in relation to any of these alternatives.

In the Board's opinion, in the current commercial environment and having explored all options, the underwriting by the Underwriter of a non-renounceable entitlement issue was the only feasible underwriting option that was available to the Company in the context of an urgent need for funding by the Company.

In order to further mitigate the potential control effects of the underwriting, the Company included a shortfall facility for Eligible Shareholders to subscribe for extra Shares, as described in Section 4.5.

If the Offer is oversubscribed (by take up of Entitlements and applications for Shortfall Shares by Eligible Shareholders), scale back will be applied to applications under the Shortfall Offer on a pro-rata basis to the respective shareholdings of Eligible Shareholders.

Allocation of the Shortfall Shares will be at the absolute discretion of the Board. No Shares will be issued to an applicant under the Shortfall Offer if the issue of Shares would contravene the takeover prohibition in section 606 of the Corporations Act. To that end, in exercising their discretion regarding the allocation of the Shortfall, the Board will not do so in a manner which is likely to exacerbate a potential unacceptable control effect on the Company.

The Company has a clear need for funds which has not been contrived, and having regard to all available options, the Company has considered that entering into the Underwriting Agreement with the Underwriter provides the Company with the highest degree of certainty in the time available, that the Offer will be successful.

In light of the above, the Company considers that the structure of the Offer should not give rise to unacceptable circumstances.

3.11 Market Price of Shares

The Company is a disclosing entity for the purposes of the Corporations Act and its Shares are enhanced disclosure securities quoted on ASX.

The highest, lowest and last market sale prices of the Shares on ASX during the three months immediately preceding the date of release of this Offer Document and the respective dates of those sales were:

| | (\$) | DATE |
|---------|-------|-----------------|
| Highest | 0.012 | 6 October 2025 |
| Lowest | 0.007 | 2 December 2025 |
| Last | 0.007 | 2 December 2025 |

3.12 Opening and Closing Dates

The Offer opens on the Opening Date, being Monday, 15 December 2025, and closes on the Closing Date, being 5:00pm (AEDT) on Friday, 9 January 2026 (or such other dates as the Directors in their discretion shall determine subject to the ASX Listing Rules). The Company will accept Entitlement and Acceptance Forms until the Closing Date or such other date as the Directors in their absolute discretion shall determine, subject to the ASX Listing Rules.

3.13 Issue and dispatch

Shares issued pursuant to the Offer will be issued in accordance with the ASX Listing Rules and the indicative timetable set out in Section 0 of this Offer Document. Shares issued pursuant to the Shortfall Offer will be issued on a progressive basis.

Pending the issue of the Shares or payment of refunds pursuant to this Offer Document, all Application monies will be held by the Registry in trust for the Applicants in a separate bank account as required by the Corporations Act. The Company, however, will be entitled to retain all interest that accrues on the bank account and each Applicant waives the right to claim interest by completing and returning the Entitlement and Acceptance Form.

The expected dates for issue of New Shares offered by this Offer Document and dispatch of holding statements is expected to occur on the dates specified in the Timetable set out in Section 0 of this Offer Document.

It is the responsibility of Applicants to determine the allocation prior to trading in the New Shares. Applicants who sell New Shares before they receive their holding statements will do so at their own risk.

3.14 ASX listing

Application for official quotation by ASX of the New Shares offered pursuant to this Offer Document will be made.

The fact that ASX may grant official quotation to the New Shares is not to be taken in any way as an indication of the merits of the Company or the New Shares now offered for subscription.

3.15 CHESS

The Company is a participant in CHESS, for those investors who have, or wish to have, a sponsoring stockbroker. Investors who do not wish to participate through CHESS will be issuer sponsored by the Company. Because the sub-registers are electronic, ownership of securities can be transferred without having to rely upon paper documentation.

Electronic registers mean that the Company will not be issuing certificates to investors. Instead, investors will be provided with a statement (similar to a bank account statement) that sets out the number of New Shares allotted to them under this Offer Document. The notice will also advise holders of their Holder Identification Number or Security Holder Reference Number and explain, for future reference, the sale and purchase procedures under CHESS and issuer sponsorship.

Further monthly statements will be provided to holders if there have been any changes in their security holding in the Company during the preceding month.

3.16 Risk Factors

An investment in New Shares should be regarded as speculative. In addition to the general risks applicable to all investments in listed securities, there are specific risks associated with an investment in the Company which are non-exhaustive. Please refer to Section 5 of this Offer Document for further details.

3.17 Taxation implications

The Directors do not consider it appropriate to give Shareholders advice regarding the taxation consequences of subscribing for New Shares under this Offer Document. The Company, its advisers and its officers do not accept any responsibility or liability for any such taxation consequences to Shareholders.

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

3.18 Continuous disclosure obligations

The Company is a "disclosing entity" (as defined in section 111AC of the Corporations Act) for the purposes of the Corporations Act and its Shares are enhanced disclosure securities quoted on ASX and, as such, the Company is subject to regular reporting and disclosure obligations under the Corporations Act and the Listing Rules.

Specifically, the Company is required to notify ASX of information about specific events and matters as they arise for the purposes of the ASX making that information available to the securities markets conducted by the ASX. In particular, the Company has an obligation under the ASX Listing Rules (subject to certain exceptions) to notify the ASX immediately of any information of which it is or becomes aware which a reasonable person would expect to have a material effect on the price of value of its securities.

This Offer Document is intended to be read in conjunction with the publicly available information in relation to the Company which has been notified to ASX and does not include information that would be included in a disclosure document or which investors ought to have regard to in deciding whether to subscribe for Shares under the Offer. Investors should therefore have regard to the other publicly available information in relation to the Company before making a decision whether or not to invest.

All announcements made by the Company are available from its website www.identitii.com or the ASX www.asx.com.au.

Additionally, the Company is also required to prepare and lodge with ASIC yearly and half-yearly financial statements accompanied by a directors' statement and report, and an audit report or review. These reports are released to ASX and published on the Company's and the ASX websites.

This Offer Document (including the Entitlement & Acceptance Form) and the contracts that arise from acceptance of the Applications are governed by the laws applicable in New South Wales and each Applicant submits to the non-exclusive jurisdiction of the courts of New South Wales.

3.19 Enquiries concerning Offer Document

Enquiries relating to this Offer Document should be directed to the Company on +61 2 8806 0438.

4. ACTION REQUIRED BY SHAREHOLDERS

4.1 How to Accept the Offer

Your acceptance of the Offer must be made on the Entitlement and Acceptance Form accompanying this Offer Document. You may participate in the Offer as follows:

- (a) **if you wish to accept your Entitlement in full:**
 - (i) complete the Entitlement and Acceptance Form, filling in the details in the spaces provided; and
 - (ii) attach your cheque or arrange payment by BPAY® for the amount indicated on the Entitlement and Acceptance Form; or
- (b) **if you only wish to accept part of your Entitlement:**
 - (i) fill in the number of New Shares you wish to accept in the space provided on the Entitlement and Acceptance Form; and
 - (ii) attach your cheque or arrange payment by BPAY® for the appropriate Application monies (at \$0.007 per New Share); or
- (c) **if you wish to accept your Entitlement in full and apply for Shortfall Shares:**
 - (i) complete the Entitlement and Acceptance Form, filling in the details in the spaces provided; and
 - (ii) attach your cheque or arrange payment by BPAY® for the amount indicated on the Entitlement and Acceptance Form. Payment should be made for your Entitlement and the amount of the Shortfall Shares for which you are applying. If you apply for Shortfall Shares beyond your Entitlement you are deemed to have accepted your Entitlement in full; or
- (d) **if you do not wish to accept all or part of your Entitlement**, you are not obliged to do anything.

Your completed Entitlement and Acceptance Form and payment must reach the Registry no later than 5:00pm (AEDT) on the Closing Date.

The Offer is non-renounceable. Accordingly, a holder of Shares may not sell or transfer all or part of their Entitlement.

4.2 Implications of an acceptance

Returning a completed Entitlement and Acceptance Form or paying any Application monies by BPAY® will be taken to constitute a representation by you that:

- (a) you have received a copy of this Offer Document and the accompanying Entitlement and Acceptance Form, and read them both in their entirety; and
- (b) you acknowledge that once the Entitlement and Acceptance Form is returned, or a BPAY® payment instruction is given in relation to any Application monies, the Application may not be varied or withdrawn except as required by law.

4.3 Payment by cheque/bank draft

All cheques must be drawn on an Australian bank or bank draft made payable in Australian currency to "Identitii Limited" and crossed "Not Negotiable".

Your completed Entitlement and Acceptance Form and cheque must reach the Company's share registry at the address set out on the Entitlement and Acceptance Form by no later than 5:00pm (AEDT) on the Closing Date.

4.4 Payment by BPAY®

For payment by BPAY®, please follow the instructions on the Entitlement and Acceptance Form. You can only make a payment via BPAY® if you are the holder of an account with

an Australian financial institution that supports BPAY® transactions. Please note that should you choose to pay by BPAY®:

- (a) you do not need to submit the Entitlement and Acceptance Form but are taken to have made the declarations on that Entitlement and Acceptance Form; and
- (b) 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 Shares which is covered in full by your application monies.

It is your responsibility to ensure that your BPAY® payment is received by the share registry by no later than 5:00pm (AEDT) on the Closing Date. You should be aware that your financial institution may implement earlier cut-off times with regards to electronic payment and you should therefore take this into consideration when making payment.

4.5 Shortfall Offer

Any Entitlement not taken up pursuant to the Offer will form the Shortfall Offer.

The Shortfall Offer is a separate offer made pursuant to this Offer Document and will remain open for up to three months following the Closing Date. The issue price for each Share to be issued under the Shortfall Offer shall be \$0.007 being the price at which Shares have been offered under the Offer.

No Applicant under the Shortfall Offer has any assurance of being allocated all or any Shares applied for. The allocation of Shortfall Shares by Directors will be influenced by the following factors:

- (a) number of shares bid for by particular Applicants;
- (b) the timeliness of the bid by particular Applicants;
- (c) the Company's desire to expand its spread of institutional shareholders;
- (d) the size and type of funds under management of particular Applicants;
- (e) overall anticipated level of demand under the Offer;
- (f) the likelihood that particular Applicants will:
 - (i) be long-term Shareholders;
 - (ii) support the Company's share price post the Offer by purchasing Shares on-market;
 - (iii) support future funding rounds if and when required; and
- (g) any factors other than those described above that the Company and its brokers consider appropriate.

Allocations under the Shortfall Offer will also be managed to ensure that no Shareholder goes above the 20% threshold imposed by section 606 of the Corporations Act.

The Company will not be liable to any person not allocated Shares or not allocated the full amount applied for. Similarly, no Shares will be issued via the Shortfall Offer to any related parties of the Company.

5. RISK FACTORS

5.1 Introduction

The Shares offered under this Offer Document should be considered speculative because of the nature of the Company's business.

There are numerous risk factors involved with the Company's business. Some of these risks can be mitigated by the use of safeguards and appropriate systems and controls, but some are outside the control of the Company and cannot be mitigated. Accordingly, an investment in the Company carries no guarantee with respect to the payment of dividends, return of capital or price at which securities will trade.

The following is a summary of the more material matters to be considered. However, this summary is not exhaustive and potential investors should examine the contents of this Offer Document in its entirety and consult their professional advisors before deciding whether to apply for the New Shares.

5.2 Key investment risks

Potential investors should be aware that subscribing for Shares in the Company involves a number of risks. Prospective investors should read this Offer Document in its entirety before deciding whether to apply for Shares under this Offer Document.

These risks together with other general risks applicable to all investments in listed securities not specifically referred to, may affect the value of the Shares in the future. Accordingly, an investment in the Company should be considered highly speculative. Investors should consider consulting their professional advisers before deciding whether to apply for Shares pursuant to this Offer Document.

5.3 Company-Specific Risks

(a) Potential for dilution

Upon implementation of the Offer, assuming all Entitlements are accepted, no other Shares are issued and no Options are exercised prior to the Record Date, the number of Shares in the Company will increase from 823,013,545 as at the Record Date to 1,234,520,318 Shares. This means that immediately after the Offer each Share will represent a lower proportion of the ownership of the Company.

It is not possible to predict what the value of the Company, and a Share will be following the completion of the Offer being implemented and the Directors do not make any representation as to such matters.

The last trading price of Shares on ASX prior to the Offer Document being lodged of \$0.007 is not a reliable indicator as to the potential trading price of Shares after implementation of the Offer.

(b) Additional requirements for capital

The Company's capital requirements depend on numerous factors, including the level of income generated from operations and other business and market conditions.

Depending on the Company's ability to generate income from its operations, the Company may require further financing in addition to amounts raised under the Offer. 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 scale back its programmes as the case may be. There is however 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.

(c) Going concern

The Company's Annual Financial Report for the financial year ended 30 June 2025 (**Annual Report**) includes a note on the financial condition

of the Company and the possible existence of a material uncertainty about the Company's ability to continue as a going concern.

Notwithstanding the 'going concern' qualification included in the Annual Report, the Directors believe that upon the successful completion of the Offer, the Company will have sufficient funds to adequately meet the Company's current commitments and short term working capital requirements. However, further funding may be required to meet the medium to long term working capital costs of the Company.

In the event that the Offer is not completed successfully there is significant uncertainty as to whether the Company can continue as a going concern which is likely to have a material adverse effect on the Company's activities.

(d) **Competition**

The business of providing enterprise software for the financial services industry in order to solve challenges for international wire transfers is highly competitive and includes companies with significantly greater financial, technical, human, research and development and marketing resources than the Company. There is also currently significant interest in adopting blockchain technology for this purpose, including among banks, financial intermediaries, financial technology start-ups and others. The Company's competitors may discover and develop products in advance of the Company and/or products that are more effective than those developed by the Company. As a consequence, the Company's current and future technologies and products may become obsolete or uncompetitive resulting in adverse effects on revenue, margins and profitability.

(e) **Failure to attract new customers**

The Company may fail to attract new customers for a number of reasons, such as the failure to meet customer expectations or requirements, poor customer service, pricing or competition. The Company's ability to retain and renew existing contracts and win new contracts may also be impacted by broader external factors, including a slowdown in economic activity, changes to law or changes to regulation. If the Company fails to retain its existing customers, attracts further business from those existing customers and attracts new customers, the Company's future operating and financial performance may be adversely affected and its reputation may be damaged.

(f) **Product disruption**

The rapid pace of innovation and development within the industry, together with the high number of competitors means that there are no guarantees the Company's products will be effective or economic. There is a risk that any of the Company's competitors' products, services or offerings may render the Company's products, services or offerings obsolete or uncompetitive. In particular, the enterprise software market and financial services industry have been rapidly evolving, with both new entrants and established participants operating in specific areas of expertise.

(g) **Business strategy risk**

The Company's future growth and financial performance is dependent on the Company's ability to successfully execute its business strategy. This will be impacted by a number of factors, including the Company's ability to expand through new channels and develop within Australian and international financial services markets for its current commercialised products and services; ability to successfully commercialise its current products and services and being able to provide these products and services; innovate and successfully commercialise new products that are appealing to customers; and comply with regulatory requirements (reflecting the sensitive regulatory nature or highly regulated environment in which the Company's customers operate their business).

(h) **Reliance on key personnel**

The Company currently employs a number of key management personnel and the Company's future depends on retaining appropriately qualified and experienced personnel. The loss of any of these employee's services could materially and adversely affect the Company and may impede the achievement of its product development and commercialisation objectives. Furthermore, the successful development of the Company will require the services of additional appropriately qualified and experienced staff. There can be no assurance that the Company will be able to attract appropriately qualified and experienced additional staff, and this may adversely affect the Company's prospects of success.

(i) **Control risk**

Beauvais Capital Pty Ltd as trustee for The Reginald Hector trust and its associated entity Arnott Park Investments Pty Ltd (**Beauvais**) are currently the largest Shareholder of the Company and have a relevant interest in approximately 29.92% of the Shares in the Company. Assuming these entities take up their full Entitlement and no other Shareholders accept their Entitlement, the total voting power in the Company could be as high as 49.91%.

Beauvais currently holds a relevant interest in more than 25% of the Company, which means that Beauvais has the potential to prevent a special resolution from being passed by the Company (such resolution requiring at least 75% of the votes cast by members entitled to vote on the resolution). Special resolutions are required in relation to approve certain Company matters including potentially seeking the delisting of the Company, amending the Constitution, approving the voluntary winding up of the Company and, if at any time the share capital is divided into different classes of Shares, approving the variation of the rights attached to any such class.

Further, as Beauvais' maximum potential relevant interest in Shares following completion of the Offer is more than 50% of the Company, Beauvais may be able to decide the outcome of ordinary resolutions being passed by the Company. Ordinary resolutions are required in relation to approve certain Company matters including election or re-election of directors, appointment of auditors, approving or ratifying issues of securities and approving an acquisition or disposal of a substantial asset.

5.4 Intellectual Property and Trade Secret Risks

(a) **Dependence on technology rights and intellectual property**

Obtaining and protecting intellectual property rights over all the technologies and products connected with the Company's products, services or offerings will be essential to commercialisation and realising its growth potential. The prospects of the Company's products, services and offerings generating a profit and increasing in value depend significantly on its ability to obtain interests in all relevant intellectual property, maintain trade secret protection and operating without infringing the proprietary rights of third parties. In this regard, the Company and its Directors offer no assurance that any intellectual property which it develops or acquires will afford the Company or the holder commercially significant protection of its products or technologies, or that any of the projects that may arise from technologies will have commercial applications the Company expects. However, no assurance can be given that any measures taken to protect its interests in intellectual property will be sufficient. There is a risk that as yet unknown third parties may assert intellectual property claims in relation to blockchain, including any of the technologies or services associated with the Company's blockchain based products, services or offerings. Irrespective of the merit of any rights or claims asserted by third parties, such claims may adversely affect the Company. There is also a risk that the Company's investment may be indirectly adversely affected if a third-party claim or asserted right reduces confidence in the longer-run viability of the blockchain industry.

(b) **Patent risk**

The Company's patent applications in the United States and Singapore have been granted. However, there is no guarantee that the Company's patent will provide adequate protection for the intellectual property, or that third parties will not infringe or misappropriate its patents or any other rights. In addition, there can be no assurance that the Company will not have to pursue litigation against other parties to assert its rights.

The Company has filed an externally funded claim in the United States District Court for the District of Delaware against JP Morgan Chase for patent infringement of U.S. Patent No. 10,984,413. As at the date of this Offer Document, the litigation is ongoing.

(c) **Infringement of third-party intellectual property rights**

If a third party accuses the Company of infringing its intellectual property rights or if a third party commences litigation against the Company for the infringement of patent or other intellectual property rights, the Company may incur significant costs in defending such action, whether or not it ultimately prevails. Costs that the Company incurs in defending third party infringement actions would also include diversion of managements and technical personnel's time. In addition, parties making claims against the Company may be able to obtain injunctive or other equitable relief that could prevent the Company from further developing discoveries or commercialising its products and services. In the event of a successful claim of infringement against the Company, it may be required to pay damages and obtain one (1) or more licences from the prevailing third party. If it is not able to obtain these licences at a reasonable cost, if at all, it could encounter delays in product and service delivery and loss of substantial resources while it attempts to develop alternative products and services. Defence of any lawsuit or failure to obtain any of these licences could prevent the Company from commercialising available products and services and could cause it to incur substantial expenditure.

(d) **Trade secret risks**

The Company relies on its trade secrets, which include information relating to the development of its technology and integration with its customers. The protective measures that the Company employs may not provide adequate protection for its trade secrets. This could erode the Company's competitive advantage and materially harm its business. The Company cannot be certain that others will not independently develop the same or similar technologies on their own or gain access to trade secrets or disclose such technology, or that the Company will be able to meaningfully protect its trade secrets and unpatented know-how and keep them secret.

5.5 General Risks

(a) **Market conditions**

Securities listed on the stock market can experience extreme price and volume fluctuations that are often unrelated to the operating performances of such companies. The market price of Shares may fall as well as rise and may be subject to varied and unpredictable influences on the market for equities in general.

General factors that may affect the market price of Shares include economic conditions in both Australia and internationally (particularly Australian, US and Chinese economic conditions), investor sentiment, local and international share market conditions, changes in interest rates and the rate of inflation, variations in commodity prices, the global security situation and the possibility of terrorist disturbances, changes to government regulation, policy or legislation, changes which may occur to the taxation of companies as a result of changes in Australian and foreign taxation laws, changes to the system of dividend imputation in Australia, and changes in exchange rates.

(b) **Force Majeure Events**

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

(c) **Litigation risks**

The Company takes significant care to ensure the development of its technology does not infringe other intellectual property. Notwithstanding this, the Company is exposed to possible litigation risks including intellectual property claims, patent claims, contractual disputes, occupational health and safety claims and employee claims. Further, the Company may be involved in disputes with other parties in the future which may result in litigation. Any such claim or dispute if proven, may impact adversely on the Company's operations, financial performance and financial position.

As detailed above, the Company has filed an externally funded claim in the United States District Court for the District of Delaware against JP Morgan Chase for patent infringement of U.S. Patent No. 10,984,413. As at the date of this Offer Document, the litigation is ongoing.

(d) **Dividends**

Any future determination as to the payment of dividends by the Company will be at the discretion of the Directors and will depend on the financial condition of the Company, future capital requirements and general business and other factors considered relevant by the Directors. No assurance in relation to the payment of dividends or franking credits attaching to dividends can be given by the Company.

(e) **Taxation**

The acquisition and disposal of Shares will have tax consequences, which will differ depending on the individual financial affairs of each investor. All prospective investors in the Company are urged to obtain independent financial advice about the consequences of acquiring Shares from a taxation viewpoint and generally.

To the maximum extent permitted by law, the Company, its officers and each of their respective advisors accept no liability and responsibility with respect to the taxation consequences of subscribing for securities under this Offer Document.

(f) **Change in government policy and legislation**

Any material adverse changes in relevant government policies or legislation of Australia may affect the viability and profitability of the Company, and consequent returns to investors. The activities of the Company are subject to various federal, state and local laws governing prospecting, development, production, taxes, labour standards and occupational health and safety, and other matters.

(g) **Climate risk**

There are a number of climate-related factors that may affect the operations and proposed activities of the Company. The climate change risks particularly attributable to the Company include:

- (i) the emergence of new or expanded regulations associated with the transitioning to a lower-carbon economy and market changes related to climate change mitigation. The Company may be impacted by changes to local or international compliance regulations related to climate change mitigation efforts, or by specific taxation or penalties

for carbon emissions or environmental damage. These examples sit amongst an array of possible restraints on industry that may further impact the Company and its profitability. While the Company will endeavour to manage these risks and limit any consequential impacts, there can be no guarantee that the Company will not be impacted by these occurrences; and

- (ii) climate change may cause certain physical and environmental risks that cannot be predicted by the Company, including events such as increased severity of weather patterns and incidence of extreme weather events and longer-term physical risks such as shifting climate patterns. All these risks associated with climate change may significantly change the industry in which the Company operates.

(h) **General economic conditions**

Changes in general economic conditions, both domestic and global, weakening or downturn in the financial services or funds management industries, introduction of tax reform, new legislation, employment rates, trade barriers, movements in interest and inflation rates, credit spreads, equity risk premiums, corporate failure rates, currency exchange controls and rates, national and international political circumstances (including wars, terrorist acts, sabotage, subversive activities, security operations, labour unrest, civil disorder, and states of emergency), natural disasters (including fires, earthquakes and floods), and quarantine restrictions, epidemics and pandemics, may have an adverse effect on the Company's operations. Deterioration in the general economic conditions may adversely affect the Company's profitability.

5.6 Investment Speculative

The above list of risk factors ought not to 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 securities offered under this Offer Document. Therefore, the securities to be issued pursuant to this Offer Document carry no guarantee with respect to the payment of dividends, returns of capital or the market value of those securities.

Potential investors should consider that the investment in the Company is speculative and should consult their professional advisers before deciding whether to apply for securities pursuant to this Offer Document.

6. DEFINED TERMS

\$ or A\$ means an Australian dollar.

Additional Shares means those New Shares not issued under the Offer.

AEDT means Australian Eastern Daylight Time as observed in Sydney, New South Wales.

AGM Shares means the Shares proposed to be issued to the Directors following approval at the Company's 2025 annual general meeting held on 28 November 2025.

Applicant refers to a person who submits an Entitlement and Acceptance Form, or submits a payment of subscription monies in respect of the Offer.

Application refers to the submission of an Entitlement and Acceptance Form or Shortfall Application Form (as the case may be).

ASIC Instrument 2016/84 has the meaning given in Section 1.4.

ASX means ASX Limited (ACN 008 624 691) or, where the context permits, the Australian Securities Exchange operated by ASX Limited.

ASX Listing Rules means the Listing Rules of the ASX.

Beauvais has the meaning given in section 5.3(i).

Closing Date means the closing date set out in Section 0 or such other date as may be determined by the Directors.

Company means Identitii Limited (ACN 603 107 044).

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

Directors mean the directors of the Company.

Eligible Shareholder means a Shareholder as at the Record Date who is eligible to participate in the Offer.

Entitlement means the entitlement to subscribe for one (1) New Share for every two (2) Shares held by an Eligible Shareholder on the Record Date.

Entitlement and Acceptance Form means the Entitlement and Acceptance Form accompanying this Offer Document.

Event of Insolvency means:

- (a) a receiver, manager, receiver and manager, trustee, administrator, controller or similar officer is appointed in respect of a person or any asset of a person;
- (b) a liquidator or provisional liquidator is appointed in respect of a Relevant Company;
- (c) any application (not being an application withdrawn or dismissed within 21 days) is made to a court for an order, or an order is made, or a meeting is convened, or a resolution is passed, for the purpose of:
 - (i) appointing a person referred to in paragraphs (a) or (b);
 - (ii) winding up a corporation; or
 - (iii) proposing or implementing a scheme of arrangement;
- (d) any event or conduct occurs which would enable a court to grant a petition, or an order is made, for the bankruptcy of an individual or his estate under any insolvency provision;
- (e) a moratorium of any debts of a person, or an official assignment, or a composition, or an arrangement (formal or informal) with a person's creditors, or any similar proceeding or arrangement by which the assets of a person are subjected conditionally or unconditionally to the control of that person's creditors

or a trustee, is ordered, declared, or agreed to, or is applied for and the application is not withdrawn or dismissed within 7 days;

- (f) a person becomes, or admits in writing that it is, is declared to be, or is deemed under any applicable law to be, insolvent or unable to pay its debts; or
- (g) any writ of execution, garnishee order, mareva injunction or similar order, attachment, distress or other process is made, levied or issued against or in relation to any asset of a person.

Force Majeure means any act of God, war, revolution, or any other unlawful act against public order or authority, an industrial dispute, a governmental restraint, or any other event which is not within the control of the parties.

Former Director Shares means the Shares to be issued to a former director in part consideration for directors' fees.

FPO has the meaning given in Section 1.4.

FSMA has the meaning given in Section 1.4.

GN17 has the meaning given in Section 3.10.

New Share means a new Share proposed to be issued pursuant to this Offer.

Offer or **Rights Issue** means the pro rata non-renounceable offer of New Shares at an issue price of \$0.007 each on the basis of one (1) New Share for every two (2) Shares held on the Record Date subscribed for pursuant to this Offer Document.

Offer Document means this Offer Document.

Opening Date means the opening date set out in Section 0 of this Offer Document.

Province has the meaning given in Section 1.4.

Prospectus Regulation has the meaning given in Section 1.4.

Record Date means the record date set out in Section 0 of this Offer Document.

Section means a section of this Offer Document.

SFA has the meaning given in Section 1.4.

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

Shareholder means a holder of Shares.

Shortfall means those Shares under the Offer not applied for by Shareholders under their Entitlement.

Shortfall Offer means as defined in Section 4.5 of this Offer Document.

Shortfall Shares means the Shares offered under the Shortfall Offer.

Underwriting has the meaning given in Section 3.10.

Underwriting Agreement has the meaning given in Section 3.10.

Underwritten Shares has the meaning given in Section 3.10.

US Person means a person who receives the Offer when they are located in the United States of America.