27 August 2026

Dear Shareholder,

TALI DIGITAL LIMITED – 2026 GENERAL MEETING

TALi Digital Limited (**Company**) advises that the **2026 General Meeting** of the shareholders of the Company (**Shareholders**) is scheduled to be held on **Friday, 25 September 2026 at 9:00 am** (Melbourne time) (**Meeting**). 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 Company will not be dispatching physical copies of the Notice of 2026 General Meeting (**Notice of Meeting**) unless a Shareholder has requested a physical copy or made an election to receive documents from the Company in physical form. Instead, the Notice of Meeting can be viewed, accessed and downloaded via the following direct link to the ASX announcements platform of the Company:

https://www2.asx.com.au/markets/trade-our-cash-market/announcements.td1

Shareholders are strongly encouraged to vote by lodging a directed proxy appointing the Chairperson of the Meeting before 9:00 am (Melbourne time) on Wednesday, 23 September 2026. A personalised proxy form is enclosed with this letter. Proxies can be lodged in accordance with the instructions on the personalised proxy form enclosed with this letter. Shareholders who attend the Meeting and have not lodged their proxy form prior to the Meeting will be provided an opportunity to participate and vote at the Meeting.

Shareholders who wish to watch, listen and vote virtually on the day of the Meeting will need to login to the Automic website (https://investor.automic.com.au/#/home) with their *username* and *password*. Further details of how to register for and attend the Meeting can be found in the Notice of Meeting (which can be accessed as described above) and in the registration and Voting Guide which can be access at https://www.automicgroup.com.au/virtual-agms/.

If it becomes necessary or appropriate to make alternative arrangements to those set out above and in the Notice of Meeting the Company will announce the alternative arrangements to ASX. Shareholders are encouraged to check for announcements of the Company at the ASX website (https://www2.asx.com.au/), using the search code "TD1".

The Company thanks Shareholders for their ongoing support.

For and on behalf of the Board:

Tim Luscombe
Company Secretary

TALI DIGITAL LIMITED
ACN 108 150 750
NOTICE OF GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 9:00am (AEST)

DATE: Friday, 25 September 2026

PLACE: Virtually via the Automic website (investor.automic.com.au) with your username and password.

Shareholders who do not have an account with Automic and who wish to attend the Meeting 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.

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

This Notice 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.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 9:00am (AEST) on Wednesday, 23 September 2026.

BUSINESS OF THE MEETING

AGENDA

1. RESOLUTION 1 – APPROVAL TO ISSUE CONSIDERATION SHARES

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

> *"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 22,000,000 Shares to the Vendors (or their nominee(s)) in consideration for the Acquisition, on the terms and conditions set out in the Explanatory Statement."*

2. RESOLUTION 2 – RATIFICATION OF PRIOR ISSUE OF TRANCHE 1 PLACEMENT SHARES

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

> *"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 7,009,121 Shares to the Tranche 1 Placement Participants, on the terms and conditions set out in the Explanatory Statement."*

3. RESOLUTION 3 – APPROVAL TO ISSUE TRANCHE 2 PLACEMENT SHARES

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

> *"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 42,990,879 Shares to the Tranche 2 Placement Participants, on the terms and conditions set out in the Explanatory Statement."*

4. RESOLUTION 4 – APPROVAL TO ISSUE PLACEMENT OPTIONS

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

> *"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 16,666,667 Options to the Tranche 1 and Tranche 2 Placement Participants, on the terms and conditions set out in the Explanatory Statement."*

5. RESOLUTION 5 – APPROVAL TO ISSUE SPP SECURITIES

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

> *"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 8,800,000 Shares, together with up to 2,933,333 Options issued free attaching with the Shares on a 1 for 3 basis, to the SPP Participants, on the terms and conditions set out in the Explanatory Statement."*

6. RESOLUTION 6 – APPROVAL TO ISSUE PLACEMENT SECURITIES TO DR DAVID BROOKES

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

> *"That, for the purposes of section 195(4) of the Corporations Act, Listing Rule 10.11, and for all other purposes, approval is given for the Company to issue up to 1,000,000 Shares and 333,333 Options to Dr David Brookes (or his nominee(s)), on the terms and conditions set out in the Explanatory Statement."*

7. RESOLUTION 7 – APPROVAL TO ISSUE PLACEMENT SECURITIES TO MR GEORGE ROLLESTON

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

> *"That, for the purposes of section 195(4) of the Corporations Act, Listing Rule 10.11, and for all other purposes, approval is given for the Company to issue up to 3,600,000 Shares and 1,200,000 Options to Mr George Rolleston (or his nominee(s)), on the terms and conditions set out in the Explanatory Statement."*

8. RESOLUTION 8 – APPROVAL TO ISSUE PLACEMENT SECURITIES TO MR WILL HAMILTON

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

> *"That, for the purposes of section 195(4) of the Corporations Act, Listing Rule 10.11, and for all other purposes, approval is given for the Company to issue up to 1,400,000 Shares and 466,666 Options to Mr Will Hamilton (or his nominee(s)), on the terms and conditions set out in the Explanatory Statement."*

9. RESOLUTION 9 – APPROVAL TO ISSUE SPP SECURITIES TO DR DAVID BROOKES

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

> *"That, for the purposes of section 195(4) of the Corporations Act, Listing Rule 10.11, and for all other purposes, approval is given for the Company to issue up to 600,000 Shares and up to 200,000 Options, issued free attaching with the Shares on a 1 for 3 basis, to Dr David Brookes (or his nominee(s)), on the terms and conditions set out in the Explanatory Statement."*

10. RESOLUTION 10 – APPROVAL TO ISSUE SPP SECURITIES TO MR GEORGE ROLLESTON

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

> *"That, for the purposes of section 195(4) of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 600,000 Shares and up to 200,000 Options, issued free attaching with the Shares on a 1 for 3 basis, to Mr George Rolleston (or his nominee(s)), on the terms and conditions set out in the Explanatory Statement."*

DATE: 27 August 2026

Voting Exclusion Statements

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of each of the Resolutions set out below by or on behalf of the following persons:

Resolution 1 – Approval to issue Consideration Shares	The Vendors (or their nominee(s)), including TRDF or any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).
Resolution 2 – Ratification of prior issue of Tranche 1 Placement Shares	The Tranche 1 Placement Participants or any other person who participated in the issue or an associate of that person or those persons.
Resolution 3 – Approval to issue Tranche 2 Placement Shares	The Tranche 2 Placement Participants or any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).
Resolution 4 – Approval to issue Placement Options	The Tranche 1 Placement Participants and the Tranche 2 Placement Participants or any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).
Resolution 5 – Approval to issue SPP Securities	The SPP Participants or any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).
Resolution 6 – Approval to issue Placement Securities to Dr David Brookes	Dr David Brookes (or his nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the Securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 7 – Approval to issue Placement Securities to Mr George Rolleston	Mr George Rolleston (or his nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the Securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 8 – Approval to issue Placement Securities to Mr Will Hamilton	Mr Will Hamilton (or his nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the Securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 9 – Approval to issue SPP Securities to Dr David Brookes	Dr David Brookes (or his nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the Securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 10 – Approval to issue SPP Securities to Mr George Rolleston	Mr George Rolleston (or his nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the Securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.

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

(a) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or

(b) the Chair 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

(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

  (i) 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

  (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting by proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

Proxy Forms must be received by the Company no later than 48 hours before the time of the Meeting (i.e. no later than 9:00am (AEST) on 25 September 2026). Proxy Forms may be lodged by any of the following means:

- online at https://portal.automic.com.au/investor/home;
- by email to: meetings@automicgroup.com.au; or
- by post or hand delivery to the share registry at Automic Group, GPO Box 5193, Sydney NSW 2001 (by post) or Level 5, 126 Phillip Street, Sydney NSW 2000 (by hand).

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the Shareholder appoints two proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Voting Virtually and Webcast

The virtual Meeting will be held through an online meeting platform powered by Automic, requiring shareholders to watch, listen and vote online.

Shareholders will be able to ask questions at the virtual Meeting. Shareholders are also encouraged to submit questions in advance of the Meeting to the Company. Questions must be submitted in writing to investors@talidigital.com at least 48 hours before the Meeting.

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

How to participate and vote

To attend the virtual Meeting please follow the instructions below on your computer, tablet or smartphone. Online registration will open 30 minutes before the meeting. To make the registration process quicker, please have your SRN/HIN and registered postcode or country code ready.

Proxyholders will need to contact Automic prior to the meeting to obtain their login details.

Attending the Meeting virtually

To access the virtual Meeting:

1. Open your internet browser and go to investor.automic.com.au
2. Login with your username and password or click "**register**" if you haven't already created an account. **Shareholders are encouraged to create an account prior to the start of the meeting to ensure there is no delay in attending the virtual meeting**
3. After logging in, 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. Alternatively, click on "**Meetings**" on the left-hand menu bar to access registration.
4. Click on "**Register**" and follow the steps
5. Click on the URL to join the webcast where you can view and listen to the virtual meeting
6. Once the Chair of the Meeting has declared the poll open for voting click on "**Refresh**" to be taken to the voting screen

7. Select your voting direction and click "**confirm**" to submit your vote. **Note that you cannot amend your vote after it has been submitted.**

How to vote at the meeting

As the virtual Meeting will be live, you can ask questions verbally or via a live text facility and cast votes at the appropriate times while the Meeting is in progress.

The following provides instructions on how to vote at the Meeting: Shareholder Registration & Voting Guide

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.

Further information and support on how to use the platform is available on the share registry website – www.automic.com.au. It is recommended that you register to use the registry website well in advance of the Meeting to save time on the day of the Meeting. Should you have any difficulties, you can contact the registry by telephone on 1300 288 664 (within Australia) and +61 2 9698 5414 (overseas).

The Company strongly recommends Shareholders lodge a directed proxy as soon as possible in advance of the Meeting.

In addition, the Company is happy to accept and answer questions submitted at least 48 hours prior to the Meeting by email directed to investors@talidigital.com.

Please note that you may still attend the virtual Meeting and vote at the Meeting even if you have appointed a proxy. If you have previously submitted a Proxy Form, your virtual attendance at the Meeting will not revoke your proxy appointment unless you actually vote at the Meeting for which the proxy is proposed to be used, in which case, the proxy's appointment will be deemed to be revoked with respect to voting on that resolution.

Should you wish to discuss the matters in this Notice please do not hesitate to contact the Company on 1300 082 013.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

1. BACKGROUND TO RESOLUTIONS 1 TO 10

1.1 Background

On 24 August 2026, the Company announced that it had entered into a binding share sale agreement (**Share Sale Agreement**) with Datasphere Analytics Pty Ltd (ACN 689 577 419) (**Datasphere**) and each of the shareholders of Datasphere (**Vendors**), under which the Company agreed to acquire 100% of the issued capital of Datasphere (**Acquisition**).

Datasphere is party to a memorandum of understanding dated 3 August 2025 with The Technion Research & Development Foundation Ltd (**TRDF**), as varied on 28 February 2026, 12 July 2026 (**Technion MOU**). Under the Technion MOU, TRDF has granted Datasphere an option to negotiate an exclusive, worldwide, sublicensable licence of intellectual property developed at the Technion – Israel Institute of Technology relating to memristive in-memory computing and the memristive Memory Processing Unit.

1.2 Technion MOU

The Technion MOU sets out the principal commercial terms on which TRDF has agreed to grant Datasphere a licence of the intellectual property described above, which are to be documented in a definitive licence agreement (**Licence Agreement**). In summary:

(a) **Grant:** an exclusive, irrevocable, worldwide, sublicensable licence of intellectual property developed at the Technion relating to memristive in-memory computing and the memristive Memory Processing Unit. Exclusivity is subject to the non-exclusive, irrevocable right of the State of Israel to use the licensed information under section 104 of the Israeli Patents Law 1967 and Civil Service Regulation 7.10.4, and to reserved rights of TRDF and the Technion to use the licensed information for internal research and educational purposes and to seek non-commercial research grants.

(b) **Equity in the Company:** it is intended that TRDF will receive 30% of the total consideration paid to the shareholders of Datasphere. That entitlement is satisfied by the issue of 6,600,000 Consideration Shares to TRDF as nominee of the Vendors, as described below.

(c) **Royalties and sublicensing fees:** a royalty of 2% of net sales of products sold by Datasphere, its affiliates or sublicensees, and 20% of any sublicence fees received (excluding sublicensee royalties already captured by the royalty), in each case plus VAT where applicable.

(d) **Patent costs:** Datasphere must reimburse TRDF for all documented past patent prosecution and maintenance expenses, recorded in the Technion MOU as NIS 579,177 (inclusive of VAT) as at the effective date, payable as to 15% on the effective date of the Licence Agreement, 40% within 12 months and 45% within 24 months. Further patent expenses may accrue during the option period and until execution of the Licence Agreement.

(e) **Conditions subsequent:** the licence is subject to Datasphere raising a further US$1,000,000 within 18 months of execution of the Licence Agreement and a further US$1,350,000 within 36 months of the effective date of the Licence Agreement.

(f) **Board appointment right:** it is intended that for so long as TRDF holds 3.5% or more of the issued share capital of the Company, TRDF may appoint one director or one observer to the Board. If TRDF holds less than 3.5% of the issued capital of the Company and the Licence Agreement remains on foot, TRDF may appoint one observer to the Board.

(g) **Research grant:** part of the licensed information was developed using a European Research Council grant. TRDF's entry into the Licence Agreement is conditional on Datasphere consenting to take the licence subject to the terms of that grant, and Datasphere must not act in a way that would cause TRDF or the Technion to breach it.

The Licence Agreement is otherwise proposed to be on terms and conditions considered standard for an agreement of its nature.

The Technion MOU grants Datasphere an option to negotiate the Licence Agreement. The licence has not been granted and there is no certainty that a definitive Licence Agreement will be executed on the terms summarised above, or at all. Following Completion, Datasphere will be a wholly-owned subsidiary of the Company and the obligations summarised above will be obligations of the Company's group.

1.3 The Acquisition

In consideration for the Acquisition, the Company has agreed to issue 22,000,000 Shares to the Vendors (or their nominee(s)) at a deemed issue price of $0.05 per Share (**Consideration Shares**), which will be issued in full on completion of the Acquisition (**Completion**) and apportioned amongst the Vendors (and their nominees) in the manner set out in the Share Sale Agreement (being, the subject of Resolution 1).

Of the Consideration Shares, the Vendors have directed that 6,600,000 Shares be issued to TRDF as their nominee in accordance with the terms outlined at Section 1.2(b) above. The Consideration Shares will accordingly be apportioned as 5,133,333 Shares to be issued to TDM Capital Pty Ltd (or its nominee(s)), 10,266,667 Shares to be issued to Mr David Pevcic (or his nominee(s)), and 6,600,000 Shares to be issued to TRDF.

Completion is conditional upon the satisfaction (or, where capable of waiver, waiver) of the following conditions precedent:

(a) **Due diligence:** completion of financial, legal and technical due diligence by the Company on Datasphere, the Technion MOU and the underlying technology;

(b) **Capital Raising:** the Company receiving valid applications for at least $3,300,000 worth of Shares and free attaching Options under the Capital Raising (as defined at Section 1.5 below);

(c) **Shareholder approval:** Shareholders approving in general meeting each resolution necessary to implement the transactions contemplated by the Share Sale Agreement, including Resolutions 1 and 3 to 10;

(d) **MOU amendment:** TRDF, Datasphere, and the Company having executed an amendment to effect the terms described at Section 1.2(b) and (f) above, and this amendment remaining in full force and effect;

(e) **Regulatory approvals:** the parties obtaining all necessary regulatory approvals or waivers pursuant to the Listing Rules, the Corporations Act or any other law;

(f) **Third party approvals:** the parties obtaining all third-party approvals and consents necessary to lawfully complete the Acquisition, including all consents required from TRDF; and

(g) **No material adverse change:** no material adverse change occurring in the business, assets, liabilities or financial position of Datasphere, or in the Technion MOU, between the date of the Share Sale Agreement and Completion,

(together, the **Conditions Precedent**).

The Share Sale Agreement otherwise contains warranties, indemnities and other terms and conditions considered standard for an agreement of its kind.

1.4 Placement

On 24 August 2026, the Company announced that it had received firm commitments from professional, sophisticated and institutional investors for a placement of 56,000,000 Shares at an issue price of $0.05 per Share to raise $2,800,000 (before costs) (**Placement**), together with 1 free attaching Option for every 3 Shares subscribed for and issued (rounded down for fractional entitlements). The Options will be exercisable at $0.150 each on or before the date that is five years from the date of issue and otherwise on the terms and conditions set out in Schedule 1.

The Placement is being conducted in two tranches:

(a) **Tranche 1:** 7,009,121 Shares were issued on 26 August 2026 to raise $350,456 (before costs), using the Company's existing placement capacity under Listing Rule 7.1 (**Tranche 1 Placement**). Resolution 2 seeks Shareholder ratification of that issue under Listing Rule 7.4; and

(b) **Tranche 2:** up to 48,990,879 Shares are proposed to be issued to raise up to $2,449,544 (before costs), subject to Shareholder approval (**Tranche 2 Placement**). Resolution 3 seeks Shareholder approval of that issue under Listing Rule 7.1 and Resolutions 6 to 8 seek Shareholder approval under Listing Rule 10.11.

The issue of the Options in respect of both the Tranche 1 Placement and the Tranche 2 Placement is conditional on Shareholder approval. Resolution 4 seeks Shareholder approval under Listing Rule 7.1 for the issue of the Options, other than the Options to be issued to the Directors (or their nominee(s)), which are the subject of Resolutions 6 to 8.

Participants in the Tranche 1 Placement are referred to in this Notice as the **Tranche 1 Placement Participants** and unrelated participants in the Tranche 2 Placement are referred to in this Notice as the **Tranche 2 Placement Participants**.

Dr David Brookes, Mr George Rolleston, and Mr Will Hamilton (or their nominee(s)) have indicated an intention to participate in the Tranche 2 Placement, subject to Shareholder approval. As each Director is a related party of the Company, their participation requires Shareholder approval under Listing Rule 10.11 (being, the subject of Resolutions 6 to 8). Further details are set out in Section 7 of this Notice.

1.5 Share Purchase Plan

In conjunction with the Placement, the Company also confirmed that it would offer eligible Shareholders the opportunity to subscribe for up to $30,000 worth of Shares at an issue price of $0.05 per Share, to raise up to $500,000 (before costs), pursuant to a share purchase plan (**SPP**), together with 1 free attaching Option for every 3 Shares subscribed for and issued (rounded down for fractional entitlements). The Company reserves the right to offer any shortfall from the SPP to unrelated third parties. Participants in the SPP and parties to whom shortfall from the SPP is placed are referred to in this Notice as the **SPP Participants**.

Of the maximum of $500,000 (before costs) to be raised under the SPP, up to $440,000 (being up to 8,800,000 Shares and up to 2,933,333 free attaching Options) is the subject of Resolution 5, and up to $60,000 (being up to 1,200,000 Shares and up to 400,000 free attaching Options, comprising the participation of Dr David Brookes and Mr George Rolleston (or their nominee(s))) is the subject of Resolutions 9 and 10.

Dr David Brookes and Mr George Rolleston (or their nominee(s)) have confirmed their intention to subscribe for $30,000 worth of Shares each under the SPP, being the maximum amount for which they may subscribe as eligible Shareholders under the SPP. The Securities to be issued to Mr George Rolleston and Dr David Brookes (or their nominee(s)) in respect of their participation in the SPP require the approval of Shareholders under Listing Rule 10.11 and are the subject of Resolutions 9 and 10. Further details are set out in Section 8.1 of this Notice.

The Shares and Options under the SPP are proposed to be issued pursuant to a transaction specific prospectus lodged with ASIC and ASX on or about 28 August 2026 (**Prospectus**) and are conditional upon Shareholder approval. Resolution 5 seeks that approval under Listing Rule 7.1, and Resolutions 9 and 10 seek that approval under Listing Rule 10.11 in respect of the participation of Dr David Brookes and Mr George Rolleston (or their nominee(s)). As the SPP is being conducted under the Prospectus and includes an offer of free attaching Options, the Company is not relying on the ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547 in connection with the SPP.

The Placement and the SPP together comprise the **Capital Raising**. The Company reserves the right to scale back applications under the SPP at its discretion.

1.6 Lead Manager

62 Capital Pty Ltd (ACN 677 075 704) (**Lead Manager**) acted (and continues to act) as lead manager and bookrunner to the Capital Raising pursuant to a mandate dated 19 August 2026 (**Lead Manager Mandate**).

In consideration for the provision of those services, the Company has agreed to pay the Lead Manager a capital raising fee equal to 6% of the amount raised under the Placement (ex GST).

The Lead Manager Mandate otherwise contains terms and conditions considered standard for an agreement of its kind.

1.7 Use of funds

The Company intends to apply the funds raised under the Capital Raising in the manner set out in the table below (assuming the maximum amount of funds is raised):

USE OF FUNDS	AMOUNT ($)	%
Payment of the Qualifying Financing to Datasphere (US$650,000)	$920,000	27.9%
Due diligence, integration scoping and commercialisation of the Datasphere technology and intellectual property	$580,000	17.6%
Product development and other expenses (existing business)	$650,000	19.7%
Product-related personnel expenses (existing business)	$350,000	10.6%
Sales and marketing (existing business)	$200,000	6.1%
Working capital	$402,000	12.2%
Costs of the Capital Raising	$198,000	6.0%
Total	**$3,300,000**	**100%**

Notes:

1. The above table is a statement of current intentions as at the date of this Notice. As with any budget, intervening events and new circumstances have the potential to affect the manner in which the funds are ultimately applied. The Board reserves the right to alter the way funds are applied on this basis.
2. Refer to the Company's ASX announcement dated 24 August 2026 for further details.

2. RESOLUTION 1 – APPROVAL TO ISSUE CONSIDERATION SHARES

2.1 General

As set out in Section 1.3, this Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of 22,000,000 Shares to the Vendors (or their nominee(s)) in consideration for the Acquisition, comprising 15,400,000 Shares to the Vendors and 6,600,000 Shares to TRDF as nominee of the Vendors.

2.2 Listing Rule 7.1

Broadly speaking, 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 fully paid ordinary shares it had on issue at the start of that period.

The proposed issue falls within exception 17 of Listing Rule 7.2 which excludes from the restrictions in Listing Rules 7.1 and 7.1A an agreement to issue Equity Securities that is conditional on the holders of its ordinary securities approving the issue under Listing Rule 7.1 before the issue is made. The proposed issue therefore requires the approval of Shareholders under Listing Rule 7.1.

2.3 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue of the Consideration Shares on Completion. In addition, the issue will be excluded from the calculation of the number of Equity Securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If this Resolution is not passed, the Company will not be able to proceed with the issue of the Consideration Shares. In those circumstances, the Condition Precedent relating to Shareholder approval will not be satisfied, the Acquisition will not complete and any party to the Share Sale Agreement may terminate the Agreement.

2.4 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected	The Vendors (or their nominee(s)), being the persons who were the registered holders of shares in Datasphere as at the date of the Share Sale Agreement, those being TDM Capital Pty Ltd (ACN 674 248 714) and Mr David Pevcic (in their relevant proportions) and TRDF (as nominee of the Vendors). The Consideration Shares will be issued as 5,133,333 Shares to TDM Capital Pty Ltd (or its nominee(s)), 10,266,667 Shares to Mr David Pevcic (or his nominee(s)), and 6,600,000 Shares to TRDF. None of the Vendors or TRDF is a related party of the Company. The Company confirms that no Material Persons will be issued more than 1% of the issued capital of the Company.
Number of Securities and class to be issued	22,000,000 Shares, comprising 15,400,000 Shares to be issued to the Vendors and 6,600,000 Shares to be issued to TRDF as nominee of the Vendors.
Terms of Securities	The Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Shares on Completion, which is expected to occur within 5 Business Days of the Meeting. In any event, the Company will not issue any Shares later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Securities	The Shares will be issued for nil cash consideration, in consideration for the acquisition of 100% of the issued capital of Datasphere. The Shares have a deemed issue price of $0.05 each.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to satisfy the Company's obligation to provide the consideration for the Acquisition under the Share Sale Agreement, including by issuing 6,600,000 of the Consideration Shares to TRDF as nominee of the Vendors at the Vendors' direction. No funds will be raised from the issue of the Consideration Shares.
Summary of material terms of agreement to issue	The Shares are being issued under the Share Sale Agreement, a summary of the material terms of which is set out in Section 1.3.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

3. RESOLUTION 2 – RATIFICATION OF PRIOR ISSUE OF TRANCHE 1 PLACEMENT SHARES

3.1 General

As set out in Section 1.4, this Resolution seeks Shareholder ratification for the purposes of Listing Rule 7.4 for the issue of 7,009,121 Shares to the Tranche 1 Placement Participants at an issue price of $0.05 per Share to raise $350,456 (before costs).

3.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 2.2 above.

The issue does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further Equity Securities without Shareholder approval under Listing Rule 7.1 for the 12-month period following the date of the issue.

3.3 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.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue.

3.4 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the issue will be excluded in calculating the Company's 15% limit in 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 the issue.

If this Resolution is not passed, the issue will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of Equity Securities that the Company can issue without Shareholder approval over the 12-month period following the date of the issue.

3.5 Technical information required by Listing Rules 7.4 and 7.5

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities were issued or the basis on which those persons were identified/selected	Professional, sophisticated and institutional investors who were identified through a bookbuild process, which involved the Lead Manager seeking expressions of interest to participate in the Placement from non-related parties of the Company. The Company confirms that no Material Persons were issued more than 1% of the issued capital of the Company.
Number and class of Securities issued	7,009,121 Shares were issued.
Terms of Securities	The Shares were fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
Date(s) on or by which the Securities were issued	26 August 2026.
Price or other consideration the Company received for the Securities	$0.05 per Share.

REQUIRED INFORMATION	DETAILS
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue was to raise capital. Refer to Section 1.7 for details of the proposed use of funds.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.
Compliance	The issue did not breach Listing Rule 7.1.

4. RESOLUTION 3 – APPROVAL TO ISSUE TRANCHE 2 PLACEMENT SHARES

4.1 General

As set out in Section 1.4, this Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of up to 42,990,879 Shares to the Tranche 2 Placement Participants at an issue price of $0.05 per Share to raise up to $2,149,544 (before costs). The number of Shares the subject of this Resolution does not include the 6,000,000 Shares proposed to be issued to the Directors (or their nominee(s)) under the Tranche 2 Placement, which are the subject of Resolutions 6 to 8.

4.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 2.2 above.

The proposed issue falls within exception 17 of Listing Rule 7.2 which excludes from the restrictions in Listing Rules 7.1 and 7.1A an agreement to issue Equity Securities that is conditional on the holders of its ordinary securities approving the issue under Listing Rule 7.1 before the issue is made. The proposed issue therefore requires the approval of Shareholders under Listing Rule 7.1.

4.3 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue and will raise up to $2,149,544 (before costs), which will be applied in the manner set out in Section 1.5. In addition, the issue will be excluded from the calculation of the number of Equity Securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If this Resolution is not passed, the Company will not be able to proceed with the issue, the funds the subject of the Tranche 2 Placement will not be raised, and all application monies received from the Tranche 2 Placement Participants will be refunded to them (without interest). In those circumstances, the Condition Precedent relating to Shareholder approval will not be satisfied, the Acquisition will not complete and any party to the Share Sale Agreement may terminate the Agreement.

4.4 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected	Professional, sophisticated and institutional investors who were identified through a bookbuild process, which involved the Lead Manager seeking expressions of interest to participate in the Placement from non-related parties of the Company. The Tranche 2 Placement Participants do not include any Directors, as the proposed participation of the Directors in the Placement is the subject of Resolutions 6 to 8. The Company confirms that no Material Persons will be issued more than 1% of the issued capital of the Company.
Number of Securities and class to be issued	Up to 42,990,879 Shares will be issued.

REQUIRED INFORMATION	DETAILS
Terms of Securities	The Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Securities on Completion, which is expected to occur within 5 Business Days of the Meeting. In any event, the Company will not issue any Securities later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Securities	$0.05 per Share.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to raise capital. Refer to Section 1.7 for details of the proposed use of funds.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

5. RESOLUTION 4 – APPROVAL TO ISSUE PLACEMENT OPTIONS

5.1 General

As set out in Section 1.4, this Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of up to 16,666,667 Options to the Tranche 1 Placement Participants and the Tranche 2 Placement Participants (other than the Directors (or their nominee(s))), on the basis of 1 free attaching Option for every 3 Shares subscribed for and issued under the Placement (rounded down for fractional entitlements).

The Options will be exercisable at $0.150 each on or before 5 years from the date of issue and otherwise on the terms and conditions set out in Schedule 1.

5.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 2.2 above.

The proposed issue falls within exception 17 of Listing Rule 7.2 which excludes from the restrictions in Listing Rules 7.1 and 7.1A an agreement to issue Equity Securities that is conditional on the holders of its ordinary securities approving the issue under Listing Rule 7.1 before the issue is made. The proposed issue therefore requires the approval of Shareholders under Listing Rule 7.1.

5.3 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue, and no funds will be raised from the issue of the Options. In addition, the issue will be excluded from the calculation of the number of Equity Securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If this Resolution is not passed, the Company will not be able to issue the Options. As the Placement Participants subscribed for Shares on the basis that the Options would also be issued to them, the Company would need to consult with the Lead Manager and the Placement Participants in relation to alternative arrangements, and the Condition Precedent relating to Shareholder approval may not be satisfied.

5.4 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities will be issued or the basis on which those persons	Professional, sophisticated and institutional investors who were identified through a bookbuild process, which involved the Lead Manager seeking expressions of interest

REQUIRED INFORMATION	DETAILS
were or will be identified/selected	to participate in the Placement from non-related parties of the Company. The Options the subject of this Resolution do not include any Options to be issued to a Director (or their nominee(s)). Those Options are the subject of Resolutions 6 to 8. The Company confirms that no Material Persons will be issued more than 1% of the issued capital of the Company.
Number of Securities and class to be issued	Up to 16,666,667 Options will be issued, being an amount equal to approximately 33.33% of the number of Shares issued under the Tranche 1 Placement and the Tranche 2 Placement (rounded down for fractional entitlements), as the Options will be issued free attaching with those Shares on a 1 for 3 basis.
Terms of Securities	The Options will be issued on the terms and conditions set out in Schedule 1.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Options within 5 Business Days of the Meeting. In any event, the Company will not issue any Options later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Securities	Nil. The Options will be issued free attaching to the Shares issued under the Placement on a 1 for 3 basis. The Company will not receive any consideration for the issue of the Options (other than in respect of funds received on exercise of the Options).
Purpose of the issue, including the intended use of any funds raised by the issue	The free attaching Options were offered to attract investor participation in the Placement and, if exercised, will provide the Company with additional working capital. No funds will be raised from the issue of the Options. Refer to Section 1.7 for details of the proposed use of the funds raised under the Placement.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

6. RESOLUTION 5 – APPROVAL TO ISSUE SPP SECURITIES

6.1 General

As set out in Section 1.5, this Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of up to 8,800,000 Shares to the SPP Participants (other than Dr David Brookes and Mr George Rolleston (or their nominee(s)), whose participation in the SPP is the subject of Resolutions 9 and 10) at an issue price of $0.05 per Share, together with up to 2,933,333 Options issued free attaching with the Shares on a 1 for 3 basis (rounded down for fractional entitlements), to raise up to $440,000 (before costs).

The Options will be exercisable at $0.150 each on or before 5 years from the date of issue and otherwise on the terms and conditions set out in Schedule 1.

6.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 2.2 above.

Listing Rule 7.2, exception 5 permits the issue of Shares under the SPP without Shareholder approval (and without utilising the Company's placement capacity under Listing Rules 7.1 and 7.1A) subject to certain conditions, including that the issue price under the SPP must be at least 80% of the VWAP of the Company's Shares over the last five days before the day on which the issue was announced or before the day on which the issue was made.

The issue price of $0.0500 per Share under the SPP represents a discount of 49.69% to $0.0994 (being the VWAP of the Shares over the last five trading days on which sales in the Shares were recorded before the day on which the SPP was announced).

As the issue price exceeds the discount permitted under Listing Rule 7.2 (exception 5), the proposed issue therefore requires the approval of Shareholders under Listing Rule 7.1.

6.3 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue and will raise up to $440,000 (before costs), which will be applied in the manner set out in Section 1.5. In addition, the issue will be excluded from the calculation of the number of Equity Securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If this Resolution is not passed, the Company will not be able to proceed with the issue and the funds the subject of the SPP will not be raised. In those circumstances all application monies received under the SPP will be refunded to applicants (without interest), the Condition Precedent relating to Shareholder approval will not be satisfied, the Acquisition will not complete, any party to the Share Sale Agreement may terminate that agreement, and the Company would need to assess other avenues to raise the required capital.

6.4 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected	The Shares and Options will be issued to the SPP Participants, being those eligible Shareholders who validly apply for Shares under the SPP in accordance with the Prospectus, other than Dr David Brookes and Mr George Rolleston (or their nominee(s)), whose participation in the SPP is the subject of Resolutions 9 and 10. The Company confirms that no Material Persons will be issued more than 1% of the issued capital of the Company under this Resolution.
Number of Securities and class to be issued	The Company is seeking to raise a maximum of $440,000 under the SPP. The number of Shares to be issued under the SPP will therefore not exceed 8,800,000 Shares. The maximum number of Options to be issued is equal to approximately 33.33% of the number of Shares to be issued (rounded down for fractional entitlements) (being up to 2,933,333 Options), as the Options will be issued free attaching with the Shares on a 1 for 3 basis. The number of Shares and Options the subject of this Resolution excludes the 1,200,000 Shares and 400,000 Options proposed to be issued to Dr David Brookes and Mr George Rolleston (or their nominee(s)), which are the subject of Resolutions 9 and 10.
Terms of Securities	The Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares. The Options will be issued on the terms and conditions set out in Schedule 1.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Securities on Completion, which is expected to occur within 5 Business Days of the Meeting. In any event, the Company will not issue any Securities later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Securities	$0.05 per Share and nil per Option, as the Options will be issued free attaching with the Shares on a 1 for 3 basis. The Company will not receive any other consideration

REQUIRED INFORMATION	DETAILS
	for the issue of the Options (other than in respect of funds received on exercise of the Options).
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue of the Shares is to raise capital. The free attaching Options were offered to attract Shareholder participation in the SPP and, if exercised, will provide the Company with additional working capital. Refer to Section 1.7 for details of the proposed use of funds.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

7. RESOLUTIONS 6 TO 8 – APPROVAL TO ISSUE PLACEMENT SECURITIES TO THE DIRECTORS

7.1 General

Resolutions 6 to 8 seek Shareholder approval for the purposes of section 195(4) of the Corporations Act and Listing Rule 10.11 for the issue of up to an aggregate of 6,000,000 Shares and up to 1,999,999 Options to Dr David Brookes, Mr George Rolleston, and Mr Will Hamilton (or their nominee(s)) at an issue price of $0.05 per Share to raise $300,000 (before costs), to enable each of them to participate in the Tranche 2 Placement on the same terms as unrelated participants in the Placement.

Further details in respect of the intended participation of the Directors are set out in the table below.

RECIPIENT	RESOLUTION	SHARES	OPTIONS	FUNDS RAISED
Dr David Brookes (or his nominee(s))	6	1,000,000	333,333	$50,000
Mr George Rolleston (or his nominee(s))	7	3,600,000	1,200,000	$180,000
Mr Will Hamilton (or his nominee(s))	8	1,400,000	466,666	$70,000
Total		**6,000,000**	**1,999,999**	**$300,000**

7.2 Director recommendation

Each Director has a material personal interest in the outcome of these Resolutions on the basis that all of the Directors (or their nominee(s)) are to be issued Securities should these Resolutions be passed. For this reason, the Directors do not believe that it is appropriate to make a recommendation on these Resolutions.

7.3 Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act requires that for a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

(a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and

(b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The issue of the Securities constitutes the giving of a financial benefit and each of Dr David Brookes, Mr George Rolleston, and Mr Will Hamilton is a related party of the Company by virtue of being a Director.

The Board considers that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of the Securities because the Securities will be issued to each of Dr David Brookes, Mr George Rolleston, and Mr Will Hamilton (or their nominee(s)) on the same terms as the Securities issued to non-related party participants in the Placement, and as such the giving of the financial benefit is on arm's length terms within the meaning of section 210 of the Corporations Act.

7.4 Section 195(4) of the Corporations Act

Section 195 of the Corporations Act provides that a director of a public company may not vote or be present during meetings of directors when matters in which that director holds a "material personal interest" are being considered, except in certain limited circumstances. Section 195(4) relevantly provides that if there are not enough directors to form a quorum for a directors meeting because of this restriction, one or more of the directors may call a general meeting and the general meeting may pass a resolution to deal with the matter.

It might be argued (but it is neither conceded nor, indeed, is it thought by the Board to be the case) that all of the Directors comprising the Board have a material personal interest in the outcome of Resolutions 6 to 8. If each does have such an interest, then a quorum could not be formed to consider the matters contemplated by Resolutions 6 to 8 at Board level.

Accordingly, for the avoidance of any doubt, and for the purpose of transparency and best practice corporate governance, the Company also seeks Shareholder approval for Resolutions 6 to 8 for the purposes of section 195(4) of the Corporations Act in respect of the reliance on the arm's length terms exception and the decision not to seek Shareholder approval under Chapter 2E of the Corporations Act.

7.5 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) a related party;

(b) 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;

(c) a person who is, or was at any 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;

(d) an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or

(e) 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 falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11.

7.6 Technical information required by Listing Rule 14.1A

If these Resolutions are passed, the Company will be able to proceed with the issue within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules) and will raise $300,000 (before costs) which will be applied in the manner set out in Section 1.7. As approval pursuant to Listing Rule 7.1 is not required for the issue (because approval is being obtained under Listing Rule 10.11 and the issue accordingly falls within exception 14 in Listing Rule 7.2), the issue will not use up any of the Company's 15% annual placement capacity.

If any of these Resolutions is not passed, the Company will not be able to proceed with the issue to the relevant Director, no further funds will be raised from that Director and any application monies received from that Director (or their nominee(s)) will be refunded to them (without interest). The Company would need to assess other avenues to raise the shortfall and the Condition Precedent relating to Shareholder approval may not be satisfied.

7.7 Technical information required by Listing Rule 10.13

REQUIRED INFORMATION	DETAILS
Name of the persons to whom Securities will be issued	The proposed recipients of the Securities are set out in the table included at Section 7.1 above.
Categorisation under Listing Rule 10.11	Each of the proposed recipients falls within the category set out in Listing Rule 10.11.1 as they are a related party of the Company by virtue of being a Director. Any nominee(s) of the proposed recipients who receive Securities may constitute 'associates' for the purposes of Listing Rule 10.11.4.
Number of Securities and class to be issued	The maximum number of Securities to be issued, and the allocation of those Securities between the recipients, is set out in the table included at Section 7.1 above. The maximum number of Options to be issued to each recipient is equal to approximately 33.33% of the number of Shares to be issued to that recipient (rounded down for fractional entitlements), as the Options will be issued free attaching with the Shares on a 1 for 3 basis.
Terms of Securities	The Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares. The Options will be issued on the terms and conditions set out in Schedule 1.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Securities on Completion, which is expected to occur within 5 Business Days of the Meeting. In any event, the Company will not issue any Securities later than one month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Securities	$0.05 per Share and nil per Option, as the Options will be issued free attaching with the Shares on a 1 for 3 basis, being the same price and on the same terms as the Shares and Options issued to unrelated participants in the Placement.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to enable the Directors to participate in the Placement on the same terms as unrelated participants and to raise additional capital. Refer to Section 1.7 for details of the proposed use of funds.
Voting exclusion statement	A voting exclusion statement applies to each of these Resolutions.

8. RESOLUTIONS 9 AND 10 – APPROVAL TO ISSUE SPP SECURITIES TO THE DIRECTORS

8.1 General

Resolutions 9 and 10 seek Shareholder approval for the purposes of section 195(4) of the Corporations Act and Listing Rule 10.11 for the issue of up to an aggregate of 1,200,000 Shares at an issue price of $0.05 per Share and up to 400,000 Options (issued free attaching with the Shares on a 1 for 3 basis) to Dr David Brookes and Mr George Rolleston (or their nominee(s)), in respect of their participation in the SPP to raise up to $60,000 (before costs).

As set out in Section 1.5, each of Dr David Brookes and Mr George Rolleston (or their nominee(s)) intends to subscribe for $30,000 worth of Shares under the SPP, being the maximum amount for which an eligible Shareholder may subscribe under the SPP.

The Options will be exercisable at $0.150 each on or before 5 years from the date of issue and otherwise on the terms and conditions set out in Schedule 1.

Further details in respect of the intended participation of Dr David Brookes and Mr George Rolleston in the SPP are set out in the table below.

RECIPIENT	RESOLUTION	SHARES	OPTIONS	FUNDS RAISED
Dr David Brookes	9	600,000	200,000	$30,000
Mr George Rolleston	10	600,000	200,000	$30,000
Total		**1,200,000**	**400,000**	**$60,000**

8.2 Director recommendation

Each of Dr David Brookes and Mr George Rolleston has a material personal interest in the outcome of these Resolutions on the basis that they (or their nominee(s)) are to be issued Securities should these Resolutions be passed. For this reason, the Directors do not believe that it is appropriate to make a recommendation on these Resolutions.

8.3 Chapter 2E of the Corporations Act

A summary of Chapter 2E of the Corporations Act is set out in Section 7.3 above.

The issue of the Securities constitutes the giving of a financial benefit and each of Dr David Brookes and Mr George Rolleston is a related party of the Company by virtue of being a Director.

The Board considers that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of the Securities because the Securities will be issued to each of Dr David Brookes and Mr George Rolleston (or their nominee(s)) on the same terms, and at the same issue price, as the Securities issued to non-related party participants under the SPP, and as such the giving of the financial benefit is on arm's length terms within the meaning of section 210 of the Corporations Act.

8.4 Section 195 of the Corporations Act

A summary of section 195 of the Corporations Act is set out in Section 7.4 above.

As Securities are proposed to be issued to two of the three Directors, it might be argued (but it is neither conceded nor, indeed, is it thought by the Board to be the case) that a quorum could not be formed to consider the matters contemplated by Resolutions 9 and 10 at Board level.

Accordingly, for the avoidance of any doubt, and for the purpose of transparency and best practice corporate governance, the Company also seeks Shareholder approval for Resolutions 9 and 10 for the purposes of section 195(4) of the Corporations Act in respect of the reliance on the arm's length terms exception and the decision not to seek Shareholder approval under Chapter 2E of the Corporations Act.

8.5 Listing Rule 10.11

A summary of Listing Rule 10.11 is set out in Section 7.5 above.

The issue of the Securities falls within Listing Rule 10.11.1. Exception 4 in Listing Rule 10.12 (which excepts an issue of securities under a security purchase plan that satisfies the conditions in the ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547) is not available in respect of either the Shares or the Options, for the reasons set out in Section 6.2 and, in the case of the Options, because the relief in that instrument is in any event confined to offers of shares and interests in managed investment schemes and does not extend to offers of options. No other exception in Listing Rule 10.12 applies. The issue of the Securities therefore requires the approval of Shareholders under Listing Rule 10.11.

8.6 Technical information required by Listing Rule 14.1A

If these Resolutions are passed, the Company will be able to proceed with the issue of the Securities within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules). As approval pursuant to Listing Rule 7.1 is not required for the issue (because approval is being obtained under Listing Rule 10.11 and the issue accordingly falls within exception 14 in Listing Rule 7.2), the issue will not use up any of the Company's 15% annual placement capacity. The Company will raise $60,000 (before costs) from the issue of the Shares, which will be applied in the manner set out in Section 1.5. No funds will be raised from the issue of the Options.

If either of these Resolutions is not passed, the Company will not be able to issue the Securities to the relevant Director, that Director (or their nominee(s)) will not be able to participate in the SPP, no further funds will be raised from that Director, and any application monies received from that Director (or their nominee(s)) under the SPP will be refunded to them (without interest). The Company would need to assess other avenues to raise the shortfall and the Condition Precedent relating to Shareholder approval may not be satisfied.

8.7 Technical information required by Listing Rule 10.13

REQUIRED INFORMATION	DETAILS
Name of the persons to whom Securities will be issued	The proposed recipients of the Securities are set out in the table included at Section 8.1 above.
Categorisation under Listing Rule 10.11	Each of the proposed recipients falls within the category set out in Listing Rule 10.11.1 as they are a related party of the Company by virtue of being a Director. Any nominee(s) of the proposed recipients who receive Securities may constitute 'associates' for the purposes of Listing Rule 10.11.4.
Number of Securities and class to be issued	Up to 600,000 Shares and up to 200,000 Options will be issued to each of Dr David Brookes and Mr George Rolleston (or their nominee(s)), being up to 1,200,000 Shares and up to 400,000 Options in aggregate. The allocation of those Securities between the recipients is set out in the table included at Section 8.1 above. The maximum number of Options to be issued to each recipient is equal to approximately 33.33% of the number of Shares to be issued to that recipient under the SPP (rounded down for fractional entitlements), as the Options will be issued free attaching with those Shares on a 1 for 3 basis.
Terms of Securities	The Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares. The Options will be issued on the terms and conditions set out in Schedule 1.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Securities on Completion, which is expected to occur within 5 Business Days of the Meeting. In any event, the Company will not issue any Securities later than one month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Securities	$0.05 per Share and nil per Option, as the Options will be issued free attaching with the Shares on a 1 for 3 basis. The Company will not receive any other consideration for the issue of the Options (other than in respect of funds received on exercise of the Options).

REQUIRED INFORMATION	DETAILS
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to enable Dr David Brookes and Mr George Rolleston to participate in the SPP on the same terms as all other SPP Participants and to raise additional capital. The Company will raise $60,000 (before costs) from the issue of the Shares. No funds will be raised from the issue of the Options. Refer to Section 1.7 for details of the proposed use of the funds raised under the SPP.
Voting exclusion statement	A voting exclusion statement applies to each of these Resolutions.

GLOSSARY

$ means Australian dollars.

Acquisition has the meaning given in Section 1.1.

ASIC means the Australian Securities & Investments Commission.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

Board means the current board of directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Capital Raising has the meaning given in Section 1.5.

Chair means the chair of the Meeting.

Company means TALi Digital Limited (ACN 108 150 750).

Completion has the meaning given in Section 1.3.

Conditions Precedent has the meaning given in Section 1.3.

Consideration Shares has the meaning given in Section 1.3.

Constitution means the Company's constitution.

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

Datasphere means Datasphere Analytics Pty Ltd (ACN 689 577 419).

Directors means the current directors of the Company.

Equity Securities includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

Explanatory Statement means the explanatory statement accompanying the Notice.

Lead Manager has the meaning given in Section 1.6.

Lead Manager Mandate has the meaning given in Section 1.6.

Licence Agreement has the meaning given in Section 1.2.

Listing Rules means the Listing Rules of ASX.

Material Person means a related party of the Company, member of the key management personnel of the Company, substantial holder of the Company, adviser of the Company or an associate of any of those parties.

Meeting means the meeting convened by the Notice.

Notice means this notice of meeting including the Explanatory Statement and the Proxy Form.

Option means an option to acquire a Share on the terms and conditions set out in Schedule 1.

Placement has the meaning given in Section 1.4.

Prospectus has the meaning given in Section 1.5.

Proxy Form means the proxy form accompanying the Notice.

Resolutions means the resolutions set out in the Notice, or any one of them, as the context requires.

Section means a section of the Explanatory Statement.

Security means a Share or an Option, as applicable.

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

Share Sale Agreement has the meaning given in Section 1.1.

Shareholder means a registered holder of a Share.

SPP has the meaning given in Section 1.5.

SPP Participants has the meaning given in Section 1.5.

Technion MOU has the meaning given in Section 1.1.

Tranche 1 Placement has the meaning given in Section 1.4.

Tranche 1 Placement Participants has the meaning given in Section 1.4.

Tranche 2 Placement has the meaning given in Section 1.4.

Tranche 2 Placement Participants has the meaning given in Section 1.4.

TRDF means The Technion Research & Development Foundation Ltd.

Vendors has the meaning given in Section 1.1.

VWAP means volume weighted average market price.

SCHEDULE 1 – TERMS AND CONDITIONS OF OPTIONS THE SUBJECT OF RESOLUTIONS 4 TO 10

(a) **Entitlement**

Each Option entitles the holder to subscribe for one Share upon exercise of the Option.

(b) **Exercise Price**

Subject to paragraph (i), the amount payable upon exercise of each Option will be $0.150 (**Exercise Price**).

(c) **Expiry Date**

Each Option will expire at 5:00 pm (AEST) on the date that is 5 years from the date of issue of the Option (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

The Options are exercisable at any time prior to the Expiry Date (**Exercise Period**).

(e) **Notice of Exercise**

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(f) **Exercise Date**

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

(g) **Timing of issue of Shares on exercise**

Within five Business Days after the Exercise Date, the Company will:

(i) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;

(ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and

(iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under (g)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, if required in order to cleanse the underlying Shares for secondary sale, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(h) **Shares issued on exercise**

Shares issued on exercise of the Options rank equally with the then issued fully paid, ordinary shares of the Company.

(i) **Reconstruction of capital**

If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

(j) **Participation in new issues**

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.

(k) **Change in exercise price**

An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.

(l) **Transferability**

The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

TALi Digital Limited | ABN 53 108 150 750

Proxy Voting Form

If you are attending the virtual Meeting please retain this Proxy Voting Form for online Securityholder registration.

Your proxy voting instruction must be received by **9:00am (AEST) on Wednesday, 23 September 2026**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

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

YOUR NAME AND ADDRESS

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

STEP 1 - APPOINT A PROXY

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

DEFAULT TO THE CHAIR OF THE MEETING

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

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

APPOINTMENT OF SECOND PROXY

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

SIGNING INSTRUCTIONS

Individual: Where the holding is in one name, the Shareholder must sign.
Joint holding: Where the holding is in more than one name, all Shareholders should sign.
Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.
Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.
Email Address: Please provide your email address in the space provided.
By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

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

Lodging your Proxy Voting Form:

Online
Use your computer or smartphone to appoint a proxy at https://portal.automic.com.au/investor/home 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:
WEBSITE:
https://automicgroup.com.au

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

STEP 1 - How to vote

APPOINT A PROXY:

I/We being a Shareholder entitled to attend and vote at the General Meeting of TALi Digital Limited, to be held virtually at **9:00am (AEST) on Friday, 25 September 2026** hereby:

Appoint the Chair of the Meeting (Chair) to vote in accordance with the following directions (or if no directions have been given, and subject to the relevant laws, as the Chair sees fit) at this meeting and at any adjournment thereof.

Please note: If you are not appointing the Chair of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your proxy. If the person so named is absent from the meeting, or if no person is named, the Chair will act on your behalf.

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.

Unless indicated otherwise by marking the "for", "against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.

VIRTUAL PARTICIPATION AT THE MEETING:

The Company is pleased to provide shareholders with the opportunity to attend and participate in a virtual Meeting through an online meeting platform powered by Automic, where shareholders will be able to watch, listen, and vote online.

To access the virtual meeting:

1. Open your internet browser and go to **investor.automic.com.au**
2. Login with your username and password or click **"register"** if you haven't already created an account. **Shareholders are encouraged to create an account prior to the start of the meeting to ensure there is no delay in attending the virtual meeting**

Further information on how to do this is set out in the Notice of Meeting. The Explanatory Notes that accompany and form part of the Notice of Meeting describe the various matters to be considered.

STEP 2 - Your voting direction

Resolutions		For	Against	Abstain
1	APPROVAL TO ISSUE CONSIDERATION SHARES			
2	RATIFICATION OF PRIOR ISSUE OF TRANCHE 1 PLACEMENT SHARES			
3	APPROVAL TO ISSUE TRANCHE 2 PLACEMENT SHARES			
4	APPROVAL TO ISSUE PLACEMENT OPTIONS			
5	APPROVAL TO ISSUE SPP SECURITIES			
6	APPROVAL TO ISSUE PLACEMENT SECURITIES TO DR DAVID BROOKES			
7	APPROVAL TO ISSUE PLACEMENT SECURITIES TO MR GEORGE ROLLESTON			
8	APPROVAL TO ISSUE PLACEMENT SECURITIES TO MR WILL HAMILTON			
9	APPROVAL TO ISSUE SPP SECURITIES TO DR DAVID BROOKES			
10	APPROVAL TO ISSUE SPP SECURITIES TO MR GEORGE ROLLESTON			

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution and your votes will not be counted in computing the required majority on a poll.

STEP 3 – Signatures and contact details

Individual or Securityholder 1	Securityholder 2	Securityholder 3
Sole Director and Sole Company Secretary	Director	Director / Company Secretary

Contact Name:

Email Address:

Contact Daytime Telephone

Date (DD/MM/YY)

/ /

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible).

AUTOMIC

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