29 October 2026

Dear Shareholder,

TALI DIGITAL LIMITED – 2026 ANNUAL GENERAL MEETING

TALi Digital Limited (**Company**) advises that the **2026 Annual General Meeting** of the shareholders of the Company (**Shareholders**) is scheduled to be held on **Thursday, 26 November 2026 at 11:00 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 11:00 am (Melbourne time) on Tuesday, 24 November 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 ANNUAL GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME:	11:00am (AEDT)
DATE:	Thursday, 26 November 2026
PLACE:	Virtually via the Automic website (www.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 11:00am (AEDT) on Tuesday, 24 November 2026.

BUSINESS OF THE MEETING

FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2026 together with the declaration of the Directors, the Director's report, the Remuneration Report and the auditor's report.

1. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **non-binding resolution**:

"That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's annual financial report for the financial year ended 30 June 2026."

2. RESOLUTION 2 – ELECTION OF DIRECTOR – 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 purpose of clause 8.1 of the Constitution, Listing Rule 14.4 and for all other purposes, Mr George Rolleston, a Director who was appointed casually on 16 June 2026, retires, and being eligible, is elected as a Director."

3. RESOLUTION 3 – RE-ELECTION OF DIRECTOR – 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 purpose of clause 5.2 of the Constitution, and for all other purposes, Dr David Brookes, a Director, retires by rotation, and being eligible, is re-elected as a Director."

4. RESOLUTION 4 – APPROVAL OF 7.1A MANDATE

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

"That, for the purposes of Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue up to that number of Equity Securities equal to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Statement."

5. RESOLUTION 5 – APPROVAL TO ISSUE SECURITIES UNDER EMPLOYEE INCENTIVE SECURITIES PLAN

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 7.2 (Exception 13(b)) and for all other purposes, approval is given for the Company to issue up to maximum of 6,736,374 Securities under the employee incentive scheme titled Employee Incentive Securities Plan, on the terms and conditions set out in the Explanatory Statement."

6. RESOLUTION 6 – APPROVAL TO ISSUE PERFORMANCE RIGHTS TO DIRECTOR – MR WILLIAM HAMILTON

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

"That, for the purposes of Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue 5,500,000 Performance Rights to Mr William Hamilton (or his nominees) under the Plan on the terms and conditions set out in the Explanatory Statement."

7. RESOLUTION 7 – APPROVAL TO ISSUE *ZEPOS* TO DIRECTOR – MR GEORGE ROLLESTON

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

"That, for the purposes of section 208 of the Corporations Act, Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue that number of ZEPOs calculated by dividing $52,500 by the 5-Day VWAP (rounded down to the nearest whole number) to Mr George Rolleston (or his nominees) under the Plan on the terms and conditions set out in the Explanatory Statement."

8. RESOLUTION 8 – APPROVAL TO ISSUE *ZEPOS* TO DIRECTOR – DR DAVID BROOKES

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

"That, for the purposes of section 208 of the Corporations Act, Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue that number of ZEPOs calculated by dividing $70,000 by the 5-Day VWAP (rounded down to the nearest whole number) to Dr David Brookes (or his nominees) under the Plan on the terms and conditions set out in the Explanatory Statement."

9. RESOLUTION 9 – INCREASE IN TOTAL AGGREGATE REMUNERATION FOR NON-EXECUTIVE DIRECTORS

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

"That, for the purposes of clause 15.8 of the Constitution, Listing Rule 10.17 and for all other purposes, Shareholders approve an increase of the total aggregate amount of fees payable to non-executive Directors from $350,000 per annum to $500,000 per annum in accordance with the terms and conditions set out in the Explanatory Statement."

10. RESOLUTION 10 – REPLACEMENT OF CONSTITUTION

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

"That, for the purposes of section 136(2) and section 648G of the Corporations Act and for all other purposes, approval is given for the Company to repeal its existing Constitution and adopt a new constitution in its place in the form as signed by the chairman of the Meeting for identification purposes."

Voting Prohibition Statements

Resolution 1 – Adoption of Remuneration Report	In accordance with sections 250BD(2) and 250R(4) of the Corporations Act, a vote on this Resolution must not be cast: (a) by or on behalf of a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report or a Closely Related Party of such a member, regardless of the capacity in which the vote is cast; or (b) as a proxy by a member of the Key Management Personnel at the date of the Meeting, or their Closely Related Parties. However, a person (the **voter**) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either: (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or (b) the voter is the Chair and the appointment of the Chair as proxy: (i) does not specify the way the proxy is to vote on this Resolution; and (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.
Resolution 5 – Approval to issue Securities under Employee Incentive Securities Plan	A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if: (a) the proxy is either: (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on this Resolution. However, the above prohibition does not apply if: (c) the proxy is the Chair; and (d) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.
Resolution 6 – Approval to Issue Performance Rights to Director – Mr William Hamilton	A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if: (a) the proxy is either: (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on this Resolution. However, the above prohibition does not apply if: (a) the proxy is the Chair; and (a) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.
Resolution 7 – Approval to Issue ZEPOs to Director – Mr George Rolleston	In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (**Resolution 7 Excluded Party**). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 7 Excluded Party. In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if: (a) the proxy is either: (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on this Resolution. Provided the Chair is not a Resolution 7 Excluded Party, the above prohibition does not apply if: (a) the proxy is the Chair; and (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

Resolution 8 – Approval to Issue ZEPOs to Director – Dr David Brookes	In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (**Resolution 8 Excluded Party**). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 8 Excluded Party. In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if: (c) the proxy is either: (iii) a member of the Key Management Personnel; or (iv) a Closely Related Party of such a member; and (d) the appointment does not specify the way the proxy is to vote on this Resolution. Provided the Chair is not a Resolution 8 Excluded Party, the above prohibition does not apply if: (a) the proxy is the Chair; and (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.
Resolution 9 – Increase in Total Aggregate Remuneration for Non-Executive Directors	A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if: (a) the proxy is either: (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on this Resolution. However, the above prohibition does not apply if: (a) the proxy is the Chair; and (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

Voting Exclusion Statements

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

Resolution 5 – Approval to issue Securities under Employee Incentive Securities Plan	A person who is eligible to participate in the employee incentive scheme or an associate of that person or those persons.
Resolution 6 – Approval to Issue Performance Rights to Director – Mr William Hamilton	Mr William Hamilton (or his nominees) or any other person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question or an associate of that person or those persons.
Resolution 7 – Approval to Issue ZEPOs to Director – Mr George Rolleston	Mr George Rolleston (or his nominees) or any other person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question or an associate of that person or those persons.
Resolution 8 – Approval to Issue ZEPOs to Director – Dr David Brookes	Dr David Brookes (or his nominees) or any other person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question or an associate of that person or those persons.
Resolution 9 – Increase in Total Aggregate Remuneration for Non-Executive Directors	A Director 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.

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 at the Meeting

To vote at the Meeting, Shareholders must attend the Meeting virtually via the Automic website at the time and date set out above.

Should you wish to discuss the matters in this Notice please do not hesitate to contact the Company Secretary 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. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Corporations Act, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2026 together with the declaration of the Directors, the Directors' report, the Remuneration Report and the auditor's report.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at www.talidigital.com.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

2.1 General

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report to be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the company or the directors of the company.

The remuneration report sets out the company's remuneration arrangements for the directors and senior management of the company. The remuneration report is part of the directors' report contained in the annual financial report of the company for a financial year.

The chair of the meeting must allow a reasonable opportunity for its shareholders to ask questions about or make comments on the remuneration report at the annual general meeting.

2.2 Voting consequences

A company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (**Spill Resolution**) if, at consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the company must convene a shareholder meeting (**Spill Meeting**) within 90 days of the second annual general meeting.

All of the directors of the company who were in office when the directors' report (as included in the company's annual financial report for the most recent financial year) was approved, other than the managing director of the company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as directors of the company is approved will be the directors of the company.

2.3 Previous voting results

At the Company's previous annual general meeting the votes cast against the remuneration report considered at that annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Meeting.

3. RESOLUTION 2 – ELECTION OF DIRECTOR – MR GEORGE ROLLESTON

3.1 General

The Constitution allows the Directors to appoint at any time a person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

Pursuant to the Constitution and Listing Rule 14.4, any Director so appointed holds office only until the next annual general meeting and is then eligible for election by Shareholders but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

Mr George Rolleston, having been appointed by other Directors on 16 June 2026 in accordance with the Constitution, will retire in accordance with the Constitution and Listing Rule 14.4 and being eligible, seeks election from Shareholders.

Further information in relation to Mr Rolleston is set out below.

Qualifications, experience and other material directorships	Mr Rolleston is the founder and Managing Director of Asset Growth Fund Pty Ltd and the Suubee Group Pty Ltd, based in Melbourne. George has two decades of experience in global financial markets, working in mergers and acquisitions and in the financial advisory sector. Mr Rolleston is a director of a number of private businesses operating globally in the automation, tourism, software, finance and security industries. He was previously a director of New Zealand listed MHM Automation Ltd before it was acquired by Fortifi Food Processing Solutions. He is a non-executive director of ASX-listed Felix Group Holdings Ltd (ASX: FLX).
Term of office	Mr Rolleston has served as a Director since 16 June 2026.
Independence	If elected, the Board considers that Mr Rolleston will be an independent Director.
Other material information	The Company conducts appropriate checks on the background and experience of candidates before their appointment to the Board.
Board recommendation	Having received an acknowledgement from Mr Rolleston that he will have sufficient time to fulfil his responsibilities as a Director and having reviewed the performance of Mr Rolleston since his appointment to the Board and the skills, knowledge, experience and capabilities required by the Board, the Directors (other than Mr Rolleston) recommend that Shareholders vote in favour of Resolution 2.

3.2 Technical information required by Listing Rule 14.1A

If Resolution 2 is passed, Mr George Rolleston will be elected to the Board as an independent Director.

If Resolution 2 is not passed, Mr George Rolleston will not continue in his role as an independent Director. The Company may seek nominations or otherwise identify suitably qualified candidates to join the Company. As an additional consequence, this may detract from the Board and Company's ability to execute on its strategic vision.

4. RESOLUTION 3 – RE-ELECTION OF DIRECTOR – DR DAVID BROOKES

4.1 General

Listing Rule 14.4 provides that, other than a managing director, a director of an entity must not hold office (without re-election) past the third annual general meeting following the director's appointment or three years, whichever is the longer. However, where there is

more than one managing director, only one is entitled to be exempt from this rotation requirement.

Dr David Brookes, having held office without re-election since 29 November 2023 and being eligible, retires by rotation and seeks re-election.

With effect from the appointment of Mr Hamilton as Managing Director and Chief Executive Officer on 1 November 2026, Dr Brookes will transition from Executive Chair to Non-Executive Chair of the Company.

Further information in relation to Dr Brookes is set out below.

Qualifications, experience and other material directorships	Dr Brookes has extensive experience in the health and biotechnology industries and held Board positions in a number of ASX listed biotechnology companies, including as Chairman of genomics solutions company, RHS Ltd, which was acquired by PerkinElmer Inc (NYSE: PKI) in June 2018.
Term of office	Dr Brookes has served as a Director since 29 June 2020 and was last re-elected on 29 November 2023.
Independence	If re-elected, the Board does not consider that Dr Brookes will be an independent Director.
Board recommendation	Having received an acknowledgement from Dr Brookes that he will have sufficient time to fulfil his responsibilities as a Director and having reviewed the performance of Dr Brookes since his appointment to the Board and the skills, knowledge, experience and capabilities required by the Board, the Directors (other than Dr Brookes) recommend that Shareholders vote in favour of Resolution 3.

4.2 Technical information required by Listing Rule 14.1A

If Resolution 3 is passed, Dr Brookes will be re-elected to the Board as a non-executive Director.

If Resolution 3 is not passed, Dr Brookes will not continue in his role as a non-executive Director. The Company may seek nominations or otherwise identify suitably qualified candidates to join the Company. As an additional consequence, this may detract from the Board and Company's ability to execute on its strategic vision.

5. RESOLUTION 4 – APPROVAL OF 7.1A MANDATE

5.1 General

Resolution 4 seeks Shareholder approval by way of special resolution for the Company to have the additional 10% placement capacity provided for in Listing Rule 7.1A to issue Equity Securities without Shareholder approval.

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.

Under Listing Rule 7.1A, an Eligible Entity may seek shareholder approval by way of a special resolution passed at its annual general meeting to increase this 15% limit by an extra 10% to 25% (**7.1A Mandate**). An Eligible Entity means an entity which is not included in the S&P/ASX 300 Index and has a market capitalisation of $300,000,000 or less. As of 15 October 2026, the Company's market capitalisation is $8,905,470. The Company is therefore an Eligible Entity.

5.2 Technical information required by Listing Rule 14.1A

For Resolution 4 to be passed, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be cast in favour of Resolution 4.

If Resolution 4 is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If Resolution 4 is not passed, the Company will not be able to access the additional 10% capacity to issue Equity Securities without Shareholder approval under Listing Rule 7.1A and will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval set out in Listing Rule 7.1.

5.3 Technical information required by Listing Rule 7.3A

REQUIRED INFORMATION	DETAILS
Period for which the 7.1A Mandate is valid	The 7.1A Mandate will commence on the date of the Meeting and expire on the first to occur of the following: (a) the date that is 12 months after the date of this Meeting; (b) the time and date of the Company's next annual general meeting; and (c) the time and date of approval by Shareholders of any transaction under Listing Rule 11.1.2 (a significant change in the nature or scale of activities) or Listing Rule 11.2 (disposal of the main undertaking).
Minimum price	Any Equity Securities issued under the 7.1A Mandate must be in an existing quoted class of Equity Securities and be issued for cash consideration at a minimum price of 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 trading days on which trades in that class were recorded immediately before: (a) the date on which the price at which the Equity Securities are to be issued is agreed by the entity and the recipient of the Equity Securities; or (b) if the Equity Securities are not issued within 10 trading days of the date in paragraph (a) above, the date on which the Equity Securities are issued.
Use of funds	The Company intends to use funds raised from issues of Equity Securities under the 7.1A Mandate to support the commercialisation and growth of its digital health and cognitive assessment technologies, fund product development initiatives, pursue strategic business development opportunities, meet working capital requirements and for general corporate purposes. Funds may also be used to facilitate acquisitions, investments or strategic partnerships where the Board considers such opportunities to be value accretive for Shareholders.
Risk of economic and voting dilution	Any issue of Equity Securities under the 7.1A Mandate will dilute the interests of Shareholders who do not receive any Shares under the issue. If Resolution 4 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 7.1A Mandate, the economic and voting dilution of existing Shares would be as shown in the table below. The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in Listing Rule 7.1A.2, on the basis of the closing market price of Shares and the number of Equity Securities on issue or proposed to be issued as at 15 October 2026.

REQUIRED INFORMATION	DETAILS

The table also shows the voting dilution impact where the number of Shares on issue (Variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 7.1A Mandate.

		DILUTION			
Number of Shares on Issue (Variable A in Listing Rule 7.1A.2)		**Shares issued – 10% voting dilution**	**Issue Price**		
			$0.040	**$0.079**	**$0.119**
			50% decrease	**Issue Price**	**50% increase**
			Funds Raised		
Current	112,727,470 Shares	11,272,747 Shares	$450,909	$890,547	$1,341,456
50% increase	169,091,205 Shares	16,909,120 Shares	$676,364	$1,335,820	$2,012,185
100% increase	225,454,940 Shares	22,545,494 Shares	$901,819	$1,781,094	$2,682,913

*The number of Shares on issue (Variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1.

The table above uses the following assumptions:

1. There are currently 112,727,470 Shares on issue.
2. The issue price set out above is the closing market price of the Shares on the ASX on 15 October 2026 (being $0.079) (**Issue Price**). The Issue Price at a 50% increase and 50% decrease are each rounded to three decimal places prior to the calculation of the funds raised.
3. The Company issues the maximum possible number of Equity Securities under the 7.1A Mandate.
4. The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in Listing Rule 7.2 or with approval under Listing Rule 7.1.
5. The issue of Equity Securities under the 7.1A Mandate consists only of Shares. It is assumed that no Options are exercised into Shares before the date of issue of the Equity Securities. If the issue of Equity Securities includes quoted Options, it is assumed that those quoted Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
6. The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
7. This table does not set out any dilution pursuant to approvals under Listing Rule 7.1 unless otherwise disclosed.
8. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
9. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 7.1A Mandate, based on that Shareholder's holding at the date of the Meeting.

Shareholders should note that there is a risk that:

(a) the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and

REQUIRED INFORMATION	DETAILS
	(b) the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.
Allocation policy under 7.1A Mandate	The recipients of the Equity Securities to be issued under the 7.1A Mandate have not yet been determined. However, the recipients of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be Directors of the Company. The Company will determine the recipients at the time of the issue under the 7.1A Mandate, having regard to the following factors: (a) the purpose of the issue; (b) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue, share purchase plan, placement or other offer where existing Shareholders may participate; (c) the effect of the issue of the Equity Securities on the control of the Company; (d) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company; (e) prevailing market conditions; and (f) advice from corporate, financial and broking advisers (if applicable).
Previous approval under Listing Rule 7.1A.2	The Company previously obtained approval from its Shareholders pursuant to Listing Rule 7.1A at its annual general meeting held on 11 November 2025 (**Previous Approval**). During the 12-month period preceding the date of the Meeting, being on and from 26 November 2025, the Company has not issued any Equity Securities pursuant to the Previous Approval.
Voting exclusion statement	As at the date of this Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A. Accordingly, a voting exclusion statement is not included in this Notice.

6. RESOLUTION 5 – APPROVAL TO ISSUE SECURITIES UNDER EMPLOYEE INCENTIVE SECURITIES PLAN

6.1 General

This Resolution seeks Shareholder approval for purposes of Listing Rule 7.2 (Exception 13(b)) for the issue of a maximum of 6,736,374 Securities under the employee incentive scheme titled "Employee Incentive Securities Plan" (**Plan**).

The objective of the Plan is to attract, motivate and retain key employees, contractors and other persons who provide services to the Company, and the Company considers that the adoption of the Plan and the future issue of Securities under the Plan will provide these parties with the opportunity to participate in the future growth of the Company.

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.

Listing Rule 7.2 (Exception 13(b)) provides that Listing Rule 7.1 does not apply to an issue of securities under an employee incentive scheme if, within three years before the date of issue of the securities, the holders of the entity's ordinary securities have approved the issue of equity securities under the scheme as exception to Listing Rule 7.1.

Exception 13(b) is only available if and to the extent that the number of equity securities issued under the scheme does not exceed the maximum number set out in the entity's notice of meeting dispatched to shareholders in respect of the meeting at which shareholder approval was obtained pursuant to Listing Rule 7.2 (Exception 13(b)). Exception 13(b) also ceases to be available if there is a material change to the terms of the scheme from those set out in the notice of meeting.

6.2 Technical Information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to issue Securities under the Plan to eligible participants over a period of 3 years. The issue of any Securities to eligible participants under the Plan (up to the maximum number of Securities stated in Section 6.3 below) 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.

For the avoidance of doubt, the Company must seek Shareholder approval under Listing Rule 10.14 in respect of any future issues of Securities under the Plan to a related party or a person whose relationship with the Company or the related party is, in ASX's opinion, such that approval should be obtained.

If this Resolution is not passed, the Company will be able to proceed with the issue of Securities under the Plan to eligible participants, but any issues of Securities will reduce, to that extent, the Company's capacity to issue equity securities without Shareholder approval under Listing Rule 7.1 for the 12-month period following the issue of the Securities.

6.3 Technical information required by Listing Rule 7.2 (Exception 13)

REQUIRED INFORMATION	DETAILS
Terms of the Plan	A summary of the material terms and conditions of the Plan is set out in Schedule 2.
Number of Securities previously issued under the Plan	The Company has not issued any Securities under the Plan as this is the first time that Shareholder approval is being sought for the adoption of the Plan.
Maximum number of Securities proposed to be issued under the Plan	The maximum number of Securities proposed to be issued under the Plan in reliance on to Listing Rule 7.2 (Exception 13), following Shareholder approval, is 6,736,374 Securities. It is not envisaged that the maximum number of Securities for which approval is sought will be issued immediately. The Company may also seek Shareholder approval under Listing Rule 10.14 in respect of any future issues of Securities under the Plan to a related party or a person whose relationship with the Company or the related party is, in ASX's opinion, such that approval should be obtained.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.
Voting prohibition statement	A voting prohibition statement applies to this Resolution.

7. RESOLUTION 6 – APPROVAL TO ISSUE PERFORMANCE RIGHTS TO DIRECTOR – MR WILLIAM HAMILTON

7.1 General

On 27 October 2026, the Company and Mr William Hamilton entered into an agreement pursuant to which Mr Hamilton would be appointed as the Managing Director of the Company, effective from 1 November 2026 (**MD Agreement**).

The material terms of the MD Agreement are as follows:

(a) **Base Salary**: A$325,000 per annum plus statutory superannuation.

(b) **LTI**: Mr Hamilton (or his nominee(s)) will be issued 5,500,000 Performance Rights on the terms and conditions set out in Schedule 3, subject to Shareholder approval.

(c) **Notice/Termination Period**: Three months' notice period for both Mr Hamilton and the Company. Mr Hamilton's employment will be subject to a three (3) month probation period.

The MD Agreement is otherwise on terms considered standard for an agreement of its nature.

In addition, the Board (with Mr Hamilton abstaining) has resolved to pay Mr Hamilton a one-off cash bonus of $80,000 in recognition of his contribution to the Company's Datasphere transaction.

This Resolution seeks Shareholder approval for the purposes of Listing Rule 10.14 for the issue of 5,500,000 Performance Rights to Mr William Hamilton (or his nominee(s)) pursuant to the Plan on the terms and conditions set out below.

Further details in respect of the Performance Rights proposed to be issued are set out in the table below.

CLASS	QUANTUM	VESTING CONDITION	EXPIRY DATE
A	1,833,334	The VWAP of Shares over any 20 consecutive trading days on which Shares have traded being equal to or greater than $0.20 at any time prior to the Expiry Date.	The date that is three (3) years from the date of issue of the Performance Rights.
B	1,833,333	The VWAP of Shares over any 20 consecutive trading days on which Shares have traded being equal to or greater than $0.35 at any time prior to the Expiry Date.	The date that is three (3) years from the date of issue of the Performance Rights.
C	1,833,333	The VWAP of Shares over any 20 consecutive trading days on which Shares have traded being equal to or greater than $0.45 at any time prior to the Expiry Date.	The date that is three (3) years from the date of issue of the Performance Rights.

7.2 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 constitutes giving a financial benefit and Mr Hamilton is a related party of the Company by virtue of being a Director.

The Directors (other than Mr Hamilton) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue, because the agreement to issue the Performance Rights, reached as part of the remuneration package for Mr Hamilton, is considered reasonable remuneration in the circumstances and was negotiated on an arm's length basis.

7.3 Listing Rule 10.14

Listing Rule 10.14 provides that an entity must not permit any of the following persons to acquire equity securities under an employee incentive scheme without the approval of the holders of its ordinary securities:

10.14.1 a director of the entity;

10.14.2 an associate of a director of the entity; or

10.14.3 a person whose relationship with the entity or a person referred to in Listing Rules 10.14.1 to 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by security holders.

The issue falls within Listing Rule 10.14.1 and therefore requires the approval of Shareholders under Listing Rule 10.14.

7.4 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue within 3 years after the date of the Meeting. As approval pursuant to Listing Rule 7.1 is not required for the issue (because approval is being obtained under Listing Rule 10.14), the issue will not use up any of the Company's 15% annual placement capacity.

If this Resolution is not passed, the Company will not be able to proceed with the issue and the Company may be required to explore alternative methods of remunerating Mr Hamilton in his role, including through potential cash payments.

7.5 Technical information required by Listing Rule 10.15

REQUIRED INFORMATION	DETAILS
Name of the person to whom Securities will be issued	Mr William Hamilton (or his nominee(s))
Categorisation under Listing Rule 10.14	Mr Hamilton falls within the category set out in Listing Rule 10.14.1 as he is a related party of the Company by virtue of being a Director. Any nominee(s) of Mr Hamilton who receive Securities may constitute 'associates' for the purposes of Listing Rule 10.14.2.
Number of Securities and class to be issued	5,500,000 Performance Rights will be issued, comprising 1,833,334 Class A Performance Rights, 1,833,333 Class B Performance Rights and 1,833,333 Class C Performance Rights.
Remuneration package	The current total remuneration package for Mr Hamilton (as Managing Director) is $357,500, comprising base salary of $325,000 and a superannuation payment of $32,500. If the Securities are issued, the total remuneration package of Mr Hamilton will increase by $208,210 to $565,710, being the value of the Performance Rights (based on a Monte Carlo simulation). Mr Hamilton will also receive a one-off cash bonus of $80,000 in recognition of his contribution to the Datasphere transaction.
Securities previously issued to the recipient/(s) under the Plan	As this is the first time that Shareholder approval is being sought for the adoption of the Plan, no Securities have been previously issued under the Plan.
Terms of Securities	The Performance Rights will be issued on the terms and conditions set out in Schedule 3.

REQUIRED INFORMATION	DETAILS
Consideration of type of Security to be issued	The Company has agreed to issue the Performance Rights for the following reasons: (a) the issue of the Performance Rights has no immediate dilutionary impact on Shareholders; (b) the issue to Mr Hamilton will align the interests of the recipient with those of Shareholders; (c) the issue is a reasonable and appropriate method to provide cost effective remuneration as the non-cash form of this benefit will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to Mr Hamilton; and (d) it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Performance Rights on the terms proposed.
Valuation	The Company values the Performance Rights at $208,210 (being $0.0469 per Class A Performance Right, $0.0358 per Class B Performance Right and $0.0309 per Class C Performance Right) based on a Monte Carlo simulation.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Performance Rights within 5 Business Days of the Meeting. In any event, the Company will not issue any Performance Rights later than three years after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Issue price of Securities	The Performance Rights will be issued at a nil issue price.
Material terms of the Plan	A summary of the material terms and conditions of the Plan is set out in Schedule 2.
Material terms of any loan	No loan is being made in connection with the acquisition of the Performance Rights.
Additional Information	Details of any Securities issued under the Plan will be published in the annual report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14. Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of Securities under the Plan after this Resolution is approved and who were not named in this Notice will not participate until approval is obtained under Listing Rule 10.14.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.
Voting prohibition statement	A voting prohibition statement applies to this Resolution.

8. RESOLUTIONS 7 AND 8 – APPROVAL TO ISSUE ZEPOS TO MR GEORGE ROLLESTON AND DR DAVID BROOKES

8.1 General

Resolutions 7 and 8 seek Shareholder approval for the purposes of Chapter 2E of the Corporations Act and Listing Rule 10.14 for the issue of that number of ZEPOs equal to an aggregate value of $122,500 (being $52,500 in respect of Mr Rolleston and $70,000 in

respect of Dr Brookes) at a deemed issue price equal to the 5-Day VWAP to Mr George Rolleston and Dr David Brookes (or their nominee(s)) pursuant to the Plan on the terms and conditions set out below.

Further details in respect of the ZEPOs proposed to be issued are set out in the table below.

QUANTUM	RECIPIENT	RESOLUTION	VESTING CONDITION	EXPIRY DATE
$26,250	George Rolleston	7	The ZEPOs shall vest upon issue. Shares issued on exercise of these ZEPOs may not be disposed of until 12 months after the date of issue of the ZEPOs).	The date that is five (5) years from the date of issue
$26,250	George Rolleston	7	The ZEPOs shall vest on 1 July 2027, subject to the holder remaining a Director of (or otherwise engaged by) the Company continuously until that date.	The date that is five (5) years from the date of issue
$35,000	David Brookes	8	The ZEPOs shall vest upon issue. Shares issued on exercise of these ZEPOs may not be disposed of until 12 months after the date of issue of the ZEPOs).	The date that is five (5) years from the date of issue
$35,000	David Brookes	8	The ZEPOs shall vest on 1 July 2027, subject to the holder remaining a Director of (or otherwise engaged by) the Company continuously until that date.	The date that is five (5) years from the date of issue

8.2 Director Recommendation

Mr George Rolleston and Dr David Brookes each have a material personal interest in the outcome of Resolutions 7 and 88 on the basis that they (and/or their nominee/s) are to be issued ZEPOs should Resolutions 7 and 8 be passed. For this reason, Messrs Rolleston and Brookes do not believe that it is appropriate to make a recommendation on Resolutions 7 and 8.

Mr Hamilton, who does not have a material personal interest in the outcome of Resolutions 7 and 8, recommends that Shareholders vote in favour of Resolutions 7 and 8 for the reasons set out in Section 8.6.

8.3 Chapter 2E of the Corporations Act

A summary of Chapter 2E of the Corporations Act is set out in Section 7.2 above.

The issue constitutes giving a financial benefit and each of the proposed recipients is a related party of the Company by virtue of being a Director.

As the ZEPOs are proposed to be issued to all of the Directors other than Mr Hamilton, the Directors are unable to form a quorum to consider whether one of the exceptions set out in sections 210 to 216 of the Corporations Act applies to the issue. Accordingly, Shareholder approval for the issue is sought in accordance with Chapter 2E of the Corporations Act.

8.4 Listing Rule 10.14

A summary of Listing Rule 10.14 is set out in Section 7.3 above.

The issue falls within Listing Rule 10.14.1 and therefore requires the approval of Shareholders under Listing Rule 10.14.

8.5 Technical information required by Listing Rule 14.1A

If Resolutions 7 and 8 are passed, the Company will be able to proceed with the issue within three years 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 10.14), the issue will not use up any of the Company's 15% annual placement capacity.

If Resolutions 7 and 8 are not passed, the Company will not be able to proceed with the issue, and the Company may seek to remunerate Messrs Rolleston and Brookes through other means (i.e. cash payments).

8.6 Technical information required by Listing Rule 10.15 and section 219 of the Corporations Act

REQUIRED INFORMATION	DETAILS
Name of the persons to whom Securities will be issued	Mr George Rolleston and Dr David Brookes (or their nominee/s).
Categorisation under Listing Rule 10.14	Each of the proposed recipients falls within the category set out in Listing Rule 10.14.1 as they are a related party of the Company by virtue of being a Director. Any nominee(s) of the proposed recipients who receive ZEPOs may constitute 'associates' for the purposes of Listing Rule 10.14.2.
Number of Securities and class to be issued	The number of ZEPOs to be issued (being the nature of the financial benefit proposed to be given) is that number equal to an aggregate value of $122,500 at a deemed issue price equal to the 5-Day VWAP (being $52,500 in respect of Mr Rolleston and $70,000 in respect of Dr Brookes), which will be allocated as set out in the table included at Section 8.1 above. Please refer to Section 8.7 below for an illustration of the number of ZEPOs that may be issued to Mr George Rolleston and Dr David Brookes (or their nominee/s).
Terms of Securities	The ZEPOs will be issued on the terms and conditions set out in Schedule 1.
Material terms of the Plan	A summary of the material terms and conditions of the Plan is set out in Schedule 2.
Material terms of any loan	No loan is being made in connection with the acquisition of the ZEPOs.
Date(s) on or by which the Securities will be issued	The Company expects to issue the ZEPOs within 5 Business Days of the Meeting. In any event, the Company will not issue any ZEPOs later than three years after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Securities	The ZEPOs will be issued at a nil issue price.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to provide an equity-based component in the remuneration package for Mr George Rolleston and Dr David Brookes to motivate and reward their performance as Directors and to provide cost effective remuneration to Mr George Rolleston and Dr David Brookes, enabling the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to the Directors.
Consideration of type of Security to be issued	The Company has agreed to issue the ZEPOs for the following reasons: (a) the issue of ZEPOs has no immediate dilutionary impact on Shareholders;

<table>
<tr><th>REQUIRED INFORMATION</th><th>DETAILS</th></tr>
<tr><td></td><td>(b) the issue to Mr George Rolleston and Dr David Brookes (and/or their nominee/s) will align the interests of the recipient with those of Shareholders;

(c) the issue is a reasonable and appropriate method to provide cost effective remuneration as the non-cash form of this benefit will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to Mr George Rolleston and Dr David Brookes;

(d) the deferred taxation benefit which is available to the recipient in respect of an issue of ZEPOs is also beneficial to the Company as it means the recipient is not required to immediately sell the ZEPOs to fund a tax liability (as would be the case in an issue of Shares where the tax liability arises upon issue of the Shares) and will instead, continue to hold an interest in the Company; and

(e) it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the ZEPOs on the terms proposed.</td></tr>
<tr><td>Consideration of quantum of Securities to be issued</td><td>The number of ZEPOs to be issued has been determined based upon a consideration of:

(a) current market standards and/or practices of other ASX listed companies of a similar size and stage of development to the Company;

(b) the remuneration of the proposed recipients; and

(c) incentives to attract and ensure continuity of service of the proposed recipients who have appropriate knowledge and expertise, while maintaining the Company's cash reserves.

The Company does not consider that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the ZEPOs upon the terms proposed.</td></tr>
<tr><td>Remuneration package</td><td>The total remuneration package for each of the recipients for the previous financial year and the proposed total remuneration package for the current financial year are set out below:

<table>
<tr><th>RELATED PARTY</th><th>CURRENT FINANCIAL YEAR ENDING 30 JUNE 2027</th><th>PREVIOUS FINANCIAL YEAR ENDED 30 JUNE 2026</th></tr>
<tr><td>George Rolleston[1]</td><td>105,000[2]</td><td>2,187[3]</td></tr>
<tr><td>David Brookes</td><td>146,666[4]</td><td>65,604[5]</td></tr>
</table>

Notes:
1. Appointed 16 June 2026.
2. Comprising salary and fees of $46,875, a superannuation payment of $5,625 and share-based payments of $52,500 (being the value of the ZEPOs the subject of Resolution 7).</td></tr>
</table>

<table>
<tr><th>REQUIRED INFORMATION</th><th>DETAILS</th></tr>
<tr><td></td><td>3. Comprising salary and fees of $1,953 and a superannuation payment of $235.
4. Comprising salary and fees of $68,452, a superannuation payment of $8,214 and share-based payments of $70,000 (being the value of the ZEPOs the subject of Resolution 8). Dr Brookes' fees reduced from $90,000 to $70,000 per annum (inclusive of superannuation) upon his transition from Executive Chair to Non-Executive Chair on 1 November 2026.
5. Comprising salary and fees of $56,141, a superannuation payment of $6,737 and share-based payments of $2,726.</td></tr>
<tr><td>Valuation</td><td>As the ZEPOs have a nil exercise price, the value of each ZEPO is equal to the market value of a Share. As the number of ZEPOs to be issued will be calculated by dividing $52,500 (in respect of Mr Rolleston) and $70,000 (in respect of Dr Brookes) by the 5-Day VWAP, the total value of the ZEPOs is $122,500, being $52,500 in respect of Mr Rolleston (Resolution 7) and $70,000 in respect of Dr Brookes (Resolution 8).</td></tr>
<tr><td>Interest in Securities</td><td>The relevant interests of the recipients in Securities as at the date of this Notice and following completion of the issue are set out below:
As at the date of this Notice
<table>
<tr><th>RELATED PARTY</th><th>SHARES</th><th>OPTIONS</th><th>PERFORMANCE RIGHTS</th></tr>
<tr><td>George Rolleston</td><td>6,592,245</td><td>1,400,000</td><td>Nil</td></tr>
<tr><td>David Brookes</td><td>1,890,003</td><td>713,333</td><td>Nil</td></tr>
</table>
Post issue
<table>
<tr><th>RELATED PARTY</th><th>SHARES</th><th>OPTIONS</th><th>PERFORMANCE RIGHTS</th></tr>
<tr><td>George Rolleston</td><td>6,592,245</td><td>2,073,076</td><td>Nil</td></tr>
<tr><td>David Brookes</td><td>1,890,003</td><td>1,610,768</td><td>Nil</td></tr>
</table>
Note: The number of Options held post issue includes the indicative number of ZEPOs that would be issued based on a deemed issue price equal to the Closing Price of $0.078 (being 673,076 ZEPOs to Mr Rolleston and 897,435 ZEPOs to Dr Brookes). The actual number of ZEPOs issued will depend on the 5-Day VWAP. Refer to Section 8.7 for further details.</td></tr>
<tr><td>Trading history</td><td>The trading history of the Shares on ASX in the 12 months before the date of this Notice is set out below:
<table>
<tr><th></th><th>PRICE</th><th>DATE</th></tr>
<tr><td>Highest</td><td>$0.135</td><td>16 June 2026</td></tr>
<tr><td>Lowest</td><td>$0.04</td><td>19 March to 27 March 2026</td></tr>
<tr><td>Last</td><td>$0.079</td><td>15 October 2026</td></tr>
</table></td></tr>
<tr><td>Securities previously issued to the recipient/(s) under the Plan</td><td>No Securities have previously been issued to Mr George Rolleston and Dr David Brookes (or their nominees) under the Plan.</td></tr>
<tr><td>Additional Information</td><td>Details of any Securities issued under the Plan will be published in the annual report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14.

Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of Securities</td></tr>
</table>

REQUIRED INFORMATION	DETAILS
	under the Plan after this Resolution is approved and who were not named in this Notice will not participate until approval is obtained under Listing Rule 10.14.
Other information	The Board is not aware of any other information that is reasonably required by Shareholders to allow them to decide whether it is in the best interests of the Company to pass Resolutions 7 and 8.
Voting exclusion statements	Voting exclusion statements apply to Resolutions 7 and 8.
Voting prohibition statements	Voting prohibition statements apply to Resolutions 7 and 8.

8.7 Dilution

Set out below is a worked example of the number of ZEPOs that may be issued under Resolutions 7 and 8 based on assumed deemed issue prices of $0.078, $0.117 and $0.039 per Share, being the closing price of Shares on 6 October 2026 (**Closing Price**), and a 50% increase and 50% decrease to the Closing Price.

QUANTUM	ASSUMED ISSUE PRICE	MAXIMUM NUMBER OF ZEPOs WHICH MAY BE ISSUED[1]	DILUTION EFFECT ON EXISTING SHAREHOLDERS ON CONVERSION
GEORGE ROLLESTON			
$52,500	$0.078	673,076	0.50%
$52,500	$0.117	448,717	0.33%
$52,500	$0.039	1,346,153	0.99%
DAVID BROOKES			
$70,000	$0.078	897,435	0.66%
$70,000	$0.117	598,290	0.44%
$70,000	$0.039	1,794,871	1.31%

Notes:

1. Rounded down to the nearest whole number.
2. There are currently 134,727,470 Shares on issue as at the date of this Notice and this table assumes no Options are exercised, no convertible securities converted or additional Shares issued, other than the maximum number of ZEPOs which may be issued pursuant to these Resolutions (based on the assumed issue prices set out in the table).
3. The Company notes that the above workings are an example only and the actual issue price may differ. This will result in the maximum number of ZEPOs to be issued and the dilution percentage to also differ.

As the issue price under these Resolutions is linked to the market price of the Company's Shares, the issue could be highly dilutive to existing Shareholders if the market price of the Shares falls substantially between the date of the Notice and the date of issue.

9. RESOLUTION 9 – INCREASE IN TOTAL AGGREGATE REMUNERATION FOR NON-EXECUTIVE DIRECTORS

9.1 General

This Resolution seeks Shareholder approval for the purposes of clause 15.7 of the Constitution and Listing Rule 10.17 to increase the total aggregate amount of fees payable to non-executive Directors from $350,000 to $500,000.

Listing Rule 10.17 provides that an entity must not increase the total aggregate amount of directors' fees payable to all of its non-executive directors without the approval of holders of its ordinary securities.

Directors' fees include all fees payable by the entity or any of its child entities to a non-executive director for acting as a director of the entity or any of its child entities (including attending and participating in any board committee meetings), superannuation contributions for the benefit of a non-executive director and any fees which a non-executive director agrees to sacrifice for other benefits. It does not include reimbursement of genuine out of pocket expenses, genuine "special exertion" fees paid in accordance with an entity's constitution, or securities issued to a non-executive director under Listing Rules 10.11 or 10.14 with the approval of the holders of its ordinary securities.

Clauses 15.7 and 15.8 of the Constitution provides that total aggregate remuneration payable to the non-executive Directors will not exceed the sum initially set by the Constitution and subsequently increased by ordinary resolution of Shareholders in a general meeting.

9.2 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the maximum aggregate amount of fees payable to the non-executive Directors will increase by $150,000 to $500,000.

If this Resolution is not passed, the maximum aggregate amount of fees payable to non-executive Directors will remain at $350,000. This may inhibit the ability of the Company to remunerate, attract and retain appropriately skilled non-executive directors.

9.3 Technical information required by Listing Rule 10.17

REQUIRED INFORMATION	DETAILS
Maximum aggregate amount of director's fees	This Resolution seeks to increase the maximum aggregate amount of fees payable to the non-executive Directors by an amount of $150,000 to $500,000. This amount has been determined after reviewing similar companies listed on ASX and the Directors believe that this level of remuneration is in line with corporate remuneration of similar companies. Whilst it is not envisaged that the maximum amount sought will be utilised immediately, the increase to maximum aggregate amount of fees payable may enable the Company to: (a) fairly remunerate both existing and any new non-executive directors joining the Board; (b) remunerate its non-executive Directors appropriately for the expectations placed upon them both by the Company and the regulatory environment in which it operates; and (c) have the ability to attract and retain non-executive directors whose skills and qualifications are appropriate for a company of the size and nature of the Company.
Securities issued to non-executive Directors	In the past 3 years, the Company has issued an aggregate of 7,200,000 Shares, 2,399,999 Options and nil Performance Rights to non-executive Directors pursuant to Listing Rules 10.11 and 10.14. These Securities were issued to the following non-executive Directors: (a) 1,600,000 Shares and 533,333 Options were issued to Dr David Brookes (was Executive Chair at the time of issue); (b) 4,200,000 Shares and 1,400,000 Options were issued to Mr George Rolleston; and

REQUIRED INFORMATION	DETAILS
	(c) 1,400,000 Shares and 466,666 Options were issued to Mr William Hamilton (was Non-Executive Director at the time of issue).
Voting exclusion statement	A voting exclusion statement applies to this Resolution
Voting prohibition statement	A voting prohibition statement applies to this Resolution

9.4 Board Recommendation

Given the interest of the non-executive Directors in this Resolution, the Board makes no recommendation to Shareholders regarding this Resolution.

10. RESOLUTION 10 – REPLACEMENT OF CONSTITUTION

10.1 General

A company may modify or repeal its constitution or a provision of its constitution by special resolution of shareholders.

This Resolution is a special resolution which will enable the Company to repeal its existing Constitution and adopt a new constitution (**Proposed Constitution**) which is of the type required for a listed public company limited by shares updated to ensure it reflects the current provisions of the Corporations Act and Listing Rules.

A summary of the proposed material changes is set out in Section 10.2 below.

A copy of the Proposed Constitution is available for review by Shareholders at the Company's website www.talidigital.com and at the office of the Company. A copy of the Proposed Constitution can also be sent to Shareholders upon request to the Company Secretary (1300 082 013). Shareholders are invited to contact the Company if they have any queries or concerns.

10.2 Summary of material proposed changes

Employee incentive securities plan (Clause 2.4)	Under Division 1A of Part 7.12 of the Corporations Act, offers under an employee incentive plan requiring a monetary payment must comply with an issue cap of 5%, unless a higher cap is set in the company's constitution. The existing Constitution does not specify an issue cap. The Proposed Constitution sets the issue cap at 10%.
Preference shares (Clause 2.7 and Schedule 1)	The existing Constitution (rule 110.3) requires shareholder approval to issue redeemable preference shares and does not set out the rights attaching to preference shares. Schedule 1 of the Proposed Constitution sets out those rights (as contemplated by section 254A(2) of the Corporations Act), allowing the Company to issue preference shares on those terms, subject to the Corporations Act and Listing Rules. The Company has no current intention to issue preference shares.
Restricted securities (Clause 2.13)	The Proposed Constitution complies with the changes to Listing Rule 15.12 which took effect from 1 December 2019. As a result of these changes (and pursuant to ASX Compliance Update 01/24), ASX requires the Company to issue holders of restricted securities and their controllers restriction notices in the form of Appendix 9C advising them of the restriction.
Minimum securities holding (Clause 3)	Clause 3 of the Proposed Constitution continues to allow the Company to sell holdings of less than a marketable parcel (currently $500) after giving holders a single notice and 6 weeks to elect to retain their holding, consistent with the existing Constitution (rule 148). The securities may be sold on the terms the

	Directors think appropriate, subject to the Listing Rules and the ASX Settlement Operating Rules. The Proposed Constitution also allows the Company to sell new unmarketable parcels created by a transfer after its adoption, with voting and dividend rights on those securities suspended until sale.
Joint holders (Clause 9.8)	The existing Constitution (rule 119) limits joint holders of a share to 3. To ensure compliance with any replacement of ASX's CHESS system, the Proposed Constitution provides that the number of joint holders will be as permitted under the Listing Rules and the ASX Settlement Operating Rules.
Capital reductions (Clause 10.2)	The Proposed Constitution now permits sales of unmarketable parcels to a sale nominee(s) as part of a capital reduction.
Postponement and cancellation of general meetings (Clauses 12.2 and 12.4)	The existing Constitution (rules 78 and 79) requires newspaper advertisements to cancel or postpone a general meeting and limits postponements. The Proposed Constitution allows the Directors to postpone a meeting by notice to ASX, or cancel a meeting by majority resolution with at least 2 days' notice to Shareholders.
Quorum at general meetings (Clause 13.1)	The quorum for a general meeting is reduced from 3 members (rule 81.1 of the existing Constitution) to 2 Shareholders.
Chairperson's casting vote (Clause 13.12)	The chair of a general meeting does not have a casting vote under the existing Constitution (rule 102.1). Under the Proposed Constitution, the chair will have a casting vote in the case of an equality of votes.
Lodgement of proxies (Clause 13.24(e))	The deadline for lodging proxy appointments is extended from 24 hours (rule 89.1 of the existing Constitution) to 48 hours before the meeting, being the maximum period permitted under section 250B of the Corporations Act.
Direct voting (Clauses 13.35 to 13.40)	The Proposed Constitution includes a new provision allowing Shareholders to vote directly on resolutions decided by poll, without attending the meeting or appointing a proxy, if the Directors determine that direct voting will be available. Any such determination will be disclosed in the notice of meeting.
Use of technology (Clause 14)	The existing Constitution (rule 80) only permits meetings to be held at multiple venues. The Proposed Constitution permits the use of technology at general meetings (including wholly virtual meetings) and electronic distribution of meeting documents, to the extent permitted under the Corporations Act, Listing Rules and applicable law.
Rotation of Directors (Clause 15.2)	The existing Constitution (rule 5) requires one-third of the Directors to retire at each annual general meeting. The Proposed Constitution aligns with Listing Rules 14.4 and 14.5, so that a Director (other than one Managing Director) must not hold office without re-election past the third annual general meeting following their appointment or last election, or 3 years, whichever is longer, and at least one Director election must be held at each annual general meeting.
Closing date for Director nominations (Clause 15.3)	To allow the Company time to comply with Listing Rule 3.13.1, the closing date for Director nominations is amended to at least 30 business days before the meeting (previously 30 calendar days). Nominations no longer need to be proposed and seconded by members (rule 6 of the existing Constitution) but must include the nominee's written consent.

Vacation of office (Clause 15.6)	A Director's office will become vacant if the Director is absent from Directors' meetings for more than 6 months without permission, replacing the existing test of absence from 3 consecutive meetings (rule 31.1(3) of the existing Constitution).
Directors' remuneration (Clauses 15.7 and 15.8)	Executive Director remuneration is determined by the Directors, and the aggregate fees paid to non-executive Directors must not exceed the amount approved by Shareholders, being initially $500,000 (subject to Resolution 9 being approved at this Meeting).
Retirement benefits (Clause 16.5)	The Proposed Constitution removes the Directors' power under the existing Constitution (rule 44.4) to pay a death benefit to a deceased non-executive Director's estate. Any retirement benefits must be within the limits permitted by the Corporations Act and the Listing Rules unless approved by Shareholders.
Circulating resolutions of Directors (Clause 17.11)	Written resolutions of Directors may be passed if signed by Directors constituting a quorum and a simple majority (previously all Directors (rule 56 of the existing Constitution)) and may be approved by email.
Dividends (Clause 23)	The existing Constitution (rule 122) reflects the former profits test and restricts dividends to being paid only out of profits. The Proposed Constitution is updated to reflect the requirements of section 254T of the Corporations Act, allowing more flexibility in the payment of dividends in the future should the Company be in a position to pay dividends.
Indemnity of officers (Clause 29)	The Company's discretionary power to indemnify officers (rule 49 of the existing Constitution) is replaced with an indemnity, to the extent permitted by law, in favour of each Director, executive officer and Secretary.

10.3 Insertion of partial (proportional) takeover provisions

Overview	A proportional takeover bid is a takeover bid where the offer made to each shareholder is only for a proportion of that shareholder's shares. Pursuant to section 648G of the Corporations Act, an entity may include a provision in its constitution whereby a proportional takeover bid for shares may only proceed after the bid has been approved by a meeting of shareholders held in accordance with the terms set out in the Corporations Act. In accordance with section 648G(1) of the Corporations Act, such clause will cease to apply at the end of three years from the incorporation of the Company, insertion of the clause or renewal of the clause (as appropriate) unless otherwise specified. When this clause ceases to apply, the constitution will be modified by omitting the clause. A company may renew its proportional takeover approval provisions in the same manner in which a company can modify its constitution (i.e., by special resolution of shareholders). This Resolution will enable the Company to modify its Constitution by re-inserting proportional takeover provisions into the Proposed Constitution in the form of clause 37.
Effect of proposed proportional takeover provisions	Where offers have been made under a proportional off-market bid in respect of a class of securities in a company, the registration of a transfer giving effect to a contract resulting from the acceptance of an offer made under such a proportional off-

	market bid is prohibited unless and until a Resolution to approve the proportional off-market bid is passed.
Reasons for proportional takeover provisions	A proportional takeover bid may result in control of the Company changing without Shareholders having the opportunity to dispose of all their Shares. By making a partial bid, a bidder can obtain practical control of the Company by acquiring less than a majority interest. Shareholders are exposed to the risk of being left as a minority in the Company and the risk of the bidder being able to acquire control of the Company without payment of an adequate control premium. These amended provisions allow Shareholders to decide whether a proportional takeover bid is acceptable in principle and assist in ensuring that any partial bid is appropriately priced.
Knowledge of any acquisition proposals	As at the date of this Notice, no Director is aware of any proposal by any person to acquire, or to increase the extent of, a substantial interest in the Company.
Potential advantages and disadvantages of proportional takeover provisions	The Directors consider that the proportional takeover provisions have no potential advantages or disadvantages for them and that they remain free to make a recommendation on whether an offer under a proportional takeover bid should be accepted. The potential advantages of the proportional takeover provisions for Shareholders include: (a) the right to decide by majority vote whether an offer under a proportional takeover bid should proceed; (b) assisting in preventing Shareholders from being locked in as a minority; (c) increasing the bargaining power of Shareholders which may assist in ensuring that any proportional takeover bid is adequately priced; and (d) each individual Shareholder may better assess the likely outcome of the proportional takeover bid by knowing the view of the majority of Shareholders which may assist in deciding whether to accept or reject an offer under the takeover bid. The potential disadvantages of the proportional takeover provisions for Shareholders include: (a) proportional takeover bids may be discouraged; (b) lost opportunity to sell a portion of their Shares at a premium; and (c) the likelihood of a proportional takeover bid succeeding may be reduced.
Recommendation of the Board	The Directors do not believe the potential disadvantages outweigh the potential advantages of adopting the proportional takeover provisions and as a result consider that the proportional takeover provision in the Proposed Constitution is in the interest of Shareholders and unanimously recommend that Shareholders vote in favour of this Resolution.

GLOSSARY

$ means Australian dollars.

5-Day VWAP means the volume weighted average market price (as defined in the Listing Rules) of Shares calculated over the five trading days on which trades in Shares were recorded immediately prior to the date of issue of the relevant Securities.

7.1A Mandate has the meaning given in Section 5.1.

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.

Chair means the chair of the Meeting.

Class A Performance Rights, **Class B Performance Rights** and **Class C Performance Rights** have the meanings given in Schedule 3.

Closely Related Party of a member of the Key Management Personnel means:

(a) a spouse or child of the member;

(b) a child of the member's spouse;

(c) a dependent of the member or the member's spouse;

(d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;

(e) a company the member controls; or

(f) a person prescribed by the *Corporations Regulations 2001* (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

Closing Price has the meaning given in Section 8.7.

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

Constitution means the Company's constitution.

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

Directors means the current directors of the Company.

Eligible Entity means an entity which is not included in the S&P/ASX 300 Index and has a market capitalisation of $300,000,000 or less.

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.

Issue Price has the meaning given in Section 5.3.

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

Listing Rules means the Listing Rules of ASX.

MD Agreement has the meaning given in Section 7.1.

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.

Performance Right means a right to acquire a Share subject to satisfaction of performance milestones.

Plan has the meaning given in Section 6.1.

Previous Approval has the meaning given in Section 5.3.

Proxy Form means the proxy form accompanying the Notice.

Remuneration Report means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 30 June 2026.

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, Option or Performance Right (as applicable).

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

Shareholder means a registered holder of a Share.

Spill Meeting has the meaning given in Section 2.2.

Spill Resolution has the meaning given in Section 2.2.

Variable A means "A" as set out in the formula in Listing Rule 7.1A.2.

VWAP means volume weighted average market price (as defined in the Listing Rules).

WST means Western Standard Time as observed in Perth, Western Australia.

ZEPOs means a zero exercise price Option issued on the terms and conditions set out in Schedule 1.

SCHEDULE 1 – TERMS AND CONDITIONS OF ZEPOS

<table>
<tr><td>1.</td><td>Entitlement</td><td>Each ZEPO entitles the holder to subscribe for one Share upon exercise of the ZEPO.</td></tr>
<tr><td>2.</td><td>Plan</td><td>The ZEPOs are granted under the Company's Employee Incentive Securities Plan (Plan).

Defined terms in these terms and conditions have the same meaning as in the Plan.

In the event of any inconsistency between the Plan and these terms and conditions, these terms and conditions will apply to the extent of the inconsistency.</td></tr>
<tr><td>3.</td><td>Consideration</td><td>Nil consideration is payable for the ZEPOs.</td></tr>
<tr><td>4.</td><td>Exercise Price</td><td>No amount will be payable upon exercise of each ZEPO.</td></tr>
<tr><td>5.</td><td>Expiry Date</td><td>Each ZEPO will expire on the earlier to occur of:

(a) the ZEPOs lapsing and being forfeited under the Plan; or

(b) 5:00 pm (AEST) on:

<table><tr><th>CLASS</th><th>EXPIRY DATE</th></tr><tr><td>A</td><td>The date that is five (5) years from the date of issue</td></tr><tr><td>B</td><td>The date that is five (5) years from the date of issue</td></tr></table>
(Expiry Date).

For the avoidance of doubt, any unexercised ZEPOs will automatically lapse on the Expiry Date.</td></tr>
<tr><td>6.</td><td>Vesting Conditions</td><td>The ZEPOs will vest upon satisfaction (or waiver) of the following vesting conditions and prior to the Expiry Date:

(a) Class A - 50% of the ZEPOs will vest upon issue; and

(b) Class B - 50% of the ZEPOs will vest upon the holder remaining a Director of (or otherwise engaged by) the Company continuously from the date of issue of the ZEPOs until 1 July 2027,

(Vesting Conditions).

A ZEPO will vest when a vesting notice is given to the holder.

A ZEPO is exercisable at any time between the date of receipt of a vesting notice and the Expiry Date.</td></tr>
<tr><td>7.</td><td>Rights attaching to ZEPOs</td><td>Prior to a ZEPO being exercised, the holder:

(a) does not have any interest (legal, equitable or otherwise) in any Share which may be issued on exercise of a ZEPO other than as expressly set out in the Plan;

(b) is not entitled to receive notice of vote at or attend a meeting of the shareholders of the Company;

(c) is not entitled to receive any dividends declared by the Company; and

(d) is not entitled to participate in any new issue of Shares (refer to section 17).</td></tr>
<tr><td>8.</td><td>Restrictions on dealing with ZEPOs</td><td>The ZEPOs cannot be sold, assigned, transferred, have a security interest granted over or otherwise dealt with unless in Special Circumstances under the Plan (including in the case of death or total and permanent disability of the holder) with the consent of the Board.</td></tr>
</table>

		A holder must not enter into any arrangement for the purpose of hedging their economic exposure to a ZEPO that has been granted to them.
9.	**Cessation of Employment**	Any unvested ZEPOs will automatically be forfeited on the termination or cessation of the holder's employment for any reason, subject to the Board's overriding discretion to determine an alternate treatment.
10.	**Forfeiture Conditions**	If, in the opinion of the Company, a Participant has acted fraudulently or dishonestly, the Board may determine that any ZEPO granted to that participant should lapse, and the ZEPO will lapse accordingly. If a participant ceases to be an employee of the Company group for any reason, other than due to his or her resignation, dismissal for cause or poor performance, fraud, dishonesty or other serious misconduct or neglect of duty, such as death, permanent disability, or the participant being an employee of a company that ceases to be a member of the Company group, or in any other circumstances by the Board all ZEPOs held by the Participant as at the date of cessation which are vested may be exercised by that Participant in the 30 days following the date of cessation, after which those vested ZEPOs will immediately lapse. All other ZEPOs granted to the Participant will lapse as at the date of cessation. On liquidation of the Company, all ZEPOs which are not vested ZEPOs will automatically lapse.
11.	**Exercise Period**	The ZEPOs are exercisable at any time prior to the Expiry Date (**Exercise Period**).
12.	**Exercise Notice**	The ZEPOs may be exercised during the Exercise Period by delivery of a written notice of exercise of ZEPOs specifying the number of ZEPOs being exercised (**Exercise Notice**). An Exercise Notice is only effective on and from the date of receipt of the Exercise Notice.
13.	**Timing of issue of Shares and quotation of Shares on exercise**	Subject to Applicable Law, within five Business Days after the valid exercise of the ZEPOs by the holder, the Company will: (a) issue, allocate or cause to be transferred to the holder the number of Shares to which the holder is entitled; and (b) if required, issue a substitute certificate for any remaining unexercised ZEPOs held by the holder. Additionally, the Company will do all such acts, matters and things to obtain the grant of quotation of the Shares by ASX in accordance with the ASX Listing Rules and subject to the expiry of any restriction period that applies to the Shares under the Corporations Act or the ASX Listing Rules, as soon as reasonably practicable.
14.	**Restrictions on transfer of Shares on exercise**	Shares issued on exercise of the ZEPOs are subject to the following restrictions: (a) Shares issued on exercise of Class A ZEPOs may not be sold, transferred or otherwise disposed of until the date that is 12 months after the date of issue of the Class A ZEPOs; (b) if the Company is required but is unable to give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, Shares issued on exercise of the ZEPOs may not be traded until 12 months after their issue unless the Company, at its sole discretion, elects to issue a prospectus pursuant to section 708A(11) of the Corporations Act; (c) all Shares issued on exercise of the ZEPOs are subject to restrictions imposed by Applicable Law on dealing in Shares by

		persons who possess material information likely to affect the value of the Shares and which is not generally available; and (d) all Shares issued on exercise of the ZEPOs are subject to the terms of the Company's Securities Trading Policy as set out on the Company's website.
15.	**Rights attaching to Shares on exercise**	Shares issued upon exercise of the ZEPOs will rank equally with the then issued Shares of the Company.
16.	**Change of Control**	The ZEPOs may be exercised, whether or not any or all applicable exercise conditions have been met, on the occurrence of a takeover bid for the Company or a scheme of arrangement for reconstruction or amalgamation with another company.
17.	**Participation in new issues**	Subject always to the rights under paragraph 18, holders of ZEPOs will not be entitled to participate in new issues of capital offered to holders of Shares such as bonus issues and entitlement issues.
18.	**Reorganisation**	If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of each holder holding ZEPOs will be changed to the extent necessary to comply with the ASX Listing Rules applicable to a reorganisation of capital at the time of the reorganisation.
19.	**Change to number of underlying securities**	A ZEPO does not confer the right to a change in the number of underlying securities over which the ZEPO can be exercised.
20.	**Tax Deferral**	Subdivision 83A-C of the *Income Tax Assessment Act 1997* (Cth) applies (subject to the conditions in that Act) to the ZEPOs.

SCHEDULE 2 – TERMS AND CONDITIONS OF EMPLOYEE INCENTIVE SECURITIES PLAN

A summary of the material terms of the Company's Employee Securities Incentive Plan (**Plan**) is set out below.

For the purposes of this summary, any reference to the term "*exercise*" in relation to Performance Rights shall be read and construed as "*converts*".

1.	**Eligible Participant**	Eligible Participant means a person that is a 'primary participant' (as that term is defined in Division 1A of Part 7.12 of the Corporations Act) in relation to the Company or an Associated Body Corporate (as defined in the Corporations Act) and has been determined by the Board to be eligible to participate in the Plan from time to time, with the Board retaining discretion to determine, at any time, that the person ceases to be an Eligible Participant, which may impact the treatment of any vested or unvested Securities in accordance with the Plan.
2.	**Purpose**	The purpose of the Plan is to: (a) assist in the reward, retention and motivation of Eligible Participants; (b) link the reward of Eligible Participants to Shareholder value creation; and (c) align the interests of Eligible Participants with shareholders of the Group (being the Company and each of its Associated Bodies Corporate), by providing an opportunity to Eligible Participants to receive an equity interest in the Company in the form of Shares, Options or Performance Rights (**Securities**).
3.	**Maximum number of Convertible Securities**	The Company will ensure that any invitations under the Plan which are made within Australia and involve monetary consideration comply with the Corporations Act (as modified by any applicable ASIC instruments). The maximum number of equity securities proposed to be issued under the Plan in reliance on Listing Rule 7.2 (Exception 13(a)), following Shareholder approval, is 6,736,374 Securities. It is not envisaged that the maximum number of Securities will be issued immediately.
4.	**Plan administration**	The Plan will be administered by the Board. The Board may exercise any power or discretion conferred on it by the Plan rules in its sole and absolute discretion (except to the extent that it prevents the Participant relying on the deferred tax concessions under Subdivision 83A-C of the *Income Tax Assessment Act 1997* (Cth)). The Board may delegate its powers and discretion.
5.	**Eligibility, invitation and application**	The Board may from time to time determine that an Eligible Participant may participate in the Plan and make an invitation to that Eligible Participant to apply for any (or any combination of) the Securities provided under the Plan on such terms and conditions as the Board decides. On receipt of an invitation, an Eligible Participant may apply for the Securities the subject of the invitation by sending a completed application form to the Company. The Board may accept an application from an Eligible Participant in whole or in part. If an Eligible Participant is permitted in the invitation, the Eligible Participant may, by notice in writing to the Board, nominate a party in whose favour the Eligible Participant wishes to renounce the invitation.
6.	**Grant of Securities**	The Company will, to the extent that it has accepted a duly completed application, grant the Participant the relevant number and type of Securities, subject to the terms and conditions set out in the invitation, the Plan rules and any ancillary documentation required.

7.	**Rights attaching to Convertible Securities**	A **Convertible Security** represents a right to acquire one or more Plan Shares in accordance with the Plan (for example, an Option or a Performance Right). Prior to a Convertible Security being exercised, the holder: (a) does not have any interest (legal, equitable or otherwise) in any Share which may be issued on exercise of the Convertible Security other than as expressly set out in the Plan; (b) is not entitled to receive notice of, vote at or attend a meeting of the shareholders of the Company; (c) is not entitled to receive any dividends declared by the Company; and (d) is not entitled to participate in any new issue of Shares (see Adjustment of Convertible Securities section below).
8.	**Restrictions on dealing with Convertible Securities**	Convertible Securities issued under the Plan cannot be sold, assigned, transferred, have a security interest granted over or otherwise dealt with unless in Special Circumstances as defined under the Plan (including in the case of death or total and permanent disability of the holder) with the consent of the Board. A holder must not enter into any arrangement for the purpose of hedging their economic exposure to a Convertible Security that has been granted to them.
9.	**Vesting of Convertible Securities**	Any vesting conditions applicable to the Convertible Securities will be described in the invitation. If all the vesting conditions are satisfied and/or otherwise waived by the Board, a vesting notice will be sent to the Participant by the Company informing them that the relevant Convertible Securities have vested. Unless and until the vesting notice is issued by the Company, the Convertible Securities will not be considered to have vested. For the avoidance of doubt, if the vesting conditions relevant to a Convertible Security are not satisfied and/or otherwise waived by the Board, that security will lapse.
10.	**Forfeiture of Convertible Securities**	Convertible Securities will be forfeited in the following circumstances: (a) where a Participant acts fraudulently, dishonestly, negligently, in contravention of any Group policy or wilfully breaches their duties to the Group and the Board exercises its discretion to deem some or all of the Convertible Securities held by a Participant to have been forfeited; (b) where there is a failure to satisfy the vesting conditions in accordance with the Plan; (c) on the date the Participant becomes insolvent; or (d) on the expiry date of the Convertible Securities, subject to the discretion of the Board.
11.	**Listing of Convertible Securities**	Convertible Securities granted under the Plan will not be quoted on the ASX or any other recognised exchange. The Board reserves the right in its absolute discretion to apply for quotation of Convertible Securities granted under the Plan on the ASX or any other recognised exchange.
12.	**Exercise of Convertible Securities and cashless exercise**	To exercise a security, the Participant must deliver a signed notice of exercise (**Exercise Notice**) and, subject to a cashless exercise (see next paragraph below), pay the exercise price (if any) to or as directed by the Company, at any time following vesting of the Convertible Securities (if subject to vesting conditions) and prior to the expiry date as set out in the invitation or vesting notice. In the case of Options, subject to the Board's approval, in lieu of paying the aggregate exercise price specified in the Exercise Notice, the

		Participant may elect a cashless exercise (**Cashless Exercise**) whereby the Board will issue to the Participant that number of Shares (rounded down to the nearest whole number) calculated in accordance with the following formula: $$S=O*\frac{(MVS-EP)}{MVS}$$ Where: S = number of Shares to be issued on the exercise of the Options. O = number of Options being exercised. MVS = market value of Shares, being the volume weighted average price per Share traded on the ASX over the five trading days immediately preceding the date of exercise, unless otherwise specified in an invitation. EP = Exercise Price of the Options. For the avoidance of doubt, if the sum of the above calculation is zero or negative, then the holder will not be entitled to use Cashless Exercise. Convertible Securities may not be exercised unless and until that security has vested in accordance with the Plan rules, or such earlier date as set out in the Plan rules.
13.	**Timing of issue of Shares and quotation of Shares on exercise**	Within five business days after the issue of a valid notice of exercise by a Participant, the Company will issue or cause to be transferred to that Participant the number of Shares to which the Participant is entitled under the Plan rules and issue a substitute certificate for any remaining unexercised Convertible Securities held by that Participant.
14.	**Restriction periods and restrictions on transfer of Shares on exercise**	If the invitation provides that any Shares issued upon the valid exercise of a Convertible Security are subject to any restrictions as to the disposal or other dealing by a Participant for a period, the Board may implement any procedure it deems appropriate to ensure the compliance by the Participant with this restriction. Additionally, Shares issued on exercise of the Convertible Securities are subject to the following restrictions: (a) if the Company is required but is unable to give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, Shares issued on exercise of the Convertible Securities may not be traded until 12 months after their issue unless the Company, at its sole discretion, elects to issue a prospectus pursuant to section 708A(11) of the Corporations Act; (b) all Shares issued on exercise of the Convertible Securities are subject to restrictions imposed by applicable law on dealing in Shares by persons who possess material information likely to affect the value of the Shares and which is not generally available; and (c) all Shares issued on exercise of the Convertible Securities are subject to the terms of the Company's Securities Trading Policy (as set out on the Company's website)
15.	**Rights attaching to Shares on exercise**	All Shares issued upon exercise of Convertible Securities will rank equally in all respects with the then Shares of the Company.
16.	**Change of control**	Subject at all times to the Listing Rules, if a change of control event occurs (being an event which results in any person (either alone or together with associates) owning more than 50% of the Company's issued capital), or the Board determines that such an event is likely to occur, the Board may in its discretion determine the manner in which any or all of the holder's Convertible Securities will be dealt with, including, without limitation, in a manner that allows the holder to participate in and/or benefit from any transaction arising from or in connection with the change of control event.

		The Board may specify in the Invitation how the Convertible Securities will be treated on a change of control event occurring, or the Board determining that such event is likely to occur, which may vary depending upon circumstances in which the Participant becomes a leaver and preserve some or all of the Board's discretion under this rule.
17.	**Participation in entitlements and bonus issues**	Subject always to the rights under the following two paragraphs, Participants will not be entitled to participate in new issues of capital offered to holders of Shares such as bonus issues and entitlement issues.
18.	**Adjustment for bonus issue**	If Shares are issued by the Company by way of bonus issue (other than an issue in lieu of dividends or by way of dividend reinvestment), the Participant is entitled, upon exercise of the Convertible Securities, to receive an issue of as many additional Shares as would have been issued to the holder if the holder held Shares equal in number to the Shares in respect of which the Convertible Securities are exercised.
19.	**Reorganisation**	If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of each Participant holding Convertible Securities will be changed to the extent necessary to comply with the ASX Listing Rules applicable to a reorganisation of capital at the time of the reorganisation.
20.	**Buy-Back**	Subject to applicable law, the Company may at any time buy-back Securities in accordance with the terms of the Plan.
21.	**Employee Share Trust**	The Board may in its sole and absolute discretion use an employee share trust or other mechanism for the purposes of holding Convertible Securities for holders under the Plan and delivering Shares on behalf of holders upon exercise of Convertible Securities.
22.	**Amendment of Plan**	Subject to the following paragraph, the Board may at any time amend any provisions of the Plan rules, including (without limitation) the terms and conditions upon which any Securities have been granted under the Plan and determine that any amendments to the Plan rules be given retrospective effect, immediate effect or future effect. No amendment to any provision of the Plan rules may be made if the amendment materially reduces the rights of any Participant as they existed before the date of the amendment, other than an amendment introduced primarily for the purpose of complying with legislation or to correct manifest error or mistake, amongst other things, or is agreed to in writing by all Participants.
23.	**Plan duration**	The Plan continues in operation until the Board decides to end it. The Board may from time to time suspend the operation of the Plan for a fixed period or indefinitely and may end any suspension. If the Plan is terminated or suspended for any reason, that termination or suspension must not prejudice the accrued rights of the Participants. If a Participant and the Company (acting by the Board) agree in writing that some or all of the Securities granted to that Participant are to be cancelled on a specified date or on the occurrence of a particular event, then those Securities may be cancelled in the manner agreed between the Company and the Participant.
24.	**Income Tax Assessment Act**	The Plan is a plan to which Subdivision 83A-C of the *Income Tax Assessment Act 1997* (Cth) applies (subject to the conditions in that Act) except to the extent an invitation provides otherwise.
25.	**Withholding**	The Company may withhold or recover any tax, superannuation or similar amounts payable in respect of a Participant. This may be effected by selling Shares on the Participant's behalf, deducting amounts from salary, forfeiting sufficient Securities, or making other arrangements with the Participant to satisfy the withholding obligation.

SCHEDULE 3 – TERMS AND CONDITIONS OF PERFORMANCE RIGHTS

<table>
<tr><td>1.</td><td>Entitlement</td><td>Each Performance Right entitles the holder to subscribe for one Share upon conversion of the Performance Right.</td></tr>
<tr><td>2.</td><td>Plan</td><td>The Performance Rights are granted under the Company's Employee Incentive Securities Plan (Plan).

Defined terms in these terms and conditions have the same meaning as in the Plan. In the event of any inconsistency between the Plan and these terms and conditions, these terms and conditions will apply to the extent of the inconsistency.</td></tr>
<tr><td>3.</td><td>Consideration</td><td>Nil consideration is payable for the Performance Rights or upon conversion of the Performance Rights.</td></tr>
<tr><td>4.</td><td>Expiry Date</td><td>Each Performance Right will expire on the earlier to occur of:

(a) the Performance Right lapsing and being forfeited under the Plan; or

(b) 5:00 pm (AEST) on the date that is three (3) years from the date of issue of the Performance Rights,

(Expiry Date).

For the avoidance of doubt, any unconverted Performance Rights will automatically lapse on the Expiry Date.</td></tr>
<tr><td>5.</td><td>Vesting Conditions</td><td>The Performance Rights shall vest as follows:

<table><tr><th>CLASS</th><th>VESTING CONDITION</th></tr><tr><td>A</td><td>The VWAP of Shares over any 20 consecutive trading days on which Shares have traded being equal to or greater than $0.20 at any time prior to the Expiry Date.</td></tr><tr><td>B</td><td>The VWAP of Shares over any 20 consecutive trading days on which Shares have traded being equal to or greater than $0.35 at any time prior to the Expiry Date.</td></tr><tr><td>C</td><td>The VWAP of Shares over any 20 consecutive trading days on which Shares have traded being equal to or greater than $0.45 at any time prior to the Expiry Date.</td></tr></table>
(each, a Vesting Condition), with the Performance Rights of each class being the Class A Performance Rights, Class B Performance Rights and Class C Performance Rights respectively.</td></tr>
<tr><td>6.</td><td>Rights attaching to Performance Rights</td><td>Prior to a Performance Right being converted, the holder:

(a) does not have any interest (legal, equitable or otherwise) in any Share which may be issued on conversion of the Performance Right other than as expressly set out in the Plan;

(b) is not entitled to receive notice of, vote at or attend a meeting of the shareholders of the Company;

(c) is not entitled to receive any dividends declared by the Company; and

(d) is not entitled to participate in any new issue of Shares (refer to section 16).</td></tr>
<tr><td>7.</td><td>Restrictions on dealing with Performance Rights</td><td>The Performance Rights cannot be sold, assigned, transferred, have a security interest granted over or otherwise dealt with unless in Special Circumstances under the Plan (including in the case of death or total and permanent disability of the holder) with the consent of the Board.</td></tr>
</table>

		A holder must not enter into any arrangement for the purpose of hedging their economic exposure to a Performance Right that has been granted to them.
8.	**Cessation of Employment**	Any unvested Performance Rights will automatically be forfeited on the termination or cessation of the Participant's employment for any reason, subject to the Board's overriding discretion to determine an alternate treatment.
9.	**Forfeiture Conditions**	If, in the opinion of the Company, a Participant has acted fraudulently or dishonestly, the Board may determine that any Performance Rights granted to that participant should lapse, and the Performance Rights will lapse accordingly. If a participant ceases to be an employee of the Company group for any reason, other than due to his or her resignation, dismissal for cause or poor performance, fraud, dishonesty or other serious misconduct or neglect of duty, such as death, permanent disability, or the participant being an employee of a company that ceases to be a member of the Company group, or in any other circumstances by the Board all Performance Rights held by the Participant as at the date of cessation which are vested may be converted by that Participant in the 30 days following the date of cessation, after which those vested Performance Rights will immediately lapse. All other Performance Rights granted to the Participant will lapse as at the date of cessation. On liquidation of the Company, all Performance Rights which are not vested Performance Rights will automatically lapse.
10.	**Conversion**	The Performance Rights can be converted at any time on and from the delivery of a vesting notice until the Expiry Date (**Conversion Period**).
11.	**Conversion Notice**	The Performance Rights may be converted during the Conversion Period by delivery of a written notice specifying the number of Performance Rights being converted (**Conversion Notice**).
12.	**Timing of issue of Shares and quotation of Shares on conversion**	Within five Business Days after the issue of a Conversion Notice by the holder, the Company will: (a) issue, allocate or cause to be transferred to the holder the number of Shares to which the holder is entitled; and (b) if required, issue a substitute certificate for any remaining unconverted Performance Rights held by the holder. Additionally, the Company will do all such acts, matters and things to obtain the grant of quotation of the Shares by ASX in accordance with the ASX Listing Rules and subject to the expiry of any restriction period that applies to the Shares under the Corporations Act or the ASX Listing Rules, as soon as reasonably practicable.
13.	**Restrictions on transfer of Shares on conversion**	Shares issued on conversion of the Performance Rights are subject to the following restrictions: (a) if the Company is required but is unable to give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, Shares issued on conversion of the Performance Rights may not be traded until 12 months after their issue unless the Company, at its sole discretion, elects to issue a prospectus pursuant to section 708A(11) of the Corporations Act; (b) all Shares issued on conversion of the Performance Rights are subject to restrictions imposed by Applicable Law on dealing in Shares by persons who possess material information likely to affect the value of the Shares and which is not generally available; and

		(c) all Shares issued on conversion of the Performance Rights are subject to the terms of the Company's Securities Trading Policy as set out on the Company's website.
14.	**Rights attaching to Shares on conversion**	Shares issued upon conversion of the Performance Rights will rank equally with the then Shares of the Company.
15.	**Change of Control**	Subject at all times to the Listing Rules, if a change of control event occurs (being an event which results in any person (either alone or together with associates) owning more than 50% of the Company's issued capital), or the Board determines that such an event is likely to occur, the Board may in its discretion determine the manner in which any or all of the holder's Performance Rights will be dealt with, including, without limitation, in a manner that allows the holder to participate in and/or benefit from any transaction arising from or in connection with the change of control event.
16.	**Participation in new issues**	Subject always to the rights under paragraphs 17 and 18, holders of Performance Rights will not be entitled to participate in new issues of capital offered to holders of Shares such as bonus issues and entitlement issues.
17.	**Adjustment for bonus issue**	If Shares are issued by the Company by way of bonus issue (other than an issue in lieu of dividends or by way of dividend reinvestment), the holder of Performance Rights is entitled, upon conversion of the Performance Rights, to receive an issue of as many additional Shares as would have been issued to the holder if the holder held Shares equal in number to the Shares in respect of which the Performance Rights are converted.
18.	**Reorganisation**	If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of each holder holding Performance Rights will be changed to the extent necessary to comply with the ASX Listing Rules applicable to a reorganisation of capital at the time of the reorganisation.
19.	**Buy-Back**	Subject to applicable law, the Company may at any time buy-back the Performance Rights in accordance with the terms of the Plan.
20.	**Tax Deferral**	Subdivision 83A-C of the *Income Tax Assessment Act 1997* (Cth) applies (subject to the conditions in that Act) to the Performance Rights.
21.	**Withholding**	The Company may withhold or recover any tax, superannuation or similar amounts payable in respect of a Participant. This may be effected by selling Shares on the Participant's behalf, deducting amounts from salary, forfeiting sufficient Securities, or making other arrangements with the Participant to satisfy the withholding obligation.

TALi DIGITAL LIMITED

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.

SAMPLE

Your proxy voting instruction must be received by **11:00am (AEDT) on Tuesday, 24 November 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 Annual General Meeting of TALi Digital Limited, to be held virtually at **11:00am (AEDT) on Thursday, 26 November 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.

AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS

Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 1, 5, 6, 7, 8 and 9 (except where I/we have indicated a different voting intention below) even though Resolutions 1, 5, 6, 7, 8 and 9 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

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.

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STEP 2 - Your voting direction

Resolutions		For	Against	Abstain	Resolutions		For	Against	Abstain
1	ADOPTION OF REMUNERATION REPORT	☐	☐	☐	6	APPROVAL TO ISSUE PERFORMANCE RIGHTS TO DIRECTOR – MR WILLIAM HAMILTON	☐	☐	☐
2	ELECTION OF DIRECTOR – MR GEORGE ROLLESTON	☐	☐	☐	7	APPROVAL TO ISSUE ZEPOS TO DIRECTOR – MR GEORGE ROLLESTON	☐	☐	☐
3	RE-ELECTION OF DIRECTOR – DR DAVID BROOKES	☐	☐	☐	8	APPROVAL TO ISSUE ZEPOS TO DIRECTOR – DR DAVID BROOKES	☐	☐	☐
4	APPROVAL OF 7.1A MANDATE	☐	☐	☐	9	INCREASE IN TOTAL AGGREGATE REMUNERATION FOR NON-EXECUTIVE DIRECTORS	☐	☐	☐
5	APPROVAL TO ISSUE SECURITIES UNDER EMPLOYEE INCENTIVE SECURITIES PLAN	☐	☐	☐	10	REPLACEMENT OF CONSTITUTION	☐	☐	☐

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).

SAMPLE