



Announcement Summary

Entity name

TALI DIGITAL LIMITED

Announcement Type

New announcement

Date of this announcement

Tuesday February 16, 2021

The Proposed issue is:

A placement or other type of issue

Total number of +securities proposed to be issued for a placement or other type of issue

ASX +security code	+Security description	Maximum Number of +securities to be issued
n/a	Options	49,358,974
TD1	ORDINARY FULLY PAID	98,717,948

Proposed +issue date

Wednesday February 17, 2021

Refer to next page for full details of the announcement



Part 1 - Entity and announcement details

1.1 Name of +Entity

TALI DIGITAL LIMITED

We (the entity named above) give ASX the following information about a proposed issue of +securities and, if ASX agrees to +quote any of the +securities (including any rights) on a +deferred settlement basis, we agree to the matters set out in Appendix 3B of the ASX Listing Rules.

1.2 Registered Number Type

ABN

Registration Number

53108150750

1.3 ASX issuer code

TD1

1.4 The announcement is

New announcement

1.5 Date of this announcement

Tuesday February 16, 2021

1.6 The Proposed issue is:

A placement or other type of issue



Part 7 - Details of proposed placement or other issue

Part 7A - Conditions

7A.1 - Are any of the following approvals required for the placement or other type of issue?

- +Security holder approval
- Court approval
- Lodgement of court order with +ASIC
- ACCC approval
- FIRB approval
- Another approval/condition external to the entity

 Yes

7A.1a Conditions

Approval/Condition	Date for determination	Is the date estimated or actual?	** Approval received/condition met?
+Security holder approval	Wednesday June 30, 2021	<input checked="" type="checkbox"/> Estimated	No

Comments

The company plans to seek Shareholder approval by 30 June 2021

Part 7B - Issue details

Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?

 Existing class

Will the proposed issue of this +security include an offer of attaching +securities?

 Yes

Details of +securities proposed to be issued

ASX +security code and description

TD1 : ORDINARY FULLY PAID

Number of +securities proposed to be issued

98,717,948

Offer price details

Are the +securities proposed to be issued being issued for a cash consideration?

 Yes



In what currency is the cash consideration being paid?

AUD - Australian Dollar

What is the issue price per +security?

AUD 0.03900

Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?

Yes

Attaching +Security

Is the proposed attaching security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional +securities in a class that is already quoted or recorded by ASX)?

New class

Attaching +Security - New class (+securities in a class that is not yet quoted or recorded by ASX)

Details of attaching +securities proposed to be issued

ISIN Code (if Issuer is a foreign company and +securities are non CDIs)

Have you received confirmation from ASX that the terms of the proposed +securities are appropriate and equitable under listing rule 6.1?

Yes

Will the entity be seeking quotation of the 'new' class of +securities on ASX?

No

ASX +security code

New class-code to be confirmed

+Security description

Options

+Security type

Options

Number of +securities proposed to be issued

49,358,974

Offer price details

Are the +securities proposed to be issued being issued for a cash consideration?

No

Please describe the consideration being provided for the +securities

Issue one Option for every two Fully Paid Ordinary Shares applied for.
The attaching options will have an exercise price of \$0.09 per share and will expire 12 months after the date of issue.

Please provide an estimate of the AUD equivalent of the consideration being provided for the +securities

0.090000



Will all the +securities issued in this class rank equally in all respects from their issue date?

No

If some of the issued +securities do not rank equally

Is the actual date from which the +securities will rank equally (non-ranking end date) known?

No

Provide the estimated non-ranking end period

The attaching options will have an exercise price of \$0.09 per share and will expire 12 months after the date of issue.

Please state the extent to which the +securities do not rank equally:

- In relation to the next dividend, distribution or interest payment; or
- For any other reason

Rank equally following the exercise of the Options.

Options details

+Security currency

AUD - Australian Dollar

Exercise price

AUD 0.0900

Expiry date

Thursday February 17, 2022

Details of the type of +security that will be issued if the option is exercised

TD1 : ORDINARY FULLY PAID

Number of securities that will be issued if the option is exercised

49,358,974

Please provide a URL link for a document lodged with ASX setting out the material terms of the +securities proposed to be issued or provide the information by separate announcement.

<https://talidigital.com/investors-centre>

Part 7C - Timetable

7C.1 Proposed +issue date

Wednesday February 17, 2021

Part 7D - Listing Rule requirements

7D.1 Has the entity obtained, or is it obtaining, +security holder approval for the entire issue under listing rule 7.1?

No



7D.1b Are any of the +securities proposed to be issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1?

Yes

7D.1b (i) How many +securities are proposed to be issued without security holder approval using the entity's 15% placement capacity under listing rule 7.1?

30,595,188 fully paid Ordinary Shares under LR 7.1.

7D.1c Are any of the +securities proposed to be issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A (if applicable)?

Yes

7D.1c (i) How many +securities are proposed to be issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A?

68,122,760 fully paid Ordinary Shares under LR 7.1A approved by Shareholders on 24 November 2021.

7D.1c (ii) Please explain why the entity has chosen to do a placement rather than a +pro rata issue or an offer under a +security purchase plan in which existing ordinary +security holders would have been eligible to participate

Placement deemed appropriate at this time

7D.2 Is a party referred to in listing rule 10.11 participating in the proposed issue?

No

7D.3 Will any of the +securities to be issued be +restricted securities for the purposes of the listing rules?

No

7D.4 Will any of the +securities to be issued be subject to +voluntary escrow?

No

Part 7E - Fees and expenses

7E.1 Will there be a lead manager or broker to the proposed issue?

Yes

7E.1a Who is the lead manager/broker?

Taylor Collison

7E.1b What fee, commission or other consideration is payable to them for acting as lead manager/broker?

6% Fees plus Broker Options that will be subject to Shareholder approval. The terms of the Broker Options are subject to shareholder approval, the Company also proposes to issue the following options to Taylor Collison (as Sole Lead Manager on the Placement or its nominee): (a) 5 million options with exercise price of \$0.09 per share and expiring 18 months after completion of the Placement; (b) 5 million options with exercise price of \$0.12 per share and expiring 24 months after completion of the Placement; and (c) 5 million options with exercise price of \$0.15 per share and expiring 24 months after completion of the Placement.

7E.2 Is the proposed issue to be underwritten?

No



7E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed issue

Part 7F - Further Information

7F.01 The purpose(s) for which the entity is issuing the securities

The funds received from the placement will allow TALi to continue to develop the commercialisation and partnership model in Japan and other large markets such as the USA, China and Europe.

7F.1 Will the entity be changing its dividend/distribution policy if the proposed issue proceeds?

No

7F.2 Any other information the entity wishes to provide about the proposed issue

Nil