

23 April 2024

2024 Annual General Meeting – Important Information

Dear Shareholder

The Annual General Meeting (“the Meeting”), for Talius Group Limited (“the Company”) will be held as a traditional meeting in person at:

**BDO
Level 10
12 Eagle Street
Brisbane Qld 4000**

on Thursday, 23 May 2024 at 10:30 am (Brisbane time).

In accordance with the Treasury Laws Amendment (2021 Measures No. 1) Act 2021 (Cth), and Part 1.2AA of the Corporation Act 2001 (Cth) the Company will not be despatching physical copies of the Notice of Meeting and Explanatory Statement (Notice) except to those Shareholders who have specifically registered to receive hard copies.

A copy of the full Notice of Meeting, Explanatory Statement and Proxy Form which has been released to the ASX today has been posted to the Company’s website and can be accessed and downloaded at the “ASX announcements” section of the Company’s website at:

<https://www.talius.com.au/investor-centre/>

Physically Attending the Meeting

The meeting will be held in person at the offices of BDO, Brisbane Level 10, 12 Eagle Street, Brisbane Qld 4000. Shareholders are encouraged that even if they plan to attend the meeting in person, they lodge a directed proxy form before the commencement of the meeting.

Shareholders are reminded that all proxy forms must be received by the Company by no later than 10.30am AEST on Tuesday 21 May 2024 being not less than 48 hours before the commencement of the Meeting.

Proxy Voting

If you have recorded with the registry an email address and have elected to receive electronic communications from the Company, you will receive an email to your nominated email address with a link to the online proxy voting platform where you will be able to access a copy of the Meeting Materials and lodge your proxy vote electronically.

Accompanying this letter is the Proxy Voting form which contains details of how you can cast your vote in respect to the Resolutions, which includes as well as voting online, by mail, email or in person. The directors recommend that shareholders exercise their rights and cast their vote at this year's Annual General Meeting.

Shareholders are encouraged to vote online at <https://investor.automic.com.au/#/loginsah> or by returning the attached proxy form by:

Post to: Automic
GPO Box 5193
Sydney NSW 2001

or

Email to: meetings@automicgroup.com.au

The documents making up the Notice are important and should be read carefully by shareholders. If you are in any doubt as to the course of action you should follow, you should consult your financial adviser, lawyer, accountant, or other professional adviser. If you have any difficulties obtaining a copy of the Notice, please contact the Company Secretary, on Phone: 1300 711 979 or via email at investors@Talius.com.au

By Authority of the Board



Stephen Rodgers
Company Secretary
Talius Group Limited



ACN 111 823 762

NOTICE OF ANNUAL GENERAL MEETING

incorporating

EXPLANATORY STATEMENT

and

PROXY FORM

Date of meeting: Thursday, 23 May 2024

Time of meeting: 10.30am (Brisbane Time)

Place of Meeting: BDO
Level 10
12 Eagle Street
Brisbane Qld 4000

Important

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

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

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 10.30am AEST on Tuesday 21 May 2024.

TALIUS GROUP LIMITED ACN 111 823 762

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2024 Annual General Meeting of Shareholders of Talius Group Limited (**Company**) (**Annual General Meeting** or **Meeting**) will be held physically at the offices of **BDO, Level 10, 12 Eagle Street, Brisbane, Qld 4000** on Thursday, 23 May 2024 at 10:30am (AEST).

For information regarding the Annual General Meeting, including access, registration, and voting, please refer to the Explanatory Statement attached.

The Explanatory Statement and Proxy Form accompanying this Notice of Meeting are incorporated in and comprise part of this Notice of Meeting. Capitalised terms used in this Notice of Meeting have the meaning given to them in the "Definitions" section at the end of the Explanatory Statement.

ORDINARY BUSINESS

1. Annual Financial Statements and Report

To receive and consider the financial statements of the Company for the year ended 31 December 2023 together with the Directors' Report and the Auditor's Report as set out in the Annual Report.

Please note that no vote is required on this item of business.

2. Resolution 1 – Adoption of Remuneration Report for the Year ended 31 December 2023

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

"That, for the purposes of section 250R of the Corporations Act, the Remuneration Report for the year ended 31 December 2023 be adopted."

Please note that the vote on Resolution 1 is advisory only and does not bind the Directors or the Company.

Voting Exclusion Statement

A vote on Resolution 1 must not be cast (in any capacity) by or on behalf of either of the following persons:

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member.

However, this does not apply to a vote cast in favour of Resolution 1 by;

- a person as a proxy or attorney for a person who is entitled to vote on Resolution 1, in accordance with the directions given to the proxy or attorney to vote in Resolution 1 in that way; or
- the Chair as proxy or attorney for a person who is entitled to vote on Resolution 1, in accordance with a direction given to the Chair to vote on Resolution 1 as the Chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (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 Resolution 1; and
 - (ii) the holder votes on the resolution in accordance with the directions given by the beneficiary to the holder to vote in that way.

The Chair intends to vote any undirected proxies in favour of Resolution 1.

3. **Resolution 2 – Re-election of Director – Ramsay Carter**

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

"That, for the purposes of clause 14.2 of the Constitution, and for all other purposes, Ramsay Carter, a Director who retires by rotation, and being eligible, is re-elected as a Director."

4. **Resolution 3 - Ratification of Placement Shares issued 13 December 2023**

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

"That, for the purposes of Listing Rule 7.4 and for all other purposes, shareholders ratify the issue of 277,777,779 ordinary fully paid shares at AUD \$0.009 issued to institutional and sophisticated investors under a Placement on the terms and conditions set out in Explanatory Statement."

Voting Exclusion Statement

The Company will disregard any votes cast in favour of Resolution 3 by or on behalf of a person who participated in the issue of the Placement Shares or an associate of that person or persons.

However, this does not apply to a vote cast in favour of Resolution 3 by;

- a person as a proxy or attorney for a person who is entitled to vote on Resolution 3, in accordance with the directions given to the proxy or attorney to vote in Resolution 3 in that way; or
- the Chair as proxy or attorney for a person who is entitled to vote on Resolution 3, in accordance with a direction given to the Chair to vote on Resolution 3 as the Chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (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 Resolution 3; and
 - (ii) the holder votes on the resolution in accordance with the directions given by the beneficiary to the holder to vote in that way.

5. **Resolution 4 – Approval of Incentive Performance Rights Plan**

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

"That, for the purpose of Exception 13(b) of ASX Listing Rule 7.2 and for all other purposes, approval is given for the Company to adopt an employee incentive scheme titled Talius Group Limited – Incentive Performance Rights Plan and for the issue of securities under that Plan, on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion Statement

The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of any Director (except a Director who is ineligible to participate in any employee incentive scheme in relation to the Company) and by any person who is eligible to participate in the Talius Group Limited – Incentive Performance Rights Plan, or any associates of those Directors or persons.

However, this does not apply to a vote cast in favour of Resolution 4 by;

- a person as a proxy or attorney for a person who is entitled to vote on Resolution 6, in accordance with the directions given to the proxy or attorney to vote in Resolution 4 in that way; or
- the Chair as proxy or attorney for a person who is entitled to vote on Resolution 6, in accordance with a direction given to the Chair to vote on Resolution 4 as the Chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (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 Resolution 4; and
 - (ii) the holder votes on the resolution in accordance with the directions given by the beneficiary to the holder to vote in that way.

In accordance with section 250BD of the Corporations Act, a vote on Resolution 4 must not be cast by a person appointed as a proxy, where that person is either a member of the Key Management Personnel or a Closely Related Party of such member.

However, a vote may be cast by such person if the vote is not cast on behalf of a person who is otherwise excluded from voting, and:

- (a) the person is appointed as a proxy and the appointment specifies how the proxy is to vote; or
- (b) the person appointed as proxy is the Chair and the appointment does not specify how the Chair is to vote but expressly authorises the Chair to exercise the proxy even if Resolution 4 is connected with the remuneration of a member of the Key Management Personnel.

6. Resolution 5 – Approval of 10% Issuance Capacity

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 Equity Securities totalling up to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion Statement:

The Company will disregard any votes cast in favour on this special resolution by any person who may participate in the issue of Equity Securities the subject of this Resolution and a person who might obtain a benefit except a benefit solely in the capacity of a holder of ordinary securities if the resolution is passed (Participating Party), and any associate of the Participating Party.

However, this does not apply to a vote cast in favour of Resolution 5 by;

- a person as a proxy or attorney for a person who is entitled to vote on Resolution 5, in accordance with the directions given to the proxy or attorney to vote in Resolution 5 in that way; or
- the Chair as proxy or attorney for a person who is entitled to vote on Resolution 5, in accordance with a direction given to the Chair to vote on Resolution 5 as the Chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (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 Resolution 5; and

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

IMPORATANT NOTE: At the date of this Notice, it is not known who will participate in the proposed issue of Equity Securities the subject of this special resolution and the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the equity securities. Therefore, no existing Shareholder votes will be excluded under the voting exclusion in this Notice. You may be liable for breach of the voting restrictions in the Corporations Act if you cast a vote that the Company disregards.

Dated: 23 April 2024

Stephen Rodgers
Company Secretary
Talius Group Limited

Voting Exclusion Statements

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:

- (a) each Shareholder has a right to appoint a proxy;
- (b) the proxy need not be a Shareholder; and
- (c) a Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 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 changes to the Corporations Act made in 2011 mean that:

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

Proxy Forms must be received by the Company no later than 10:30am (AEST) on Tuesday, 21 May 2024, being at least 48 hours before the Meeting.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on Ph: 1300 711 979 or via email at investors@Talius.com.au

TALIUS GROUP LIMITED ACN 111 823 762

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of Shareholders in Talius Group Limited (**Company**) in connection with the business to be considered at the Annual General Meeting of Shareholders to be held at 10:30 AEST on Thursday, 23 May 2024.

This Explanatory Statement comprises part of the accompanying Notice of Meeting. Capitalised terms are defined in the "Definitions" section at the end of this Explanatory Memorandum. Details of the business to be considered at this Meeting are set out below.

Purpose of Explanatory Memorandum

The purpose of this Explanatory Memorandum is to provide Shareholders with information which may be relevant to the Resolutions to be put to Shareholders at the Meeting.

Annual Financial Report

Shareholders attending the meeting will be offered the opportunity to discuss the Annual Report at the Meeting. Those not attending may raise any questions in relation to the Annual Report via email at investors@Talius.com.au. The Company will not provide a hard copy of the Annual Report to Shareholders unless specifically requested to do so.

The Annual Report is available on the Company's website at <https://www.talius.com.au/>

There is no requirement for Shareholders to approve the Annual Report. However, the Chair will allow a reasonable opportunity for Shareholders to ask questions or make comments about the Annual Report and the management of the Company.

Shareholders are also entitled to put forward written questions to the Company's auditor, if the question is relevant to the content of the Auditor's Report or the conduct of the auditor as otherwise permitted by the Corporations Act.

Questions must be submitted by email: investors@Talius.com.au

Questions must be received by no later than 5:00pm AEST Tuesday, 21 May 2024.

Resolution 1 - Adoption of Remuneration Report for the Year ended 31 December 2023

1.1 General

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report 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.

1.2 Voting consequences

The vote on Resolution 1 is advisory only and does not bind the Company or its Directors. However, the Board will actively consider the outcome of the vote and comments made by Shareholders on the Remuneration Report when reviewing the Company's future remuneration policies and practices.

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.

1.3 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.

1.4 Directors Recommendation

The Remuneration Report forms part of the Company's Annual Report, made in accordance with a unanimous resolution of the Directors. Each of the Directors recommends the Report to Shareholders for adoption.

The Chair of the Meeting intends to vote all available proxies in favour of this resolution.

Resolution 2 - Re-election of Director – Ramsay Carter

2.1 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.

Mr. Carter was appointed to the Board by the Directors on 1 September 2020 and has been Non-executive director since that time until his recent appointment as an interim Executive Director. Mr. Carter was last elected to the Board by shareholders at the Company's 2022 Annual General Meeting ("AGM").

Pursuant to clause 14.2 of the Constitution one-third of Directors or the number closest to one-third (excluding the Managing Director) are required to retire at each AGM, provided that no director shall serve more than three years without standing for re-election.

Mr. Carter being the longest serving Director since his last re-election will retire at the Meeting by rotation in accordance with the Constitution. Mr. Carter being eligible submits himself for re-election as a Director.

2.2 Qualifications and other material directorships

Mr. Carter brings over 20 years' experience in global investment banking holding senior positions in Australia, Tokyo, Hong Kong and Singapore. He has thorough knowledge and governance over multiple jurisdictions throughout his career, in a highly regulated industry, especially within Asia Pacific, UK and North America. He has been a Director of the Company since 2020 and has assisted in ensuring a robust approach to governance, capital and strategy.

He has also been interim executive director since 1 February 2023 appointed to assist the executive in their growth strategies and setting Talius up for future scale.

Mr Carter has a Bachelor of Laws and International Business and is a member of AICD.

Mr Ramsay is not currently a director of any other ASX listed companies.

2.3 Independence

If elected the board considers that Mr. Carter will, despite his appointment in an interim executive role to be an independent director as he satisfies the criteria for assessing the independence of a director as prescribed by the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations 4th Edition.

Further details of the Board's determination of the independence of Mr. Carter can be found in the Company's most recent Annual Corporate Governance Statement dated 28 February 2024, a copy of which is located on the Company website. <https://www.talius.com.au/>

2.4 Other material information

The Company confirms that it has conducted appropriate checks into Mr. Carter's background and experience and has satisfied itself that he is an appropriate candidate to put forward for re- election as a Director.

The Board considers that Mr. Carter to be independent and free from any business or other relationship that could materially interfere with or could reasonably be perceived to materially interfere with the independent exercise of his judgement.

Mr. Carter has confirmed that he has sufficient time to meet his responsibilities as a director of Talius.

2.5 Board Recommendation

The Board after considering the matters set out above supports the election of Mr. Carter and recommends that Shareholders vote in favour of Resolution 2 because it considers that the mix of experience, expertise and skills that Mr. Carter brings to the role will assist the Board in continuing to fulfill its responsibilities to stakeholders as well as to continue to assist the Company in achieving growth and delivering value to Shareholders.

Resolution 3 - Ratification of Placement Shares issued 13 December 2023

3.1 Background

In a Placement that was completed 8 December 2023 the Company announced it had successfully raised gross proceeds of A\$2.5 million pursuant to a placing of 277,777,778 new ordinary shares (Placement Shares) at an issue price of A\$0.009 per share which were issued without shareholder approval under ASX Listing Rule 7.1 (the Placement).

It was announced at the time that the proceeds of the Placement, combined with Talius' existing cash holdings were to be used for further buildout of the Talius platform, which would enable further scalability into proven verticals as well as international expansion. Additionally, the funds also supported the general balance sheet requirement for the Company's 2024 pipeline and beyond.

3.2 Purpose

Resolution 3 is seeking to ratify the prior issue of the 277,777,778 Placement Shares that were issued 13 December 2023.

ASX Listing Rule 7.1 provides that a listed company may not, subject to specific exceptions, issue equity securities in any 12 month period, which exceeds 15% of the number of issued securities of the company held at the beginning of the 12 month period, except with the prior approval of shareholders of the company in a general meeting.

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that where a company in a general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1 (and provided the issue did not breach Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1 and thus the Company is seeking ratification of the issue of 277,777,778 Ordinary Shares in accordance with Listing Rule 7.4.

The Company confirms that the issue of the 277,777,778 Placement Shares did not breach ASX Listing Rule 7.1 and the Company seeks subsequent shareholder approval for this issue for the purpose of ASX Listing Rule 7.4 and all other purposes.

3.3 Technical information required by ASX Listing Rule 14.1A

If Resolution 3 is passed, the prior issue of the Placement Shares will be treated as having been made with approval under ASX Listing Rule 7.1 and be excluded in calculating the Company's 15% capacity under Listing Rule 7.1 effectively increasing the number of Equity Securities it can issue without shareholder approval over the 12 month period following the date of issue.

If Resolution 3 is not passed, the 277,777,778 Placement Shares will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities the Company can issue without shareholder approval over the 12-month period following the date of issue

3.4 Technical information required by ASX Listing Rule 7.5

For the purpose of ASX Listing Rule 7.5, Shareholders are advised of the following particulars of the allotment and issue:

- (a) the Placement Shares were issued to institutions, sophisticated and professional investors via a process conducted by Curran & Co stockbrokers. None of the recipients of the Placement Shares (Placement Recipients) were, either a member of the Company's key management personnel, a substantial holder in the Company, an adviser to the Company; or an associate of any of them;
- (b) 277,777,778 Shares were issued, and all the Placement Shares were fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (c) the Placement Shares were issued on 13 December 2023;
- (d) the issue price was \$0.009 per Placement Share;
- (e) the purpose of the Placement was to raise funds to be applied for the further buildout of the Talius platform, enabling further scalability into proven verticals as well as international expansion. Additionally, the funds also supported the general balance sheet requirement for the Company's 2024 pipeline and beyond as well as general working capital;
- (f) the Placement Shares were not issued under an agreement but as a term of the Placement offer subscribed for by Placement Recipients; and
- (g) a voting exclusion clause is set out under Resolution 3 of the Notice.

3.5 Board recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 3 and confirm that they intend to vote any Shares that they own or control in favour of Resolution 3.

The Chair of the Meeting intends to vote all undirected proxies in favour of Resolution 3.

Resolution 4 – Approval of Incentive Performance Rights Plan

4.1 Background

Under Listing Rule 7.2 (Exception 13(b)), for issues under an employee incentive scheme not to count towards the 15% capacity to issue share capital in a 12 month period without Shareholder approval, Shareholder approval of the employee incentive scheme is required:

- every three (3) years; or
- if there is a material change to the terms of an approved employee incentive scheme.

The Company's current Incentive Performance Rights Plan was approved by Shareholders at its 2021 Annual General Meeting on May 2021 (Incentive Performance Rights Plan) and Shareholder approval needs to be refreshed.

Resolution 4 seeks Shareholder approval for the approval of the Talius Group Limited – Incentive Performance Rights Plan (Plan) in accordance with ASX Listing Rule 7.2 (Exception 13(b)) and for the purpose of section 200E of the Corporations Act.

4.2 Terms of the Incentive Performance Rights Plan

A summary of the material terms of the Plan is set out in Schedule 1 and forms part of the Notice. A full copy of the Company's Incentive Performance Rights Plan is available by contacting the Company Secretary at the Company's registered office during normal business hours.

4.3 Consequences of Approval/Non Approval of Resolution 4

If Shareholder approval in accordance with Listing Rule 7.2, (Exception 13(b)) is granted, it will exempt grants under the Plan from the calculation of the 15% annual limit on the issue of new securities without prior Shareholder approval, for a period of three years from the date of the passing of Resolution 4.

If Shareholder approval in accordance with Listing Rule 7.2, (Exception 13(b)) is not granted under Resolution 4, the Shareholder approval of the 2020 Employee Incentive Plan at the 2021 Annual General Meeting will only remain in effect for the period of three years from the date of the 2021 Annual General Meeting.

Accordingly, if Shareholder approval under Resolution 4 is not obtained:

- grants under the Plan on or after 20 May 2024 will count towards the 15% annual limit;
- and
- grants under the Plan before 20 May 2024 will not count towards the 15% annual limit.

If Shareholder approval is not granted under this Resolution, the Board may need to consider alternative remuneration arrangements which are consistent with the Company's remuneration principles, including providing an equivalent cash long term incentive subject to the risk of forfeiture, performance conditions and performance period.

If Resolution 4 is passed, the Company will be able to issue Performance Rights under the Plan to eligible participants over a period of 3 years without impacting on the Company's ability to issue up to 15% of its total ordinary securities without Shareholder approval in any 12 month period.

The objective of the Plan is to attract, motivate and retain key employees and it is considered by the Company that the adoption of the Plan and the future issue of Performance Rights under the Plan will provide selected employees with the opportunity to participate in the future growth of the Company.

Any future issues of Performance Rights 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 will require additional Shareholder approval under ASX Listing Rule 10.14 at the relevant time.

4.4 Corporations Act

In addition to the restrictions contained in the Listing Rules, unless an exception applies, the Corporations Act restricts the Company from giving certain "benefits" to persons (who hold managerial or executive offices (as defined in the Corporations Act) on ceasing their employment with the Company (Termination Benefits), in the absence of Shareholder approval.

The term "benefit" is defined broadly in the Corporations Act and includes benefits arising from the Board exercising its discretion under the terms of the Plan.

Specifically, the Plan includes provisions that enable the Board to waive some or all of the performance conditions and/ or forfeiture conditions and allow Performance Rights issued to a participant to vest, where a participant ceases to be employed or contracted by a member

of the Group, including ceasing to be a Director, including as a result of redundancy, resignation, death, or termination of their employment.

Accordingly, Shareholder approval is also being sought to enable the Board to provide Termination Benefits in the event that the Board exercises these discretions in the future.

This approval is being sought in respect of any current or future participant in the Performance Rights Plan, and the Termination Benefits that may arise if and when any participants cease to be engaged by the Company.

4.5 Technical Information under ASX Listing Rule 7.2

Pursuant to and in accordance with ASX Listing Rule 7.2 Exception 13(b), the following information is provided in relation to this Resolution:

- (a) A summary of the material terms of the Plan is set out in Schedule 1 and forms part of the Notice;
- (b) The Plan was last approved by Shareholders at the Company's AGM held on 20 May 2021;
- (b) The number of equity securities (performance rights) issued pursuant to the Plan since the date the plan was last approved under Listing Rule 7.2 Exception 13(b) is 67,000,000 which were to employees and long term contractors as defined under the terms of the Plan;
- (c) 23,500,000 of the 67,000,000 performance rights issued under the Plan since it was last approved have vested and have been converted by the holders of those performance rights to ordinary shares at various dates through this period;
- (d) Separately to the performance rights that have vested under the Plan since it was last approved, a total of 22,000,000 of the 67,000,000 performance rights have lapsed or expired and are no longer eligible to be converted to ordinary shares;
- (e) Since the Plan was last approved the Company has issued in addition to the 67,000,000 performance rights pursuant to the Plan a total of 46,000,000 performance rights. However, all of these were issued outside of the Plan to directors and with the approval of Shareholders;
- (f) The maximum number of equity securities that the Company anticipates may be issued pursuant to the Plan in the three years following the date of the Meeting in reliance on Exception 13(b) to Listing Rule 7.1 (excluding equity securities issued with specific Shareholder approval), is 123,750,000, although the Company has no current plans to utilise the full capacity;
- (g) If Resolution 4 is not passed, the Company will be unable to issue equity securities in the Company pursuant to the Plan to eligible participants during the period up to three years after the date of this Meeting without affecting the Company's ability to separately issue up to 15% of its total ordinary securities in the 12-month period immediately preceding the date of the issue or agreement (without having to obtain a further Shareholder approval); and

- (h) A voting exclusion statement in respect to Resolution 4 has been included in the Notice of Meeting.

4.5 Board Recommendation

The Board believe that the Incentive Performance Rights Plan is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of the approval of the Incentive Performance Rights Plan.

The Chair of the Meeting intends to vote all undirected proxies in favour of Resolution 4.

Resolution 5 – Approval of 10% Placement Capacity

5.1 General

ASX Listing Rule 7.1A enables eligible entities to seek the approval of the holders of its ordinary securities to issue Equity Securities up to 10% of its issued share capital (10% Placement Facility). The 10% Placement Facility is in addition to the Company's 15% placement capacity under ASX Listing Rule 7.1. An eligible entity for the purposes of ASX Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less.

The Company as at 5 April 2024 had a market capitalisation of \$23.2 million and is not included in the S&P/ASX 3000 Index and as such is an eligible entity for these purposes.

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 the 12 month period immediately preceding the date of the issue or agreement to issue, to 15% of the fully paid ordinary securities it had on issue at the start of that period.

Under Listing Rule 7.1A, however, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%.

Resolution 5 seeks Shareholder approval by way of special resolution for the Company to have the additional 10% capacity provided for in Listing Rule 7.1A to issue equity securities without Shareholder approval (Additional Issuance Capacity).

If Resolution 5 is not passed, the Company will not be able to access the Additional Issuance Capacity and will remain subject to the 15% limit on issuing equity securities without Shareholder approval set out in Listing Rule 7.1.

The Board considers it is in the Company's best interests to have the opportunity to take advantage of the flexibility to issue additional securities provided under ASX Listing Rule 7.1A. As at the date of this Notice, no decision has been made by the Board to undertake any issue of securities under the Additional Issuance Capacity if Shareholders approve Resolution 5.

The information below provides more background on ASX Listing Rule 7.1A and the disclosure required by ASX Listing Rule 7.3A.

5.2 Description of ASX Listing Rule 7.1A

- (a) Securities which may be issued under the Additional Issuance Capacity

Under the Additional Issuance Capacity, the Company must issue Equity Securities belonging to an existing quoted class of the Company's Equity Securities. As at the date of this Notice, the Company has on issue one class of quoted Equity Securities, being fully paid ordinary shares (ASX Code: TAL).

(b) Minimum issue price

Equity Securities issued under the Additional Issuance Capacity must be issued for cash consideration per security which is not less than 75% of the volume weighted average market price for the securities in that class, calculated over the 15 ASX trading days on which trades of securities in that class were recorded immediately before:

- (i) the date on which the price at which the securities are to be issued is agreed by the Company and the recipient of the securities; or
- (ii) if the securities are not issued within 10 ASX trading days of the date in paragraph (i) above, the date on which the securities are issued.

The Company will disclose this information when Equity Securities are issued under the Additional Issuance Capacity.

(c) Period for which approval will be valid

Shareholder approval of the Additional Issuance Capacity will be valid for the period commencing on the date of the Meeting and expiring on the first to occur of the following:

- (i) the date that is 12 months after the date of the Meeting; or
- (ii) the time and date of the Company's next annual general meeting; or
- (iii) if the Company receives Shareholder approval for a proposed transaction under ASX Listing Rule 11.1.2 (significant change to the nature or scale of activities) or ASX Listing Rule 11.2 (disposal of main undertaking), the time and date of that approval,

(Additional Issuance Period).

(d) Dilution risks

If Equity Securities are issued under the Additional Issuance Capacity, there is a risk of economic and voting dilution of existing Shareholders, including the following risks:

- (i) the market price for Equity Securities in the class of securities issued under the Additional Issuance Capacity may be significantly lower on the issue date than on the date of the approval under ASX Listing Rule 7.1A (that is, the date of the Meeting, if Resolution 5 is approved); and
- (ii) the Equity Securities may be issued under the Additional Issuance Capacity at a discount to the market price for those Equity Securities on the issue date,

which may have an effect on the amount of funds raised by the issue of the Equity Securities.

The below table shows the potential dilution of existing Shareholders on the basis of the market price of Shares and the number of ordinary securities for variable "A" calculated in accordance with the formula in ASX Listing Rule 7.1A.2, both as at 5 April 2024.

The below table also shows:

- (i) two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue as at 5 April 2024. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlement offer or securities issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future general meeting; and

- (iii) two examples of where the issue price of ordinary securities has decreased by 50% and increased by 50% as against the market price as at 5 April 2024.

Number of Shares on Issue (Variable 'A' in ASX Listing Rule 7.1A2)	Dilution			
	Issue Price (per Share)	\$0.004 50% decrease in Issue Price	\$0.008 Issue Price	\$0.012 50% increase in Issue Price
2,563,917,116 (Current Variable A)	Shares issued - 10% voting dilution.	256,391,712 Shares	256,391,712 Shares	256,391,712 Shares
	Funds Raised	\$1,025,566.84	\$2,051,133.69	\$3,076,700.53
3,845,875,674 (50% increase in Variable A)	Shares issued - 10% voting dilution.	384,587,567 Shares	384,587,567 Shares	384,587,567 Shares
	Funds Raised	\$1,538,350.26	\$3,076,700.53	\$4,615,050.80
5,127,834,232 (100% increase in Variable A)	Shares issued - 10% voting dilution.	512,783,423 Shares	512,783,423 Shares	512,783,423 Shares
	Funds Raised	\$2,051,133.69	\$4,102,267.39	\$6,153,401.08

*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 2,563,917,116 Shares on issue.
2. The issue price set out above is the closing price of the Shares on the ASX on 5 April 2024. This price is indicative only and does not consider the 25% discount to market that these shares may be issued at.
3. The Company issues the maximum possible number of Equity Securities under the Additional Issuance Capacity.
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 ASX Listing Rule 7.2 or with approval under ASX Listing Rule 7.1.
5. The issue of Equity Securities under the Additional Issuance Capacity consists only of Shares and the consideration provided for those Shares is cash. It is assumed that no Options are exercised or Performance Rights are converted into Shares before the date of issue of the Equity Securities.
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 ASX Listing Rule 7.1.
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%.

(e) Purpose of issues under Additional Issuance Capacity

The Company may issue Equity Securities under the Additional Issuance Capacity to raise cash to fund the following:

- (i) general working capital expenses;
- (ii) activities associated with its current business;
- (iii) repayment of debt; or
- (iv) the acquisition of new assets and investments (including any expenses associated with such an acquisition).

The Company will comply with the disclosure requirements of ASX Listing Rule 7.1A.4 and 3.10.5A on issue of any Equity Securities pursuant to the approval sought by Resolution 5.

(f) Allocation policy under Additional Issuance Capacity

The Company's allocation policy and the identity of the recipients of Equity Securities issued under the Additional Issuance Capacity will be determined on a case-by-case basis at the time of issue and in the Company's discretion.

No decision has been made in relation to an issue of Equity Securities under the Additional Issuance Capacity, including whether the Company will engage with new investors or existing Shareholders, and if so the identities of any such persons.

However, when determining the allocation policy and the identity of the recipients, the Company will have regard to the following considerations:

- (i) prevailing market conditions;
- (ii) the purpose for the issue of the Equity Securities;
- (iii) the financial situation and solvency of the Company;
- (iv) impacts of the placement on control;
- (v) other methods of raising capital; and
- (vi) advice from corporate, financial and broking advisers (if applicable).

Recipients may include existing Shareholders or new investors, but not persons who are related parties or associates of related parties of the Company. If the issue is made in connection with the acquisition of assets, the recipients may be the sellers of those assets.

(g) Previous issues under the Additional Issuance Capacity

The Company has issued Equity Securities under a previous Additional Issuance Capacity approved by Shareholders at the 2023 AGM which is within the 12 months prior to the date of the Meeting.

The Company has issued 228,613,933 Shares pursuant to the previous approval sought under Listing Rule 7.1A.

In the 12 months preceding the date of the Meeting the issue of these Shares under Listing Rule 7.1A represented a 10.00% total dilution of the total diluted number of Equity Securities on issue in the Company as at 13 December 2023, which was 2,286,139,337.

Details of all the Equity Securities issued by the Company under Listing Rule 7.1A.2 in the preceding 12 months of the meeting are detailed below:

Date	13 December 2023
Number	228,613,933 (plus 49,163,845 issued under LR 7.1)
Class	Ordinary Fully Paid Shares
Recipients	Applicants to Share Placement
Issue Price	\$0.009 per Share (discount of 10.0% to 10-day VWAP)
Consideration	Cash Consideration raised for issue of LR7.1A shares \$2,057,525.39 of a total of \$2.5million raised (inclusive of raising costs).

Net proceeds of the \$2.5million raised are currently being applied towards:

In combination with the existing cash holdings that Talius had on hand at the date of the capital raise these funds are being utilised for the further buildout of the Talius platform, so as to enable further scalability into proven verticals as well as supporting international expansion of the business.

Additionally, the funds raised will go to support the Company's general balance sheet requirements for the 2024 projects pipeline and general working capital.

As at the date of this Notice of Meeting the Company is still in the midst of executing projects and workstreams which the proceeds of the capital raise has been and is being applied to.

It is not possible at this juncture to state with accuracy the exact amount of the funds raised that have been spent. Shareholders are referred to the March Appendix 4C which will have been issued to the market before the date of the Meeting for up to date details of the cash balance and expenditure which the Company incurred which includes the proceeds of the funds raised.

6.3 Voting exclusion

Notwithstanding that at the time of dispatching this Notice, the Company is not proposing to make an issue of Equity Securities under the Additional Issuance Capacity, and a voting exclusion statement has nevertheless been included in this Notice of Meeting.

6.4 Board Recommendation

The Directors consider that the approval of the issue of the 10% Placement Facility described above is beneficial for the Company as it provides the Company with the flexibility to issue up to the maximum number of securities permitted under ASX Listing Rule 7.1A in the next 12 months (without further Shareholder approval), should such an issue be required.

Accordingly, each of the Directors recommends that Shareholders vote in favour of Resolution 5.

Glossary

\$ or \$A means Australian dollars.

Additional Issuance Capacity has the meaning given in Section 4.1.

Annual General Meeting or **Meeting** means the annual general meeting of the Company convened by this Notice.

Annual Report means the Directors' Report, the Financial Report and Auditor's Report in respect to the financial year ended 31 December 2023.

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.

ASX Listing Rules means the Listing Rules of ASX.

Auditor's Report means the auditor's report on the Financial Report

AEST means Australian Eastern Standard Time

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.

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.

Company means Talius Group Limited (ACN 111 823 762).

Constitution means the constitution of the Company.

Convertible Security has the meaning as in the Listing Rules.

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

Directors means the current directors of the Company.

Directors' Report means the annual directors' report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.

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

Explanatory Statement means the explanatory statement accompanying the Notice.

Financial Report means the annual financial report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.

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 the ASX.

Meeting means the Annual General Meeting of Talius Group Limited to be held 23 May 2024.

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

Option means an option to acquire a Share.

Performance Rights means a right to be issued a Share in the Company, subject to the satisfaction or waiver of specified vesting conditions.

Proxy Form means the proxy form accompanying the Notice.

Remuneration Report means the remuneration report set out in the Director's Report.

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.

Securities means any Equity Securities of the Company (including Shares, Options and/or Performance Rights)

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

Shareholder means a registered holder of a Share.

Trading Day has the meaning given in the Listing Rules.

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

Schedule 2 – Summary of Incentive Performance Rights Plan (Plan)

The key terms of the Plan are as follows:

- (a) The Board may, from time to time, in its absolute discretion, make a written offer to any of the following:
 - (i) a Director (whether executive or non-executive) of any Group Company;
 - (ii) a full or part time employee of any Group Company;
 - (iii) a casual employee or contractor of a Group Company to the extent permitted by ASIC Class Order 14/1001; or
 - (iv) a prospective participant, being a person to whom the Offer is made but who can only accept the Offer if an arrangement has been entered into that will result in the person becoming an Eligible Participant under clauses (a), (b) or (c) above,

(Eligible Participants).

It is to be noted that any proposal to issue Performance Rights to Directors under the Plan would require prior Shareholder approval under the related party provisions of the ASX Listing Rules.

- (b) Under the Plan the Board may grant Performance Rights to Eligible Participants with effect from the date determined by the Board, upon the terms set out in the Plan and upon such additional terms and vesting conditions as the Board determines.
- (c) The Board will advise each Eligible Participant of the following minimum information regarding the Performance Rights:
 - (i) the maximum number of Performance Rights that the Eligible Participant may apply for, or the formula for determining the number of Performance Rights that may be applied for;
 - (ii) the maximum number of Shares that the Eligible Participant is entitled to be issued on the exercise of each Performance Right or the formula for determining the maximum number of Shares;
 - (iii) any applicable vesting conditions;
 - (iv) when unvested Performance Rights will expire (**Expiry Date**);
 - (v) the date by which an offer must be accepted (**Closing Date**); and
 - (vi) any other information required by law or the ASX Listing Rules or considered by the Board to be relevant to the Performance Rights or the Shares to be issued on exercise of the Performance Rights.
- (d) Performance Rights will not be quoted on the ASX, except to the extent provided for by the Plan or unless the Offer provides otherwise. There are no participation rights or entitlements inherent in the Performance Rights and participants will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Performance Rights unless they vest and Shares are issued to the participant, in which event the entitlement to participate will arise from the holding of the Shares.
- (e) Subject to clause (i), a Performance Right granted under the Plan will not vest and be exercisable unless the vesting conditions (if any) have been satisfied and the Board has notified the Eligible Participant of that fact.

- (f) The Board must notify an Eligible Participant in writing within 10 Business Days of becoming aware that any vesting conditions attaching to a Performance Right have been satisfied.
- (g) Subject to the Corporations Act, the ASX Listing Rules and the Plan, the Company must issue to the participant or his or her personal representative (as the case may be) the number of Shares the participant is entitled to be issued in respect of vested Performance Rights that are exercised, within 10 business days of the Performance Rights being exercised.
- (h) If at any time the issued capital of the Company is reorganised (including consolidation, subdivision, reduction or return), all rights of a participant are to be changed in a manner consistent with the Corporation Act and ASX Listing Rules (if applicable) at the time of the reorganisation.
- (i) A Performance Right will lapse upon the earlier to occur of:
 - (i) an unauthorised dealing in, or hedging of, the Performance Right occurring, as governed by the Plan;
 - (ii) a vesting condition in relation to the Performance Right is not satisfied by the due date, or becomes incapable of satisfaction, as determined by the Board in its absolute discretion, unless the Board exercises its discretion to vest the Performance Right in accordance with the Plan;
 - (iii) a vested Performance Right is not exercised within the time limit specified in the Plan;
 - (iv) an Eligible Participant (or, where the participant is a nominee of the Eligible Participant, that Eligible Participant) ceases to be an Eligible Participant, unless the Board exercises its discretion to vest the Performance Right in accordance with the Plan;
 - (v) the Board deems that a Performance Right lapses due to fraud, dishonesty or other improper behaviour of the holder/Eligible Participant in accordance with the Plan;
 - (vi) the Company undergoes a change of control or a winding up resolution or order is made, and the Board does not exercise its discretion to vest the Performance Right in accordance with the Plan; and
 - (vii) the Expiry Date of the Performance Right.
- (j) The Board may, in its absolute discretion, by written notice to a participant, resolve to waive any of the vesting conditions applying to the Performance Rights due to:
 - (i) an Eligible Participant or, where the participant is a nominee of an Eligible Participant, that Eligible Participant, ceasing to be an Eligible Participant as a result of:
 - (A) death or total or permanent disability; or
 - (B) retirement or redundancy; or
 - (ii) an Eligible Participant or, where the participant is a nominee of an Eligible Participant, that Eligible Participant, suffering severe financial hardship;
 - (iii) any other circumstance stated in the terms of the relevant Offer made to and accepted by the participant;
 - (iv) a change of control occurring; or
 - (v) the Company passing a resolution for voluntary winding up, or an order is made for the

compulsory winding up of the Company,
in which case, a participant (or their personal legal representative where applicable) may exercise any vested Performance Right at any time within one month of the Board notifies that the Performance Right has vested, failing which the Performance Right will lapse, by a signed written notice to the Board specifying the Performance Rights being exercised and providing the certificate for those Performance Rights.

Your proxy voting instruction must be received by **10.30am (AEST) on Tuesday, 21 May 2024**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

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

YOUR NAME AND ADDRESS

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

STEP 1 – APPOINT A PROXY

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

DEFAULT TO THE CHAIR OF THE MEETING

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

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

APPOINTMENT OF SECOND PROXY

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

SIGNING INSTRUCTIONS

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

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

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

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

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

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

CORPORATE REPRESENTATIVES

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

Lodging your Proxy Voting Form:

Online

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/loginsah> 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 TALIUS GROUP LIMITED, to be held at **10.30am (AEST) on Thursday, 23 May 2024 at BDO, Level 10, 12 Eagle Street, Brisbane Qld 4000** hereby:

Appoint the Chair of the Meeting (Chair) OR 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 or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit and at any adjournment thereof.

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The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.
 Unless indicated otherwise by ticking 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 and 4 (except where I/we have indicated a different voting intention below) even though Resolutions 1 and 4 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

STEP 2 - Your voting direction

Resolutions	For	Against	Abstain
1 Adoption of Remuneration Report for the Year ended 31 December 2023	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Director – Ramsay Carter	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Ratification of Placement Shares issued 13 December 2023	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Approval of Incentive Performance Rights Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Approval of 10% Issuance Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll 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 <input style="width: 90%; height: 25px;" type="text"/>	Securityholder 2 <input style="width: 90%; height: 25px;" type="text"/>	Securityholder 3 <input style="width: 90%; height: 25px;" type="text"/>
Sole Director and Sole Company Secretary	Director	Director / Company Secretary
Contact Name:		
<input style="width: 100%; height: 25px;" type="text"/>		
Email Address:		
<input style="width: 100%; height: 25px;" type="text"/>		
Contact Daytime Telephone	Date (DD/MM/YY)	
<input style="width: 100%; height: 25px;" type="text"/>	<input style="width: 30%; height: 25px;" type="text"/> / <input style="width: 30%; height: 25px;" type="text"/> / <input style="width: 30%; height: 25px;" type="text"/>	

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