



dig

Investor Presentation

Developing and investing in technology that disrupts
existing markets

August 2022

DIG investment highlights and capital raising details

DIG investment opportunity

DIG overview

- DIG builds and develops disruptive technology businesses across three key divisions; workplace solutions, construction solution and finance solutions.
- Key investment highlights:
 - i. Self-sufficient company underpinned by strong revenue growth and profitable operations
 - ii. Established customer base supported by macro tailwinds
 - iii. Expanding margins underpinned by tech-enabled growth
 - iv. Execution roadmap in place to deliver sustainable growth
 - v. Clear focus on maximising company value through equity-aligned founders

Capital raising overview

- Up to ~\$5m capital raising in the form of Convertible Notes ('Notes') that convert at IPO at:
 - Discount: 25% if prospectus lodged with ASIC within 12 months of the date of issue of the Notes, otherwise 30%
 - Coupon: 8% p.a.
 - Maturity Date: [18 months] from the data of issue of the Notes
 - Valuation Cap: pre-money equity valuation cap of A\$37m, representing last Company valuation as at November 2021 which raised ~\$3.6m
- Attractive opportunity to join the DIG register at a minimum of 25% discount to the IPO price offering downside protection while placing a valuation cap to allow further upside potential
- DIG is raising capital primarily to repay existing debt for balance sheet optimisation

DIG operates tech-enabled businesses across 3 key divisions

Workplace solutions



Automating identity verification and compliance checks



Cloud-based document management platform

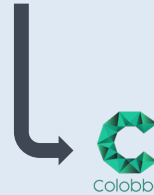
Launched 2021

29%
of FY22 revenue

Construction solutions



Leading provider of network construction & management and IT based-services



Geospatial construction management software

Launched 2022

66%
of FY22 revenue

Finance solutions



Car finance and mortgage broker



OUR CREDIT TEAM

Digital finance provider for lifestyle needs

5%
of FY22 revenue

DIG has developed innovative and disruptive technologies

“

Building financially self-sufficient companies is at the heart of what we do. We have developed disruptive technology and built multiple compelling businesses.

Our ability to work with passionate founders underpins our competitive advantage, as we provide them with the expertise, experience and environment to cultivate their business ambition. We are excited to leverage our profitable foundation to continue our growth journey, as we drive commercialisation and monetisation to maximise shareholder value.

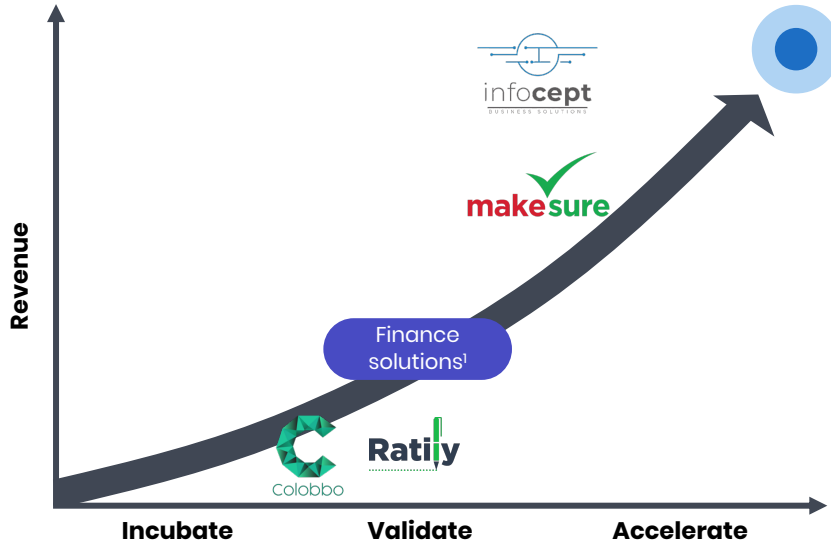
”



Steve Prideaux
CEO & Founder

DIG has a clear strategic framework in place to deliver value through disruptive technology

DIG operates businesses through the **development, launch, and commercialisation of technology...**



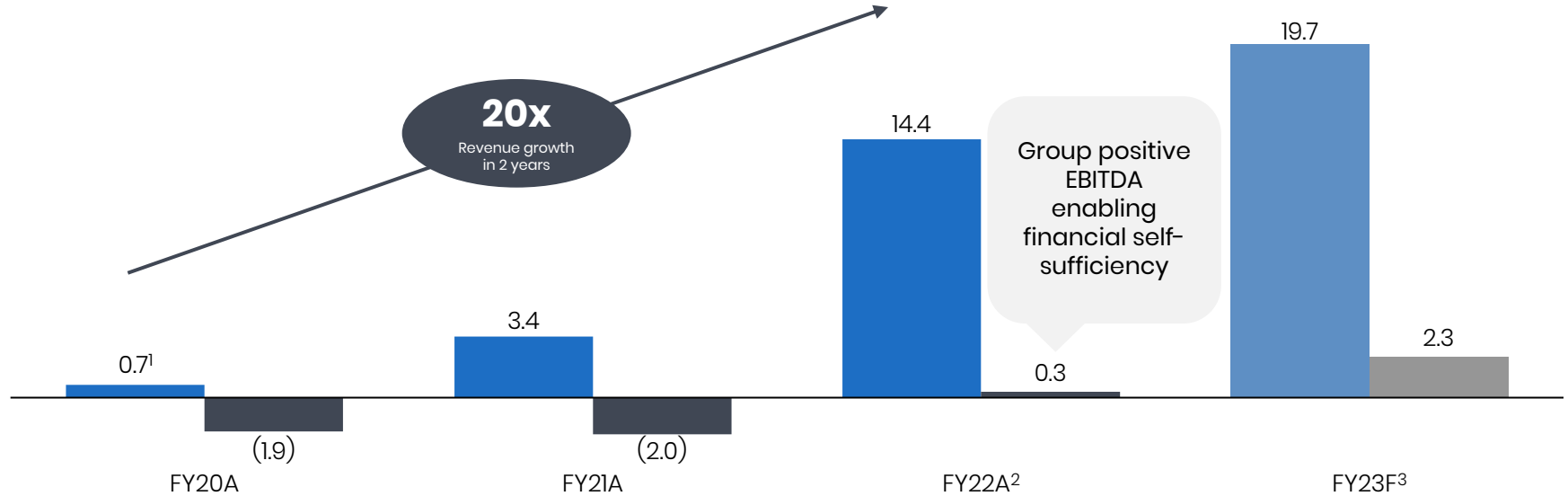
...to realise shareholder value:

- 1 Scale:** growing self-sufficient companies sustainably
- 2 Operating leverage:** expanding margins via tech-enablement
- 3 Strategic exit:** near term plans for an ASX listing

Record FY22 financial performance driven by strong revenue growth and positive EBITDA

DIG Group Revenue and EBITDA (A\$m)

■ Revenue
■ EBITDA



1. Makesure and Infocept were acquired in May 2020 reflecting a 2 month contribution to Group revenue.
2. FY22 figures based on management financials (unaudited basis). Group financials exclude any contribution from DIG Digital and DIG Corporate Services.
3. FY23F financials presented do not reflect benefits of any additional capital raised.

Reputable partner with validation from large blue chip clients

50+
blue chip
clients and
growing



“

Makesure are our one stop shop for all our pre-employment checks and exit survey needs. They are versatile and have a seamless integration with our Applicant Tracking Systems. They also provide top notch customer service across all hours of the day, including weekends.

Chee Sun Yoong
Remuneration, Benefits and Recruitment Manager
PFD Food Services

My Rewards is thrilled to partner with Our Credit Team. The comprehensive suite of platforms offered is a natural fit for our 5.2 million members seeking digital financial solutions”

Maitreyee Khire
CEO My Rewards

”



Workplace solutions

Makesure is a leading AI-enabled workplace solutions platform for compliance checks



Streamlines and automates compliance checks



Fully accredited, employment, identity, immigration and police checks



One-stop-shop offering 20+ checks in one platform



Receive checks within 1 hour of completion



Fully automated reporting underpinned by an AI-enabled platform



Scalable cloud-based compliance management software



See slides 9 and 10

Leader in automating identity verification using the latest advancements in technology

Makesure currently **uses the latest technology** to verify compliance documents in 2 key ways



Institutional / government led verification

Submit via an application program interface (API) to validate data



Template-based document verification

Able to read and extract data from documents with consistent formats

Makesure is **expanding its AI powered document verification** to now cover inconsistent formats



Increase the pool of users through expansion of document coverage

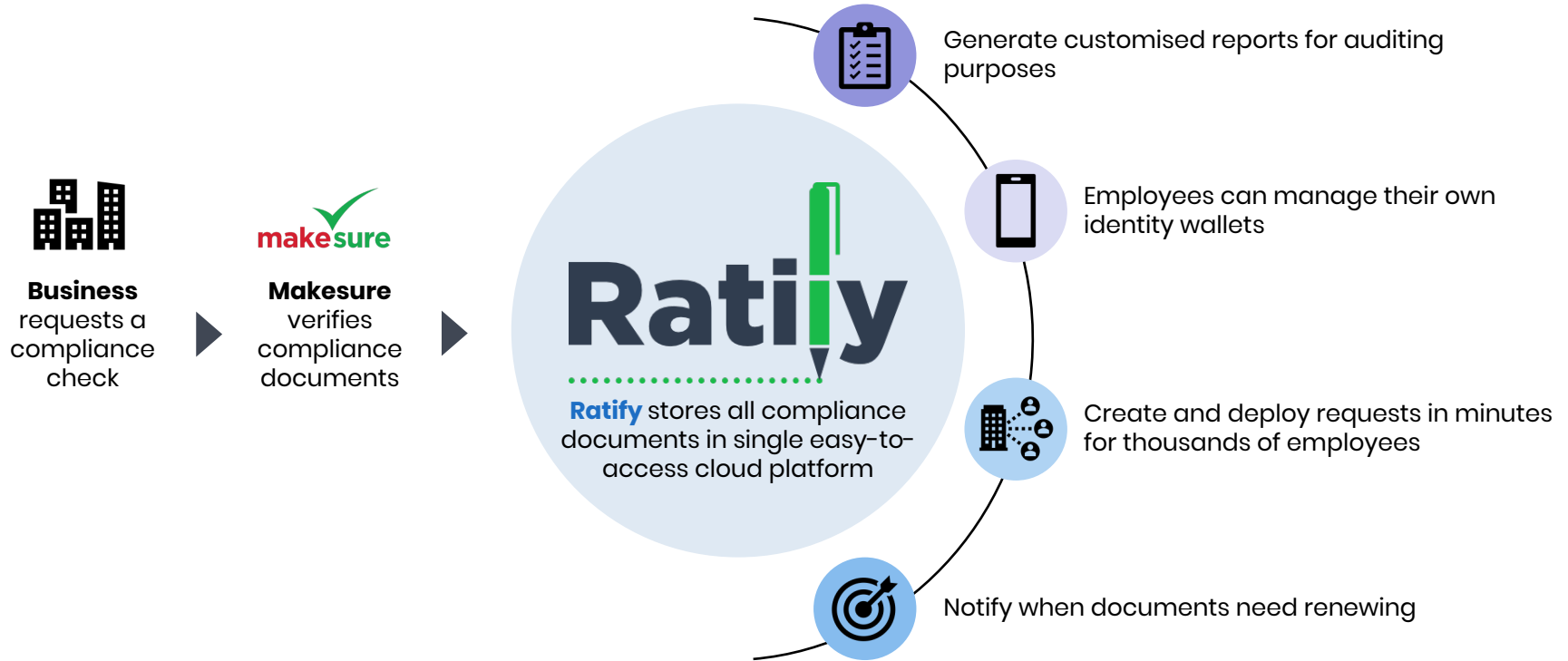


Automation of verification improves cost to serve and turnaround time



Significant operational and strategic benefits for workplace compliance checks

Makesure launched Ratify in 2020, a compliance management software that is based on a subscription model



Addressing a significant and growing global market opportunity with significant tailwinds in local markets



Large addressable market

Global identity and document certification market is rapidly growing: projected to increase from ~\$7.5b to ~\$23.2b by 2028¹



Increased local adoption

Asia Pacific projected to hold largest market share due to its early adoption of new technologies¹

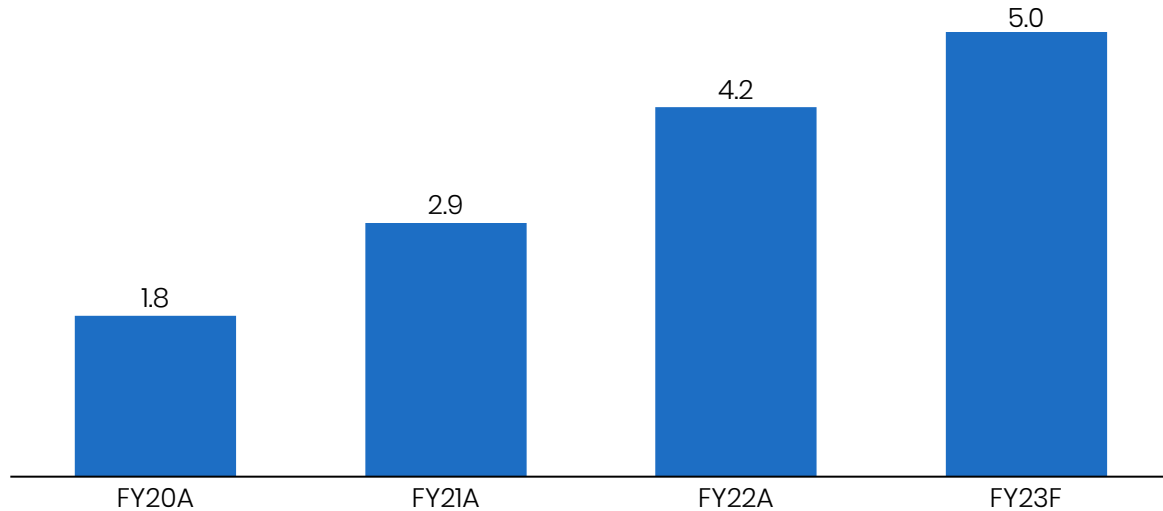


Expanding digital identities

A key initiative from the Australian government's 'Digital Economy Strategy' is to expand the Digital Identity System for secure and simple access to services economy-wide²

Makesure has demonstrated strong revenue growth underpinned by a scalable AI-platform

Workplace solutions revenue (A\$m)



EBITDA (A\$m)	FY20A	FY21A	FY22A	FY23F
	0.3	(0.1)	0.1	0.3

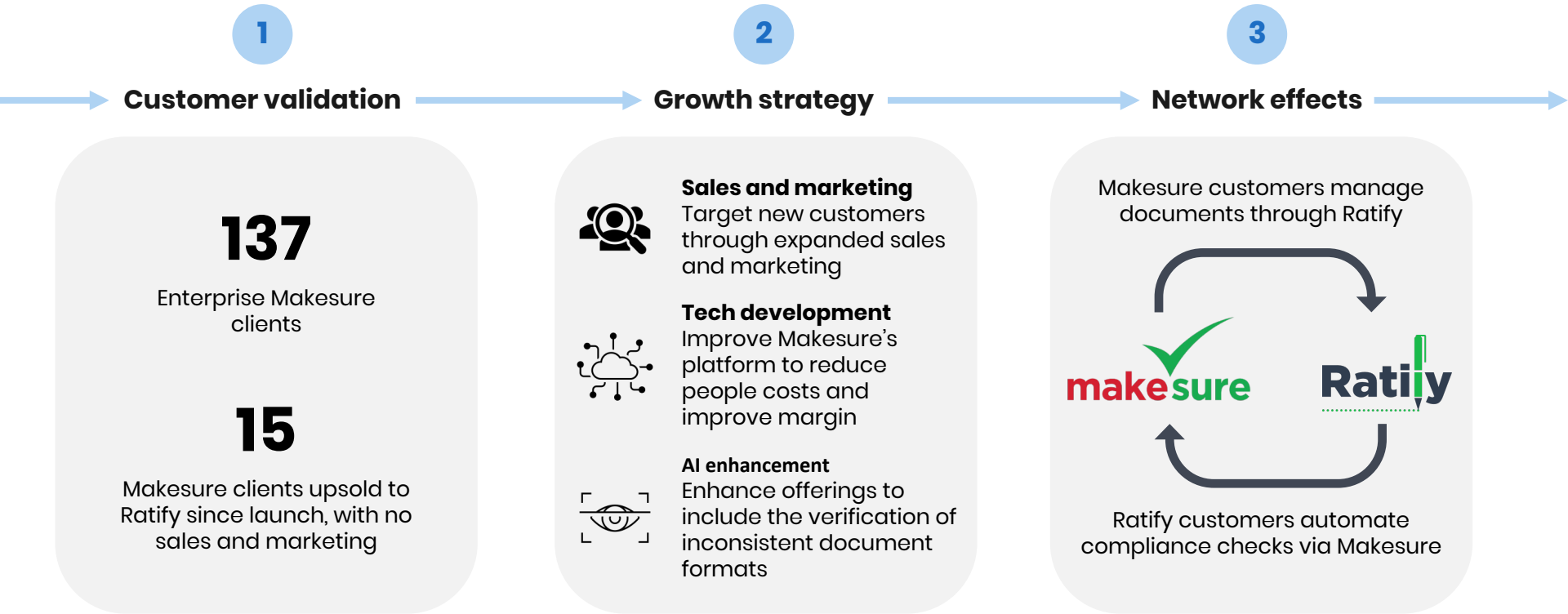
100+
Clients currently on the platform

34,000+
Number of checks in FY22

315
Average checks per client

\$0.1m
EBITDA in FY22

Makesure and Ratify are complimentary tech-enabled platforms that promote network growth effects





Construction solutions

Infocept is a leading provider of IT based network construction services with high margin SaaS technology



Telco network construction

Leading provider of network construction & management

- Installation of network pits, ducts, nodes, equipment, and network cables
- Fixing network faults
- Network testing



Telco services

Services for copper, fibre, coaxial and wireless technology

- Service activation
- Fault finding
- Network assurance
- Network remediation



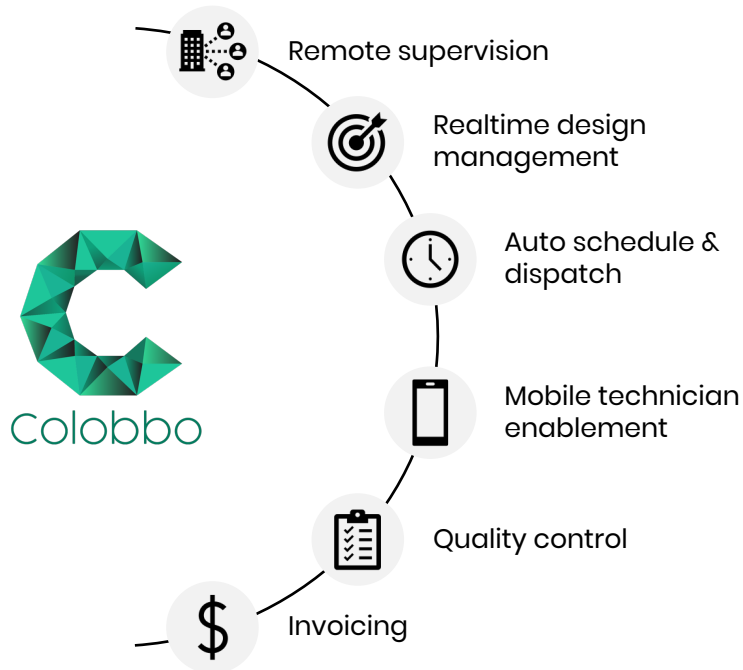
Colobbo software

Disruptive Geo-Spatial construction design management solution

- Capture real-time network changes
- Automated digital tasks generation
- Digital as-built drawings

Colobbo is a geospatial workforce management software that increases operating efficiencies throughout project lifecycle

Automates workforce **complex critical pathways** for construction networks



Projects can be completed **faster and at lower cost!**

12x

Increase in annualised ROI

2x

Faster project completion

2x

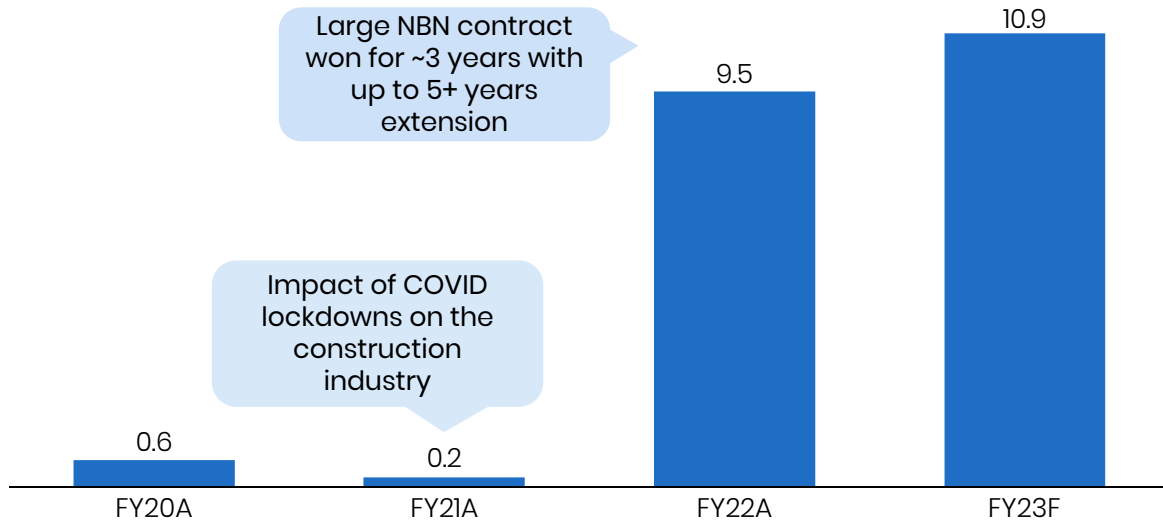
Faster time to revenue

10x

Increase in resource productivity

Strong and stable services revenue with further revenue upside from the high-margin SaaS Colobbo platform

Construction solutions revenue (A\$m)



EBITDA (A\$m)	FY20A	FY21A	FY22A	FY23F
	0.1	(0.5)	0.5	0.9



- ✓ Stable growing Infocept services revenue supported by Australian government 5G expansion plan
- ✓ Infocept's contracts are based on large long-term projects with extension options
- ✓ Colobbo launched with higher dollar value projects and new contracts
- ✓ Future state Colobbo revenue expected to be vast majority of Infocept revenues

Telco market primed for disruption due to material government investment in highly fragmented sector



US\$90bn

American Rescue Plan

- ✓ \$US25bn American Rescue Plan and \$65bn Bipartisan Infrastructure Law investment into affordable high-speed internet access across the US¹
- ✓ Highly fragmented telco market with lots of different players creating a need for an end-to-end solution to consolidate workflows

Biden Budget Has Even More Bucks for Broadband

By John Eggerton published March 29, 2022

Outlay comes on top of historic \$65 billion infrastructure bill investment

FACT SHEET: Biden-Harris Administration Announces Over \$25 Billion in American Rescue Plan



A\$750m

NBN 5G enablement

- ✓ \$480m investment by Australian government in the NBN fixed Wireless network for 5G enablement with an additional \$270m from NBN¹
- ✓ Colobbo is the only geospatial software that offers an end-to-end solution



1.The White House Briefing Room, 7 June 2022 <https://www.whitehouse.gov/briefing-room/statements-releases/2022/06/07/fact-sheet-biden-harris-administration-announces-over-25-billion-in-american-rescue-plan-funding-to-help-ensure-every-american-has-access-to-high-speed-affordable-internet/>

2.NBN, 22 March 2022 <https://www.nbnco.com.au/corporate-information/media-centre/media-statements/750-million-investment-to-5G-enable-nbn-fixed-wireless-to-deliver-faster-speeds-to-regional-australia>

A person wearing a dark suit jacket and a blue and white checkered shirt is sitting at a desk. Their hands are positioned over a tablet computer that displays a bar chart with blue bars. To the right of the tablet is a spiral-bound notebook. In the foreground, a black laptop is partially visible. The background is softly blurred, showing a green plant and a window with light coming through. A semi-transparent dark banner is overlaid at the bottom of the image, containing the text 'Finance solutions' in white, with a white underline beneath the word 'Finance'.

Finance solutions

DIG's finance solutions offer traditional mortgage broking, car finance and salary packaging services



NFF have built a \$100m+ mortgage loan book

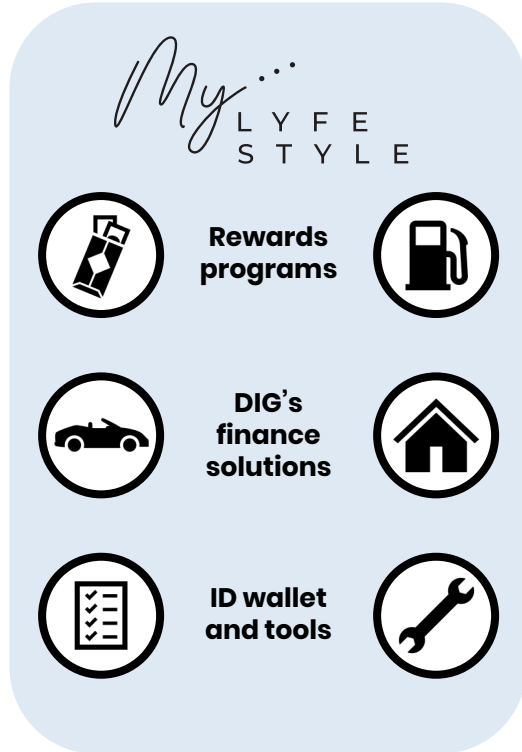
-
- Mortgage broking and refinancing
 - Car finance
 - Fleet management
 - White-labelled packaging platform
 - Salary packaging



DIG launches Our Credit Team into 68 new car dealerships

-
- Car finance
 - Home finance
 - Digital platform for convenient applications
 - Document wallet
 - Rewards program
 - Launch of MyLifestyle digital platform

Consolidating customer bases onto the 'My Lifestyle' digital ecosystem to increase customer lifetime value



Building brand loyalty and strong database of end-consumers early on in the lifecycle through attractive rewards programs and all-in-one offering



Generates repeat transactions and visits to the My Lifestyle platform during the customer lifecycle, increasing customer lifetime value



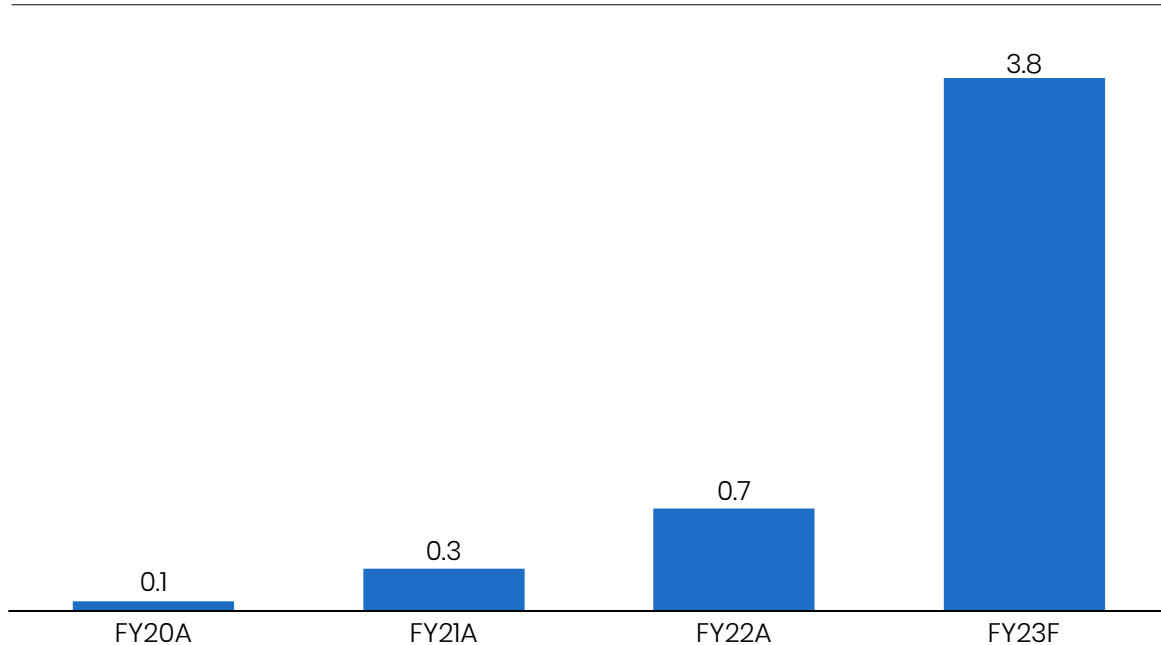
Upsell and cross-sell opportunities for existing finance solutions through a consolidated customer base, creating a competitive advantage



Businesses are incentivised to pay for My Lifestyle to access a network of sticky customers and market their products generating additional revenue

Strong revenue from established businesses with additional upside from the launch of the My Lifestyle ecosystem

Finance solutions revenue(A\$m)



Revenue drivers:

- ✓ Launch of the My Lifestyle platform to provide access to 5m+ customers via strategic partnerships with myrewards and MotorOne
- ✓ Marketing initiatives in place to increase adoption and customer base
- ✓ NFFI expects to double the number of mortgage brokers in FY23, broadening referral networks to increase transaction volume
- ✓ Growth in salary packaging commissions via increased bank referrals

Execution roadmap in place underpinned by several contracts in the pipeline and My Lifestyle launch



Continued growth of traditional broking services



Growth of panel of mortgage brokers



Margin improvement through lead generation



Sales and marketing plan to promote business



Contracting the Think Leasing Platform (salary packaging) to Plenti as a White Label Solution



Launch of My Lifestyle Platform August 1



Continued marketing collaboration with My Rewards



Property/Mortgage launch with Greville Pabst (The Block)



White Label Automotive Finance and Personal Loan Products



Integration of Consumer Direct Car Trading Platform for Auto Dealers addressing gap in current marketplace

Experienced board with equity-aligned management team and a track record of success



Don Clarke
Non-Executive
Chairman



Gerard Mullins
Non-Executive
Director



Steve Prideaux
Co-Founder
& CEO



Rob Wallace
Director of
Workplace Solutions
(Makesure founder)



Junies Lim
Director of
Finance Solutions
(NFFI co-founder)



Rajeev Biswas
Director of
IT Solutions
(Infocept co-founder)



Vipin Gera
Director of
IT Solutions
(Infocept co-founder)

Clear alignment of interests:
founders of various DIG businesses hold
~41% of shares outstanding

Shareholders	%
Rob Wallace (Makesure founder)	14.2%
Vipin Gera / Rajeev Biswas (Infocept founders)	9.0%
Prideaux family (Co-founder of DIG)	7.9%
DIG Non Executive Board Members	2.5%
Lim family (Founders of NFFI)	0.8%
Top 20 (inclusive of the above)	61.9%

DIG is an attractive investment opportunity

1

Self-sufficient company underpinned by strong revenue growth and profitable operations

2

Established customer base supported by macro tailwinds

3

Expanding margins underpinned by tech-enabled growth

4

Execution roadmap in place to deliver sustainable growth

5

Clear focus on maximising company value through equity-aligned founders



Capital raising

Proposed capital raising terms

Instrument	Convertible Notes (Notes)
Face Value	A\$1.00 per Note
Facility Amount	Up to approximately A\$5 million in aggregate ¹
Use of Funds	Repayment of existing debt for balance sheet optimisation (~A\$2.5 million), and to accelerate growth via additional sales and marketing resources across brands in preparation for an ASX listing (~A\$2.5 million)
Issue Date	The date that the Notes are issued
Maturity Date	[31 December 2023]
Interest Rate	Interest will accrue on the Notes at 8% per annum from the Issue Date up to and including the date on which the Notes are redeemed or converted. Interest will be calculated on daily balances (on the basis of a 365-day year and the actual number of days that interest accrues) and capitalised on the conversion date or repaid on redemption.
Elective Redemption	The Notes and any accrued but unpaid interest must not be repaid in cash prior to the Maturity Date unless approved in writing by the Company and at least 75% of the holders of the Notes.
Automatic Conversion Event	<p>The Notes (plus any accrued but unpaid interest) will automatically convert into fully paid ordinary shares in the Company immediately prior to completion of an IPO or Trade Sale, based on the lower of the following conversion price terms:</p> <ul style="list-style-type: none"> • A discount to the price per share implied by the terms of the IPO or trade sale of 25% (if completion occurs on or before [30 June 2023]), or otherwise 30% (if completion occurs on or between [1 July 2023] and the Maturity Date); and • The price per share implied by a pre-money equity valuation cap of A\$37 million, and the number of shares on issue immediately prior to the conversion of the Notes which is set to occur due to completion of the IPO or Trade Sale (as applicable).
Elective Conversion	The Notes may be converted into fully paid ordinary shares in the Company at the discretion of the Noteholder at any time prior to the occurrence of an Automatic Conversion Event or the Maturity Date at a price per share based on a pre-money equity valuation of A\$37 million and the number of shares on issue at that time.
Redemption or Conversion at Maturity Date	<p>If the Notes have not been redeemed or converted by the Maturity Date, the Company may elect to either:</p> <ul style="list-style-type: none"> • Redeem the Notes at an IRR of 30% (inclusive of any accrued interest); or • Convert the Notes (including their Face Value plus any accrued but unpaid interest) into fully paid ordinary shares in the Company, at a price per share equivalent to the price per share from dig most recent funding round in June 2021 (which implies a A\$37 million post-money equity valuation based on ordinary shares outstanding).
Security	Notes to be unsecured.
Restrictions	No dividends or capital returns will be made while any interest on the Notes remains outstanding.

Worked example of conversion of notes

Illustrative assumptions for worked example

Item	Assumption
Valuation Cap	\$37 million (most recent company valuation)
Shares outstanding	353,169,368
Pre-IPO primary raise	\$5 million
Pre-IPO interest	8% p.a.
Pre-IPO discount to IPO price	25% until [30 June 2023], 30% thereafter
IPO primary raise	\$7 million
IPO equity valuation	\$60 million (prior to primary proceeds)
Market cap on listing	\$67 million
IPO date	Exactly 365 days after completion of the pre-IPO round

Summary share capital table at IPO

Investor Group	Shares owned	\$ ownership (at IPO price)	% ownership (at IPO price)
Existing shareholders	353,169,368	52,358,491	78.2%
Noteholders	51,543,637	7,641,509	11.4%
Sub-total – prior to IPO	404,713,005	A\$60.0M	89.6%
IPO investors	47,216,517	A\$7.0M	10.4%
Total	451,929,522	A\$67.0M	100.0%

Worked example explanation

For the purposes of this example, we have made a number of illustrative assumptions, as shown in the table on the left.

Based on these assumptions, at the time of the IPO, the Notes would accrue interest equal to \$400,000 (8% x \$5 million x 1 year), resulting in a total outstanding Notes position of **\$5,400,000**. The Notes would convert immediately prior to the allotment of new shares issued under the IPO (i.e. 1 millisecond prior to allotment).

The capped conversion price would be determined by dividing the Valuation Cap of \$37 million by the number of shares on issue immediately prior to the conversion of the Notes (i.e. **353,169,368** in this example).

$$\text{Capped conversion price} = \$37 \text{ million} / 353,169,368 = \mathbf{\$0.10^1}$$

$$\text{Shares issued to noteholders} = \$5,400,000 / \$0.10 = \mathbf{51,543,637}$$

This results in **404,713,005** (51,543,637 + 353,169,368) shares being on issue immediately following the conversion of the Notes.

In the usual fashion, the IPO price would be calculated as the equity value prior to contribution of IPO primary proceeds, divided by the shares outstanding prior to the issue of new shares under the IPO.

$$\text{IPO price} = \$60 \text{ million} / 404,713,005 = \mathbf{\$0.15^1}$$

$$\text{Shares issued to IPO investors} = \$7 \text{ million} / A\$0.15 = \mathbf{47,216,517}$$

The capped conversion price represents a 36% discount to the IPO price, so therefore governs (when compared to the minimum 25–30% discount on the Notes)

In this scenario, the noteholders would achieve an IRR of 53% on their pre-IPO investment based on the uplift in value from \$5 million at the pre-IPO to \$7.64M at the IPO (based on the 1 year hold period). The following page outlines some sensitivities to the IRR achievable by investors under this worked example.

Illustrative return scenarios based on sensitising the IPO valuation

	Worked example scenario						
Illustrative IPO valuation (\$M)	40	50	60	70	80	90	100
Pre-IPO primary raise (\$M)	5.00	5.00	5.00	5.00	5.00	5.00	5.00
Interest accrued @ 8.0% (\$M)	0.40	0.40	0.40	0.40	0.40	0.40	0.40
Principal value of notes at IPO (\$M)	5.40	5.40	5.40	5.40	5.40	5.40	5.40
Conversion price based on valuation cap (\$)	0.10	0.10	0.10	0.10	0.10	0.10	0.10
Conversion price based on 25% discount to IPO price (\$)	0.07	0.09	0.11	0.13	0.15	0.17	0.19
Conversion price (\$)	0.07	0.09	0.10	0.10	0.10	0.10	0.10
Effective discount to IPO price (%)	-25%	-25%	-29%	-39%	-47%	-53%	-58%
Shares issued to noteholders (M)	77.52	59.41	51.54	51.54	51.54	51.54	51.54
IPO price (\$)	0.09	0.12	0.15	0.17	0.20	0.22	0.25
Value of noteholders' position at IPO (\$M)	7.20	7.20	7.64	8.92	10.19	11.46	12.74
IRR to noteholders¹	44%²	44%²	53%	78%	104%	129%	155%

The Discount to the IPO price & additional interest protects noteholders in the event of lower valuations at IPO

The Valuation Cap in the worked example provides noteholders with upside at IPO

Note: This worked example is a simplification of a potential outcome for pre-IPO investors in DIG. All data expressed as \$A, unless specifically stated otherwise. All figures rounded to 2 decimal places.

The IRR to noteholders is calculated based on the following formula: $IRR = (\text{Value of noteholders' position at IPO}) / (\text{Pre-IPO primary raise}) - 1$ (on the basis of exactly a 1 year hold)
 1. The minimum 44% return is based on \$5.4m of Notes (\$5M face value + \$0.4M interest (8% x \$8M x 1 year)), converting at a 25% discount to the IPO price - i.e. $\$5.4M / (1 - 0.25) = \$7.2M$. $44\% = (\$7.2M / \$5M) - 1$

Disclaimer

The information contained in this presentation has been prepared by Digital Investment Group Limited (“DIG” or “the company”).

This presentation is not an offer, an invitation, a solicitation or other recommendation with respect to the subscription for, purchase or sale of any securities in DIG. This presentation has been made available for information purposes only and does not constitute a prospectus, short form prospectus, profile statement or offer information statement. This presentation is not subject to the disclosure requirements affecting disclosure documents under chapter 6D of the corporations act 2001 (cth). The information in this presentation may not be complete and may be changed, modified or amended at any time by the company, and is not intended to, and does not, constitute representations and warranties of DIG.

The company does not have a significant operating history on which to base an evaluation of its business and prospects. Therefore, the information contained in this presentation is inherently speculative. The information contained in this presentation has been prepared in good faith, neither the company or any of its directors, officers, agents, employees or advisors give any representation or warranty, expressed or implied, as to the fairness, accuracy, completeness or correctness of the information, opinions and conclusions contained in this presentation. Accordingly, to the maximum extent permitted by law, none of the company, its directors, employees or agents, advisers, nor any other person accepts any liability whether direct or indirect, express or limited, contractual, tortious, statutory or otherwise, in respect of the accuracy or completeness of the information or for any of the opinions contained in this presentation or for any errors, omissions or misstatements or for any loss, how so ever arising, from the use of this presentation.

This presentation may contain statements that may be deemed “forward looking statements”. Forward risks, uncertainties and other factors, many of which are outside the control of the company can cause actual results to differ materially from such statements. Such risks and uncertainties include, but are not limited to, acquisition and retention of customers, commercialisation, technology, third party service provider reliance, competition and development time frames, product distribution and usability of the company’s products depend upon various factors outside the control of the company including (but not limited to) device operating systems, mobile device design and operation and platform provider standards, reliance on access to internet, limited operating history and acquisition and retention of customers, reliance on key personnel, maintenance of key business partner relationships, reliance on new products, management of growth, brand establishment and maintenance. A number of the company’s products and possible future products contain or will contain open source software. The company licenses some of its software through open source projects, which may pose particular risks to its proprietary software and products in a manner that could have a negative effect on its business. DIG’s intellectual property rights are valuable, and any inability to protect them could reduce the value of its products and brand. The company’s products may contain programming errors, which could harm its brand and operating results. DIG will rely on third party providers and internet search engines (amongst other facilities) to direct customers to the company’s products, changes in technology, security breaches, insurance, additional requirements for capital, potential acquisitions, platform disruption and ability to raise sufficient funds to meet the needs of DIG in the future. DIG’s operational history is limited and reliance on key personal, as well as political and operational risks, and governmental regulation and judicial outcomes.

DIG makes no undertaking to update or revise such statements, but has made every endeavour to ensure that they are fair and reasonable at the time of making the presentation. Investors are therefore cautioned that any forward-looking statements are not guarantees of future performance and that actual results or developments may differ materially from those projected in any forward-looking statements.