

## Digital Investment Group Limited ACN 608 992 534 (Company)

### Capital raising – Issue of Convertible Notes (Notes)

The following is a summary of the material terms of the Unsecured Convertible Notes (Notes) to be issued by the Company. The summary is commercial-in-nature only and is not, nor should it be taken to constitute, a complete statement of all the terms of issue of the Notes. The Company recommends that all potential investors in the Notes reviews the Information Memorandum issued by the Company in respect of the Note issue and the Deed Poll (which sets out the full terms of issue of the Notes), which documents may be viewed free of charge at [investor@digltd.com.au](mailto:investor@digltd.com.au), before making any application or subscribing for Notes.

Applications for Notes must only be made by persons to whom the Company is not required to give a disclosure document in respect of an offer of securities under Chapter 6D of the Corporations Act and/or who are wholesale investors within the meaning of section 761G of the Corporations Act.

If an investor is in any way unsure about an investment in the Notes and/or its suitability for him / her, the investor should also consult a solicitor, accountant, investment adviser or other appropriate professional adviser.

Instrument	Unsecured Convertible Notes ( <b>Notes</b> ). Each Note is an unsecured obligation of the Company.
Face Value	A\$1.00 per Note.
New Issue Amount	The Company seeks to raise up to approximately A\$5 million by the issue of the Notes. (The Company retains the right to increase that amount).
Use of Funds	<ul style="list-style-type: none"> <li>• Repayment of existing debt for balance sheet optimisation</li> <li>• To accelerate growth of the Company's businesses via additional sales / marketing resources</li> <li>• To fund the work involved in the Company's application for an ASX listing</li> <li>• Working Capital</li> </ul>
Interest	<p>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 daily.</p> <p>All interest will capitalised. Interest will only be paid on redemption of the Notes. If the Notes are converted, all accrued but unpaid interest will be converted into ordinary fully paid shares in the Company (Shares) on the same basis as the face value of the Notes.</p>
Maturity Date	31 December 2023
Conversion (Liquidity Event)	<p>The Notes (plus any accrued but unpaid interest) will automatically convert into fully paid ordinary shares (<b>Shares</b>) in the Company on the occurrence (prior to the Maturity Date) of a Liquidity Event.</p> <p>A Liquidity Event is:</p> <ul style="list-style-type: none"> <li>• an IPO or Trade Sale;</li> <li>• any person acquiring majority voting power (&gt;50%) in the Company; or</li> <li>• the Company undertaking an issue of new equity securities (excluding the current Note issue) which raises proceeds of not less than \$10 million.</li> </ul> <p>If a Liquidity Event occurs, the conversion price will be the lower of:</p> <ul style="list-style-type: none"> <li>• the price per Share (on a fully diluted basis) implied by a pre-money (i.e. pre the Note issue) equity valuation of the Company of A\$37 million; and</li> <li>• the price per Share determined by whichever of the following is applicable: <ul style="list-style-type: none"> <li>○ if the Liquidity Event occurs on or before 30 June 2023, the price which is a discount of 25% to the price per Share implied by the terms of the Liquidity Event; or</li> <li>○ if the Liquidity Event occurs on or after 1 July 2023, the price which is a discount of 30% to the price per Share implied by the terms of the Liquidity Event.</li> </ul> </li> </ul>
Elective Conversion	<p>The Notes may also be converted into Shares in the Company:</p> <ul style="list-style-type: none"> <li>• at the discretion of the Noteholder at any time prior to 30 November 2023 (assuming there has been no prior automatic conversion event); or</li> <li>• at the option of the Company by notice given to the Noteholders at any time between 1 December 2023 and 5.00pm on the Maturity Date.</li> </ul> <p>If the Notes are converted at the election of the Noteholder or the Company under these Conditions of Issue, the conversion price will be the price per share (determined on a fully diluted basis) implied by a pre-money equity valuation of the Company (i.e. before any moneys raised by the Note issue) of A\$37 million.</p>

Early Redemption	No Notes may be redeemed early (i.e. prior to the Maturity Date) unless such redemption is requested / agreed in writing by the Company and approved by the Noteholders (by special majority decision).
Redemption (Event of Default)	<p>An Event of Default occurs if:</p> <ul style="list-style-type: none"> <li>• the Company does not pay any money that becomes payable by the Company on a Note on its due date for payment;</li> <li>• Insolvency occurs in relation to the Company; or</li> <li>• the Company is in breach of any covenant or undertaking given by it in respect of the Notes in a manner which is prejudicial to the interests of Noteholders and fails to rectify the breach within the required time.</li> </ul> <p>If an Event of Default occurs, the Notes held by a Noteholder are redeemable (at the election of the Noteholder). If redeemed under this provision, the Company must pay the Noteholder:</p> <ul style="list-style-type: none"> <li>• the face value of the Notes to be redeemed; plus</li> <li>• all accrued but unpaid interest on those Notes; plus</li> <li>• a redemption premium (which is the amount required to provide the Noteholder with an IRR of 30% on the face value of the Notes from the date of their issue until the date of the Event of Default).</li> </ul>
Redemption by the Company on the Maturity Date	<p>If not converted on or prior to the Maturity Date, the Company must redeem the Notes on the Maturity Date.</p> <p>Redemption requires payment to the Noteholder of:</p> <ul style="list-style-type: none"> <li>• the face value of the Notes; plus</li> <li>• all accrued but unpaid interest on those Notes; plus</li> <li>• a redemption premium (which is the amount required to provide the Noteholder with an IRR of 30% on the face value of the Notes to be redeemed from the date of their issue until the date of redemption).</li> </ul>
No transfers	Notes are not transferable other than to a related entity or related party of the Noteholder.
Restrictions	<p>While any Notes remain on issue, the Company must not:</p> <ul style="list-style-type: none"> <li>• make any dividend payment or capital return to the shareholders; or</li> <li>• enter into any material non-arms' length agreements or understandings with any related party of the Company.</li> </ul>