ASX Release

25 October 2024



Share Purchase Plan opens

DUG Technology Ltd (ASX: DUG) (**DUG** or **the Company**) is pleased to announce that the Share Purchase Plan (**SPP**) is now open.

As announced on 17 October 2024, the Company is offering all existing eligible shareholders the opportunity to acquire up to A\$30,000 worth of DUG's ordinary shares at A\$1.90 per Share, without paying any brokerage costs, commissions or other transaction costs.

The SPP will be open to those shareholders of the Company on the share register as of the Record Date (being 4.00pm (AWST) on Wednesday, 16 October 2024) and with a registered address in Australia or New Zealand (Eligible Shareholders) and participation is optional.

Attached is a letter which is being dispatched to Eligible Shareholders today. Also attached is the SPP booklet (containing full details of the SPP) and a sample application form.

Eligible Shareholders who have any questions regarding the SPP should call Computershare Registry on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia) at any time from 8:30am to 5:00pm (AEDT), Monday to Friday.

This ASX Announcement has been approved for release by the Board of DUG Technology Ltd.

Ends

For more information:

DUG Technology Ltd T. +61 9287 4100

DUG Investor Email: investor@dug.com

DUG Investor Centre: www.dug.com/investor-centre

About DUG

DUG is an ASX-listed technology company, headquartered in Australia, that specialises in analytical software development, big-data services and reliable, high-performance computing (HPC). DUG is built on a strong foundation of applied science and a history of converting research into practical, real-world solutions. DUG delivers innovative software products and cost-effective, cloud-based HPC as a service backed by bespoke support for technology onboarding. DUG's expertise in algorithm development and code optimisation enables clients to leverage big data and solve complex problems.





DUG delivers a comprehensive geoscience offering backed by over two decades of experience and a focus on R&D. DUG maximises the value of seismic data with customised services, software and HPC solutions enabled by innovative technology – including Multi-parameter FWI Imaging.

DUG is a global company with offices in Perth, London, Houston, Kuala Lumpur and Abu Dhabi, supporting a diverse industrial client-base. DUG designs, owns, and operates a network of some of the largest supercomputers on Earth. The company continues to invest and innovate at the forefront of software and HPC, working towards a climate-positive future.

To learn more, please visit www.dug.com.





MR SAM SAMPLE 123 SAMPLE STREET SAMPLETOWN VIC 3000

X 9999999991 IND

Share Purchase Plan Letter to Eligible Shareholders

25 October 2024

Dear Shareholders

Invitation to participate in Share Purchase Plan

On behalf of the board of DUG Technology Ltd (ASX: DUG) (**DUG** or **the Company**), I am pleased to offer you the opportunity to participate in the DUG share purchase plan (**SPP**) which was announced on 17 October 2024. The SPP provides you with an opportunity to acquire up to A\$30,000 worth of DUG's ordinary shares (**SPP Shares**) at \$1.90 per Share (**Issue Price**), without paying any brokerage costs, commissions or other transaction costs.

DUG is targeting to raise up to approximately \$5 million under the SPP with the capacity to accept oversubscriptions above that amount, or to scale back applications at its absolute discretion. The SPP is not underwritten.

The SPP is part of a broader capital raising being undertaken by DUG. As announced to ASX on 17 October 2024 the Company received strong support via binding commitments to raise approximately \$30.2 million (before costs) in a two-tranche placement to eligible institutional, sophisticated and professional investors and Directors of the Company (**Placement**). The first tranche of the Placement has raised \$30 million (before costs) and the second tranche is anticipated to complete on 22 November 2024, subject to shareholder approval.

Proceeds of the Placement and the SPP will be used to:

- accelerate the Company's growth trajectory, including expanding the capacity of the Houston data centre, starting the office in the Middle East and the DUG Nomad initiative; and
- to prepare the data centre for receiving more compute (when business dictates), infrastructure including a cooling tower, a power transformer and further electrical infrastructure need to be installed.

Significant investment has been made in establishing the Abu Dhabi office this calendar year. The outlook is very exciting; it is now time to fit out the new office, amongst other expenditures.

Finally, the DUG Nomad initiative is delivering strong leads based on the two prototypes that have been built and demonstrated in the US and Australia. The Company now needs to turn leads into sales and prototypes into production including a small inventory.





SPP Booklet

The SPP is subject to the terms and conditions set out in the SPP booklet (**SPP Booklet**). A copy of the SPP Booklet was lodged with ASX today. The Company encourages you to carefully read the SPP Booklet in full before making your investment decision, noting that you will be bound by the terms and conditions in the SPP Booklet if you choose to participate.

A copy of the SPP Booklet, along with instructions on how to apply for the SPP and submit your payment, is available online at www.computersharecas.com.au/dugspp.

About the SPP

Pursuant to the SPP, eligible shareholders may apply for a maximum of \$30,000 worth of SPP Shares by selecting one of the following options:

Parcel	SPP Application Amount	Number of SPP Shares
А	\$1,000	526
В	\$2,500	1,315
С	\$5,000	2,631
D	\$7,500	3,947
E	\$10,000	5,263
F	\$12,500	6,578
G	\$15,000	7,894
Н	\$17,500	9,210
I	\$20,000	10,526
J	\$22,500	11,842
K	\$25,000	13,157
L	\$27,500	14,473
М	\$30,000	15,789

The above table summarises the number of SPP Shares that would be issued for different application amounts (assuming there is no scale back of applications). Where the amount applied for results in a fraction of a Share, the number of SPP Shares issued will be rounded down to the nearest whole number. All SPP Shares issued under the SPP will rank equally with existing Shares.

If you decide to participate in the SPP, you will have the opportunity to increase your DUG shareholding at the Issue Price, being the same price paid by institutional and Sophisticated investors under the Placement which represents a discount of;

- 12.8% to the closing price of Shares on Tuesday, 15 October 2024; and
- 15.3% to the 10-day VWAP up to and including Tuesday, 15 October 2024.

Eligible Shareholders

Participation in the SPP is optional and is open to eligible shareholders who are registered holders of Shares on the Record Date (being 4.00pm (AWST) on Wednesday, 16 October 2024) with a registered address on the register in Australia or New Zealand (Eligible Shareholders). Certain Eligible Shareholders who are custodians holding Shares on behalf of certain beneficiaries are also invited to participate in the SPP on the terms and conditions set out in this SPP Booklet.

Shareholders in the United States are not eligible to participate in the SPP. Similarly, Shareholders (including trustees, custodians and nominees) who hold Shares on behalf of persons in the United States or are acting for the account or benefit of persons in the United States, are not eligible to participate in the SPP on behalf of those persons.

DUG will not issue SPP Shares to an applicant if those Shares, either alone or in conjunction with the issue of Shares under other applications received by DUG, would contravene any law or the ASX Listing Rules.

Important information regarding potential scale-back in the SPP

DUG is targeting to raise up to approximately \$5 million under the SPP. However, DUG may decide to accept applications (in whole or in part) that result in the SPP raising more or less than that target amount at its absolute discretion.

In the event of a scale-back, each applicant will be treated equally and will be scaled-back pro-rata based on the number of Shares for which they have applied (subject to any minimum dollar allocation determined by DUG at its absolute discretion).

In the event of a scale-back, you may be allocated Shares to a value which is significantly less than the parcel for which you applied. Should this happen, the balance of any application monies not applied to acquire SPP Shares will be refunded to you, without interest.

If a scale back produces a fractional number of SPP Shares when applied to your parcel, the number of SPP Shares you will be allotted will be rounded down to the nearest whole number of Shares.

How to apply

Eligible Shareholders may participate in the SPP by:

- making a payment directly by BPAY® payment by following the steps outlined in the SPP available
 online at www.computersharecas.com.au/dugspp (you do not need to return an Application Form
 under this option).
- For Eligible Shareholders with a registered address in New Zealand or for Eligible Shareholders with a registered address in Australia who are unable to Pay via BPAY® or access the website to complete the online application, please contact Computershare via the Information Line on 1300 850 505 (callers within Australia) or +61 3 9415 4000 (callers outside Australia) between 8:30am and 5:00pm (AEDT), Monday to Friday, to obtain Electronic Funds Transfer "EFT" payment instructions.

The SPP is scheduled to close at 2.00pm AWST on Thursday 14 November 2024, by which time we must receive your application and payment.

Key Dates

Event	Dates
Record Date for SPP	4:00pm (AWST) on Wednesday, 16 October 2024
Announcement of SPP	Wednesday, 17 October 2024
SPP Booklet lodged with ASX	Friday, 25 October 2024
SPP Opening Date	6:00am (AWST) on Friday, 25 October 2024
SPP Closing Date	2:00pm (AWST) on Thursday, 14 November 2024
Announcement of results of SPP	Tuesday, 19 November 2024
Expected date for ASX to grant quotation of SPP Shares issued under SPP Offer	Wednesday, 20 November 2024
Issue of Shares under SPP and commencement of trading	Thursday, 21 November 2024

These dates are indicative and subject to change without notice to you. All references to a time are in Australian Western Standard Time (AWST).

Important Information

The SPP is governed by the Booklet (available at www.computersharecas.com.au/dugspp). I encourage you to read this SPP Booklet carefully and in its entirety before making a decision on whether to participate in the SPP.

You should be aware that the future market price of the Shares is uncertain and may rise or fall. This means the price you pay for Shares under the SPP may be either higher or lower than the Share price trading on the ASX at the time Shares are issued to you under the SPP.

If you are uncertain whether the Shares under the SPP are a suitable investment for you, please consult your financial or other professional adviser. The Board recommends that you obtain your own financial advice in relation to the SPP and consider price movements of the Company's Shares prior to electing to participate in the SPP.

Further Questions

Shareholders who have any questions regarding the SPP should call Computershare Registry on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia) at any time from 8:30am to 5:00pm (AEDT), Monday to Friday.

Yours faithfully

Frank Sciarrone

Independent Non-Executive Chairman



DUG TECHNOLOGY LTD ACN 169 944 334

SHARE PURCHASE PLAN BOOKLET

25 OCTOBER 2024

Important notice

This Booklet contains important information. This Booklet offers Eligible Shareholders the opportunity to apply to purchase up to \$30,000 worth of Shares without paying brokerage or other transaction costs. Details of the SPP Offer and how to participate are set out in this Booklet. Applications for Shares under the SPP Offer must be received by 2:00pm (AWST) on Thursday 14 November 2024.

You should read this Booklet in full and seek advice from your financial or other professional adviser if you have any questions about your investment in the Company or about the impact of the transactions described in this Booklet.

If you have any questions in relation to how to participate in the SPP Offer after reading this Booklet, please contact the Registry on 1300 850 505 (callers within Australia) or +61 3 9415 4000 (callers outside Australia) between 8:30 am to 5:00pm (AEDT) Monday to Friday throughout the SPP Offer period. This Booklet does not provide financial advice and has been prepared without taking into account your particular objectives, financial situation or needs.

NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES



Important Information

This Booklet does not provide financial advice and has been prepared without taking account of any person's investment objectives, financial situation or particular needs. You should consider the appropriateness of participating in the SPP having regard to your investment objectives, financial situation or particular needs. Shareholders should seek independent financial and taxation advice before making any investment decision in relation to these matters. Cooling off rights do not apply to the acquisition of SPP Shares.

The offer of Shares under the SPP is made in accordance with the ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547 (**ASIC Instrument**), which grants relief from the requirement to issue a disclosure document for the SPP. Accordingly, this offer is not a prospectus and does not require the types of disclosure required under the Corporations Act and has not been lodged with ASIC.

Offering restrictions

The laws of some countries prohibit or make impracticable participation in the SPP by certain overseas Shareholders. Accordingly, the Company has determined that it is not practical for Shareholders who are not a resident in Australia or New Zealand to participate in the SPP. The SPP does not constitute an offer of Shares for sale in any other jurisdiction.

Not for distribution or release in the United States

The Shares offered and sold under the SPP have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended (the **U.S. Securities Act**) or the securities laws of any state or other jurisdiction of the United States. Accordingly, you are not eligible to participate in the SPP if you are in the United States or are acting for the account or benefit of a person in the United States. If you are acting for the account or benefit of a person in the United States, you are not permitted to apply for or acquire SPP Shares for, or for the account or benefit of, that person.

Important information for Eligible Shareholders in New Zealand

The SPP Shares are not being offered or sold to the public within New Zealand other than to existing Shareholders with registered addresses in New Zealand to whom the offer of SPP Shares is being made in reliance on the Financial Markets Conduct (Incidental Offers) Exemption Notice 2016.

This Booklet has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act 2013. This document is not a product disclosure statement under New Zealand law and is not required to, and may not, contain all the information that a product disclosure statement under New Zealand law is required to contain.



Chairman's Letter

25 October 2024

Dear Shareholder

On behalf of the Directors of DUG Technology Ltd (**DUG** or **the Company**), I am pleased to offer you the opportunity to participate in the security purchase plan (**SPP**) which was announced on 17 October 2024. The SPP allows Eligible Shareholders in the Company the opportunity to each subscribe for up to \$30,000 worth of new fully paid ordinary shares in the Company (**SPP Shares**) at an offer price of \$1.90 per Share, without incurring brokerage or other transaction costs, on the terms and conditions set out in this Booklet (**SPP Offer**).

The Company intends to raise \$5 million under the SPP Offer, with the capacity to accept oversubscriptions above that amount, or to scale back applications, at its absolute discretion. The SPP is not underwritten.

The SPP Offer is part of a broader capital raising being undertaken by the Company. As announced to ASX on 17 October 2024, the Company received strong support via binding commitments to raise approximately \$30.2 million (before costs) in a two-tranche placement to institutional and sophisticated investors and Directors of the Company (**Placement**). The first tranche of the Placement has raised \$30 million (before costs) and the second tranche is anticipated to complete on 22 November 2024, subject to shareholder approval.

Proceeds of the Placement and the SPP will be used to:

- accelerate the Company's growth trajectory, including expanding the capacity of the Houston data centre, starting the office in the Middle East and the DUG Nomad initiative; and
- to prepare the data centre for receiving more compute (when business dictates), infrastructure including a cooling tower, a power transformer and further electrical infrastructure need to be installed.

Significant investment has been made in establishing the Abu Dhabi office this calendar year. The outlook is very exciting; it is now time to fit out the new office, amongst other expenditures.

Finally, the DUG Nomad initiative is delivering strong leads based on the two prototypes that have been built and demonstrated in the US and Australia. The Company now needs to turn leads into sales and prototypes into production including a small inventory.

SPP Offer Details

The SPP Offer provides you with the opportunity to increase your shareholding in the Company at the same issue price paid by institutional and sophisticated investors under the Placement, being \$1.90 per Share (Issue Price).

You may apply for a parcel of Shares valued at \$1,000, \$2,500 and thereafter in \$2,500 increments up to a maximum of \$30,000 (in aggregate) at the Issue Price.

Participation in the SPP Offer is optional and open to Shareholders, being registered Shareholders in the Company at 4:00pm (AWST) on 16 October 2024 (**Record Date**) and whose address on the Register is in Australia and New Zealand (**Eligible Shareholders**).

Details of how to apply under the SPP are contained in the "How do I apply?" section of the SPP terms and conditions which follows this letter.



The SPP Offer opens at 6:00am (AWST) on Friday 25 October 2024 and is expected to close at 2:00pm (AWST) on Thursday 14 November 2024.

The terms and conditions of the SPP Offer are provided in this SPP Booklet.

I encourage you to read it carefully and in full, and to seek your own financial and taxation advice in relation to the SPP Offer, before making a decision on whether to participate. If you have any additional questions you can call Computershare from 8:30am to 5:00pm (AEDT) Monday to Friday on 1300 850 505 (within Australia)] or +61 3 9415 4000 (outside Australia) during the offer period.

On behalf of the Board of the Company, thank you for your ongoing support.

Yours faithfully

Frank Sciarrone

Independent Non-Executive Chairman



1. Key Events and Dates

The SPP Offer will be conducted in accordance with the following timetable1:

Event	Date
Record Date	4:00pm (AWST) on Wednesday 16 October 2024
Announcement of SPP	Wednesday, 17 October 2024
SPP Booklet lodged with ASX	Friday, 25 October 2024
SPP Offer Opening Date	6:00am (AWST) on Friday, 25 October 2024
SPP Offer Closing Date	2:00pm (AWST) on Thursday, 14 November 2024
Announcement to market of results of SPP	Tuesday, 19 November 2024
Expected date for ASX to grant quotation of SPP Shares issued under SPP Offer	Wednesday, 20 November 2024
Issue of SPP Shares under the SPP Offer	Thursday, 21 November 2024

The Company reserves the right to vary the dates and times, either generally or in particular cases, without notification (including, subject to the ASX Listing Rules and the Corporations Act, to close the SPP Offer early, to extend the date the SPP Offer closes, to accept late Applications, either generally or in particular cases, or to cancel or withdraw the SPP Offer before settlement, in each case without notifying any recipient of this Booklet or any applicants). The Company may accept Applications in its discretion. If the SPP Offer is cancelled or withdrawn before the allocation of Shares, then all Application Monies will be refunded in full (without interest) as soon as possible in accordance with the requirements of the Corporations Act. Investors are encouraged to submit their Applications as soon as possible after the SPP Offer opens.

¹ Note: This timetable is indicative only and subject to change. DUG reserves the right to alter the above dates at its discretion and without notice to you, subject to the ASX Listing Rules and the Corporations Act



2. Key SPP Information

You should read this section in conjunction with the terms and conditions of the SPP set out on page 10. Capitalised terms have the meaning provided in the glossary set out on page 19.

1. What is the SPP?

The SPP gives Eligible Shareholders the opportunity to subscribe for up to \$30,000 worth of SPP Shares at the Issue Price without incurring brokerage or other transaction costs.

The Company is targeting to raise approximately \$5 million under the SPP. However, the Company may decide to accept applications (in whole or part) that result in the SPP raising more or less than the target amount at its absolute discretion.

A scale back may be applied to the extent and in the manner the Company sees fit, which may include taking into account a number of factors, such as the size of an applicant's shareholding at the Record Date, the extent to which the applicant has sold or purchased Shares since the Record Date, whether the applicant has multiple registered holdings, the date on which the Application was made and the total Applications received from Eligible Shareholders. Therefore, you may receive less than the parcel of Shares for which you have applied. Should this happen, the balance of any Application Money that is not applied to acquire Shares will be refunded to you, without interest.

2. Is participation in the SPP compulsory?

No. Participation in the SPP is voluntary.

Before you decide whether to participate in the SPP, the Company recommends you seek independent financial advice from your stockbroker, accountant or other professional adviser.

3. What is the issue price of the SPP Shares?

The Issue Price under the SPP is \$1.90 per Share, being the same price paid by sophisticated and institutional investors under the Placement announced on 17 October 2024.

The Issue Price represents a discount of:

- 12.8% to the closing price of Shares on 15 October 2024; and
- 15.3% to the 10-day VWAP² for the period 2 October 2024 to 15 October 2024.
- 4. Who is eligible to participate in the SPP?

You are eligible to participate in the SPP Offer if you:

- were registered on the Company's share register (Register)
 as a holder of one or more ordinary shares in the Company
 at 4:00pm (AWST) on Wednesday 16 October 2024 (Record
 Date);
- have a registered address in either Australia or New Zealand; and
- are not in the United States and are not acting for the account or benefit of a person in the United States.

² Volume Weighted Average Price (VWAP).



The SPP Offer is not made to holders of Shares with a registered address outside of Australia and New Zealand. Any shareholders who hold shares on behalf of persons who are in the United States or who act for the account or benefit of a person in the United States are not entitled to participate in the SPP.

The SPP is also being extended to Eligible Shareholders who are "custodians" (as defined in section 4 of the ASIC Instrument) (**Custodians**), to participate in the SPP Offer on the terms and conditions provided in section 3.3 titled 'Joint holder and Custodians'.

5. Can my SPP Offer be transferred to a third party?

No. The SPP Offer is non-transferable and, therefore, Eligible Shareholders cannot transfer their right to purchase SPP Shares to a third party.

6. How much can I invest under the SPP?

Eligible Shareholders may apply for SPP Shares in parcels of Shares with a dollar value of \$1,000, \$2,500 and thereafter increments in \$2,500 up to a maximum of \$30,000.

If you apply for less than \$1,000 of SPP Shares, the Company will not allot any SPP Shares to you and will refund your Application Monies.

The Company, in its absolute discretion, may accept oversubscriptions above the targeted amount \$5 million or may scale-back applications for SPP Shares (**Scale-Back**). If a scale-back takes place, you may receive less than the parcel of SPP Shares for which you applied.

7. Why can I only subscribe for up to \$30,000 worth of SPP Shares?

The ASIC Instrument restricts the value of SPP Shares that can be issued to you or a Custodian on your behalf under any similar arrangement to \$30,000 per Eligible Shareholder in any 12 consecutive months.

8. What if there is a Shortfall under the SPP Offer?

The SPP is not underwritten. If there is a Shortfall in the subscription for Shares under the SPP Offer, the Directors reserve the right to issue the Shares that comprise of the Shortfall to Institutional Investors at their absolute discretion, to the extent that any such placement of Shares under the Shortfall can be made by the Company having regard to the ASX Listing Rules.

9. How do I apply for SPP Shares?

If you wish to participate in the SPP, you need to do one of the following:

Option 1: Apply online at www.computersharecas.com.au/dugspp

and Pay via BPAY®.

To pay via BPAY you will need to:

- be an account holder with an Australian financial institution;
- use the personalised reference number shown online or on your Application Form, which is required to identify your shareholding; and
- ensure that your payment is received by the Registry before the Closing Date. Shareholders should be aware



that their own financial institution may implement an earlier cut-off time for processing BPAY payments.

If you are applying online and paying via BPAY there is no need to return the Application Form but you will be taken to have made the statements and certifications that are set out in the Application Form.

Option 2: For Eligible Shareholders with a registered address in New Zealand or for Eligible Shareholders with a registered address in Australia who are unable to Pay via BPAY® or access the website to complete the online application.

Please contact Computershare via the Information Line on 1300 850 505 (callers within Australia) or +61 3 9415 4000 (callers outside Australia) between 8:30am and 5:00pm (AEDT), Monday to Friday, to obtain Electronic Funds Transfer "EFT" payment instructions.

Multiple acceptances must be paid separately. Applicants should be aware of their financial institution's cut-off time and any associated fees with processing a funds transfer.

Please ensure you use your unique payment reference number located on the Application Form. This will ensure your payment is processed correctly.

Your unique payment reference number will process your payment to your entitlement electronically and you will be deemed to have applied for such SPP Shares for which you have paid.

Applicants should be aware of their financial institution's cut-off time (the payment must be made to be processed overnight) and it is the Applicant's responsibility to ensure funds are submitted correctly by the closing date and time.

10. What are the rights attached to the SPP Shares issued under the SPP?

The SPP Shares will rank equally in all respects with existing Shares quoted on the ASX, with the same voting rights, dividend rights and other entitlements from the Issue Date.

11. What costs are associated with the SPP?

There are no brokerage, commissions or other transaction costs payable by Eligible Shareholders in relation to the application for and the issue of, SPP Shares.

12. What do I do if I am a Custodian?

The SPP is being extended to Eligible Shareholders who are Custodians and who wish to apply for SPP Shares on behalf of certain Eligible Beneficiaries and/or on the instructions of a Downstream Custodian.

The SPP Offer is being offered to Custodians as the registered Shareholder. Custodians are not required to participate on behalf of their Eligible Beneficiaries. Custodians may choose whether or not to extend the SPP Offer to their Eligible Beneficiaries.

If you wish to apply as a Custodian under the SPP to receive SPP Shares for one or more Eligible Beneficiaries, you must complete and submit an additional Custodian Certificate that contains further certifications and details (as required under the terms of the ASIC Instrument before your Application will be accepted.



Applications by Custodians that are not accompanied by a duly completed Custodian Certificate will be rejected. By applying as a Custodian on behalf of Eligible Beneficiaries to purchase SPP Shares, you certify (amongst other things) that each Eligible Beneficiary has not exceeded the \$30,000 limit. Custodians are not permitted to participate in the SPP on behalf of, and must not distribute this Booklet or any documents (including the Application Form) relating to this SPP to, any person outside Australia who is not an Eligible Beneficiary.



3. Terms and Conditions of SPP

Important Notice: If you apply to participate in the SPP, you accept the risk that the market price of Shares may change between the date of the SPP Offer and the date when SPP Shares are issued to you under the SPP. As such, it is possible that up to or after the date you receive SPP Shares, you may be able to buy Shares on the ASX at a lower price than the Issue Price. If this occurs, the value of your investment in SPP Shares will be less than the amount you invested. Accordingly, you should consider price movements of Shares in the Company before applying for Shares under the SPP Offer.

Please read these terms and conditions carefully, as you will be bound by them in participating in the SPP. Shareholders accepting the SPP Offer will also be bound by the Constitution.

The key dates set out in section 1, above, and the key SPP information set out in section 2, above, form part of these terms and conditions. Capitalised terms have the meaning provided in the glossary set out in section 4, below, unless the context requires otherwise.

3.1 The SPP Offer

- (a) DUG offers each Eligible Shareholder the opportunity to purchase in parcels of Shares with a dollar value of \$1,000, \$2,500 and thereafter increments in \$2,500 up to a maximum of \$30,000(in aggregate) under the SPP subject to and in accordance with these terms and conditions.
- (b) The SPP Offer opens at 6:00am (AWST) on Friday 25 October 2024 and closes at 2:00pm (AWST) on Thursday 14 November 2024 (or at such other time as DUG determines, in its absolute discretion) (**Closing Date**).
- (c) If you choose not to participate in the SPP, your right to participate lapses at the Closing Date (or such other date as the Company determines).
- (d) The SPP Offer is non-renounceable and non-transferable and, therefore, Eligible Shareholders cannot transfer their right to purchase SPP Shares to a third party.
- (e) The SPP Offer to each Eligible Shareholder (whether as a custodian or on its own account) is made on the same terms and conditions.
- (f) All references to \$ or dollars in this Booklet are references to Australian dollars unless otherwise specified.

3.2 Eligible Shareholders

- (a) You are eligible to apply for the SPP Shares (Eligible Shareholder) if, and only if:
 - (i) your registered address in the Company's register of members is in Australia or New Zealand;
 - (ii) you were registered as a holder of Shares in the Company as at the Record Date (being 4:00pm AWST on Wednesday 16 October 2024);
 - (iii) you are not in the United States and are not acting for the account or benefit of a person in the United States in the United States; and
 - (iv) you do not hold Shares on behalf of another person who resides outside Australia and New Zealand.



3.3 Joint Holders/Custodians

- (a) If two or more persons are registered on the Register as jointly holding Shares, they are taken to be a single registered holder of Shares for the purposes of determining whether they are an Eligible Shareholder and a certification given by any of them is taken to be a certification given by all of them. If the same joint holders receive more than one offer under the SPP Offer due to multiple registered holdings, the joint holders may only apply for Shares up to a maximum of \$30,000 under the SPP Offer.
- (b) Subject to these terms and conditions, Eligible Shareholders who are Custodians may participate in the SPP on behalf of each Eligible Beneficiary on whose behalf the Custodian is holding Shares.

3.4 Applying for SPP Shares

- (a) Eligible Shareholders may apply for a parcel of SPP Shares valued at \$1,000, \$2,500, \$5,000, \$7,500, \$10,000, \$12,500, \$15,000, \$17,500, \$20,000, \$22,500, \$25,000, \$27,500 or \$30,000.
- (b) No brokerage or other transaction costs will apply to the acquisition of SPP Shares.
- (c) Eligible Shareholders who wish to apply for SPP Shares must either:

apply online at www.computersharecas.com.au/dugspp

- (i) and make a payment via BPAY in accordance with the online instructions, so that payment is received prior to the Closing Date; or
- (ii) contact Computershare via the Information Line on 1300 850 505 (callers within Australia) or +61 3 9415 4000 (callers outside Australia) to obtain Electronic Funds Transfer "EFT" payment instructions and making a payment via EFT so that payment is received prior to the Closing Date.
- (d) The SPP Offer must comply with the limit in the ASIC Instrument. Under the ASIC Instrument, Eligible Shareholders may only acquire a maximum of \$30,000 worth of Shares under a security purchase plan in any 12-month period. This means that you are not permitted to acquire more than \$30,000 worth of Shares in aggregate, even if you receive more than one Application Form or hold Shares in more than one capacity (e.g. if you are both a sole and joint holder of Shares).
- (e) If you wish to subscribe for SPP Shares as a Custodian for one or more Eligible Beneficiaries, you must also complete and submit an additional Custodian Certificate that contains further certifications and details (required under the terms of the ASIC Instrument before your Application will be accepted. Applications by Custodians that are not accompanied by a duly completed Custodian Certificate will be rejected. Contact the Registry on 1300 850 505 (callers within Australia) or +61 3 9415 4000 (callers outside Australia) to receive the Custodian Certificate.

The Company, its officers and agents, may accept or reject your Application for SPP Shares at its discretion in whole or in part including, without limitation, if:

- (i) your Application does not comply with these terms and conditions;
- (ii) it appears you are not an Eligible Shareholder;
- (iii) your application and/or BPAY or EFT payment is not received by the Registry by the Closing Date;



- (iv) if you apply on behalf of an Eligible Beneficiary but do not provide a signed Custodian Certificate;
- (v) if you apply on behalf of an Eligible Beneficiary but provide an incomplete or incorrectly completed Custodian Certificate;
- (vi) payment via BPAY or EFT is dishonoured or has been incorrectly completed;
- (vii) you have applied for less than \$1,000 worth of SPP Shares:
- (viii) it appears that you are applying to purchase more than \$30,000 worth of SPP Shares in aggregate (including as a result of Shares you hold directly, jointly or through a custodian or nominee arrangement) in the 12 months period prior to making the Application; or
- (ix) payment of the Application Monies is not submitted in Australian currency.
- (f) If the Company rejects your Application in whole or in part, the Company will (in its sole discretion):
 - (i) refund the amount of your Application Monies applied to payment for SPP Shares; or
 - (ii) allot to you the number of SPP Shares that would have been allotted had you applied for the highest designated amount that is less than the amount of your Application Monies and refund to you the excess amount of your Application Monies.

If you are entitled to a refund of all or any of your Application Monies, the refund will be paid to you, without interest, as soon as is practicable, by direct credit or cheque to your address shown on the Register, in accordance with the requirements of the Corporations Act.

3.5 Issue Price of SPP Shares under the SPP Offer

- (a) The Issue Price under the SPP is \$1.90 per Share, being the same price paid by sophisticated and institutional investors under the Placement announced on 17 October 2024.
- (b) For the purposes of paragraph 7(e)(i) of the ASIC Instrument, the Issue Price was calculated by reference to the Issue Price paid by investors under the Placement.
- (c) In accordance with the requirements of the ASIC Instrument, the Company confirms that the Issue Price is lower than the market price of the Company's Shares during a "specified period" (being the 7 trading days immediately prior to the announcement date of the SPP Offer).
- (d) The market price or value of Shares is subject to market volatility. The market price of the Shares in the Company may rise and fall between the date of the SPP Offer and the date that any Shares are allotted to you as a result of your acceptance of the SPP Offer. If you apply to participate in the SPP Offer, you are accepting the risk that the market price of Shares may change between the time you make your Application and the date that the Shares are allotted.
- (e) The current Share price can be obtained from the ASX, www.asx.com.au (ASX code: DUG) and is listed in the financial and business section of major daily



newspapers circulating in Australia.

(f) You agree to pay the Issue Price per SPP Share for the number of SPP Shares you have applied for or, if there is a scale-back, the number of SPP Shares calculated under clause 3.10.

3.6 Risks

Subscription for Shares under the SPP Offer is a speculative investment and the market price may change between the date you apply for Shares and the issue of Shares to you. Accordingly, the value of Shares applied for is likely to rise or fall. Importantly, there is a risk that during the period between when you apply for Shares and when the Shares are issued to you, the price at which Shares are traded on the ASX may be less than the Issue Price payable under this SPP Offer.

This document is not a prospectus or product disclosure statement, and has not been lodged with ASIC. The issue of a prospectus or product disclosure statement is not required for the purposes of the SPP Offer. This document does not contain the types of disclosure required to be contained in a prospectus or product disclosure statement. You must rely on your own knowledge of the Company, previous disclosures made by the Company to the ASX (including disclosure regarding the risks of making an investment in the Company) and, if necessary, consult your financial or other professional adviser when deciding whether or not to participate in the SPP Offer.

The Investor Presentation contains a summary of key risks attaching to an investment in new Shares. If any of the risks eventuate, they could have a material adverse effect on DUG's business, financial condition, operating and financial performance and return to Shareholders. The key risks set out in the Investor Presentation are not exhaustive. Additional risks that DUG is unaware of, or that DUG currently considers to be immaterial, also have the potential to have a material adverse effect on DUG's business, financial condition and operating and financial performance. Potential investors should carefully consider all publicly available information (including this announcement and the risk factors set out within) concerning DUG and whether DUG Shares are suitable to acquire having regard to their own investment objectives and financial circumstances.

3.7 Number of SPP Shares to be issued

If you apply for Shares under the SPP Offer, you will apply for a certain value, rather than a certain number, of Shares.

Subject to the terms and conditions in this Booklet, the number of Shares you will be issued under the SPP Offer will be determined by:

- (a) if there is no scale back, dividing the value of your Application Monies by the Issue Price; or
- (b) if there is a scale back, dividing the value of the amount of Shares issued to you by the Issue Price.

If this calculation produces a fractional number, the number of Shares issued will be rounded down to the nearest whole number of Shares (refer to section 3.10 for more information on rounding).

3.8 Issue of SPP Shares

(a) SPP Shares will rank equally in all respects with existing Shares quoted on the ASX, with the same voting rights and other entitlements.



(b) The Company will apply to ASX for quotation of SPP Shares. It is anticipated that the SPP Shares will be quoted on or shortly after the Issue Date.

3.9 Acknowledgements

By completing an Application and making a payment via BPAY or EFT, you:

- (a) irrevocably and unconditionally agree to the terms and conditions of the SPP and the terms and conditions of the Application Form (if applicable) and agree not to do any act or thing that would be contrary to the spirit, intention or purpose of the SPP;
- (b) warrant that all details and statements in your Application are true and complete and not misleading;
- (c) agree that your Application will be irrevocable and unconditional (that is, it cannot be withdrawn);
- (d) warrant that you are an Eligible Shareholder and are eligible to participate in the SPP;
- (e) acknowledge that no interest will be paid on any Application Monies held pending the issue of SPP Shares or subsequently refunded to you for any reason;
- (f) acknowledge that the Company, its officers and agents are not liable for any consequences of the exercise or non-exercise of its discretions referred to in these terms and conditions;
- (g) acknowledge and agree that:
 - you are not in the United States and are not acting for the account or benefit of a person in the United States (in the event that you are acting for the account or benefit of a person in the United States, you are not applying for, or acquiring, any SPP Shares for the account or benefit of that person);
 - (ii) the SPP Shares have not been, and will not be, registered under the Securities Act or the securities laws of any state or other jurisdiction of the United States, and accordingly, the SPP Shares may not be offered or sold in the United States except in transactions exempt from, or not subject to, the registration requirements of the Securities Act and any applicable US state securities laws;
 - (iii) you have not, and will not, send this Booklet or any materials relating to the SPP to any person in the United States or elsewhere outside Australia and New Zealand;
 - (iv) if in the future you decide to sell or otherwise transfer the SPP Shares, you will only do so in regular way for transactions on the ASX where neither you nor any person acting on your behalf know, or have reason to know, that the sale has been pre-arranged with, or that the purchaser is, a person in the United States; and
- (h) if you are acting as a trustee, nominee or Custodian, each person on whose behalf you are applying for and acquiring SPP Shares is an Eligible Beneficiary, and you have not sent this Booklet, or any materials relating to the SPP to any person outside one of the permitted jurisdictions.



- (i) if you are applying on your own behalf (and not as a Custodian) acknowledge and agree that:
 - (i) you are not applying for SPP Shares with Application Monies of more than \$30,000 under the SPP (including by instructing a Custodian to acquire SPP Shares on your behalf under the SPP);
 - (ii) the total of Application Monies for the following does not exceed \$30,000:
 - A. the SPP Shares the subject of the Application;
 - B. any other Shares issued to you under the SPP or any similar arrangement in the 12 months before the Application;
 - C. any other SPP Shares which you have instructed a Custodian to acquire on your behalf under the SPP; and
 - D. any other Shares issued to a Custodian in the 12 months before the Application as a result of an instruction given by you to the Custodian to apply for Shares on your behalf under an arrangement similar to the SPP;
 - (iii) if you are a Custodian and are applying on behalf of an Eligible Beneficiary on whose behalf you hold Shares, acknowledge and agree that:
 - A. you are a Custodian (as that term is defined in the ASIC Instrument);
 - B. you held Shares on behalf of the Eligible Beneficiary or Downstream Custodian as at the Record Date who has instructed you to apply for SPP Shares on their behalf under the SPP and that that Eligible Beneficiary has been given a copy of this Booklet;
 - C. you are not applying for SPP Shares on behalf of any Eligible Beneficiary or Downstream Custodian with Application Monies of more than \$30,000 under the SPP and similar arrangement in the 12 months before this Application; and
 - D. the information in the Custodian Certificate submitted with your Application is true, correct and not misleading;
- (j) accept the risk associated with any refund that may be dispatched to you by direct credit or cheque to your address shown on the Register;
- (k) agree to be bound by the Constitution (as amended and as it may be amended from time to time in the future);
- acknowledge that none of the Company, its advisers or agents, has provided you
 with any financial product or investment advice or taxation advice in relation to the
 SPP, or has any obligation to provide such advice;
- (m) you authorise the Company, and its officers and agents, to do anything on your behalf necessary for SPP Shares to be issued to you in accordance with these terms and conditions;



- (n) you acknowledge that the Company may at any time irrevocably determine that your Application is valid, in accordance with the terms and conditions of the SPP, even if the Application Form is incomplete, contains errors or is otherwise defective; and
- (o) you authorise the Company, and its officers and agents, to correct minor or easily rectified errors in, or omissions from, your Application Form and to complete the Application by the insertion of any missing minor detail.

3.10 Scale-Back

- (a) In the event that subscriptions for more than \$5 million are received for the SPP, the Company may decide in its absolute discretion to conduct a scale-back of applications.
- (b) The scale-back may be applied to the extent and in the manner the Company sees fit, which may include taking into account a number of factors, such as the size of an applicant's shareholding at the Record Date, the extent to which the applicant has sold or purchased shares since the Record Date, whether the applicant has multiple registered holdings, the date on which the application was made and the total applications received from eligible shareholders.
- (c) If there is a scale-back you may receive less than the parcel of SPP Shares for which you have applied.
- (d) If a scale-back produces a fractional number of SPP Shares when applied to your parcel, the number of SPP Shares you will be allotted will be rounded down to the nearest whole number of SPP Shares.
- (e) In the event of a scale-back the difference between the Application Monies received, and the number of SPP Shares allocated to you multiplied by the issue price, will be refunded to you without interest by direct deposit (to your nominated account as recorded on the register of the Company) or by cheque, without interest, as soon as practicable following the issue of the SPP Shares.
- (f) Any Application Monies received that are to be refunded, must be refunded without interest as soon as practicable in accordance with the requirements of the Corporations Act.

3.11 Shortfall

The offer under the SPP is not underwritten. To the extent that there is a shortfall in the subscription for SPP Shares under the SPP (**Shortfall**), the Directors of the Company reserve the right to issue the SPP Shares that comprises of the Shortfall to institutional investors at their absolute discretion, to the extent that any such Placement of SPP Shares under the Shortfall can be made by the Company having regard to the ASX Listing Rules.

3.12 Cost of Participation

No brokerage, commissions or other transaction costs will be payable by Eligible Shareholders in respect of the application for, and the issue of, Shares under the SPP.

3.13 Waiver, Amendment, Suspension and Withdrawal

(a) DUG may, at its discretion, waive compliance with any provision of these SPP Terms and Conditions, amend or vary these SPP Terms and Conditions, or suspend or withdraw the SPP Offer at any time. Any such waiver, amendment,



- variation, suspension or withdrawal will be binding on all Eligible Shareholders even where the Company does not notify you of the event.
- (b) In the event that the SPP is withdrawn or terminated, all Application Monies will be refunded as soon as practicable in accordance with the requirements of the

3.14 Governing Law

- (a) These terms and conditions are governed by the laws in force in Western Australia.
- (b) Any dispute arising out of, or in connection with, these terms and conditions, or the SPP Offer, will be determined by the courts of Western Australia.
- (c) By accepting the SPP Offer, you agree to submit to the non-exclusive jurisdiction of the courts in Western Australia.
- (d) Other terms and conditions, rights and obligations of SPP Shares are contained in the Constitution of the Company.
- (e) The terms and conditions of the SPP prevail to the extent of any inconsistency with the Application Form.

3.15 Privacy policy

- (a) By receiving completed Application Forms, the Company collects personal information about Shareholders. The Company will use this information to process the Application Form and update its records. To the extent restricted by law, the Company will not disclose personal information about a Shareholder to a third party. To the extent permitted by law, Shareholders are able to access, upon request, personal information about them held by the Company. A copy of the Company's privacy policy can be obtained from the Company's website at https://dug.com/investor-centre/corporate-governance/
- (b) Chapter 2C of the Corporations Act requires information about you as a shareholder (including your name, address and details of the securities you hold) to be included in the public register of the entity in which you hold securities. This information must continue to be included in the public register if you cease to be a shareholder.
- (c) The Company and the Registry may collect personal information to process your Application, implement the SPP and administer your Shareholding. The personal information contained in the Register is also used to facilitate payments and corporate communications (including financial results, annual reports and other information to be communicated to Shareholders) and to ensure compliance with legal and regulatory requirements, including Australian taxation laws and the Corporations Act.
- (d) Your personal information may be disclosed to joint investors, the Registry, to securities brokers, to third party service providers, including print and mail service providers, technology providers and professional advisers, to related entities of the Company and its agents and contractors, and to ASX and other regulatory authorities, and in any case, where disclosure is required or allowed by law (which may include disclosures to the Australian Taxation Office and other government or regulatory bodies or where you have consented to the disclosure). In some cases, the types of organisations referred to above to whom your personal information may be disclosed may be located overseas.



(e) The Registry's privacy policy is available on its website at www.computershare.com/au/privacy-policies .



4. Glossary

AEDT Australian Eastern Daylight Time.

Application your application for SPP Shares under this SPP.

Application Form your personalised application form enclosed with this Booklet.

Application Monies the monies received from each Eligible Shareholder.

ASIC Australia Securities & Investments Commission.

ASX Australian Securities Exchange

ASX Listing Rules the official listing rules of ASX, as amended or replaced from time

to time.

AWST Australian Western Standard Time.

\$ Australian dollars.

Beneficiary either or both of the following:

• one or more persons on whose behalf a Custodian holds

Shares; and/or

 another custodian (a Downstream Custodian) on whose behalf a Custodian holds Shares where the Downstream

Custodian holds the beneficial interests in the Shares on

behalf of one or more persons.

Booklet this SPP offer booklet.

Closing Date 2:00pm (AWST) on Thursday 14 November 2024, or such other

date as the Company determines.

Company DUG Technology Ltd ACN 169 944 334.

Constitution the constitution of the Company as amended or replaced from time

to time.

Corporations Act the Corporations Act 2001 (Cth).

Custodian a custodian as defined in clause 4 of the ASIC Instrument.

Custodian Certificate a certificate complying with clause 8(3) of the ASIC Instrument.

Director a director of the Company.

Downstream Custodian a downstream custodian as defined in clause 8 of the ASIC

Instrument.

Eligible Beneficiary a Beneficiary of a Custodian with a registered address in either

Australia or New Zealand as at the Record Date, provided that such

Beneficiary is not in the United States.

Eligible Shareholder a Shareholder who is a registered holder of Shares on the Record

Date with a registered address in either Australia or New Zealand



unless such Shareholder is in the United States or is acting for the account or benefit of a person in the United States (in which case such Shareholder will not be eligible to participate in respect of the SPP Shares held for the account or benefit of that person in the United States).

Investor Presentation the Company's investor presentation lodged with ASX on 17

October 2024.

Issue Date Thursday 21 November 2024, or such other date as the Company

determines.

Issue Price \$1.90, being the price per SPP Share.

Opening Date Friday 25 October 2024.

Placement the two-tranche placement of new Shares to raise \$30.2 million,

announced on 17 October 2024.

Record Date 4:00pm (AWST) on Wednesday 16 October 2024.

Registry Computershare Investor Services Pty Limited (ABN 48 078 279

277).

Securities Act the United States Securities Act 1933, as amended or replaced

from time to time.

Share a fully paid ordinary share in the Company.

Shortfall has the meaning in clause 3.11 of this Booklet.

SPP the share purchase plan offer made to Eligible Shareholders under

this Booklet.

SPP Offer the offer for Eligible Shareholders to purchase up to \$30,000 worth

of SPP Shares under the SPP on the terms set out in this Booklet.

SPP Shares the new Shares offered under the SPP.



ACN 169 944 334

DUG MR SAM SAMPLE 123 SAMPLE STREET

SAMPLETOWN VIC 3000

For all enquiries: Phone:

(within Australia) 1300 850 505 (outside Australia) +61 3 9415 4000



www.computersharecas.com.au/dugspp

X 999999991

IND

Entitlement No: 12345678



CLOSING DATE:

Your payment must be received by 2:00pm (AWST) on Thursday, 14 November 2024

Share Purchase Plan Application Form

This is an important document that requires your immediate attention.

can only be used in relation to the shareholding represented by the details above. If you are in about about how to deal with this form, please contact your financial or other professional adviser.

By making payment you agree to be bound by the Constitution of DUG Technology Ltd and that the submission of this payment constitutes an irrevocable offer by you to subscribe for DUG Technology Ltd shares on the terms of the Share Purchase Plan (SPP).

In addition, by making payment you certify that the aggregate of the application price paid by you for:

the New Shares the subject of this Application form; and any other shares and interests in the class applied for by you under the SPP or any similar arrangement in the 12 months prior to the date of submission of the payment, does not exceed \$30,000

DUG Technology Ltd may make determinations in any manner it thinks fit, in relation to any difficulties which may arise in connection with the SPP whether generally or in relation to any participant or application.

Any determinations by DUG Technology Ltd will be conclusive and binding on all Eligible Shareholders and other persons to whom the determination relates. DUG Technology Ltd reserves the right to waive strict compliance with any provision of the terms and conditions of the SPP, to amend or vary those terms and conditions or to suspend or terminate the SPP at any time. Any such amendment, suspension or termination will be binding on all Eligible Shareholders even where DUG Technology Ltd does not notify you of that event.

Make Your Payment:

You can apply for a parcel of Shares valued at A\$1,000, A\$2,500 and thereafter in increments of A\$2,500 up to a maximum of A\$30,000. Note that the amount chosen may be subject to scale back in accordance with the terms of the SPP.



Biller Code: 433342 Ref No:1234 5678 9123 4567 89

Offer Details:

Minimum value available to purchase:

\$1,000

Maximum value available to purchase:

\$30,000

Registration Name & Offer Details

Details of the shareholding and the Offer are shown above.

Please check the details provided and update your address via www.investorcentre.com if any of the details are incorrect.

If you have a CHESS sponsored holding, please contact your Controlling Participant to notify a change of address.

Record Date:

4:00pm (AWST) on Wednesday, 16 October 2024

BPAY

Make your payment via BPAY[®] either online or by phone with your bank using the payment details above. If you are unable to pay via BPAY, please call the Information Line on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia) to obtain alternative payment instructions. Neither Computershare Investor Services Pty Limited (CIS) nor DUG Technology Ltd accepts any responsibility for loss incurred through incorrectly completed BPAY payments. It is the responsibility of the applicant to ensure that funds submitted through BPAY are received by the closing date. Eligible Shareholders should use the customer reference number shown on this Application Form when making a BPAY payment.

Privacy Notice

The personal information you provide on this form is collected by CIS, as registrar for the securities issuer (the **issuer**), for the purpose of maintaining registers of securityholders, facilitating distribution payments and other corporate actions and communications. In addition, the issuer may authorise us on their behalf to send you marketing material or include such material in a corporate communication. You may elect not to receive marketing material by contacting CIS using the details provided above or emailing privacy@computershare.com.au. We may be required to collect your personal information under the Corporations Act 2001 (Cth) and ASX Settlement Operating Rules. We may disclose your personal information to our related bodies corporate and to other individuals or companies who assist us in supplying our services or who perform functions on our behalf, to the issuer for whom we maintain securities registers or to third parties upon direction by the issuer where related to the issuer's administration of your securityholding, or as otherwise required or authorised by law. Some of these recipients may be located outside Australia, including in the following countries: Canada, India, New Zealand, the Philippines, the United Kingdom and the United States of America. For further details, including how to access and correct your personal information, and information on our privacy complaints handling procedure, please contact our Privacy Officer at privacy@computershare.com.au or see our Privacy Policy at www.computershare.com/au/privacy-policies.