



ASX:ID8



IDENTITII LIMITED
ACN 603 107 044
NOTICE OF GENERAL MEETING

Notice is given that a **General Meeting** will be held at:

TIME: 11.00am (Sydney time)
DATE: Monday, 31st March 2025
AT: Traverse Accountants
24-26 Kent Street
Millers Point NSW 2000

Important Information

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

For personal use only



ABN 83 603 107 044

NOTICE OF GENERAL MEETING

Monday, 31st March 2025

Notice is hereby given that a General Meeting of Shareholders (**Meeting**) of Identitii Limited (**Company** or **Identitii**) (ASX:ID8) will be held at **11.00am** (AEDT) on **Monday, 31st March 2025** at Traverse Accountants, **24-26 Kent Street, Millers Point NSW 2000**.

The Explanatory Statement that accompanies and forms part of this Notice of Meeting describes in more detail the matters to be considered at the Meeting. Please ensure you read the Explanatory Statement in full.

ITEMS OF BUSINESS

1. RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE OF SHARES UNDER LR 7.1

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

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 47,939,246 fully paid ordinary Shares to clients of SP Corporate Advisory Pty Ltd on the terms and conditions set out in the Explanatory Statement.”

This resolution seeks Shareholder ratification for the issue of 47,939,246 Shares to clients of SP Corporate Advisory Pty Ltd under the Company’s ASX Listing Rule 7.1 placement capacity for the November 2024 capital raise.

The Board recommends that Shareholders vote **in favour** of this resolution.

2. RESOLUTION 2 – RATIFICATION OF PRIOR ISSUE OF SHARES UNDER LR 7.1A

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

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 64,560,754 fully paid ordinary Shares to clients of SP Corporate Advisory Pty Ltd on the terms and conditions set out in the Explanatory Statement.”

This resolution seeks Shareholder ratification for the issue of 64,560,754 Shares to clients of SP Corporate Advisory Pty Ltd under the Company’s ASX Listing Rule 7.1A placement capacity for the November 2024 capital raise.

The Board recommends that Shareholders vote **in favour** of this resolution.

3. RESOLUTION 3 – ISSUE OF UNLISTED OPTIONS | PLACEMENT

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

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue and allot 56,250,000 Options to clients of SP Corporate Advisory Pty Ltd on the terms and conditions set out in the Explanatory Statement.”

This resolution seeks Shareholder approval to issue 56,250,000 Options exercisable at 3 cents to clients of SP Corporate Advisory Pty Ltd as part of the November 2024 capital raise.

The Board recommends that Shareholders vote **in favour** of this resolution.

4. RESOLUTION 4 – ISSUE OF UNLISTED OPTIONS | BROKER

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

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue and allot 5,000,000 Options to SP Corporate Advisory Pty Ltd (or their nominee) on the terms and conditions set out in the Explanatory Statement.”

This resolution seeks Shareholder approval to issue 5,000,000 Options exercisable at 3 cents to SP Corporate Advisory Pty Ltd as part consideration for conducting the November 2024 capital raise.

The Board recommends that Shareholders vote **in favour** of this resolution.

Voting Exclusion Statements

Voting Exclusion Statement for Resolutions 1 & 2:

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolutions 1 & 2 by or on behalf of a person who participated in the issue, or any associates of those persons.

However, this does not apply to a vote cast in favour of Resolutions 1 & 2 by:

- a person as proxy or attorney for a person who is entitled to vote on the Resolutions, in accordance with directions given to the proxy or attorney to vote on the Resolutions in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the Resolutions, in accordance with a direction given to the chair to vote on the Resolutions as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolutions; and
 - the holder votes on the Resolutions in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Exclusion Statement for Resolution 3:

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 3 by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by

reason of being a Shareholder), or any associates of those persons.

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

- a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the chair to vote on the Resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Exclusion Statement for Resolution 4:

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of SP Corporate Advisory Pty Ltd, or any of their associates.

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

- a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or

- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the chair to vote on the Resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

○ Further Information

All Resolutions will be by a Poll

Each Resolution considered at the Meeting will be conducted by a Poll. The Board considers voting by a poll to be in the interests of the Shareholders as a whole and ensures the views of as many Shareholders as possible are represented at the Meeting. Shareholders who are unable to attend the Meeting are encouraged to vote in advance of the Meeting.

Voting eligibility

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 7.00pm (Sydney time) on 29th March 2025.

Voting in person

To vote in person, attend the Meeting at the at 11.00am (Sydney time) on Monday, 31st March 2025 at Traverse Accountants, 24-26 Kent Street, Millers Point NSW 2000.

Voting by proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and return no later than 48 hours before the commencement of the meeting. Proxies received after this time will not be effective for the scheduled meeting.

Completed Proxy Forms may be lodged:

- Online: By visiting <https://www.votingonline.com.au/id8gm2025> and following the instructions
- By Mail to: Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia
- In Person at: Boardroom Pty Limited
Level 8, 210 George Street
Sydney NSW 2000 Australia

Proxy Appointment

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that changes to the Corporations Act made in 2011 mean that:

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

Voting intentions of the Chairman of the Meeting

The Chairman of the Meeting intends to vote all available proxies in favour of all resolutions.

The Chairman of the meeting may vote an undirected proxy (i.e. a proxy that does not specify how it is to be voted), provided the Shareholder who has lodged the proxy has given express voting direction to the Chairman to exercise the undirected proxy. If you complete a proxy form that authorises the Chair of the meeting to vote on your behalf as proxy, and you do not mark any of the boxes as to give the Chair directions on how your vote should be cast, then you will have been taken to have expressly authorised the Chairman to exercise your proxy on resolutions 1 to 4 inclusive. In accordance with this express authority provided by you, the Chairman will vote in favour of resolutions 1 to 4 inclusive.

If you wish to appoint the Chairman of the meeting as your proxy, and you wish to direct them on how to vote, please tick the appropriate boxes on the form.

Questions and Comments from Shareholders

The Company welcomes questions from Shareholders and proxyholders in the lead up to and during the Meeting. In the interests of all participants, please confine your questions to matters being considered at the Meeting that are relevant to Shareholders as a whole. It may not be possible to respond to all questions during the Meeting and a number of similar questions may be grouped together and answered by the Chairman or management.

Shareholders may also submit written questions to the Company in advance of the Meeting by email to the Company Secretary at elissa.hansen@identitii.com or by post to the Company's share registry (see address details above)..

Questions must be received by the Company no later than five (5) days before the Meeting.

Communication with shareholders

By signing up to receive e-communications you will be helping to reduce print, paper and postage costs and the associated environmental impact.

To make the switch to paperless communication, simply sign up at <https://www.investorserve.com.au>.

Dated 27 February 2025

By order of the Board

Elissa Hansen
Company Secretary

GENERAL MEETING EXPLANATORY STATEMENT

This General Meeting (**Meeting**) Explanatory Statement has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting.

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the General Meeting Resolutions.

1. BACKGROUND TO THE RESOLUTIONS

On 19 November 2024, Identitii announced that it had received binding commitments to raise a total of \$1.8 million (before costs) via a well-supported placement (**Placement**) with bids received from sophisticated and institutional investors far exceeding the total amount.

The Company issued 112,500,000 fully paid ordinary shares (**Shares**) at an issue price of \$0.016 per Share using its ASX Listing Rules 7.1 and 7.1A placement capacity on 26 November 2024, for which Shareholder ratification is sought pursuant to Resolutions 1 & 2.

The Company also agreed, subject to Shareholder approval (Resolution 3), to issue one bonus option (**Option**) for every two new Shares subscribed for. The Options are exercisable at \$0.03 and expire two years from issue. Should the Options be exercised, it will raise an additional \$1.7 million in working capital for the Company.

Funds raised from the Placement are being used to pursue the claim for patent infringement against JP Morgan Chase filed in the United States District Court for the District of Delaware; continue development of the Identitii platform and for the global marketing and sales of the Identitii platform.

SP Corporate Advisory Pty Ltd acted as lead manager on the Placement, attracting strong demand from institutional funds and strategic investors. They received a fee of 6% (+GST) on funds raised, together with 5,000,000 options exercisable at \$0.03 and expiring two years from issue for which Shareholder approval is sought pursuant to Resolution 4.

2. RESOLUTIONS 1 & 2

2.1. General

Resolutions 1 & 2 seeks Shareholder approval for the issue of an aggregate 112,500,000 Shares to clients of SP Corporate Advisory Pty Ltd at an issue price of \$0.016 per Share under and for the purposes of ASX Listing Rule 7.4 for.

Broadly speaking, and subject to a number of exceptions, ASX Listing Rules 7.1 and 7.1A limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12-month period to a combined 25% of the fully paid ordinary shares it had on issue at the start of that period. Shareholders approved the additional 10% placement capacity under ASX Listing Rule 7.1A at the annual general meeting held on 30 November 2023.

The issue of Shares to clients of SP Corporate Advisory Pty Ltd does not fall within any of the relevant exceptions set out in ASX Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it utilises the Company's 15% placement limit in

ASX Listing Rule 7.1 and 10% limit in ASX Listing Rule 7.1A, thereby reducing the Company's capacity to issue further equity securities without Shareholder approval for the 12-month period following the issue dates. ASX Listing Rule 7.4 provides that where shareholders subsequently approve an issue of securities, the issue will be treated as having been approved under ASX Listing Rules 7.1 and 7.1A, thereby replenishing the Company's combined 25% capacity, enabling it to issue further securities up to that limit..

Identitii wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under ASX Listing Rule 7.1 and 7.1A. Accordingly, Resolutions 1 & 2 seeks approval under and for the purposes of ASX Listing Rule 7.4 for the issue of the Placement Shares.

2.2. Technical information required by ASX Listing Rule 14.1A

If Resolutions 1 & 2 is passed, the issue will be excluded in calculating the Company's combined 25% limit under ASX Listing Rule 7.1 and 7.1A, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12-month period following the date of the issue.

If Resolutions 1 & 2 is not passed, the issue will be included in calculating the Company's combined 25% limit under ASX Listing Rule 7.1 and 7.1A, effectively decreasing the number of equity securities that the Company can issue without Shareholder approval over the 12 month period following the date of the issue

2.3. Technical information required by ASX Listing Rule 7.5

In accordance with ASX Listing Rule 7.5, the following information is provided in relation to Resolutions 1 & 2:

- (a) 47,939,246 Shares were issued under ASX Listing Rule 7.1 and 64,560,754 Shares under ASX Listing Rule 7.1A to clients of SP Corporate Advisory Pty Ltd;
- (b) The Shares issued rank equally in all respects with existing Shares on issue;
- (c) The Shares were issued on 26 November 2024 at \$0.016 per Share;
- (d) Funds raised are for working capital purposes and also being used to pursue the claim for patent infringement against JP Morgan Chase; continue development of the Identitii platform and for global marketing and sales of the Identitii platform; and
- (e) The key terms of the agreement between the Company and SP Corporate Advisory Pty Ltd are to act as exclusive lead manager for the capital raise for a fee of 6% (+GST) on funds raised plus a management fee of \$7,500 (+GST), expenses and the issue of 5,000,000 Options.

3. RESOLUTION 3

3.1. General

Resolution 3 seeks Shareholder approval under and for the purposes of ASX Listing Rule 7.1 to issue the bonus unlisted Options to Shareholders who participated in the November 2024 Placement on the basis of one Option for every two new Shares subscribed for. The Options are exercisable at \$0.03, and expire two years from issue.

For further information on ASX Listing Rule 7.1, see 2.1 above.

3.2. Technical information required by ASX Listing Rule 14.1A

If Resolution 3 is passed, the bonus Options issued will be excluded from the calculation of the Company's 15% limit allowing the Company to issue equity securities in the future without having to obtain Shareholder approval under ASX Listing Rule 7.1.

If Resolution 3 is not passed, the proposed issue of bonus Options will not proceed.

3.3. Technical information required by ASX Listing Rule 7.3

In accordance with ASX Listing Rule 7.3, the following information is provided in relation to Resolution 3:

- (a) 56,250,000 bonus unlisted Options to be issued to clients of SP Corporate Advisory Pty Ltd who participated in the Placement;
- (b) The unlisted Options are exercisable at \$0.03 and expire two years from issue. The terms of the Options are set out in Appendix A;
- (c) The Options will be issued as soon as possible following the Meeting and no later than three months after the Meeting;
- (d) The Options are issued for nil i consideration. Any monies received from the exercise of the Options will be used for working capital; and
- (e) The key terms of the agreement between the Company and SP Corporate Advisory Pty Ltd are to act as exclusive lead manager for the capital raise for a fee of 6% (+GST) on funds raised plus a management fee of \$7,500 (+GST), expenses and the issue of 5,000,000 Options.

4. RESOLUTION 4

4.1. Background

Resolution 4 seeks Shareholder approval under and for the purposes of ASX Listing Rule 7.1 to issue the unlisted Options to SP Corporate Advisory Pty Ltd or their nominee as part consideration for acting as exclusive lead manager for the November 2024 Placement.

For further information on ASX Listing Rule 7.1, see 2.1 above.

4.2. Technical information required by ASX Listing Rule 14.1A

If Resolution 4 is passed, the unlisted Options issued will be excluded from the calculation of the Company's 15% limit allowing the Company to issue equity securities in the future without having to obtain Shareholder approval under ASX Listing Rule 7.1.

If Resolution 4 is not passed, the proposed issue of unlisted Options will not proceed and the Company will need to consider alternative forms of payment including by way of cash payment.

4.3. Technical information required by ASX Listing Rule 7.3

In accordance with ASX Listing Rule 7.3, the following information is provided in relation to Resolution 4:

- (a) 5,000,000 unlisted Options to be issued to SP Corporate Advisory Pty Ltd or their nominee;

- (b) The unlisted Options are exercisable at \$0.03 and expire two years from issue. The terms of the Options are set out in Appendix A;
- (c) The Options will be issued as soon as possible following the Meeting and no later than three months after the Meeting.;
- (d) The Options are issued for nil consideration for acting as exclusive lead manager for the November 2024 Placement. Any monies received from the exercise of the Options will be used for working capital; and
- (e) The key terms of the agreement between the Company and SP Corporate Advisory Pty Ltd are to act as exclusive lead manager for the capital raise for a fee of 6% (+GST) on funds raised plus a management fee of \$7,500 (+GST), expenses and the issue of 5,000,000 Options.

GLOSSARY

\$ means Australian dollars.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

ASX Listing Rules means the Listing Rules of ASX.

Board means the current board of directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Chair means the chair of the Meeting.

Company means Identitii Limited (ACN 603 107 044).

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

Directors means the current directors of the Company.

Explanatory Statement means the explanatory statement accompanying the Notice of General Meeting.

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

Option means an option to acquire a Share.

Proxy Form means the proxy form accompanying this Notice of General Meeting.

Resolution means a resolution set out in the Notice of General Meeting.

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

Shareholder means a registered holder of a Share.

Appendix A

TERMS AND CONDITIONS OF OPTIONS

(a) **Entitlement**

Each Option entitles the holder to subscribe for one Share upon exercise of the Option.

(b) **Exercise Price**

Subject to paragraph (i), the amount payable upon exercise of the Option is \$0.03 (**Exercise Price**).

(c) **Expiry Date**

Each Option will expire at 5:00 pm (Sydney time) on the day that is two years from the issue of the Option (**Expiry Date**).

(d) **Exercise Period**

Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

(e) **Notice of Exercise**

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(f) **Exercise Date**

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

(g) **Timing of issue of Shares on exercise**

Within 15 Business Days after the Exercise Date, the Company will:

- (i) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under (g)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section

708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(h) **Shares issued on exercise**

Shares issued on exercise of the Options rank equally with the issued shares of the Company.

(i) **Reconstruction of capital**

If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

(j) **Participation in new issues**

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.

(k) **Change in exercise price**

An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.

(l) **Transferability**

Options may be transferred in the same manner as Shares and may be exercised by any other person or body corporate. The holder must notify the Company of any transfer at least 5 days before the transfer takes place.

(m) **ASX Listing**

The Options will not be quoted on ASX.

All Correspondence to:

- ✉ **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia
- 📠 **By Fax:** +61 2 9290 9655
- 💻 **Online:** www.boardroomlimited.com.au
- ☎ **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 11:00am (Sydney Time) on Saturday, 29 March 2025.**

🖥️ TO APPOINT A PROXY ONLINE

- STEP 1: VISIT** <https://www.votingonline.com.au/id8gm2025>
- STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)**
- STEP 3: Enter your Voting Access Code (VAC):**

📱 BY SMARTPHONE



Scan QR Code using smartphone
QR Reader App

📄 TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

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

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

Joint Holding: where the holding is in more than one name, all the securityholders should sign.

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **11:00am (Sydney Time) on Saturday, 29 March 2025.** Any Proxy Form received after that time will not be valid for the scheduled meeting

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

- 💻 **Online** <https://www.votingonline.com.au/id8gm2025>
- 📠 **By Fax** + 61 2 9290 9655
- ✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia
- 👤 **In Person** Boardroom Pty Limited
Level 8, 210 George Street
Sydney NSW 2000 Australia

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.

Please note, you cannot change ownership of your securities using this form.

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of **Identitii Limited** (Company) and entitled to attend and vote hereby appoint:

the **Chair of the Meeting** (mark box)

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the General Meeting of the Company to be held at **Traverse Accountants, 24-26 Kent Street, Millers Point NSW 2000 at 11:00am (Sydney Time) on Monday, 31 March 2025** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business. If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

STEP 2 VOTING DIRECTIONS

* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	Ratification of Prior Issue of Shares Under LR 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Ratification of Prior Issue of Shares Under LR 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Issue of Unlisted Options Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Issue of Unlisted Options Broker	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SECURITYHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name

Contact Daytime Telephone

Date / / 2025

For personal use only