

Dear Shareholder,

Notice of General Meeting and Proxy Form

DigitalX Limited (the **Company**) will be holding a general meeting of shareholders at 2:00 pm on Friday, 5 September 2025 (**Meeting**) at Level 2, 50 Bridge Street, SYDNEY, NSW.

In accordance with clause 26.1(c) of the Company's Constitution, the Company gives notice that the Notice of Meeting can be viewed and downloaded from the website link:

<https://www.digitalx.com/investor-centre>.

A copy of your personalised proxy form is enclosed for your convenience. Please complete and return the attached proxy form to the Company's share registry, Automic Group, as instructed below.

Shareholders are encouraged to vote by lodging a proxy form.

Proxy forms can be lodged:

- Online: <https://investor.automic.com.au/#/loginsah>
- By mail: Automic, GPO Box 5193, Sydney NSW 2001
- In-person: Automic, Level 5, 126 Phillip Street, Sydney NSW 2000
- By email: meetings@automicgroup.com.au
- By fax: +61 2 8583 3040
- By mobile: Scan the QR Code on your Proxy Form and follow the prompts

Your proxy voting instruction must be received by 2:00 pm AEST on 3 September 2025, being not less than 48 hours before the commencement of the Meeting. Any proxy voting instructions received after that time will not be valid for the Meeting.

The Notice of Meeting is important and should be read in its entirety. If you are in doubt as to the course of action you should follow, you should consult your financial adviser, lawyer, accountant or other professional adviser. If you have any difficulties obtaining a copy of the Notice of Meeting please contact the Company's share registry, Automic Group Limited, on 1300 288 664.

Sincerely,
Mark Licciardo
Company Secretary
DigitalX Limited

DIGITALX LIMITED
ACN 009 575 035
NOTICE OF GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 2:00 pm AEST
DATE: Friday, 5 September 2025
PLACE: Level 2, 50 Bridge Street, SYDNEY NSW 2000

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

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

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 7:00 pm AEST on 3 September 2025.

BUSINESS OF THE MEETING

AGENDA

1. RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE OF PLACEMENT SHARES – LISTING RULE 7.1

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 152,154,418 Placement Shares on the terms and conditions set out in the Explanatory Statement."

2. RESOLUTION 2 – RATIFICATION OF PRIOR ISSUE OF PLACEMENT SHARES – LISTING RULE 7.1A

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 119,292,300 Placement Shares on the terms and conditions set out in the Explanatory Statement."

3. RESOLUTION 3 – APPROVAL TO ISSUE WARRANTS TO TRANCHE 1 PLACEMENT PARTICIPANTS

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 135,723,359 Warrants on the terms and conditions set out in the Explanatory Statement."

4. RESOLUTION 4 – APPROVAL FOR RELATED PARTY PARTICIPATION IN PLACEMENT – LEIGH TRAVERS

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 472,973 Placement Shares and 236,486 Warrants to Leigh Travers (and/or their nominee/s) on the terms and conditions set out in the Explanatory Statement."

5. RESOLUTION 5 – APPROVAL FOR RELATED PARTY PARTICIPATION IN PLACEMENT – PETER RUBINSTEIN

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 1,351,351 Placement Shares and 675,576 Warrants to Peter Rubinstein (and/or their nominee/s) on the terms and conditions set out in the Explanatory Statement."

6. RESOLUTION 6 – APPROVAL FOR RELATED PARTY PARTICIPATION IN PLACEMENT – IEVA GUOGA

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 1,351,351 Placement Shares and 675,576 Warrants to Ieva Guoga (and/or their nominee/s) on the terms and conditions set out in the Explanatory Statement."

7. **RESOLUTION 7 – APPROVAL FOR RELATED PARTY PARTICIPATION IN PLACEMENT – ANTANAS GUOGA**

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 5,067,568 Placement Shares and 2,533,784 Warrants to Antanas Guoga (and/or their nominee/s) on the terms and conditions set out in the Explanatory Statement.”

Dated: 6 August 2025

Voting Exclusion Statements

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of the Resolution set out below by or on behalf of the following persons:

| | |
|------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Resolution 1 – Ratification of Prior Issue of Placement Shares – Listing Rule 7.1 | Tranche 1 Placement Participants (and/or their nominee/s) or any other person who participated in the issue or an associate of that person or those persons. |
| Resolution 2 – Ratification of Prior Issue of Placement Shares – Listing Rule 7.1A | Tranche 1 Placement Participants (and/or their nominee/s) or any other 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 holder of ordinary securities in the Company) or an associate of that person (or those persons). |
| Resolution 3 – Approval to Issue Warrants to Tranche 1 Placement Participants | Tranche 1 Placement Participants (and/or their nominee/s) or any other 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 holder of ordinary securities in the Company) or an associate of that person (or those persons). |
| Resolution 4 – Approval for Related Party Participation in Placement – Mr Leigh Travers | Leigh Travers (and/or their nominee/s) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons. |
| Resolution 5 – Approval for Related Party Participation in Placement – Peter Rubinstein | Peter Rubinstein (and/or their nominee/s) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons. |
| Resolution 6 – Approval for Related Party Participation in Placement – Ieva Guoga | Ieva Guoga (and/or their nominee/s) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons. |
| Resolution 7 – Approval for Related Party Participation in Placement – Antanas Guoga | Antanas Guoga (and/or their nominee/s) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons. |

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

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

Voting by proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

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

- 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 two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the Shareholder appoints two 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:

- 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 in person

To vote in person, attend the Meeting at the time, date and place set out above.

Should you wish to discuss the matters in this Notice please do not hesitate to contact the Company Secretary on +61 8 9388 3742.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

1. BACKGROUND TO RESOLUTIONS 1 TO 4

1.1 Background to Placement

As announced on 8 July 2025, the Company secured firm commitments from professional and sophisticated investors to raise approximately \$20.7 million (before costs) via a two-tranche placement by way of the issue of a total of 279,689,961 Shares at an issue price of \$0.074 per Share (**Placement Shares**) and one (1) free Warrant for every two (2) Shares issued (**Placement**).

The Placement will be completed in two tranches as set out below:

- (a) **Tranche 1:** on 11 July 2025, the Company completed the issue of 271,446,718 Placement Shares to non-related party participants (**Tranche 1 Placement Participants**) utilising its placement capacities under ASX Listing Rules 7.1 (152,154,418 Shares) and 7.1A (119,292,300 Shares) (being the subject of Resolutions 1 and 2); and
- (b) **Tranche 2:** subject to Shareholder approval, the Company will issue:
 - (i) 135,723,359 Warrants to the Tranche 1 Placement Participants; and
 - (ii) 8,243,243 Placement Shares and 4,121,622 Warrants to Leigh Travers, Peter Rubinstein, Antanas Guoga and Ieva Guoga (together, the **Related Parties**).

1.2 Use of funds

The funds raised under the Placement will be deployed into purchasing expanding the Company's existing Bitcoin treasury with the remainder allocated to costs of the offer and working capital.

2. RESOLUTIONS 1 AND 2 – RATIFICATION OF PRIOR ISSUE OF PLACEMENT SHARES – LISTING RULES 7.1 AND 7.1A

2.1 General

On 11 July 2025, the Company completed the issue of 271,446,718 Placement Shares to the Tranche 1 Placement Participants.

The Company issued 152,154,418 Placement Shares utilising its placement capacity under ASX Listing Rule 7.1 (being the subject of Resolution 1) and 119,292,300 Placement Shares utilising its placement capacity under ASX Listing Rule 7.1A (being the subject of Resolution 2).

Resolutions 1 and 2 seek Shareholder ratification for the purpose of Listing Rule 7.4 for the issue of 271,446,718 Placement Shares.

2.2 Listing Rule 7.1 and 7.1A

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

Under Listing Rule 7.1A however, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%. The Company obtained this approval at its annual general meeting held on 28 November 2024.

The issue of the Placement Shares does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 25% limit in Listing Rules 7.1 and 7.1A, reducing the Company's capacity to issue

further equity securities without Shareholder approval under Listing Rules 7.1 and 7.1A for the 12 month period following the date of the issue.

2.3 Listing Rule 7.4

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the company's capacity to issue further equity securities without shareholder approval under that rule.

The Company 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 Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue of Placement Shares.

2.4 Technical information required by Listing Rule 14.1A

If Resolutions 1 and 2 are passed, the issue of Placement Shares will be excluded in calculating the Company's 25% limit in Listing Rule 7.1, 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 of the Placement Shares.

If Resolutions 1 and 2 are not passed, the issue of Placement Shares will be included in calculating the Company's 25% limit in Listing Rules 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 of the Placement Shares.

2.5 Technical information required by Listing Rules 7.4 and 7.5

| REQUIRED INFORMATION | DETAILS |
|---------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Names of persons to whom Securities were issued or the basis on which those persons were identified/selected | The Tranche 1 Placement Participants were identified through a bookbuild process, which involved Animoca Brands seeking expressions of interest to participate in the capital raising from non-related parties of the Company. The Company confirms that no Material Persons were issued more than 1% of the issued capital of the Company. |
| Number and class of Securities issued | 271,446,718 Placement Shares were issued as follows: (a) 152,154,418 under Resolution 1; and (b) 119,292,300 under Resolution 2. |
| Terms of Securities | The Placement Shares were fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares. |
| Date(s) on or by which the Securities were issued | 11 July 2025. |
| Price or other consideration the Company received for the Securities | \$0.074 per Placement Share. |
| Purpose of the issue, including the intended use of any funds raised by the issue | The purpose of the issue was to raise capital, which the Company intends to apply towards the purpose as set out in Section 1.2. |
| Summary of material terms of agreement to issue | The Placement Shares were issued pursuant to customary placement letter agreements between the Company and each of the Tranche 1 Placement Participants. |
| Voting Exclusion Statement | A voting exclusion statement applies to Resolutions 1 and 2. |
| Compliance | The issue did not breach Listing Rules 7.1 and 7.1A. |

3. RESOLUTION 3 – APPROVAL TO ISSUE WARRANTS TO TRANCHE 1 PLACEMENT PARTICIPANTS

3.1 General

Resolution 3 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of 135,723,359 Warrants to the Tranche 1 Placement Participants.

3.2 Listing Rules 7.1 and 7.2

A summary of Listing Rule 7.1 is set out in Section 2.2 above.

The proposed issue of the Warrants falls within exception 17 of Listing Rule 7.2. It therefore requires the approval of Shareholders under Listing Rule 7.1.

3.3 Technical information required by Listing Rule 14.1A

If Resolution 3 is passed, the Company will be able to proceed with the issue of the Warrants. In addition, the issue will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 3 is not passed, the Company will not be able to proceed with the issue of the Warrants.

3.4 Technical information required by Listing Rule 7.3

| REQUIRED INFORMATION | DETAILS |
|-----------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected | The Tranche 1 Placement Participants who were identified through a bookbuild process, which involved Animoca Brands seeking expressions of interest to participate in the Placement from non-related parties of the Company. The Company confirms that no Material Persons will be issued more than 1% of the issued capital of the Company. |
| Number of Securities and class to be issued | The maximum number of Warrants to be issued to the Tranche 1 Placement Participants is 135,723,359. |
| Terms of Securities | The Warrants will be issued on the terms and conditions set out in Schedule 1. |
| Date(s) on or by which the Securities will be issued | The Company expects to issue the Warrants within 5 Business Days of the Meeting. In any event, the Company will not issue any Warrants later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules). |
| Price or other consideration the Company will receive for the Securities | The Warrants will be issued at a nil issue price as they are free to participants in the Placement on the basis of one (1) Warrant for every two (2) Placement Shares applied for and issued. The Company will not receive any other consideration for the issue of the Warrants (other than in respect of funds received on exercise of the Warrants). |
| Purpose of the issue, including the intended use of any funds raised by the issue | The purpose of the issue of the Warrants is to comply with the terms of the Placement. |
| Summary of material terms of agreement to issue | The Warrants will be issued pursuant to customary placement letter agreements between the Company and each of the Tranche 1 Placement Participants. |
| Voting exclusion statement | A voting exclusion statement applies to Resolution 3. |

4. RESOLUTIONS 4 TO 7 – APPROVAL FOR RELATED PARTY PARTICIPATION IN PLACEMENT

4.1 General

As set out in Section 1.1, the Related Parties, have each agreed to participate in the Placement for an aggregate of \$610,000 on the same terms as the Tranche 1 Placement Participants (**Participation**).

The proposed allocations to each of the Related Parties under the Placement is as follows:

- (a) **Resolution 4:** Leigh Travers (and/or their nominee/s) for \$35,000, being 472,973 Placement Shares and 236,486 Warrants;
- (b) **Resolution 5:** Peter Rubinstein (and/or their nominee/s) for \$100,000, being 1,351,351 Placement Shares and 675,676 Warrants;
- (c) **Resolution 6:** Ieva Guoga (and/or their nominee/s) for \$100,000, being 1,351,351 Placement Shares and 675,676 Warrants; and
- (d) **Resolution 7:** Antanas Guoga (and/or their nominee/s) for \$375,000, being 5,067,568 Placement Shares and 2,533,784 Warrants.

Resolutions 4 to 7 seek Shareholder approval for the purposes of Listing Rule 10.11 for the issue of Placement Securities to the Related Parties (and/or their nominee/s) under the Placement as outlined above, as a result of the Participation.

4.2 Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act requires that for a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The Participation of each of the Related Parties will result in the issue of Placement Securities which constitutes giving a financial benefit and each of the Related Parties are related parties of the Company by virtue of being Directors or in the case of Antanas Guoga, the parent of a Director.

The Directors consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the Director Participation because the Securities will be issued to the Related Parties (or their respective nominee(s)) on the same terms as Securities issued to the Placement Participants. The Placement terms were agreed following a negotiation and discussion with proposed investors about the price and terms upon which those investors were prepared to invest in the Company, and as such the Board believes that it is reasonable to determine that the price and terms upon which they receiving a financial benefit has been determined on arm's length terms.

4.3 Listing Rule 10.11

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue equity securities to:

- 10.11.1 a related party;
- 10.11.2 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company;
- 10.11.3 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so;

- 10.11.4 an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or
- 10.11.5 a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders,

unless it obtains the approval of its shareholders.

The issue falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11.

Each of Mr Leigh Travers, Mr Peter Rubinstein and Ms Ieva Guoga are related parties by virtue of being directors of the Company. In addition, Mr Antanas Guoga is also a related party by virtue of being the parent of a Director. Mr Guoga also holds an interest in greater than 10% of the Company as at the date of this Notice of Meeting.

4.3 Technical information required by Listing Rule 14.1A

If Resolutions 4 to 7 are passed, the Company will be able to proceed with the issue within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules) and will raise additional funds which will be used in the manner set out in Section 1.2. As approval pursuant to Listing Rule 7.1 is not required for the issue (because approval is being obtained under Listing Rule 10.11), the issue will not use up any of the Company's 15% annual placement capacity.

If Resolutions 4 to 7 are not passed, the Company will not be able to proceed with the issue and the additional \$610,000 (before costs) will not be raised under the Placement.

4.4 Technical Information required by Listing Rule 10.13

| REQUIRED INFORMATION | DETAILS |
|-------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Name of the person to whom Securities will be issued | <p>(a) Resolution 4: Leigh Travers;</p> <p>(b) Resolution 5: Peter Rubinstein;</p> <p>(c) Resolution 6: Ieva Guoga; and</p> <p>(d) Resolution 7: Antanas Guoga, (and/or their nominee/s).</p> |
| Categorisation under Listing Rule 10.11 | The Related Parties fall within the category set out in Listing Rule 10.11.1 as they are a related party of the Company by virtue of being a Director of the Company, or in the case of Antanas Guoga, the parent of a Director. |
| Number of Securities and class to be issued | <p>The total number of Securities to be issued to the Related Parties is set out below:</p> <p>(a) 8,243,243 Placement Shares; and</p> <p>(b) 4,121,622 Warrants.</p> <p>The breakdown of the Securities being issued to each Related Party is set out at Section 4.1 above.</p> |
| Terms of Securities | <p>The Placement Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.</p> <p>The Warrants will be issued on the terms and conditions set out in Schedule 1.</p> |
| Date(s) on or by which the Securities will be issued | The Company expects to issue the Securities within 5 Business Days of the Meeting. In any event, the Company will not issue any Securities later than one month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules). |
| Price or other consideration the | \$0.074 per Placement Share and nil per Warrant as the Warrants will be issued free with the Placement Shares on a one (1) |

| REQUIRED INFORMATION | DETAILS |
|------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Company will receive for the Securities | Warrant for every two (2) Placement Shares subscribed for and issued. |
| Purpose of the issue, including the intended use of any funds raised by the issue | The purpose of the issue is to raise capital (specifically, an additional \$610,000 (before costs) to be raised under the Placement), which the Company intends to apply as set out in Section 1.2. |
| Summary of material terms of agreement to issue | The Securities will be issued pursuant to a customary placement letter agreement between the Company and the Related Party. |
| Voting exclusion statement | A voting exclusion statement applies to Resolutions 4 to 7. |

GLOSSARY

\$ means Australian dollars.

AEST means Australian Eastern Standard Time

ASIC means the Australian Securities & Investments Commission.

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

AWST means Australian Western Standard Time

Board means the current board of directors of the Company.

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

Chair means the chair of the Meeting.

Closely Related Party of a member of the Key Management Personnel means:

- (e) a spouse or child of the member;
- (f) a child of the member's spouse;
- (g) a dependent of the member or the member's spouse;
- (h) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (i) a company the member controls; or
- (j) a person prescribed by the Corporations Regulations 2001 (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

Company means DigitalX Limited (ACN 009 575 035).

Constitution means the Company's constitution.

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.

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

Listing Rules means the Listing Rules of ASX.

Material Person means a related party of the Company, member of the Key Management Personnel, substantial holder of the Company, adviser of the Company or associate of any of these parties.

Meeting means the meeting convened by the Notice.

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

Participation has the meaning given in Section 4.1.

Placement has the meaning given in Section 1.1.

Placement Securities means Placement Shares and Warrants.

Placement Shares has the meaning given in Section 1.1.

Proxy Form means the proxy form accompanying the Notice.

Resolutions means the resolutions set out in the Notice, or any one of them, as the context requires.

Related Parties has the meaning given in Section 1.1.

Section means a section of the Explanatory Statement.

Security means a Share or Warrant (as applicable).

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

Shareholder means a registered holder of a Share.

Tranche 1 has the meaning given in Section 1.1.

Tranche 2 has the meaning given in Section 1.1(b).

Tranche 1 Placement Participants has the meaning given in Section 1.1.

Warrant means an unlisted warrant over a Share, the key terms of which are summarised in Schedule 1.

SCHEDULE 1 – TERMS AND CONDITIONS OF THE WARRANTS

| | | |
|----|----------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1. | Entitlement | Each Warrant entitles the holder to subscribe for one (1) Share in the Company upon exercise of the Warrant. |
| 2. | Exercise Price | Subject to paragraph 10, the amount payable upon exercise of each Warrant will be \$0.15 (Exercise Price). |
| 3. | Expiry Date | Each Warrant will expire at 5:00pm (AWST) on the date that is eighteen (18) months from the date of issue (Expiry Date). A Warrant not exercised before the Expiry Date will automatically lapse on the Expiry Date. |
| 4. | Exercise Period | The Warrants are exercisable at any time on or prior to the Expiry Date (Exercise Period). |
| 5. | Exercise Notice | The Warrants may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Warrant certificate (Exercise Notice) and payment of the Exercise Price for each Warrant being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company. |
| 6. | Exercise Date | An Exercise Notice is only effective on and from the later of the date of receipt of the Exercise Notice and the date of receipt of the payment of the Exercise Price for each Warrant being exercised in cleared funds (Exercise Date). |
| 7. | Timing of issue of Shares on exercise | <p>Within five Business Days after the Exercise Date, the Company will:</p> <ul style="list-style-type: none"> (a) issue the number of Shares required under these terms and conditions in respect of the number of Warrants specified in the Exercise Notice and for which cleared funds have been received by the Company; (b) 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 (c) 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 Warrants. <p>If a notice delivered under 7(a) 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.</p> |
| 8. | Shares issued on exercise | Shares issued on exercise of the Warrants rank equally with the then issued shares of the Company. |
| 9. | Change of Control | <p>Upon:</p> <ul style="list-style-type: none"> (a) a bona fide takeover bid under Chapter 6 of the Corporations Act having been made in respect of the Company and: <ul style="list-style-type: none"> (i) having received acceptances for not less than 50.1% of the Company's Shares on issue; and |

| | | |
|-----|----------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| | | <p>(ii) having been declared unconditional by the bidder; or</p> <p>(b) a court granting orders approving a compromise or arrangement for the purposes of or in connection with a scheme for the reconstruction of the Company or its amalgamation with any other company or companies,</p> <p>then, to the extent Warrants have not converted into Shares due to satisfaction of the relevant Vesting Conditions, Warrants will accelerate vesting conditions and will automatically convert into Shares on a one-for-one basis.</p> |
| 10. | Reorganisation | If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of the holder will be changed to the extent necessary to comply with the ASX Listing Rules applicable to a reorganisation of capital at the time of the reorganisation. |
| 11. | Participation in new issues | There are no participation rights or entitlements inherent in the Warrants and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Warrants without exercising the Warrants. |
| 12. | Change in exercise price | A Warrant does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Warrant can be exercised. |
| 13. | Adjustment for bonus issues of Shares | <p>If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment):</p> <p>(a) the number of Shares or other securities which must be issued on the exercise of a Warrant will be increased by the number of Shares or other securities which the holder would have received if the holder had exercised the Warrant before the record date for the bonus issue; and</p> <p>(b) no change will be made to the Exercise Price.</p> |
| 14. | Transferability | The Warrants are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws. |

Your proxy voting instruction must be received by **2.00pm (AEST) on Wednesday, 03 September 2025**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

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

YOUR NAME AND ADDRESS

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

STEP 1 – APPOINT A PROXY

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

DEFAULT TO THE CHAIR OF THE MEETING

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

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

APPOINTMENT OF SECOND PROXY

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

SIGNING INSTRUCTIONS

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

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

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

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

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

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

CORPORATE REPRESENTATIVES

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

Lodging your Proxy Voting Form:

Online

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/loginsah> or scan the QR code below using your smartphone

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

WEBSITE:

<https://automicgroup.com.au>

PHONE:

1300 288 664 (Within Australia)
+61 2 9698 5414 (Overseas)

For personal use only



STEP 1 - How to vote

APPOINT A PROXY:

I/We being a Shareholder entitled to attend and vote at the Extraordinary General Meeting of DigitalX Limited, to be held at **2.00pm (AEST) on Friday, 05 September 2025 at Level 2, 50 Bridge Street, SYDNEY NSW 2000** hereby:

Appoint the Chair of the Meeting (Chair) OR if you are not appointing the Chair of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your proxy or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit and at any adjournment thereof.

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.

Unless indicated otherwise by ticking the "for", "against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.

STEP 2 - Your voting direction

| Resolutions | For | Against | Abstain |
|----------------------------------------------------------------------------|--------------------------|--------------------------|--------------------------|
| 1 RATIFICATION OF PRIOR ISSUE OF PLACEMENT SHARES – LISTING RULE 7.1 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2 RATIFICATION OF PRIOR ISSUE OF PLACEMENT SHARES – LISTING RULE 7.1A | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3 APPROVAL TO ISSUE WARRANTS TO TRANCHE 1 PLACEMENT PARTICIPANTS | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4 APPROVAL FOR RELATED PARTY PARTICIPATION IN PLACEMENT –LEIGH TRAVERS | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5 APPROVAL FOR RELATED PARTY PARTICIPATION IN PLACEMENT – PETER RUBINSTEIN | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 6 APPROVAL FOR RELATED PARTY PARTICIPATION IN PLACEMENT – IEVA GUOGA | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 7 APPROVAL FOR RELATED PARTY PARTICIPATION IN PLACEMENT – ANTANAS GUOGA | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

STEP 3 – Signatures and contact details

Individual or Securityholder 1

Securityholder 2

Securityholder 3

Sole Director and Sole Company Secretary

Director

Director / Company Secretary

Contact Name:

Email Address:

Contact Daytime Telephone

Date (DD/MM/YY)

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