



dig

Investor Presentation

Developing and investing in technology that disrupts
existing markets

November 2022

DIG investment highlights and capital raising details

DIG investment opportunity

DIG overview

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

Capital raising overview

- Up to ~\$7m capital raising in the form of Convertible Notes ('Notes') that convert upon a Liquidity Event¹ at:
 - Discount: 25% if the Liquidity Event occurs on or before 30 June 2023, or 30% otherwise
 - Coupon: 8% p.a.
 - Maturity Date: 31 December 2023
 - Valuation Cap: pre-money equity valuation cap of A\$37m, representing last Company valuation as at November 2021 which raised ~\$3.6m
- DIG has already raised ~\$3m from existing shareholders and inside parties, and is now looking to raise the remaining quantum (~\$4m) to accelerate growth via additional sales and marketing resources across brands in preparation for an ASX listing, on the same terms.
- Attractive opportunity to join the DIG register at a minimum of 25% discount to the IPO price offering downside protection while placing a valuation cap to allow further upside potential.



1. A Liquidity Event is; an IPO or Trade Sale, any person acquiring majority voting power (>50%) in the Company, or the Company undertaking an issue of new equity securities (excluding the current Note issue) which raises proceeds of not less than \$10 million.

DIG operates tech-enabled businesses across 3 key divisions

Workplace solutions



Automating identity verification and compliance checks



Cloud-based document management platform

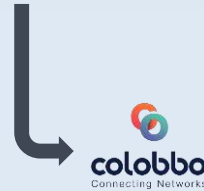
Launched 2021

29%
of FY22 revenue

Construction solutions



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



Geospatial construction management software

Launched 2022

66%
of FY22 revenue

Finance solutions



Car finance and mortgage broker



OUR CREDIT TEAM

Digital finance provider for lifestyle needs

5%
of FY22 revenue

DIG has developed innovative and disruptive technologies

“

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

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

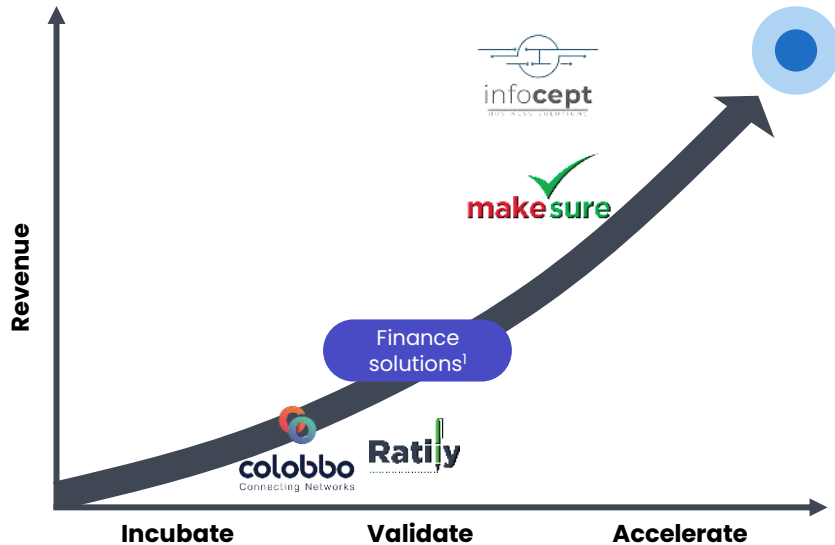
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Steve Prideaux
CEO & Founder

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

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



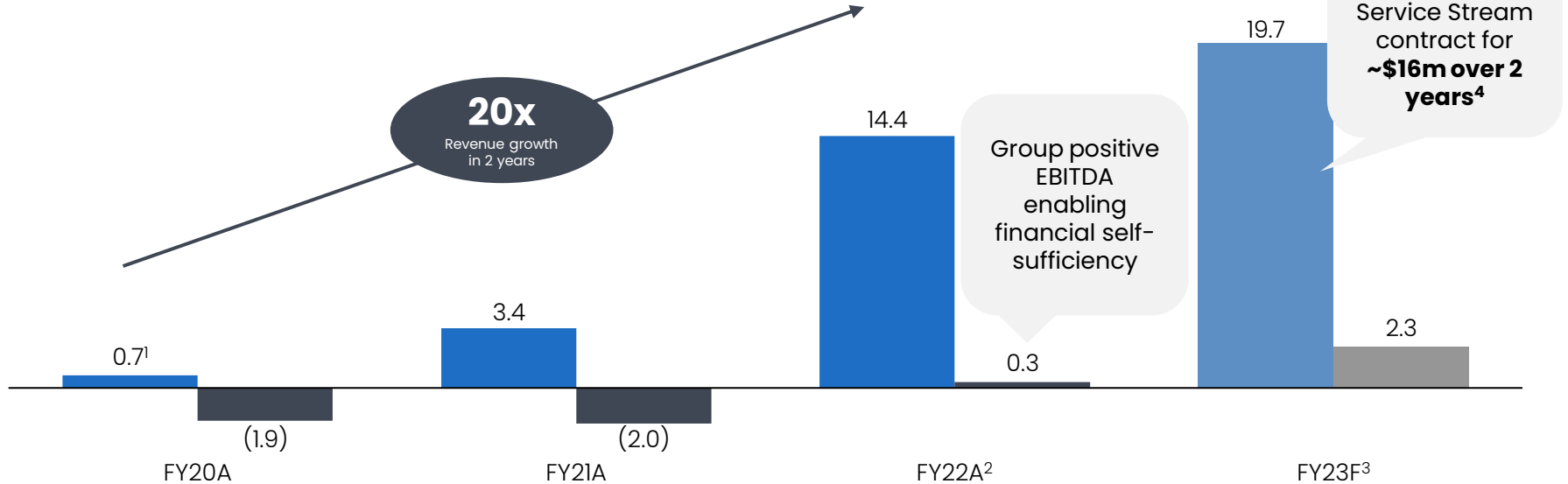
...to **realise shareholder value:**

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

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

DIG Group Revenue and EBITDA (A\$m)

■ Revenue
■ EBITDA



Reputable partner with validation from large blue chip clients

50+
blue chip
clients and
growing



“

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

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

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

Maitreyee Khire
CEO My Rewards

”

A person is shown from the side, holding a smartphone in their right hand and interacting with a laptop in their left hand. The laptop screen displays a web application with various input fields and buttons. The scene is brightly lit, with a strong light source from the upper left creating a lens flare effect. A dark horizontal band is overlaid across the middle of the image, containing the text 'Workplace solutions' in white. The word 'Workplace' is underlined.

Workplace solutions

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



Streamlines and automates compliance checks



Fully accredited, employment, identity, immigration and police checks



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



Receive checks within 1 hour of completion



Fully automated reporting underpinned by an AI-enabled platform



Scalable cloud-based compliance management software



See slides 10 and 11

Leader in automating identity verification using the latest advancements in technology

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



Institutional / government led verification

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



Template-based document verification

Able to read and extract data from documents with consistent formats

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



Increase the pool of users through expansion of document coverage

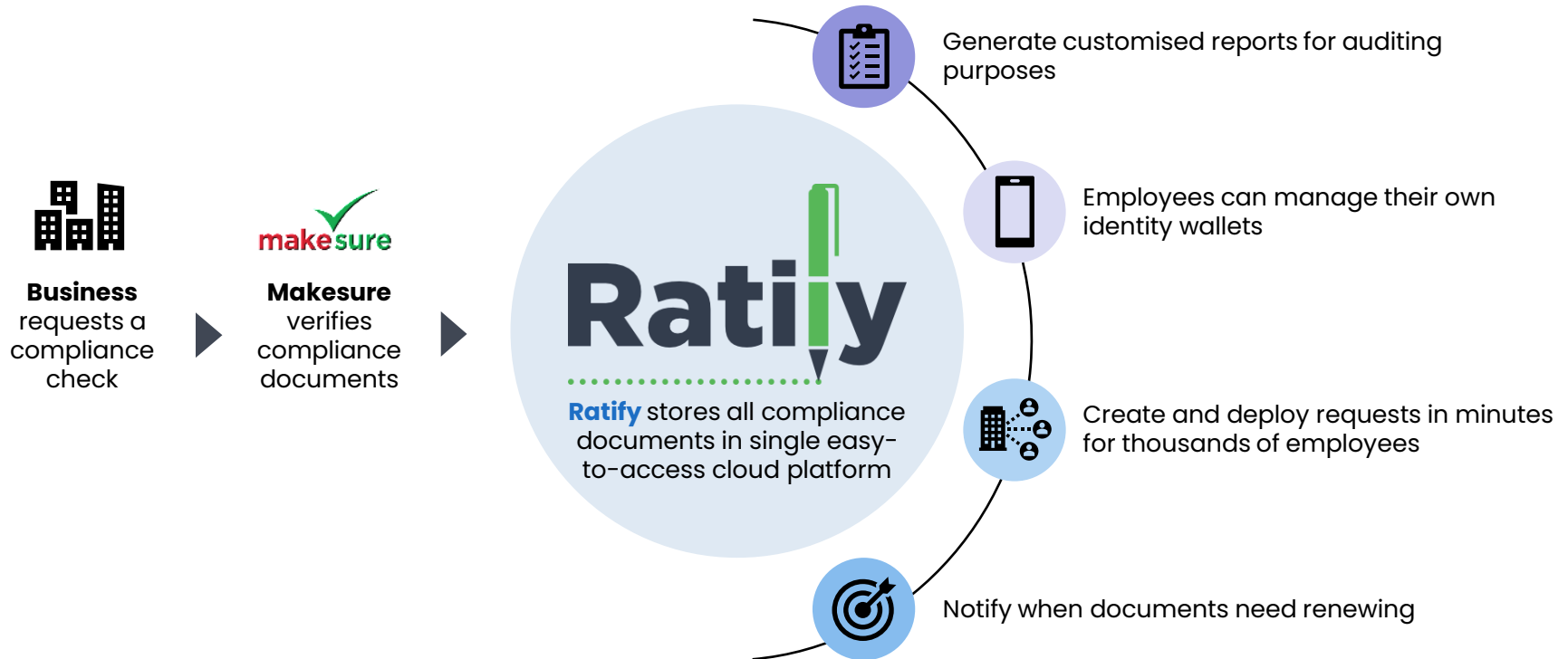


Automation of verification improves cost to serve and turnaround time

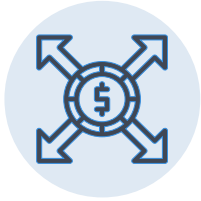


Significant operational and strategic benefits for workplace compliance checks

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



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



Large addressable market

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



Increased local adoption

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

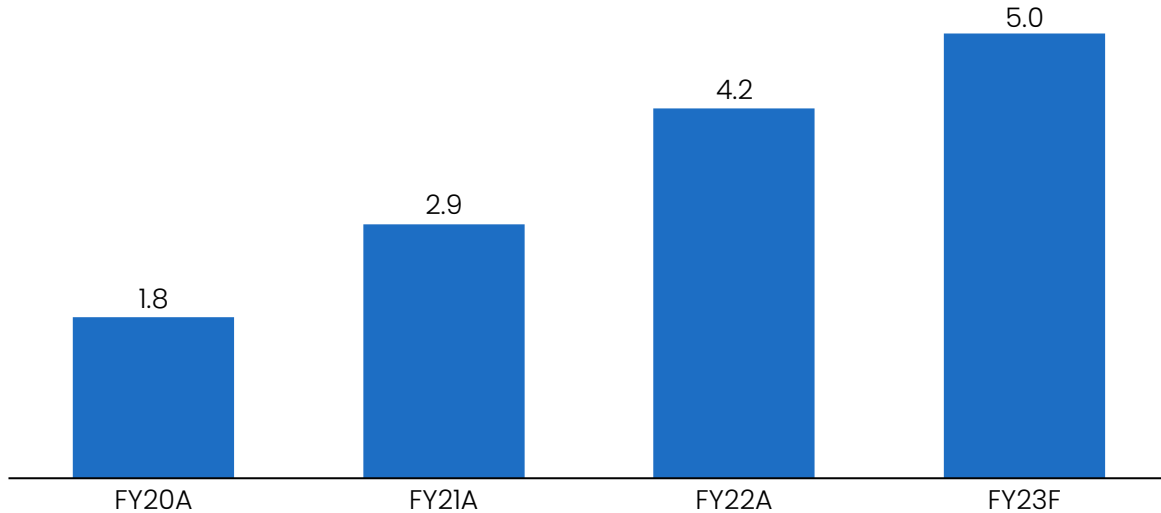


Expanding digital identities

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

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

Workplace solutions revenue (A\$m)



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

100+
Clients currently on the platform

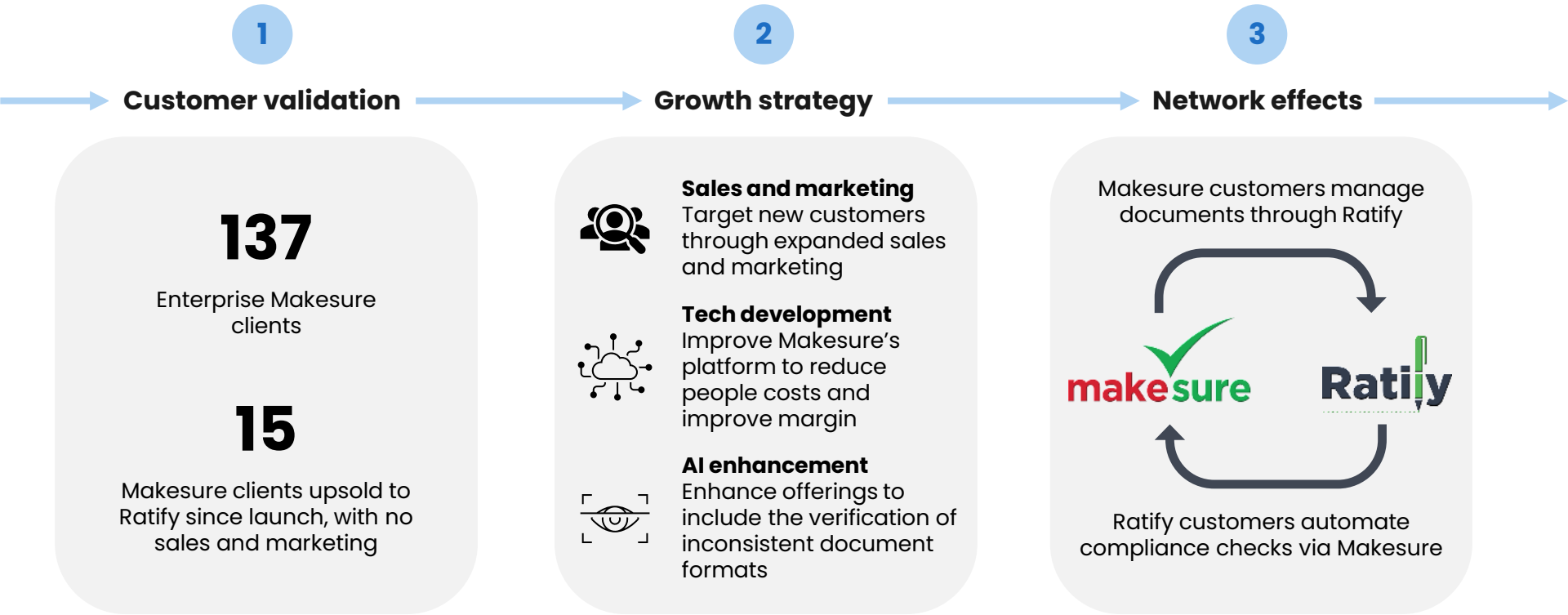
34,000+
Number of checks in FY22

315
Average checks per client

\$0.1m
EBITDA in FY22



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





Construction solutions

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



Telco network construction

Leading provider of network construction & management

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



Telco services

Services for copper, fibre, coaxial and wireless technology

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



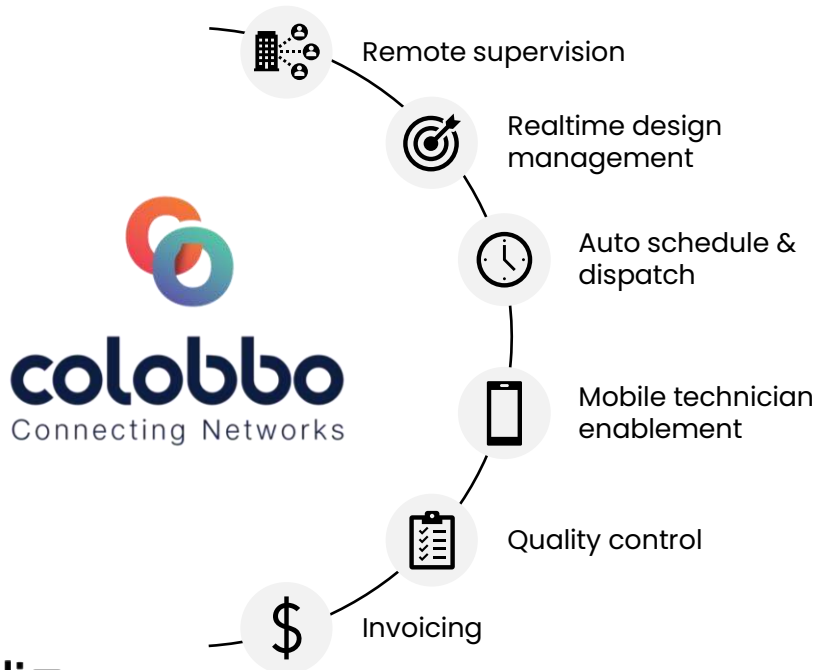
Colobbo software

Disruptive Geo-Spatial construction design management solution

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

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

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



Projects can be completed **faster and at lower cost**¹

12x

Increase in annualised ROI

2x

Faster project completion

2x

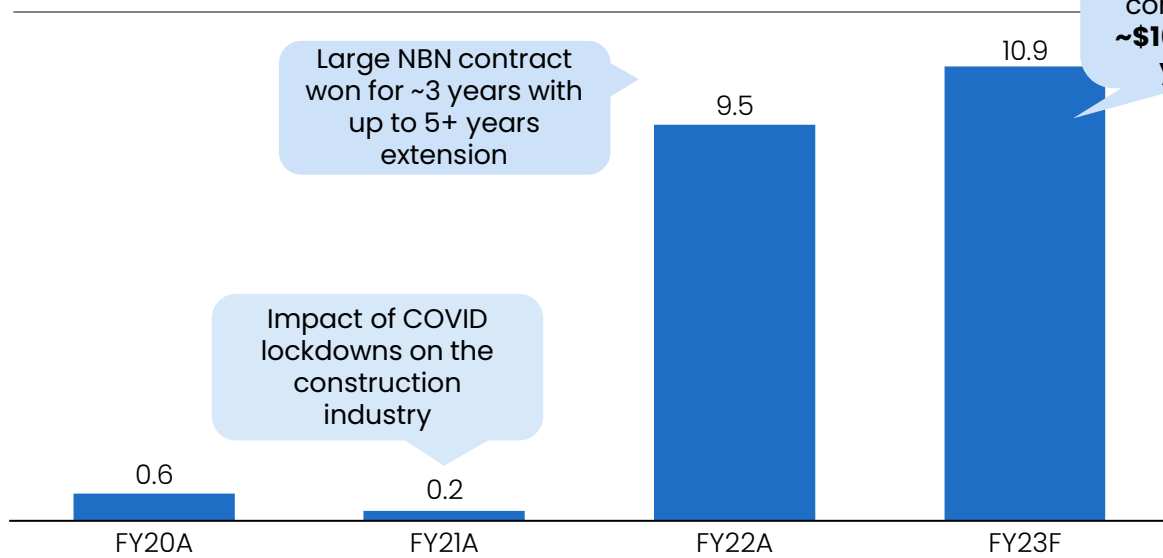
Faster time to revenue

10x

Increase in resource productivity

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

Construction solutions revenue (A\$m)



Excludes recently signed Service Stream contract for ~\$16m over 2 years²



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

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



Note: forecast financials presented do not reflect the benefit of capital raised. FY22 figures are based on management financials.
 1. Colobbo commenced generating revenue in FY22.
 2. New contract is for a 2 year initial term with a 3 year extension

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



US\$90bn

American Rescue Plan

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

Biden Budget Has Even More Bucks for Broadband

By John Eggerton published March 29, 2022

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

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



A\$750m

NBN 5G enablement

- ✓ \$480m investment by Australian government in the NBN fixed Wireless network for 5G enablement with an additional \$270m from NBN²
- ✓ Colobbo is the only geospatial software that offers an end-to-end solution



1.The White House Briefing Room, 7 June 2022 <https://www.whitehouse.gov/briefing-room/statements-releases/2022/06/07/fact-sheet-biden-harris-administration-announces-over-25-billion-in-american-rescue-plan-funding-to-help-ensure-every-american-has-access-to-high-speed-affordable-internet/>
2.NBN, 22 March 2022 <https://www.nbnco.com.au/corporate-information/media-centre/media-statements/750-million-investment-to-5G-enable-nbn-fixed-wireless-to-deliver-faster-speeds-to-regional-australia>



Finance solutions

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



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

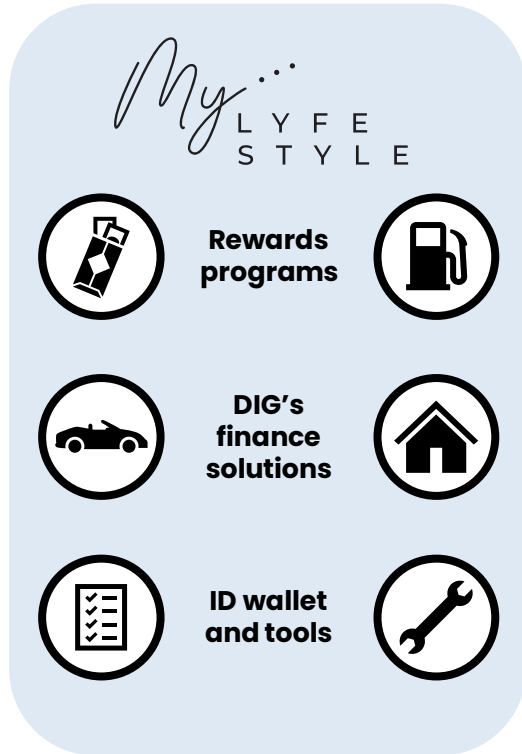
- Mortgage broking and refinancing
- Car finance
- Fleet management
- White-labelled packaging platform
- Salary packaging



DIG launches Our Credit Team into 68 new car dealerships

- Car finance
- Home finance
- Digital platform for convenient applications
- Document wallet
- Rewards program
- Launched MyLifestyle digital platform in August 2022

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



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



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



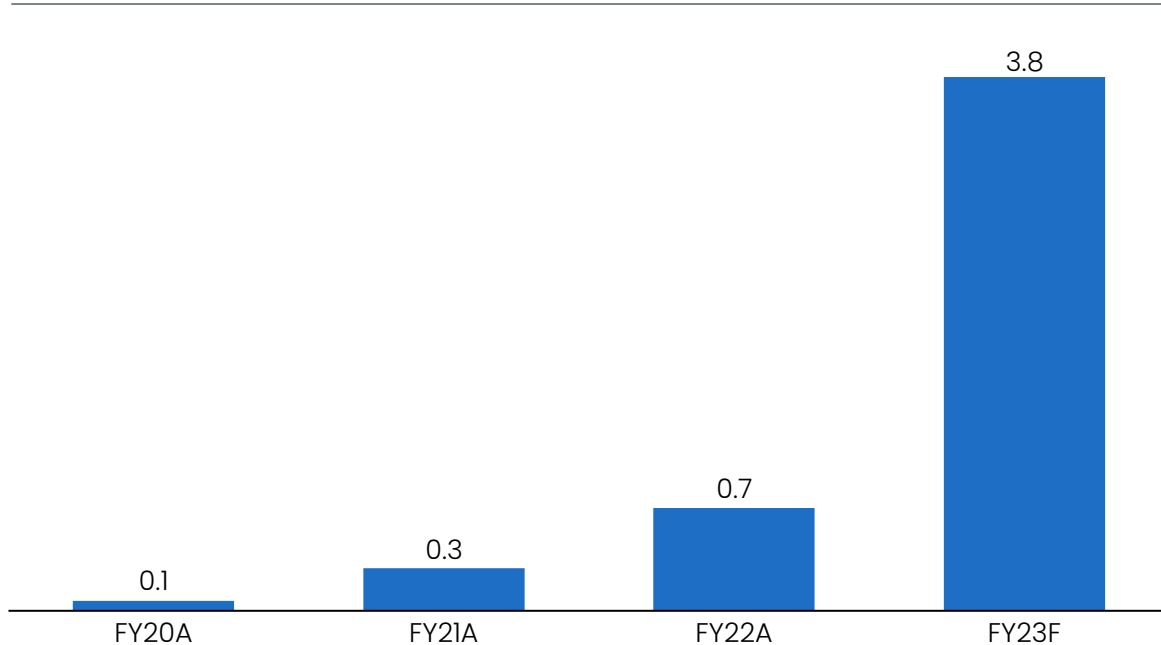
Upsell and cross-sell opportunities for existing finance solutions through a consolidated customer base, creating a competitive advantage



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

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

Finance solutions revenue(A\$m)



Revenue drivers:

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

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



Continued growth of traditional broking services



Growth of panel of mortgage brokers



Margin improvement through lead generation



Sales and marketing plan to promote business



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



Launched My Lyfestyle Platform in August 2022



Continued marketing collaboration with My Rewards



Property/Mortgage launch with Greville Pabst (The Block)



White Label Automotive Finance and Personal Loan Products



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

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



Don Clarke
Non-Executive
Chairman



Gerard Mullins
Non-Executive
Director



Steve Prideaux
Co-Founder
& CEO



Rob Wallace
Director of
Workplace Solutions
(Makesure founder)



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



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



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

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

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

DIG is an attractive investment opportunity

1

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

2

Established customer base supported by macro tailwinds

3

Expanding margins underpinned by tech-enabled growth

4

Execution roadmap in place to deliver sustainable growth

5

Clear focus on maximising company value through equity-aligned founders

A low-angle, upward-looking photograph of several tall, modern skyscrapers with glass facades. The buildings are set against a pale, overcast sky. The perspective creates a sense of height and scale. A dark horizontal band is overlaid across the middle of the image, containing the text.

Capital raising

Proposed capital raising terms

Instrument	Convertible Notes (Notes)
Face Value	A\$1.00 per Note
Facility Amount	Up to approximately A\$7 million in aggregate ¹
Use of Funds	To accelerate growth via additional sales and marketing resources across brands in preparation for an ASX listing
Issue Date	The date that the Notes are issued
Maturity Date	31 December 2023
Interest Rate	Interest will accrue on the Notes at 8% per annum from the Issue Date up to and including the date on which the Notes are redeemed or converted. Interest will be calculated on daily balances (on the basis of a 365-day year and the actual number of days that interest accrues). All interest will be capitalised and interest will only be paid on redemption of the Notes. If the Notes are converted, all accrued but unpaid interest will be converted into ordinary fully paid shares in the Company on the same basis as the face value of the Notes.
Elective Redemption	No notes may be redeemed early (i.e. prior to the Maturity Date) unless such redemption is requested / agreed in writing by the Company and approved by the Noteholders (by special majority decision).
Automatic Conversion Event	The Notes (plus any accrued but unpaid interest) will automatically convert into fully paid ordinary shares in the Company on the occurrence (prior to the Maturity Date) of a Liquidity Event² , based on the lower of the following conversion price terms: <ul style="list-style-type: none"> • A discount of 25% to the price per share implied by the terms of the Liquidity Event if the Liquidity Event occurs on or before 30 June 2023, otherwise 30% • The price per share implied by a pre-money equity valuation cap of A\$37 million, and the number of shares on issue immediately prior to the conversion of the Notes which is set to occur due to completion of the IPO or Trade Sale (as applicable).
Elective Conversion	The Notes may be converted into fully paid ordinary shares in the Company: <ul style="list-style-type: none"> • At the discretion of the Noteholder at any time prior to 30 November 2023 (assuming no prior occurrence of an Automatic Conversion Event); or • At the option of the Company any time between 1 December 2023 and 5.00pm on the Maturity Date <p>The conversion price will be the price per share (on a fully diluted basis) implied by a pre-money equity valuation of A\$37 million.</p>
Redemption or Conversion at Maturity Date	If the Notes have not been redeemed or converted by the Maturity Date, redemption requires payment to the noteholder of: <ul style="list-style-type: none"> • The face value of the notes; plus • All accrued but unpaid interest on those Notes; plus • A redemption premium (which is the amount required to provide the Noteholder with an IRR of 30% on the face value of the Notes to be redeemed from the date of their issue until the date of redemption).
Security	Notes to be unsecured.
No Transfers	Notes are not transferable other than to a related entity or related party of the Noteholder.
Restrictions	No dividends or capital returns will be made while any Notes remain on issue.



1. DIG reserves the right to raise additional capital with this instrument.
2. A Liquidity Event is; an IPO or Trade Sale, any person acquiring majority voting power (>50%) in the Company, or the Company undertaking an issue of new equity securities (excluding the current Note issue) which raises proceeds of not less than \$10 million.

Worked example of conversion of notes

Illustrative assumptions for worked example

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

Summary share capital table at IPO

Investor Group	Shares owned	\$ ownership (at IPO price)	% ownership (at IPO price)
Existing shareholders	353,169,368	49,820,467	74.4%
Noteholders	72,161,092	10,179,533	15.2%
Sub-total – prior to IPO	425,330,460	A\$60.0M	89.6%
IPO investors	49,621,887	A\$7.0M	10.4%
Total	474,952,347	A\$67.0M	100.0%

Worked example explanation

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

Based on these assumptions, at the time of the IPO, the Notes would accrue interest equal to \$560,000 (8% x \$7 million x 1 year), resulting in a total outstanding Notes position of **\$7,560,000**. The Notes would convert immediately prior to the allotment of new shares issued under the IPO (i.e. 1 millisecond prior to allotment).

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

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

$$\text{Shares issued to noteholders} = \$7,560,000 / \$0.10 = \mathbf{72,161,092}$$

This results in **425,330,460** (72,161,092 + 353,169,368) shares being on issue immediately following the conversion of the Notes.

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

$$\text{IPO price} = \$60 \text{ million} / 425,330,460 = \mathbf{\$0.14^1}$$

$$\text{Shares issued to IPO investors} = \$7 \text{ million} / A\$0.14 = \mathbf{49,621,887}$$

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

In this scenario, the noteholders would achieve an IRR of 45% on their pre-IPO investment based on the uplift in value from \$7 million at the pre-IPO to \$10.08M at the IPO (based on the 1 year hold period). The following page outlines some sensitivities to the IRR achievable by investors under this worked example.

Illustrative return scenarios based on sensitising the IPO valuation

	Worked example scenario						
Illustrative IPO valuation (\$M)	40	50	60	70	80	90	100
Pre-IPO primary raise (\$M)	7.00	7.00	7.00	7.00	7.00	7.00	7.00
Interest accrued @ 8.0% (\$M)	0.56	0.56	0.56	0.56	0.56	0.56	0.56
Principal value of notes at IPO (\$M)	7.56	7.56	7.56	7.56	7.56	7.56	7.56
Conversion price based on valuation cap (\$)	0.10	0.10	0.10	0.10	0.10	0.10	0.10
Conversion price based on 25% discount to IPO price (\$)	0.06	0.08	0.11	0.12	0.14	0.16	0.18
Conversion price (\$)	0.06	0.08	0.10	0.10	0.10	0.10	0.10
Effective discount to IPO price (%)	-25%	-25%	-26%	-36%	-44%	-50%	-55%
Shares issued to noteholders (M)	118.98	89.18	72.16	72.16	72.16	72.16	72.16
IPO price (\$)	0.08	0.11	0.14	0.16	0.19	0.21	0.24
Value of noteholders' position at IPO (\$M)	10.08	10.08	10.18	11.88	13.57	15.27	16.97
IRR to noteholders¹	44%²	44%²	45%	70%	94%	118%	142%

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

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

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

The IRR to noteholders is calculated based on the following formula: $IRR = (\text{Value of noteholders' position at IPO}) / (\text{Pre-IPO primary raise}) - 1$ (on the basis of exactly a 1 year hold)

1. The minimum 44% return is based on \$7.56m of Notes (\$7M face value + \$0.56M interest (8% x \$7M x 1 year)), converting at a 25% discount to the IPO price - i.e. $\$7.56\text{M} / (1 - 0.25) = \10.08M . $44\% = \$10.08\text{M} / \$7\text{M} - 1$

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