

4 April 2024

Paul Shale
Chief Marketing Officer
Being AI Limited

By email: paul@beingconsultants.ai

Dear Paul,

Being AI Limited (BAI) – Price Enquiry

We write with respect to the continuous disclosure obligations set out in the Listing Rules (**Rules**). Listing Rule 3.1.1 (**the rule**) is set out in the Schedule attached to this letter. In summary, the rule requires issuers to immediately disclose any Material Information to NZX. The rule provides limited exceptions to this obligation. Material Information does not need to be disclosed where a reasonable person would not expect the information to be disclosed *and* where the information is confidential and its confidentiality is maintained and where one of five safe harbours applies under Rule 3.1.2.

We note the information released to market on 11 March 2024, in advance of the shareholder meeting in relation to the reverse takeover of the Being AI group (**Transaction**) held on 28 March 2024. That information included (among other materials):

- (i) a listing profile on the Being AI group, and
- (ii) an independent appraisal report prepared by Armillary Limited, which assessed both the merits and fairness of the Transaction and the profile and valuation of the Being AI group businesses being acquired in the Transaction, with the consideration for those acquisitions based on a share price of \$0.025 per share.

The price of BAI has increased from \$0.017 being its first trade on Tuesday 2 April, to a current bid-offer spread of \$0.06-\$0.07, and a last sale of \$0.05 at the time of writing. The last sale represents a price move of 194%, and the best bid, a potential price move of 253%.

Given the price move detailed above, please advise NZ RegCo whether BAI continues to comply with Listing Rule 3.1.1.

We would appreciate it if you could provide NZ RegCo with an answer to the above question (email: surveillance@nzregco.com) before 2:00 pm on today.

Please provide your response to this letter in "PDF" format, and note that it will be published in full to the market.

Kind Regards,

Phil Solarz
Head of Surveillance
NZ RegCo Surveillance

SCHEDULE

3.1 Disclosure of Material Information

3.1.1 Once an issuer becomes Aware of any Material Information relating to it, the Issuer must:

- a) Promptly and without delay release that Material Information through MAP, and
- b) Not disclose any Material Information to the public, any other stock exchanges (except as provided for in Rule 3.26.2(d)) or any other party without first releasing that Material Information through MAP.

3.1.2 Rule 3.1.1 does not apply when:

- (a) One or more of the following applies:
 - i) Release of the information would be a breach of the law,
 - ii) The information concerns an incomplete proposal or negotiation,
 - iii) The information contains matters of supposition or is insufficiently definite to warrant disclosure
 - iv) The information is generated for internal management purposes, or
 - v) The information is a trade secret,
- (b) The information is confidential and its confidentiality is maintained, and
- (c) A reasonable person would not expect the information to be disclosed.

3.2 False Market

3.2.1 An Issuer must promptly and without delay release Material Information through MAP to the extent necessary to prevent development or subsistence of a market for its Quoted Financial Products which is materially influenced by false or misleading information emanating from:

- a. the Issuer or any Associated Person of the Issuer, or
- b. other persons in circumstances in each case which would give such information substantial credibility,

and which is of a reasonably specific nature whether or not Rule 3.1.2 applies.