

17 November 2016

Dear Shareholder

DTI Group Ltd Entitlement Offer Notification to Ineligible Shareholders

On Thursday 17 November 2016, DTI Group Ltd (**DTI Group** or **Company**) announced the launch of a 2 for 9 pro rata non-renounceable entitlement offer (**Entitlement Offer**) of new DTI Group shares (**New Shares**) at an offer price of \$0.35 per New Share (**Offer Price**). The Entitlement Offer will raise approximately \$7.28 million.

DTI Group intends using the proceeds of the Entitlement Offer and a recently completed placement to provide the Company with additional capital for ongoing business and product development and marketing, as well as to strengthen its balance sheet in order to fund future growth. Baillieu Holst Ltd has agreed to fully underwrite the Entitlement Offer.

The purpose of this letter is to inform you about the Entitlement Offer and to explain why you will not be able to subscribe for New Shares under the Entitlement Offer. This letter is not an offer to issue entitlements or New Shares to you, or an invitation for you to apply for entitlements or New Shares.

You are not required to do anything in response to this letter.

The Entitlement Offer

The Entitlement Offer is being made pursuant to an offer document to be sent to Eligible Shareholders on or about 25 November 2016 (**Offer Booklet**). The Entitlement Offer is being made to Eligible Shareholders, as outlined below, on the basis of 2 New Shares for every 9 existing DTI Group shares held at 7.00pm (AEDT) on Tuesday 22 November 2016 (**Record Date**). Eligible Shareholders may also subscribe for New Shares in excess of their entitlement.

Eligibility Criteria

Eligible Shareholders are those holders of existing shares who:

- are registered as holders of existing shares as at 7.00pm AEDT on Tuesday 22 November 2016
- have a registered address on the DTI Group share register in Australia or New Zealand
- are not in the United States and are not US persons or acting for the account or benefit of a US person
- are eligible under all applicable securities laws to receive an offer under the Entitlement Offer.

The restrictions upon eligibility to participate in the Entitlement Offer are because of the legal and regulatory requirements in countries other than Australia and New Zealand and the protracted costs to DTI Group of complying with those legal and regulatory requirements compared with the relatively small number of shareholders in those countries, the relatively small number of existing DTI Group shares they hold, and the relatively low value of New Shares to which those shareholders would otherwise be entitled. DTI Group has determined, pursuant to ASX Listing Rule 7.7.1(a) and section 9A(3) of the *Corporations Act 2001* (Cth) (**Act**), that it would be unreasonable to make or extend offers to all DTI shareholders in certain countries under the Entitlement Offer.

Unfortunately, according to our records, you do not satisfy the eligibility criteria for an Eligible Shareholder stated above. Accordingly, in compliance with ASX Listing Rule 7.7.1(b) and section 9A(3) of the Act, DTI Group wishes to advise you that it will not be extending the Entitlement Offer to you and you will not be able to subscribe for New Shares under the Entitlement Offer. You will not be sent the documents relating to the Entitlements Offer.

You are not required to do anything in response to this letter.

For further information on the Entitlement Offer, or if you believe that you are an Eligible Shareholder, you can call the Company Secretary, Bruce Mitchell, on +61 8 9479 1195. If you have any questions you should contact your stockbroker, accountant, solicitor or other professional adviser.

On behalf of DTI Group, I thank you for your continued support.

Yours faithfully



Bruce Mitchell
Company Secretary

IMPOTANT INFORMATION

This letter is issued by DTI Group ACN 069 791 091. This letter is not a prospectus or offer document under Australian law or any other law. It is for information purposes only and does not constitute an offer, invitation or recommendation to subscribe for, retain or purchase any securities in DTI Group in any jurisdiction. This letter does not constitute financial product advice and does not and will not form any part of any contract for the acquisition of DTI Group shares.

This letter does not constitute an offer to sell or the solicitation of an offer to buy any securities in the United States. No action has been or will be taken to register, qualify or otherwise permit a public offering of the entitlements or the New Shares in any jurisdiction outside Australia and New Zealand. In particular, neither the entitlements nor the New Shares have been nor will they be registered under the *US Securities Act 1993* (**Securities Act**) or the security laws of any state or other jurisdiction in the United States. Accordingly, the entitlements may not directly or indirectly be taken up by, and the New Shares may not be offered or sold to, persons from or not subject to the registration requirements of the Securities Act and applicable United States securities laws.