

Ms Vanessa Nevjestic
Australian Securities Exchange
Level 40, Central Park
152 – 158 St Georges Terrace
Perth WA 6000

5 August 2025

By Email: vanessa.nevjestic@asx.com.au

Having regard to the ASX questions in the letter dated 30 July, ODA responds as follows:

1. Does ODA consider the following information, or any part thereof, to be information that a reasonable person would expect to have a material effect on the price or value of its securities?

1.1 The ACTA Trial Contracts

(Individually, No Collectively Yes) Together, these added up to \$1.5 million, which was disclosed in our earlier clarification release (released on 21 July 2025).

1.2 The Relevant ACTA Trial Contracts

(Individually, No Collectively No) Two contracts, Whittlesea and Hinterland, were not included in the 3 April 2024 release. In our June 2024 Quarterly Update, we reported six new contracts in the ACTA trial, compared to the four announced in April.

The two additional contracts were small in scale and with a combined total value of approximately \$19,000 over three years (a 5.8% increase on the total value of the 4 contracts announced), and were not material. Accordingly, they were not disclosed individually or collectively in earlier ASX announcements. The April announcement covered four contracts totalling \$330,000 in value.

1.3 The New SaaS Contracts.

(Individually, No Collectively Yes) While the new SaaS contracts announced on 14 July 2025 were not material individually, we chose to disclose them to keep the market fully informed about developments in the ACTA trial. We had referenced the trial's progress in each of our 2024 quarterly and half-year reports to the ASX.

2. If the answer to any part of question 1 is “no” please advise the basis for that view.

See responses above in questions 1.1, 1.2, and 1.3.

3. When did ODA first become aware of the information referred to in question 1.1 above?

We did not consider the individual ACTA Trial Contracts to be material at the time each of them was signed. However, once all ACTA Trial Contracts had been executed (the last of which, being the contract executed with Hinterland Community Transport was executed on 26/4/2024 and the ACTA trial was

completed on the 30 June 2025 and all information had been collected as to the success of the ACTA trial the Board assessed the aggregate value of the ACTA Trial Contracts as material on 10 July 2025 and acted accordingly, releasing the Announcement on 14 July 2025.

When did ODA first become aware of the information referred to in question 1.2 above?

Not relevant; see response to question 1.2 above.

When did ODA first become aware of the information referred to in question 1.3 above?

Not relevant; see response to question 1.3 above.

4. When did the negotiations on the following contracts complete and ODA commit itself to proceeding with it?

4.1 The Relevant Trial Contracts

ODA was already contractually committed to three of the ACTA Trial contracts; Transicare, Commlink and Burnie Brae prior to the commencement of the trial. These contracts had been previously announced and their inclusion in the ACTA trial did not alter their terms or value. The remaining contracts were committed to at the start of the ACTA trial, on 1 July 2024.

4.2 The New SaaS Contracts.

Negotiations on the new SaaS contracts were completed and ODA committed to proceeding with them on 1 July 2025.

5. If ODA first became aware of the information referred to in question 1 before the date of the Announcement, did ODA make any announcement prior to that date which disclosed the information? If not, please explain why the information was not released to the market at an earlier time, commenting specifically on when you believe ODA was obliged to release the information under Listing Rules 3.1 and 3.1A and what steps ODA took to ensure that the information was released promptly and without delay.

Please answer separately for each of the items in question 1 above and provide details of the prior announcement/s if applicable.

The matters referred to in Question 1 were addressed in our previous responses. For clarity, in respect of all the items in 1 above, we confirm that ODA did not consider the individual items comprising the ACTA Trial Contracts, the relevant ACTA Trial Contracts, and the New SaaS Contracts to be material at the time they were executed and therefore, no separate announcements were made prior to on 14 July 2025.

We assessed that once the ACTA Trial Contracts were signed and the ACTA trial completed the information was collectively material under Listing Rule 3.1. ODA released this information promptly in our 14 July 2025 announcement in accordance with our obligations under Listing Rules 3.1 and 3.1A.

There were no earlier announcements disclosing this specific information. ODA continually monitors material developments and acted promptly to disclose the information once materiality was assessed.

6. Please confirm that ODA is in compliance with the Listing Rules and, in particular, Listing Rule 3.1.

The Board has conducted appropriate reviews and confirms that ODA is in compliance with the Listing Rules, particularly Listing Rule 3.1. ODA maintains robust governance and disclosure policies to ensure ongoing compliance with its regulatory obligations.

7. Please confirm that ODA's responses to the questions above have been authorised and approved in accordance with its published continuous disclosure policy or otherwise by its board or an officer of ODA with delegated authority from the Board to respond to ASX on disclosure matters.

All responses provided above have been authorised and approved by the Board in accordance with ODA's published continuous disclosure policy.

Kind Regards,



Brendan Mason
Chairman
On behalf of the Board of Directors



30 July 2025

Reference: ODIN110893

Ms Patricia Vanni
Company secretary
Orcoda Limited
11/8 Navigator Place
Hendra, Queensland 4011

By email: patricia.vanni@automicgroup.com.au

Dear Ms Vanni

Orcoda Limited ('ODA'): ASX Aware Letter

ASX refers to the following:

- A. ODA's announcement titled "ODA Awarded SaaS Contracts with Transport Providers" (the 'Announcement') released on ASX's market announcements platform ('MAP') at 9:21 AM AEST on 14 July 2025 disclosing (relevantly) the following:
- (i) ODA had originally participated in the ACTA trial (the 'ACTA Trial') with Transitcare (Queensland), Burnie Brae (Queensland), Comlink Australia, Astley Care (Western Australia), Derby Home and Community Care (Western Australia), Noarlunga Volunteer Transport Services (South Australia) TransCare Hunter (New South Wales) and Whittlesea Community Transport (Victoria) (together, the 'ACTA Trial Contracts'). The ACTA Trial Contracts had a three (3) year term and represented approximately A\$1,500,000 in revenue for ODA;
 - (ii) As a result of the ACTA Trial, Orcoda Healthcare and Transport Logistics Pty Ltd, ODA's wholly-owned subsidiary, had executed another six (6) Software-as-a-Service ('SaaS') contracts with community transport providers across Australia (the 'New SaaS Contracts'). The SaaS Contracts had an initial three (3) year term commencing 1 July 2025 and generating approximately A\$1,000,000 incremental revenue for ODA.

ASX notes that ODA submitted this Announcement as 'market-sensitive' to ASX Online.

- B. The change in the price of ODA's securities from a closing price of A\$0.065 on 11 July 2025 to an intraday high of A\$0.091 on 14 July 2025 following the release of the Announcement, representing a 40% increase.
- C. ODA's announcement titled "Clarification Announcement" (the 'Clarification') released on MAP at 2:39 PM AEST on 21 July 2025 disclosing (relevantly) the following information:
- (i) The ACTA Trial Contracts entered into with the following existing and new clients of ODA had previously been announced to the market on 3 April 2024, namely:
 - a) Astley Care (Western Australia);
 - b) Derby Home & Community Care (Western Australia);
 - c) Noarlunga Volunteer Transport Services (South Australia);
 - d) TransCare Hunter (New South Wales);
 - e) Burnie Brae (Queensland);
 - f) Comlink Australia; and

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- g) Transitcare (Queensland).
- (ii) The ACTA Trial Contracts entered into with the following counterparties of ODA had not been previously announced to the market, namely:
- a) Whittlesea Community Transport (Victoria);
 - b) Hinterland Community Services (Central Queensland); and
 - c) Derby Home & Community Care (Western Australia)
- together, the 'Relevant ACTA Trial Contracts'.
- (iii) The fees received by ODA under the ACTA Trial Contracts were collectively material to ODA.
- D. Listing Rule 3.1, which requires a listed entity to immediately give ASX any information concerning it that a reasonable person would expect to have a material effect on the price or value of the entity's securities.
- E. The definition of "aware" in Chapter 19 of the Listing Rules, which states that:
- "an entity becomes aware of information if, and as soon as, an officer of the entity (or, in the case of a trust, an officer of the responsible entity) has, or ought reasonably to have, come into possession of the information in the course of the performance of their duties as an officer of that entity."*
- F. Section 4.4 in *Guidance Note 8 Continuous Disclosure: Listing Rules 3.1 – 3.1B* titled "When does an entity become aware of information?"
- G. Listing Rule 3.1A, which sets out exceptions from the requirement to make immediate disclosure as follows.
- "3.1A Listing rule 3.1 does not apply to particular information while each of the following is satisfied in relation to the information:*
- 3.1A.1 One or more of the following 5 situations applies:*
- *It would be a breach of a law to disclose the information;*
 - *The information concerns an incomplete proposal or negotiation;*
 - *The information comprises matters of supposition or is insufficiently definite to warrant disclosure;*
 - *The information is generated for the internal management purposes of the entity; or*
 - *The information is a trade secret; and*
- 3.1A.2 The information is confidential and ASX has not formed the view that the information has ceased to be confidential; and*
- 3.1A.3 A reasonable person would not expect the information to be disclosed."*
- H. The concept of "confidentiality" detailed in section 5.8 of *Guidance Note 8 Continuous Disclosure: Listing Rules 3.1 – 3.1B*. In particular, the Guidance Note states that:
- "Whether information has the quality of being confidential is a question of fact, not one of the intention or desire of the entity. Accordingly, even though an entity may consider information to be confidential and its disclosure to be a breach of confidence, if it is in fact disclosed by those who know it, then it is no longer a secret and it ceases to be confidential information for the purposes of this rule."*

Request for information

Having regard to the above, ASX asks ODA to respond separately to each of the following questions:

1. Does ODA consider the following information, or any part thereof, to be information that a reasonable person would expect to have a material effect on the price or value of its securities?

1.1 The ACTA Trial Contracts;

1.2 The Relevant ACTA Trial Contracts; and

1.3 The New SaaS Contracts.

Please answer separately for each of the above.

2. If the answer to any part of question 1 is “no”, please advise the basis for that view.

Please answer separately for each of the items in question 1 above.

3. When did ODA first become aware of the information referred to in question 1 above?

Please answer separately for each of the items in question 1 above.

4. When did the negotiations on the following contracts complete and ODA commit itself to proceeding with it?

4.1 The Relevant ACTA Trial Contracts; and

4.2 The New SaaS Contracts.

Please answer separately for each of the above.

5. If ODA first became aware of the information referred to in question 1 before the date of the Announcement, did ODA make any announcement prior to that date which disclosed the information? If not, please explain why the information was not released to the market at an earlier time, commenting specifically on when you believe ODA was obliged to release the information under Listing Rules 3.1 and 3.1A and what steps ODA took to ensure that the information was released promptly and without delay.

Please answer separately for each of the items in question 1 above and provide details of the prior announcement/s if applicable.

6. Please confirm that ODA is in compliance with the Listing Rules and, in particular, Listing Rule 3.1.

7. Please confirm that ODA's responses to the questions above have been authorised and approved in accordance with its published continuous disclosure policy or otherwise by its board or an officer of ODA with delegated authority from the board to respond to ASX on disclosure matters.

When and where to send your response

This request is made under Listing Rule 18.7. Your response is required as soon as reasonably possible and, in any event, by no later than **9:00 AM AWST Tuesday, 5 August 2025**.

You should note that if the information requested by this letter is information required to be given to ASX under Listing Rule 3.1 and it does not fall within the exceptions mentioned in Listing Rule 3.1A, ODA's obligation is to disclose the information 'immediately'. This may require the information to be disclosed before the deadline set out above and may require ODA to request a trading halt immediately if trading in ODA's securities is not already halted or suspended.

Your response should be sent by e-mail to **ListingsCompliancePerth@asx.com.au**. It should not be sent directly to the ASX Market Announcements Office. This is to allow us to review your response to confirm that it is in a form appropriate for release to the market, before it is published on the ASX Market Announcements Platform.

Suspension

If you are unable to respond to this letter by the time specified above, ASX will likely suspend trading in ODA's securities under Listing Rule 17.3.

Listing Rules 3.1 and 3.1A

In responding to this letter, you should have regard to ODA's obligations under Listing Rules 3.1 and 3.1A and also to Guidance Note 8 *Continuous Disclosure: Listing Rules 3.1 – 3.1B*. It should be noted that ODA's obligation to disclose information under Listing Rule 3.1 is not confined to, nor is it necessarily satisfied by, answering the questions set out in this letter.

Release of correspondence between ASX and entity

We reserve the right to release all or any part of this letter, your reply and any other related correspondence between us to the market under listing rule 18.7A. The usual course is for the correspondence to be released to the market.

Yours sincerely

ASX Compliance