

Syft Technologies Limited
(the Company)

Directors' certificate relating to the issue of Convertible Notes and Warrants

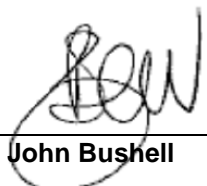
(Section 49 Companies Act 1993)

The persons named below, being all the directors of the Company who voted in favour of a resolution dated the same date as this certificate (**Board Resolution**) authorising the Company to issue 5,500,00 convertible notes at a face value of \$1 per note, convertible into second ranking preference shares (the **Convertible Notes**) and 1,222,222 stapled warrants exercisable into ordinary shares (**Warrants**) to those persons set out in the Board Resolution, certify as follows:


1. The Convertible Notes and Warrants will be issued to those persons set out in the Board Resolution on the terms set out in the relevant Convertible Note and Warrant Terms (as defined in the Board Resolution).
2. The consideration for the issue of the Convertible Notes and Warrants reflects the amount of the relevant investment, as set out in the Board Resolution.
3. In the opinion of the Board, the consideration for and the terms of issue of:
 - (a) the Convertible Notes;
 - (b) the Warrants; and
 - (c) the shares in the Company that may be issued under, respectively, conversion of the Convertible Notes and exercise of the Warrants,are fair and reasonable to the Company and to all existing shareholders of the Company.
4. This certificate may be signed in two or more counterparts (by scanned PDF or otherwise), each of which when so signed will be deemed to be an original, and such counterparts together will constitute one and the same instrument.

Dated 25 July 2023

Signed



Michael John Bushell



Deshitha Edirisuriya



Alan David Monro



Kathryn Mavis McGrath



Jeffrey Graeme McDowall



David Blair Patteson

(being all the directors of the Company)