ASX Announcement
15 December 2025

"Data-in-Motion" Exclusive Licence

A New Paradigm for Real-Time Computing

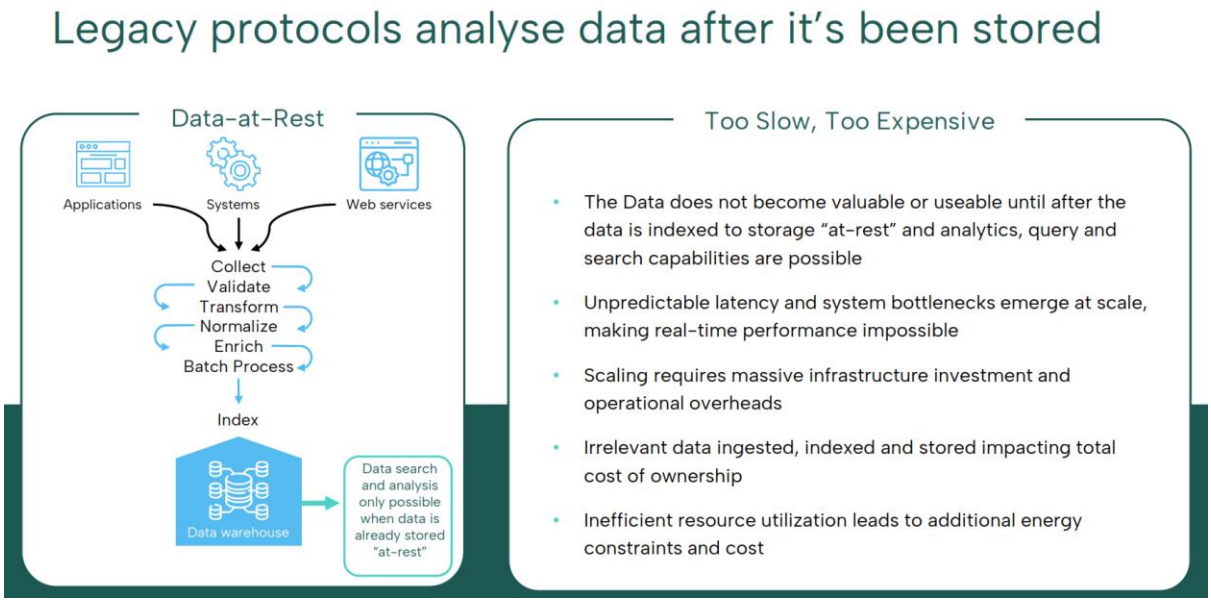
Highlights

- **Advanced real time data processing technology - NoI8**
    - A "Data-in-Motion" engine that processes and classifies data as it arrives — not after storage — eliminating latency bottlenecks.
    - Performance testing shows up to 400× latency improvement and 160× performance uplift, with a single NoI8 appliance equivalent to 5,000 CPUs.
    - Massive scale capability — 100 Gbps throughput with deterministic, millisecond-grade performance under extreme load.
    - Transforms data economics by storing only relevant data, reducing cloud, compute, and energy costs at scale.
    - Driven by breakthrough neural-network data processing algorithm accelerated by FPGA hardware.
    - 5 years of research and development to reach prototype with multiple proof-of-concepts and provisional US patent application – ready for the commercialisation phase beginning with development of a first minimum viable product (MVP).
- **Global leading minds** with decades of combined experience including at a world-class university – the Technion -Israel Institute of Technology, Nvidia, Mellanox (now Nvidia), Weebit Nano, Intel, Western Digital and the renowned 8200 Intelligence Unit.
- **Potential to revolutionise the gaming experience:** real time decision engine to power instant anti-cheat, toxic chat guardrails, deeply adaptive non-player characters (NPC) and dynamic gaming worlds.
- **Multiple applications:** NoI8 has potential application anywhere ultra low latency and cost-effective computation is required at scale including in AI, finance, data storage, observability, edge systems, 5G/6G and cyber security.
- **Versatile:** compatible for cloud/ Saas solutions as well as on premises / edge computing.

FortifAI Limited (ASX: FTI) ("**FTI**" or the "**Company**") is pleased to advise it has entered into a binding agreement to secure the exclusive licence to the NoI8 Technology via the acquisition of 100% of the issued capital of FastAI Pty Ltd ("**FastAI**") ("**Acquisition**").

The Technion - Israel Institute of Technology has developed NoI8 (formerly known as ClassifAI), a transformational data-processing engine to replace today's slow, storage-dependent data pipelines with a real-time, high-performance "Data-in-Motion" architecture. Instead of analysing data after it reaches storage ("data-at-rest"), NoI8 processes and classifies data instantly as it flows — enabling live search, instant decision-making, and real-time action.

NoI8's core innovation is a neural-network-enhanced data processing algorithm originally developed for high-speed networking — reimagined to classify and act upon any kind of live data stream.



NoI8 is based on five years of research conducted by academics at the Technion Israel Institute of Technology, recognized as a leading institution for software and technology development[1]. The technology processes data with microsecond-grade latency at scale, representing a significant advancement in current data processing capabilities.

The technology addresses critical challenges in the data storage industry as artificial intelligence and autonomous applications generate increasingly large data volumes. Industry analysis forecasts a 50-fold increase in data production over the next decade[2], creating substantial demand for enhanced processing solutions. Autonomous systems alone (e.g., vehicles can generate 320GB per minute) expose the impossibility of scaling legacy architectures. NoI8 directly addresses this structural bottleneck.

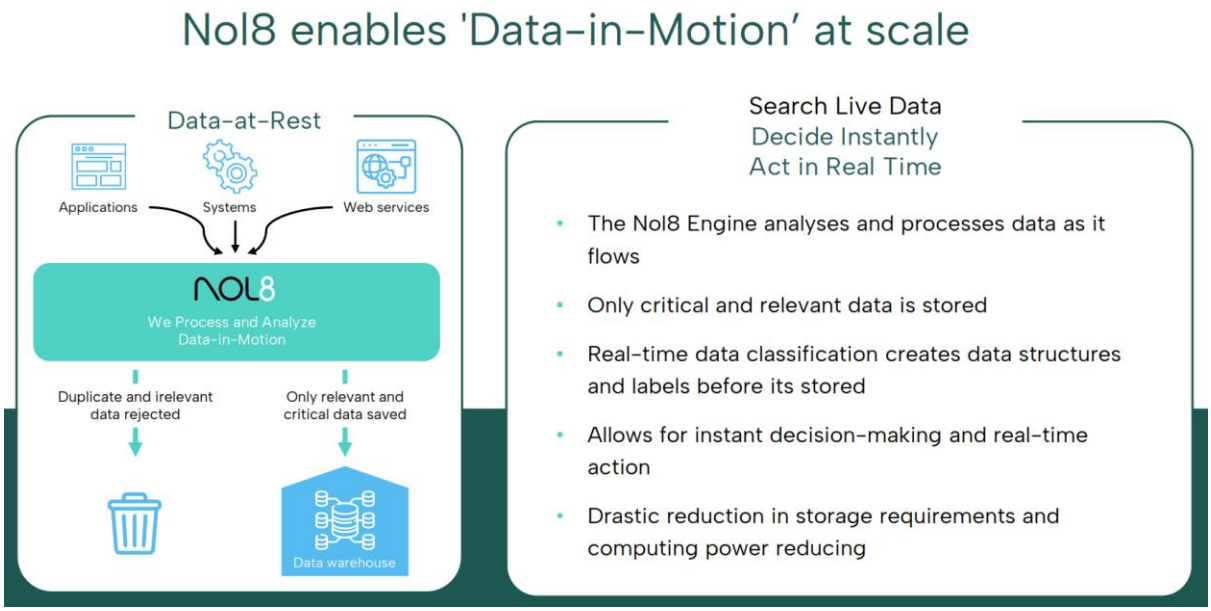
[1] Top 100 universities ranked for entrepreneurs
https://pitchbook.com/news/articles/pitchbook-university-rankings
[2] The Holon Data Report Part 4: The exponential shift in data generation and storage capacity to 2040
https://holon.investments/the-holon-data-report-part-4-the-exponential-shift-in-data-generation-and-storage-capacity-to-2040/

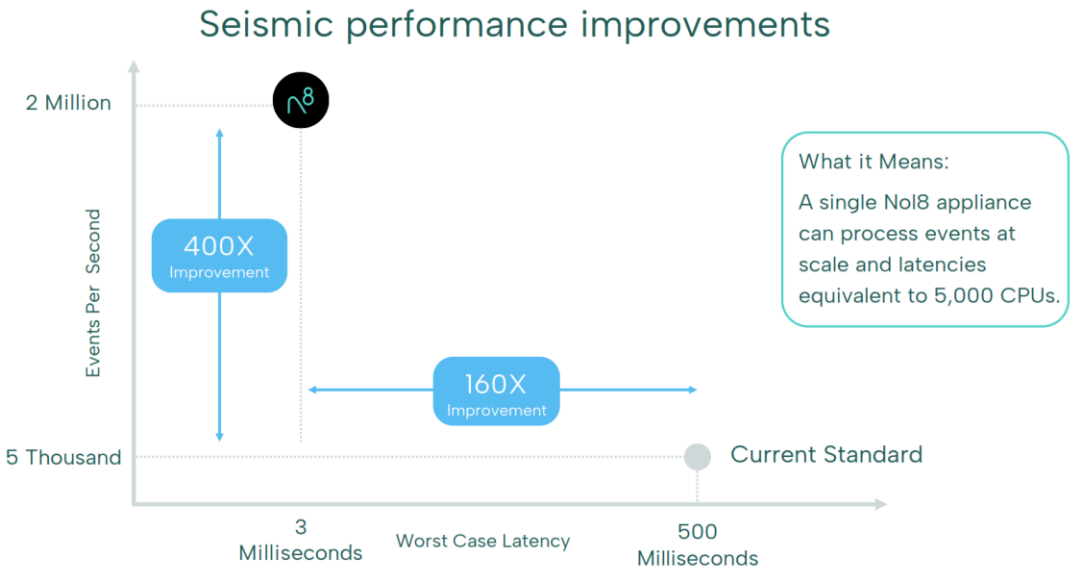
Traditional systems rely on batching and buffering methodologies, analyzing data after storage in static states. Nol8 takes a different approach by analyzing and processing data while it remains in motion through networks and pipelines. This methodology enables real-time decision-making and allows organizations to store only critical and relevant information, reducing both storage requirements and computational demands.

Current market solutions require significant computer processing resources to collect, validate, enrich, batch, and index data prior to storage. Nol8's approach streamlines this process by eliminating several intermediate steps through its real-time processing architecture.

Performance testing demonstrates substantial improvements over existing solutions. The technology achieves latency reduction from 500 milliseconds to 3 milliseconds, representing a 160-fold improvement, while increasing data throughput from 5,000 to 2 million events per second, a 400-fold enhancement.

Nol8's architecture differs from conventional data processing systems through its linear scalability with data volume, achieved without requiring additional hardware, caching, or performance optimization. The system maintains consistent performance under varying workload conditions, processing events without delay regardless of intensity levels.





Performance numbers are estimated using publicly available data from Confluent, Apache Flink, and AWS Flink. Considering 5KB per event, as seen on ClickHouse.

Unlike traditional platforms that experience performance degradation under pressure and require extensive infrastructure layers, Nol8 is capable of providing stable real-time processing capabilities that existing market solutions have not been able to deliver at comparable scale and efficiency.

Gaming and beyond

Nol8's ultra-low latency, high-throughput binary search technology, provides real-time intelligence with low latency at scale. The technology was purpose built for applications requiring speed, low latency and massive scale at economic costs including in the US$455B gaming market[3].

Nol8 can further enhance the operating hardware and software by:

- delivering data processing engines with decision-making capabilities at nano/micro-second grade speeds, which allows reactions in real-time to player behaviour or gaming mechanisms without lag or delay;
- enabling dynamic environments that react to player choices, strategies, or even emotional cues in real-time;
- the architecture can potentially detect anomalous behaviour as it happens without impacting gameplay;
- providing intelligent in-game economy monitoring and fraud prevention;
- ability to process large amounts of data without sacrificing responsiveness;
- protecting the player experience and studio reputation;
- making servers smarter and faster, which reduces latency; and
- handling massive amounts of data with significantly lower costs.

[3] Statista Video Game Industry Statistics and Facts https://www.statista.com/topics/868/video-games/?srsltid=AfmBOooqPc4srViwsxRwi5Ri_EinK7S4c3HFTYE92GMpifpO1aHFZY6K

The aim is for developers to be able to integrate Nol8 as a backend engine for playtesting, QA and intelligent level design.

The use of Nol8 provides the Company with a 'plug-and-play' layer for real-time processing and decision making. This compliments and integrates well with FortifAI's established game development studio and expertise.

The exceptional and unique characteristics of the Nol8 technology positions it as a potential solution for many other applications requiring ultra low latency, low cost and scalable processing. Some examples include:

- AI – providing real time guard rails that save on processing power and prevent malicious use without impacting performance
- Finance – high frequency trading (where every millisecond counts), market risk management in real time and trade flow monitoring
- Data storage – analyse data in motion to remove unnecessary data to save on storage cost
- Cyber security – frequency and sophistication of attacks (especially using AI) is growing and the ability to deal with these in real time could be the difference in preventing significant loss and damage
- Telecom, Healthcare, automation and much more.

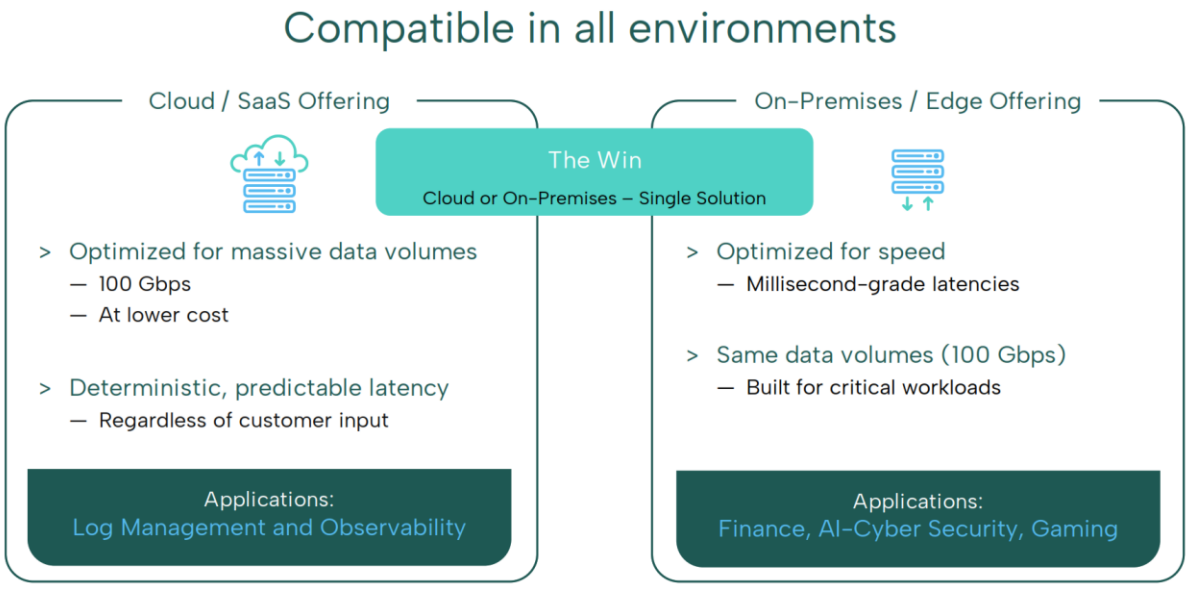
Commercial Momentum

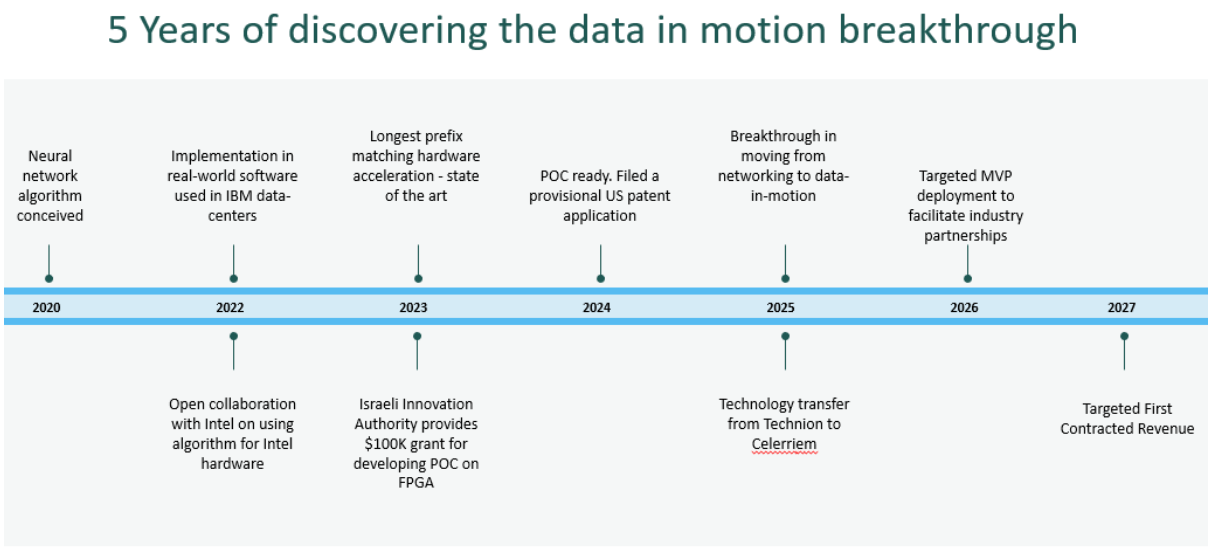
Nol8's development began in 2020, supported by an Israeli Innovation Authority Grant and culminated in a market focused prototype and a provisional US Patent application.

Deployment pathways include:

- Cloud/SaaS at 100 Gbps for log analytics, observability and data-intensive AI pipelines
- On-premises, ultra-low-latency mode for high frequency trading, finance, cybersecurity, gaming, and edge workloads.

Nol8 offers a single architecture adaptable to both environments and aims to complete the first MVP in 2026.





Experienced Team

The founding team brings exceptional depth across multiple domains.

Dr. Alon Rashelbach: PhD in Computer Systems and Electrical Engineering from the Technion - Israel Institute of Technology. Expert in accelerated computing, data science, networking, and advanced hardware design. Former Mellanox (now NVIDIA) engineer with five years in Israel's elite military intelligence Unit 8200, where he oversaw intelligence division operations and led large expert teams in critical national security initiatives.

Professor Mark Silberstein: Globally renowned computer scientist specializing in networking, processor architecture, and cybersecurity. Mark currently leads the accelerated computing lab at the Technion - Israel Institute of Technology. His

research has influenced flagship products at major vendors including NVIDIA, Mellanox, Western Digital, AMD and Intel. Contributing expert to high-profile acquisitions like Habana Labs (Intel) and partnerships with IBM, Intel, Microsoft.

Mr Yossi (Yosef) Keret: Seasoned business executive and CPA with 25+ years experience across semiconductors, biotech, and technology. Founding CEO of major technology company, Weebit Nano (ASX: WBT), successfully leading its ASX IPO. Previously CFO at major companies including Daimler Financial Services, Pluristem (NASDAQ) and held CEO positions at Nanorobotics, developing programmable nanorobots.

Acquisition Details

The Company will, subject to receiving Shareholder approval, issue 155,000,000 fully paid ordinary shares (**Shares**) to shareholders and noteholders of FastAI and The Technion Research & Development Foundation Ltd (**TRDF**). 150,000,000 Performance Rights will be issued to FastAI shareholders involved in the ongoing development, commercialisation and promotion of the Nol8 Technology and FastAI's business operations post settlement. A summary of the material terms of the agreement are set out in Schedule 1 and a proforma capital structure on completion of the Acquisition (assuming no other securities are issued) is set out in Schedule 2.

FastAI

FastAI Pty Ltd (ACN 672 932 606) is a privately held Australian company.

FastAI, via its subsidiary, Celerriem Ltd (a company incorporated in Israel) (**Celerriem**), has been granted a licence to use the technology known as 'Nol8 – Next-Generation Binary Search Technology' (and its associated intellectual property) (**Nol8**) (**Licence**) from TRDF pursuant to the formal agreement in respect of the Licence (**Licence Agreement**).

The vendors of FastAI are not related parties or current substantial holders of the Company.

The Acquisition, if completed, will result in the Company acquiring 100% of the issued share capital of FastAI, and therefore also having an indirect interest in the Licence for the use of Nol8.

Celerriem

Celerriem is a company incorporated in Israel. Celerriem was founded with the sole objective of developing and commercialising the Nol8 technology. On completion of the Acquisition, Celerriem will be 100% owned by FastAI which in turn will be 100% owned by FTI. All activities in Israel will be conducted via Celerriem which will be managed by Yosef Keret (CEO) and Alon Rashelbach (inventor and CTO).

Licence between Celerriem and TRDF

Pursuant to the Licence Agreement, TRDF grants Celerriem the Licence, being an exclusive, irrevocable, world-wide licence (with the right to grant sub-licences) for Celerriem (and its related bodies corporate) to use NoI8 for the development and commercialisation of "Products" ("Products" meaning any product, process, method, device or service that comprises, contains, uses, incorporates or is based upon NoI8 or any part thereof, and any derivate of the foregoing).

In consideration for the grant of the Licence, TRDF will ultimately receive 20% of the Consideration Shares being issued in respect of the Acquisition. Celerriem will also pay TRDF the following payments:

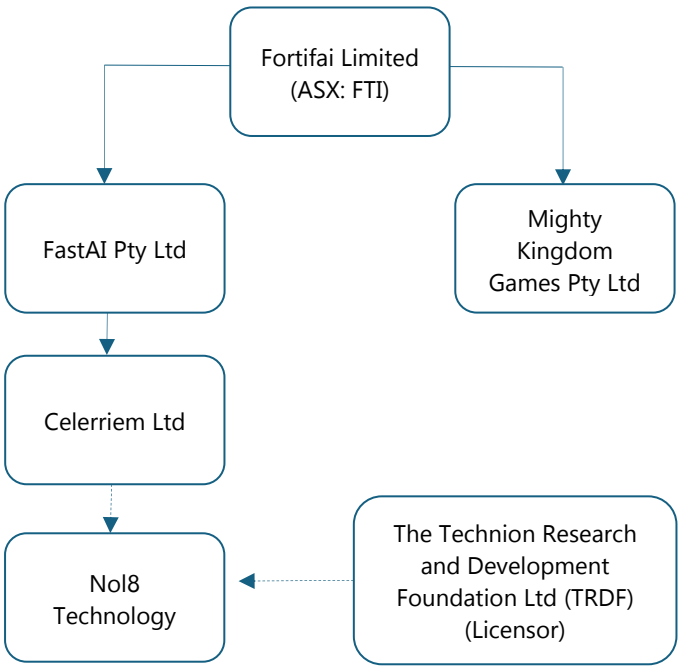
- a 2.5% net sales royalty for sales of Products by Celerriem, its affiliates or sub-licensees;
- a 15% sublicensing fee from any sub-licence fees received by Celerriem or any of its affiliates; and
- an annual licence fee of US$20,000 commencing on the second anniversary of the grant of the licence which shall be set off against any royalty payments of sublicensing payments

Celerriem also agrees to reimburse TRDF for all past patent costs relating to prosecuting and maintaining the licensed information.

New Director

Founding and former Weebit Nano (ASX: WBT) CEO and Director, Mr Yosef Keret, will join the Company's board as a Director.

Group Structure post-Acquisition



What's Next

FTI is well positioned for the integration of the Nol8 technology. The existing business is near cash flow neutral with current cash reserves and further R&D rebates expected in the new calendar year. FTI is funded to apply capital to the planned MVP in H2 2026. No capital raise is contemplated with the transaction.

Commenting on the Acquisition, FTI Chair Shannon Robinson said

"We look forward to working with FastAI to integrate, develop and commercialise the Nol8 technology. Together with FortifAI's established game development expertise, the Acquisition accelerates our evolution into an IP-rich technology platform."

Yossi Keret, CEO and Co-Founder of Celerriem, adds "*I am excited to join the FTI Board and bring these two great companies together. The modern world is drowning in data and legacy pipelines cannot keep up. Nol8's breakthrough allows applications to search live data, decide instantly, and act in real time at speeds and scales that were previously impossible.*

As data growth outstrips global storage and energy capacity, Nol8 is positioned at the centre of a generational shift from batch-based analytics to real-time intelligent systems.

We don't see Nol8 as merely an optimisation - we see it as an architectural replacement for a failing global paradigm. The solution starts here, and gaming is just the beginning."

– ENDS –

Authorised for release by the Board of Directors of FortifAI Limited.

For further information, please contact

Shannon Robinson
Non-Executive Chair
FortifAI Limited
E: shannon.robinson@fortifai.com.ai

Schedule 1 – Material terms of the Agreement

(a) **Acquisition**: Subject to satisfaction (or waiver as permitted by the terms of the Agreement) of the Conditions (defined below), the Major Shareholders each agree to sell to FTI all of their respective shares in the capital of FastAI for the Consideration (defined below) as that is apportioned to the Major Shareholders. FTI also agrees to make offers to acquire all of the shares in FastAI held by the remaining FastAI shareholders (**Remaining Shareholders**), for the Consideration as that is apportioned to each of the Remaining Shareholders.

(b) **Consideration**: The aggregate consideration to for the Acquisition includes:

(i) 155,000,000 fully paid ordinary shares in the issued capital of FTI (**Consideration Shares**) at a deemed issue price of A$0.11 per share to be issued to FastAI Shareholders, the Noteholders (defined below) and TRDF, and

(ii) 150,000,000 Performance Rights split evenly across three classes (refer to Schedule 2 for details of the vesting conditions including performance milestones and expiry date) (**Performance Rights**) to be issued to founding shareholders who are involved in the ongoing development, and commercialisation of the Nol8 Technology and FastAI's business operations post settlement.

(together the **Consideration Securities**).

(c) **Conditions Precedent**: Settlement of the Acquisition is conditional upon the satisfaction (or waiver as permitted by the terms of the Agreement) of the following conditions precedent (**Conditions**):

(i) completion of due diligence by FTI on FastAI's business and operations, including any subsidiaries and the Assets, to the satisfaction of FTI;

(ii) the formal Licence Agreement being entered on terms acceptable to FTI (acting reasonably) including Celerriem's rights to the Licence under the Licence Agreement being unconditional;

(iii) all of the Remaining Shareholders accepting the Offers (when made) in respect of 100% of their FastAI Shares;

(iv) FTI entering into agreements with each holder of convertible notes issued by FastAI (**Noteholders**) and TRDF in relation to the issue of the

relevant portion of Consideration Shares to those parties in full satisfaction of any rights the Noteholders and TRDF have with any entity in the FastAI Group and otherwise on terms acceptable to FTI;

(v) FTI obtaining all necessary regulatory and shareholder approvals required to complete the Acquisition including, without limitation, FTI shareholder approval for FTI to issue the Consideration Securities in accordance with the requirements of the ASX Listing Rules and the Corporations Act 2001 (Cth);

(vi) FastAI acquiring all shareholder, third-party and/or regulatory approvals, consents and/or waivers (as necessary) to proceed with the transactions contemplated in the Agreement (and related agreements); and

(vii) FastAI obtaining the requisite Israeli in-country taxation ruling and legal advice (as necessary) in respect of the transactions contemplated in the Agreement (and related agreements).

FTI expects the conditions precedent to be satisfied on or before 31 January 2026 with the transaction to complete shortly thereafter.

Schedule 2 – Capital Structure post-Acquisition

	Number
Shares	
Currently on issue	148,007,862
Consideration Shares	155,000,000
Total	**303,007,862**
Options	
Options currently on issue: • $2.625 exercise price, 19 December 2025 expiry date (unquoted) • $3.00 exercise price, 31 December 2025 expiry date (unquoted) • $11.25 exercise price, 16 February 2026 expiry date (unquoted) • $0.15 exercise price, 29 August 2028 expiry date (unquoted) • $0.45 exercise price, 14 June 2029 expiry date (unquoted) • $0.45 exercise price, 19 August 2029 expiry date (unquoted) • $0.05 exercise price, 27 June 2030 expiry date (unquoted)	 160,002 96,001 62,394 11,500,000 266,668 4,666,667 50,000,000
Total Options	**66,751,732**
Performance Rights	
Performance Rights currently on issue • Class A (vesting on Shannon Robinson being continuously engaged as a director of the Company until 21 May 2026, expiry date 31 October 2028) • Class B (vesting on Shannon Robinson being continuously engaged as a director of the Company until 31 December 2026, expiry date 31 October 2028)	 500,000 500,000
Performance Rights to be issued: • Class C (refer to notes for vesting conditions, expiry date is 12 months after the date of issue) • Class D (refer to notes for vesting conditions, expiry date is 18 months after the date of issue) • Class E (refer to notes for vesting conditions, expiry date is 24 months after the date of issue)	 50,000,000 50,000,000 50,000,000
Total Performance Rights	**151,000,000**

Notes:

Class C Vesting Condition: Upon an independently verified (by a suitably qualified professor from a recognized technological university in Australia or Israel, determined by the FTI board of directors) and FTI announcing demonstration of more than 3 times data per dollar vs industry-standard CPU pattern matching on production-scale streams (including challenging inputs), with stable latency under load and clear scaling in throughput, within 9 months from the date of issue of the Class C Performance Rights.

Class D Vesting Condition: Upon an independently verified (by a suitably qualified professor from a recognized technological university in Australia or Israel, determined by the FTI board of directors) and FTI announcing delivery of an MVP for streaming data validation that outperforms industry-standard CPU solutions, which is measured on production-like streams, as either more than three times throughput on challenging use-cases, or tighter worst-case latency at comparable throughput, within 12 months from the date of issue of the Class D Performance Rights.

Class E Vesting Condition: Upon FTI announcing that it has entered into at least two (2) binding design partnership agreements to advance the technology with clear success criteria and access to production-like data, within 18 months from the date of issue of the Class E Performance Rights.