



15 October 2020

Dear Shareholder,

It is with pleasure that I invite you to the 2020 Annual General Meeting (the *Meeting*) of Kyckr Limited (*Kyckr* or the *Company*). Enclosed is the Notice of Meeting setting out the business of the AGM.

The Meeting will be held on Monday, 16 November 2020 commencing at 9.00am (Sydney time AEDT), as an audio virtual meeting. The audio virtual meeting will include an online voting facility as well as a facility for shareholders to ask questions in relation to the business of the meeting.

Shareholders who elect to attend and vote at the audio virtual meeting can do so via the audio virtual meeting platform at <https://web.lumiagm.com/305742577> per the details set out in this Notice of Meeting.

In addition, Shareholders can vote their Shares prior to the Meeting by lodging the proxy form attached to the Notice by no later than 9.00am (AEDT) on Saturday, 14 November 2020.

The Directors encourage all Shareholders to read the enclosed Notice of Meeting (including the Explanatory Memorandum) and the Proxy Form and either attend the audio virtual meeting or lodge a proxy form prior to the Meeting and consider directing your proxy on how to vote on each resolution by marking either the “for” box, the “against” box or the “abstain” box on the Proxy Form.

The Directors of Kyckr unanimously recommend that shareholders vote in favour of all resolutions. The voting on all resolutions will be conducted by way of poll.

If you would like to submit a question to me (as Chairman) and/or our external auditor, Nexia, prior to the Meeting, please email the Company Secretary (hundy@companymatters.com.au). Please note that any written questions must be received by no later than 5.00pm on Wednesday, 11 November 2020.

If you require further information or have questions, please contact Kyckr’s Share Registry Boardroom on 1300 737 760 (within Australia) or +61 2 9290 9600 (outside Australia).

Thank you for your continued support of Kyckr and I look forward to your attendance online.

A handwritten signature in blue ink, appearing to read "B Higgins".

Mr Benny Higgins
CHAIRMAN

Online Voting Procedures during the Kyckr Annual General Meeting:

Shareholders who wish to participate in the AGM online may do so:

- a. From their computer, by entering the URL into their browser:
<https://web.lumiagm.com/305742577>
- b. From their mobile device by either entering the URL in their browser:
<https://web.lumiagm.com/305742577> or by using the Lumi AGM app, which is available by downloading the app from the Apple App Store or Google Play Store.

If you choose to participate in the AGM online or through the app, you can log in to the meeting by entering:

1. The meeting ID, which is - 305742577
2. Your username, which is your Boardroom S number (located on any recent statement or documentation)
3. Your password, which is the postcode registered to your holding if you are an Australian shareholder. Overseas shareholders should refer to the user guide for their password details.
4. If you have been nominated as a third party proxy, please contact Boardroom on 1300 737 760

Attending the meeting online enables shareholders to view the AGM live and to also ask questions and cast direct votes at the appropriate times whilst the meeting is in progress.

More information regarding participating in the AGM online can be found by visiting www.kyckr.com.



KYCKR LIMITED

ACN 609 323 257

NOTICE OF 2020 ANNUAL GENERAL MEETING

Including Explanatory Notes and Proxy Form

To be held on:

16 November 2020

9:00am (Sydney Time) (registration commencing at 8:30am)

At:

On Line: <https://web.lumiagm.com/305742577>

This is an important document. It should be read in its entirety. If you are in doubt as to the course you should follow, consult your financial or professional adviser.

Kyckr Limited
ACN 609 323 257
NOTICE OF 2020 ANNUAL GENERAL MEETING

Notice is hereby given that the 2020 Annual General Meeting of Kyckr Limited ACN 609 323 257 (**Company**) will be held:

Date: Monday, 16 November 2020

Time: 9:00am (Sydney Time - AEDT),

Venue: online at <https://web.lumiagm.com/305742577>

for the purposes of transacting the business as set out below.

The Explanatory Notes and Proxy Form accompanying this Notice of 2020 Annual General Meeting are incorporated in and comprise part of this Notice of 2020 Annual General Meeting.

Certain Shareholders are excluded from voting in relation to particular Resolutions and the Company must disregard votes cast by or on behalf of those Shareholders. Please do not vote if your vote must be disregarded or if you must not vote as outlined in the paragraphs below. All resolutions will be conducted by way of poll.

BUSINESS

2020 Annual Financial Report

To receive and consider the Annual Financial Report of the Company for the year ended 30 June 2020, comprising the Financial Report, the Directors' Report and the Audit Report.

NON-BINDING RESOLUTION

To consider, and if thought fit, to pass the following **non-binding resolution**:

Resolution 1: Non-binding resolution to adopt Remuneration Report

"That, for the purposes of section 250R(2) of the *Corporations Act 2001* (Cth) (**Corporations Act**) and for all other purposes, the 2020 Remuneration Report as published in the Directors' Report of the Annual Financial Report of the Company for the year ended 30 June 2020 be adopted."

Further Information

Further details in respect of Resolution 1 are set out in the Explanatory Notes accompanying this Notice of 2020 Annual General Meeting.

Voting Exclusion Statement

As required by the Corporations Act, the Company will disregard any votes cast on Resolution 1 by or on behalf of:

- (a) a member of the key management personnel named in the Remuneration Report (**KMP**); or
- (b) a closely related party of a member of any KMP,

unless the vote is cast as proxy for a person entitled to vote in accordance with a direction on the Proxy Form or by the Chairman pursuant to an express authorisation to exercise the proxy.

ORDINARY RESOLUTIONS

To consider, and if thought fit, to pass the following **ordinary resolutions**:

Resolution 2: Re-election of Director – Mr Benny Higgins

"That, Benny Higgins, a director of the Company, who retires in accordance with the Company's Constitution and, being eligible, offers himself for re-election, be re-elected as a director of the Company."

Further Information

Further details in respect of Resolution **2** are set out in the Explanatory Notes accompanying this Notice of 2020 Annual General Meeting.

Resolution 3: Confirmation of Nexia Sydney Pty Ltd as Auditor

"That Nexia Sydney Audit Pty Ltd be appointed as Auditor of Kyckr Limited, for 30 June 2021, subject to consent from the Australian Securities & Investments Commission (ASIC)."

Further Information

Due to the recent merger of Nexia Sydney and Hill Rogers Assurance Partners, all current Nexia Sydney Partnership clients are to be transferred to Nexia Sydney Audit Pty Ltd which is an ASIC authorised audit company. Shareholders need to resolve to officially appoint the new Auditor under the requirements of the *Corporations Act 2001*. Further details in respect of Resolution **3** are set out in the Explanatory Notes accompanying this Notice of 2020 Annual General Meeting.

SPECIAL RESOLUTION

To consider, and if thought fit, to pass, with or without amendment, the following **Special Resolution**:

Resolution 4: Approval of additional capacity to issue shares under ASX Listing Rule 7.1A

"That for the purpose of ASX Listing Rule 7.1A and for all other purposes, the issue of Equity Securities totaling up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Notes accompanying this Notice be approved."

Further Information

Further detail in respect of Resolution **4** is set out in the Explanatory Notes accompanying this Notice of 2020 Annual General Meeting.

Voting Exclusion Statement

The Company will disregard any votes cast in favour of Resolution **4** by or on behalf of:

- (a) a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company); and
- (b) an associate of any of those persons.

However, the Company need not disregard any votes on Resolution **4** if is cast by:

- (a) a person as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form; or
- (b) the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

PROXIES

Appointing a proxy

Members are entitled to appoint up to two proxies to act generally at the 2020 Annual General Meeting on their behalf, and to vote in accordance with their directions on the Proxy Form. A proxy need not be a member. A personalised Proxy Form is attached to this Notice of 2020 Annual General Meeting.

Where two proxies are appointed, each proxy can be appointed to represent a specified proportion or number of the votes of the member. If no number or proportion of votes is specified, each proxy may exercise half of the member's votes. Neither proxy is entitled to vote on a show of hands if more than one proxy attends the 2020 Annual General Meeting.

If you appoint a proxy, the Company encourages you to direct your proxy how to vote on each resolution by marking the appropriate boxes on the Proxy Form.

Completed Proxy Forms (together with any authority under which the Proxy Form was signed, or a certified copy of the authority) must be returned by 9:00am (AEDT) on Saturday 14 November 2020:

- by mail to Boardroom Pty Limited, GPO Box 3993, Sydney, NSW, 2001;
- personally to Boardroom Pty Limited at Level 12, 225 George Street, Sydney, NSW, 2000;
- by facsimile to + 61 2 9290 9655; or
- online at www.votingonline.com.au/kykagm2020

Further instructions are on the reverse of the Proxy Form.

Undirected proxies

Where permitted, the Chairman of the Meeting will vote undirected proxies in favour of all Resolutions, even though Resolution 1 is connected with the remuneration of the KMP. **Accordingly, if you want to vote against or abstain from voting on any of these Resolutions, you should direct your proxy how to vote in respect of that Resolution by completing the vote directions in Step 2 of the Proxy Form.**

Corporate representatives

A corporation which is a member, or which has been appointed a proxy, may appoint an individual to act as a representative to vote at the 2020 Annual General Meeting. The appointment must comply with section 250D of the Corporations Act. The representative should bring to the 2020 Annual General Meeting evidence of his or her appointment unless it has previously been provided to the Share Registry.

VOTING EXCLUSION

Where a voting exclusion applies, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote in accordance with the directions on the Proxy Form or it is cast by the Chairperson of the Meeting as proxy for a person who is entitled to vote in accordance with a direction on the Proxy Form to vote as the proxy decides.

ENTITLEMENT TO ATTEND AND VOTE AT THE 2020 ANNUAL GENERAL MEETING

All members may attend the 2020 Annual General Meeting. The Directors have determined that for the purposes of voting at the meeting, Shares will be taken to be held by the persons who are registered as the holders of those Shares as at 7:00pm (AEDT) on Thursday 12 November 2020.

Dated: 15 October 2020

By the order of the Board



William Hundy - Secretary

The accompanying Explanatory Notes and Proxy Form including Voting Instructions form part of this Notice of 2020 Annual General Meeting.

Kyckr Limited
ACN 609 323 257

EXPLANATORY NOTES TO NOTICE OF 2020 ANNUAL GENERAL MEETING

These Explanatory Notes accompany and form part of the Kyckr Limited Notice of 2020 Annual General Meeting to be held on Monday 16 November 2020 at 9:00am (AEDT). The Notice of 2020 Annual General Meeting should be read together with these Notes.

BUSINESS

2020 Annual Financial Report

To receive and consider the Annual Financial Report of the Company for the year ended 30 June 2020, comprising the Financial Report, the Directors' Report and the Audit Report. At the Meeting, a representative of the Company's auditors, Nexia Sydney Partnership, will be available to answer any questions of the members.

NON-BINDING RESOLUTION

Resolution 1: Non-binding resolution to adopt Remuneration Report

1.1 General

Pursuant to section 250R(2) of the Corporations Act, at the Meeting, the Company must propose a resolution that the Remuneration Report be adopted. The vote on this Resolution is advisory only and does not bind either the Directors or the Company.

The purpose of Resolution 1 is to lay before the members the Company's Remuneration Report so that members may ask questions about or make comments on the management of the Company in accordance with the requirements of the Corporations Act, and vote on a non-binding resolution to adopt the Remuneration Report for the year ended 30 June 2020.

The Remuneration Report is contained within the 2020 Annual Report. You may access the Annual Report by visiting the Company's website www.kyckr.com or you may order a hard copy of the Annual Report by phoning +61 (0) 2 9290 9600.

1.2 Voting exclusion statement

A voting exclusion statement is included in the Notice accompanying this Explanatory Note.

1.3 Directors' recommendation

The Board recommends that members vote in favour of Resolution 1.

ORDINARY RESOLUTIONS

Resolution 2: Re-election of Director – Mr Benny Higgins

2.1 General

At each annual general meeting of the Company, an election of directors, other than the Managing Director, must be held, in accordance with the Company's Constitution. No Director (except a Managing Director) may retain office for a period in excess of three years without submitting himself or herself for re-election, and in the event that no Director has held office for three years, the longest serving Director must submit himself or herself for re-election. A Director who retires from office by rotation and is eligible for re-election may offer himself or herself for re-election. For the purpose of ascertaining the number and identity of the Directors to retire by rotation, a Director appointed by the Directors is not taken into account.

Mr Benny Higgins retires by rotation and offers himself for re-election as a Director.

Benny Higgins has been a prominent international business leader for over thirty years, leading businesses in financial services and retail.

Benny began his career at Standard Life in 1983 where he joined as an actuarial student and became a member of the Standard Life Group Executive in 1996. In 1997, he moved to RBS to become Chief Executive of Retail Banking. He was with RBS until 2015, during which time he led the successful integration of NatWest Retail Banking - one of the largest mergers ever undertaken in UK banking. He became Chief Executive Officer of HBOS plc in 2006 before joining Tesco Bank as Chief Executive in 2008.

Under Benny's leadership, Tesco Bank grew to become one of the most established 'new' banks in the UK, serving more than 6 million customers and employing over 4,000 people in Edinburgh, Glasgow and Newcastle. In addition to his role at Tesco Bank, Benny was also the Group Strategy Director for Tesco PLC and was a member of the Tesco Executive Committee. Benny retired from Tesco in February 2020.

In September 2017, Benny was asked by the Scottish Government to lead a project team to establish the creation of a Scottish National Investment Bank. In June 2020, Benny was announced as the strategic adviser of the Scottish National Investment Bank, leading its formation.

Outside of financial services, Benny is Chairman of the National Galleries of Scotland, a Non-Executive Director of Glasgow Life, Non-Executive Director for the Buccleuch Group and a Prince's Trust Ambassador.

2.2 Directors' Recommendation

The Board recommends that members vote in favour of Resolution 2.

Resolution 3: Confirmation of Nexia Sydney Pty Ltd as Auditor

3.1 General

Due to the recent merger of Nexia Sydney and Hill Rogers Assurance Partners, all current Nexia Sydney Partnership clients are to be transferred to Nexia Sydney Audit Pty Ltd which is an ASIC authorised audit company. It is necessary for shareholders to resolve to appoint the Nexia Sydney Pty Ltd as the new Auditor under the requirements of the *Corporations Act 2001*.

3.2 Directors' Recommendation

The Board recommends that members vote in favour of Resolution 3.

SPECIAL RESOLUTION

Resolution 4 Approval for additional capacity to issue shares under ASX Listing Rule 7.1A

4.1 General

Under ASX Listing Rule 7.1A, an eligible listed entity may obtain member approval by way of special resolution to issue an additional 10% of its issued capital by way of placements over a 12-month period after the date of the annual general meeting (**10% Placement Facility**). This is in addition to the normal 15% that may be issued without member approval under ASX Listing Rule 7.1.

An eligible entity for the purposes of ASX Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. As at the date of this Notice, the Company is an eligible entity. The Equity Securities that the 10% Placement Facility can cover are existing quoted securities, namely the Shares.

If members approve Resolution 4, the exact number of Shares that the Company will have capacity to issue under ASX Listing Rule 7.1A will be calculated as at the date of issue of the Shares in accordance with the formula contained in ASX Listing Rule 7.1A.2.

Resolution 4 is a special resolution and accordingly requires approval of 75% of the votes cast by members present and eligible to vote.

4.2 Description of ASX Listing Rule 7.1A

(a) Member approval

The ability to issue Equity Securities under the 10% Placement Facility is subject to member approval by way of a special resolution at an annual general meeting.

(b) Equity Securities

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the Company.

(c) Formula for calculating 10% Placement Facility

ASX Listing Rule 7.1A.2 provides that eligible entities which have obtained member approval at an annual general meeting may issue or agree to issue, during the 12-month period after the date of the annual general meeting, a number of Equity Securities calculated in accordance with the following formula:

$$(A \times D) - E$$

A is the number of fully paid ordinary securities on issue 12 months before the date of issue or agreement to issue:

- plus the number of fully paid ordinary securities issued in the 12 months under an exception in ASX Listing Rule 7.2;
- plus the number of partly paid ordinary securities that became fully paid in the 12 months;
- plus the number of fully paid ordinary securities issued in the 12 months with approval of holders of ordinary securities under ASX Listing Rules 7.1 or 7.4. This does not include an issue of fully paid ordinary securities under the entity's 15% placement capacity without member approval;
- less the number of fully paid ordinary securities cancelled in the 12 months.

D is 10%

E is the number of Equity Securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of members under ASX Listing Rules 7.1 or 7.4.

(d) ASX Listing Rule 7.1 and ASX Listing Rule 7.1A.

The ability of an entity to issue Equity Securities under ASX Listing Rule 7.1A is in addition to the entity's 15% placement capacity under ASX Listing Rule 7.1.

As at 10 October 2020, the Company has on issue 343,849,862 Shares and therefore has a capacity to issue:

- (i) 51,577,479 Equity Securities under ASX Listing Rule 7.1; and
- (ii) Nil Equity Securities under ASX Listing Rule 7.1A.

The actual number of Equity Securities that the Company will have capacity to issue under ASX Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (refer paragraph (c) above).

(e) Minimum Issue Price

The issue price of Equity Securities issued under ASX Listing Rule 7.1A must be not less than 75% of the VWAP of Equity

Securities in the same class calculated over the 15 trading days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
 - (ii) if the Equity Securities are not issued within five trading days of the date in paragraph (i) above, the date on which the Equity Securities are issued.
- (f) 10% Placement Period

Member approval of the 10% Placement Facility under ASX Listing Rule 7.1A is valid from the date of the annual general meeting at which the approval is obtained and expires on the earlier to occur of:

- (i) the date that is 12 months after the date of the annual general meeting at which the approval is obtained; or
- (ii) the date of the approval by members of a transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking), or such longer period if allowed by ASX (**10% Placement Period**).

4.3 Technical information required by ASX Listing Rule 7.3A

For the purposes of ASX Listing Rule 7.3A, the following information is provided in relation to Resolution 4:

(a) ASX Listing Rule 7.3A.1: Minimum Price

In accordance with ASX Listing Rule 7.1A, the Company may only issue Equity Securities under the 10% Placement Facility at a price that is not less than 75% of the VWAP of the Equity Securities in that class calculated over the 15 trading days on which trades in that class were recorded immediately before:

- (i) the date on which the issue price of the Equity Securities is agreed; or
- (ii) the issue date (if the Equity Securities are not issued within five trading days of the date on which the issue price is agreed).

(b) ASX Listing Rule 7.3A.2: Risk of economic and voting dilution

If Resolution 4 is approved by the members and the Company issues Equity Securities under the 10% Placement Facility, there is a risk of economic and voting dilution to existing members. As the market price of the Equity Securities in that class may be significantly lower on the issue date than the date of the Meeting, and because the Equity Securities may be issued at a price that is at a discount to the market price on the issue date, there is a risk that the 10% Placement Facility may raise less funding than it would otherwise based on the current market prices.

The table below shows the dilution of existing members on the basis of:

- (i) the market price of Equity Securities and the number of Equity Securities on issue as at the close of trading on the ASX on 5 October 2020;
- (ii) two examples where the number of Equity Securities on issue has increased by 50% and 100% respectively; and
- (iii) two examples where the market price of Equity Securities has decreased by 50% or increased by 100%.

Variable A in Listing Rule 7.1.A.2		Dilution		
		0.04 50% decrease in Issue Price	0.079 Issue Price	0.16 100% increase in Issue Price
Current Variable A 343,849,862	10% Voting Dilution	34,384,987	34,384,987	34,384,987
		\$1,358,207	\$2,716,414	\$5,432,828
50% increase in current Variable A 515,774,793	10% Voting Dilution	51,577,479	51,577,479	51,577,479
	Funds Raised	\$2,037,310	\$4,074,621	\$8,149,242
100% increase in current Variable A 687,699,724	10% Voting Dilution	68,769,972	68,769,972	68,769,972
	Funds Raised	\$2,716,414	\$5,432,828	\$10,865,656

The table has been prepared on the following assumptions, and the Company does not represent that they will necessarily occur:

- (i) the Company issues the maximum number of Equity Securities available under the 10% placement Facility;
- (ii) no performance rights, performance shares or options that the Company currently has on issue are exercised or vest before the date of the issue of the Equity Securities.
- (iii) the table only demonstrates the effect of the issues of Shares under ASX Listing Rule 7.1A, not under the 15% placement capacity under ASX Listing Rule 7.1;
- (iv) the table does not show the dilution that any one particular member will be subject to and that all members should consider the dilution caused to their own shareholding depending on their specific circumstances; and
- (v) the Issue Price is \$0.079, being the closing Share price on ASX on 5 October 2020.

(c) ASX Listing Rule 7.3A.3: Date of issue

Member approval of the 10% Placement Facility under ASX Listing Rule 7.1A is valid from the date of the Meeting until the earlier to occur of:

- (i) the date that is 12 months after the date of the Meeting; and
- (ii) the date of the approval by members of a transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).

The approval under ASX Listing Rule 7.1A will cease to be valid in the event the members approve a transaction under ASX Listing Rules 11.1.2 or 11.2.

(d) ASX Listing Rule 7.3A.4: Purpose of issue

As at the date of this Notice, the Company has not formed an intention to issue any Shares under ASX Listing Rules 7.1A to any particular person or at any particular time.

Some of the purposes for which the Company may issue Shares under the 10% Placement Facility include (but are not limited to):

- (i) raising funds to be applied to the Company's on going technical development, business development resources, marketing resources and other working capital requirements; and
- (ii) paying suppliers or consultants of the Company.

Details regarding the purposes for which any particular issue under the 10% Placement Facility is made will be more fully detailed in an announcement to the ASX made pursuant to ASX Listing Rules 7.1A.4 and 3.10.5A at the time the issue is made.

(e) ASX Listing Rule 7.3A.5: Allocation policy for issue

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees under the 10% Placement Facility will be determined on a case-by-case basis having regard to the factors including the following:

- (i) the capital raising and acquisition opportunities available to the Company and any alternative methods for raising funds or acquiring assets that are available to the Company;
- (ii) the effect of the issue of the Equity Securities on the control of the Company;
- (iii) the financial situation and likely future capital requirements of the Company; and
- (iv) advice from corporate, financial and broking advisors (if applicable).

The allottees under the 10% Placement Facility have not been determined as at the date of this Notice and may include existing substantial members and/or new members (such as professional and sophisticated investors), but the allottees must not include any Directors, Related Parties or associates of a Related Party of the Company without specific member approval.

The Company will comply with the disclosure obligations under ASX Listing Rules 7.1A.4 and 3.10.5A upon issue of any Shares under the 10% Placement Facility.

(f) Specific information required by Listing Rule 7.3A.6(a)

The total number of equity securities issued under Listing Rule 7.1A.2 in the 12 months preceding the date of the Meeting, and the percentage they represent of the total number of equity securities on issue at the commencement of that 12-month period is outlined below:

Equity securities issued prior 12 month period under Listing Rule 7.1A.2	23,470,610
% previous issues representative of total number of equity securities on issue at commencement of 12 month period	10 %

(g) Specific information required by Listing Rule 7.3A.6(b)

The details of all issues of equity securities issued under Listing Rule 7.1A.2 during the 12 months preceding the date of the meeting is outlined in Annexure A of this Explanatory Statement.

(h) ASX Listing Rule 7.3A.7: Voting exclusion statement

A voting exclusion statement is included in the Notice accompanying this Explanatory Statement. As at the date of this Notice, the Company has not approached any particular member or an identifiable class of existing members to participate in the issue of Shares. On that basis, no existing member's vote will be excluded under the voting exclusion in the Notice.

4.4 Directors' recommendation

The Board recommends that members vote in favour of Resolution 4.

GLOSSARY

In these Explanatory Notes, the following words have the following meanings:

ASIC means the Australian Securities & Investments Commission;

ASX means ASX Limited ACN 008 624 691;

ASX Listing Rules means the listing rules of ASX;

Board means the board of Directors from time to time, as the context requires;

Corporations Act means the *Corporations Act 2001* (Cth);

Company means Kyckr Limited ACN 609 323 257;

Director means a director of the Company;

KMP means a member of the key management personnel named in the Remuneration Report;

Meeting means this Annual General Meeting;

Options means an option over an unissued Share;

Related Party has the meaning set out in the ASX Listing Rules;

Remuneration Report means the Remuneration Report as published in the Directors' Report of the Annual Financial Report of the Company for the year ended 30 June 2020;

Shares means ordinary shares in the Company

Securities means equity securities as that term is defined in the ASX Listing Rules; and

VWAP means Volume Weighted Average Market Price.

Annexure A

Date of Issue:	2 June 2020
Number issued:	23,470,610 Ordinary Shares
Class / Type of equity security	Fully paid ordinary shares
Summary of terms:	Ordinary Shares rank pari passu with existing Ordinary Shares
Name of persons who received securities or basis on which persons was determined	Institutional and high net worth investors
Price:	\$0.08 per Ordinary Share
Discount to market price:	19.27%
Total cash consideration received:	\$1,877,649
Amount of cash consideration spent:	Nil
Use of consideration:	Funds to be spent in the future in relation to additional resources (Business Development and Account Management), the continued investment of Kyckr's products (including the development of Machine Learning and Artificial Intelligence applications) and general working capital purposes.
Current value of non-cash consideration:	Not applicable

Ian Henderson

6 October 2020

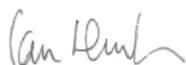
Company Secretary
Kyckr Limited
Level 12, 680 George Street
Sydney 2000

Dear Company Secretary,

Nomination of Auditor – Kyckr Limited

For the purposes of Section 328B(3) of the Corporations Act 2001, I Ian Henderson, being a member of Kyckr Limited ("Company"), hereby nominate Nexia Sydney Audit Pty Limited for appointment as auditor of the Company.

Yours faithfully

A handwritten signature in blue ink, appearing to read 'Ian Henderson', with a stylized flourish at the end.

Ian Henderson
Member



All Correspondence to:

By Mail Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia

By Fax: +61 2 9290 9655

Online: www.boardroomlimited.com.au

By Phone: (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 9:00am (Sydney Time) on Saturday 14 November 2020.**

TO VOTE ONLINE

STEP 1: VISIT <https://www.votingonline.com.au/kykagm2020>

STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)

STEP 3: Enter your Voting Access Code (VAC):



Scan QR Code using smartphone
QR Reader App

BY SMARTPHONE

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item for all your securities your vote on that item will be invalid.

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

Joint Holding: where the holding is in more than one name, all the securityholders should sign.

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **9:00am (Sydney Time) on Saturday, 14 November 2020**. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

Online <https://www.votingonline.com.au/kykagm2020>

By Fax + 61 2 9290 9655

By Mail Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia

In Person Boardroom Pty Limited
Level 12, 225 George Street,
Sydney NSW 2000 Australia

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

☐ **Your Address**

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.

Please note, you cannot change ownership of your securities using this form.

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of **Kyckr Limited** (Company) and entitled to attend and vote hereby appoint:

☐

the **Chair of the Meeting (mark box)**

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held Virtually **on Monday, 16 November 2020 at 9:00am (Sydney Time)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolution 1, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of this Resolution even though Resolution 1 is connected with the remuneration of a member of the key management personnel for the Company.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including Resolution 1). If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

STEP 2 VOTING DIRECTIONS

* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	Non-binding resolution to adopt Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-Election of Director – Mr Benny Higgins	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Confirmation of Nexia Sydney Pty Ltd as Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	SPECIAL RESOLUTION Approval of additional capacity to issue shares under ASX Listing Rule 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SECURITYHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2020