



**KYCKR LIMITED
ACN 609 323 257**

**NOTICE OF 2021
EXTRAORDINARY GENERAL MEETING**

Including Explanatory Notes and Proxy Form

To be held on:
Monday, 27 September 2021

9:00am (AEST) (registration commencing at 8:30am)

Online: <https://web.lumiagm.com/370-519-197>

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 EXTRAORDINARY GENERAL MEETING

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

Date: Monday, 27 September 2021 (AEST),

Time: 9:00 am AEST

Venue: Online only: <https://web.lumiagm.com/370-519-197>

For the purposes of transacting the following business.

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

Agenda

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

Resolution 1: Ratification of prior issue of Tranche 1 Shares issued

"That for the purposes of ASX Listing Rule 7.4 and for all other purposes, approval be given for the prior allotment, issue and placement on 30 August 2021 of 85,962,465 fully paid ordinary shares at an issue price of \$0.04 per Share, issued to sophisticated and professional investors as part of the placement announced by the Company on 25 August 2021."

Voting Exclusion Statement

In accordance with ASX Listing Rule 14.11, the Company will disregard any votes cast in favour of this Resolution 1 by or on behalf of any person who participated in the issue or any of their associates.

However, this does not apply to a vote cast in favour of a resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- (b) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on a resolution; and

- (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Further Information

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

Resolution 2: Approval of proposed issue of Tranche 2 Shares to non-related parties

"That for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval be given for the proposed allotment, issue and placement of 63,287,535 fully paid ordinary shares at an issue price of \$0.04 per Share, issued to sophisticated and professional investors as part of the placement announced by the Company on 25 August 2021."

Voting Exclusion Statement

In accordance with ASX Listing Rule 14.11, the Company will disregard any votes cast in favour of this Resolution 2 by or on behalf any 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 shares in the Company); or an associate of those persons.

However, this does not apply to a vote cast in favour of a resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- (b) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on a resolution; and
 - (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Further Information

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

Resolution 3: Approval of proposed issue of Tranche 2 Shares to Rajarshi Ray

"That for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval be given for the issue of 250,000 fully paid ordinary shares at an issue price of \$0.04 per Share, to Rajarshi Ray or his nominee on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion Statement

In accordance with ASX Listing Rule 14.11, the Company will disregard any votes cast in favour on this Resolution 3 by Rajarshi Ray, who is excluded from voting on this Resolution 3, and any other person 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 shares in the Company), or an associate of those persons.

However, this does not apply to a vote cast in favour of a resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- (b) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on a resolution; and
 - (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Further Information

Further details in respect of Resolution 3 are set out in the Explanatory Notes accompanying this Notice of Extraordinary General Meeting.

Resolution 4: Approval of proposed issue of Tranche 2 Shares to Karina Kwan

"That for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval be given for the issue of 250,000 fully paid ordinary shares at an issue price of \$0.04 per Share, to Karina Kwan or her nominee on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion Statement

In accordance with ASX Listing Rule 14.11, the Company will disregard any votes cast in favour on this Resolution 4 by Karina Kwan, who is excluded from voting on this Resolution 4, and any other person 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 shares in the Company), or an associate of those persons.

However, this does not apply to a vote cast in favour of a resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- (b) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on a resolution; and
 - (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Further Information

Further details in respect of Resolution 4 are set out in the Explanatory Notes accompanying this Notice of Extraordinary General Meeting.

Resolution 5: Approval of proposed issue of Tranche 2 Shares to associate of George Venardos

"That for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval be given for the issue of 250,000 fully paid ordinary shares at an issue price of \$0.04 per Share, to Quinsuper Pty Ltd on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion Statement

In accordance with ASX Listing Rule 14.11, the Company will disregard any votes cast in favour on this Resolution 5 by Quinsuper Pty Ltd, who is excluded from voting on this Resolution 5, and any other person 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 shares in the Company), or an associate of those persons.

However, this does not apply to a vote cast in favour of a resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- (b) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an

associate of a person excluded from voting, on a resolution;
and

- (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Further Information

Further details in respect of Resolution 5 are set out in the Explanatory Notes accompanying this Notice of Extraordinary General Meeting.

Proxies

Appointing a proxy

Members are entitled to appoint up to two proxies to act generally at the Extraordinary 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 Extraordinary 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 Extraordinary 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 (AEST) on Saturday, 25 September 2021:

- 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/kyckregm2021.

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. 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 Extraordinary General Meeting. The appointment must comply with section 250D of the Corporations Act. The representative should bring to the Extraordinary 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 Extraordinary General Meeting

All members may attend the Extraordinary 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 (AEST) on 23 September 2021.

Dated: 30 August 2021

By order of the Board



William Hundy
Company Secretary

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

KYCKR LIMITED
ACN 609 323 257

**EXPLANATORY NOTES TO
NOTICE OF EXTRAORDINARY GENERAL MEETING**

These Explanatory Notes accompany and form part of the Kyckr Limited Notice of Extraordinary General Meeting to be held on Monday, 27 September 2021 at 9:00 am (AEST). The Notice of the Extraordinary General Meeting should be read together with these Notes.

Business

Resolution 1: Ratification of prior issue of Tranche 1 Shares issued

1.1 General

As announced on 25 August 2021, the Company completed a placement, part of which is subject shareholder approval, to raise approximately \$6 million (before costs) through the issue of 150 million shares at an issue price of \$0.04 (4 cents) per share (**Placement**). The Placement was structured via two tranches as follows:

- 85,962,465 fully paid ordinary shares were issued on 30 August 2021 at \$0.04 (4 cents) per share to raise approximately \$3.4 million (before costs) in accordance with the Company's approved placement capacity (**Tranche 1 Shares**); and
- subject to obtaining Shareholder approval, the Company will issue 64,037,535 fully paid ordinary shares at \$0.04 (4 cents) per share to raise a further approximately \$2.6 million (before costs) (**Tranche 2 Shares**).

On 30 August 2021, the Company issued the Tranche 1 Shares to institutional, sophisticated and professional investors without shareholder approval out of its 15% annual placement capacity under ASX Listing Rule 7.1 and its additional 10% placement capacity under ASX Listing Rule 7.1A.

Specifically, the Company issued:

- 51,577,479 fully paid ordinary shares to sophisticated and professional investors at an issue price of \$0.04 (4 cents) per share under its 15% placement capacity under ASX Listing Rule 7.1; and
- 34,384,986 fully paid ordinary shares to sophisticated and professional investors at an issue price of \$0.04 (4 cents) per share under its 10% placement capacity under ASX Listing Rule 7.1A.

Resolution 1 seeks shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of the Tranche 1 Shares, being 85,962,465 Shares.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12-month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12-month period.

ASX Listing Rule 7.1A enables eligible entities to issue equity securities (as that term is defined in the ASX Listing Rules) up to 10% of its issued share capital through placements over a 12-month period after the annual general meeting at which approval under ASX Listing Rule 7.1A was obtained. The 10% placement capacity under ASX Listing Rule 7.1A is in addition to the Company's 15% placement capacity under Listing Rule 7.1

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rules 7.1 and 7.1A, providing that where a company in general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1 or 7.1A (as applicable) (and provided that the previous issue did not breach ASX Listing Rule 7.1 or 7.1A) those securities will be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1 or 7.1A, as applicable.

The Company wishes to retain as much flexibility as possible to issue additional Securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1 To this end, Resolution 1 seeks Shareholder approval to the issue of the of the Tranche 1 Shares under and for the purposes of Listing Rule 7.4.

If Resolution 1 is passed, the issue of the Tranche 1 Shares will be **excluded** in calculating the Company's combined 25% placement capacity limit under ASX Listing Rules 7.1 and 7.1A, effectively increasing the number of Securities it can issue without Shareholder approval over the 12 month period from the issue date.

If Resolution 1 is not passed, the issue of the Tranche 1 Shares will be **included** in calculating the Company's combined 25% placement capacity limit under ASX Listing Rules 7.1 and 7.1A, effectively decreasing the number of Securities it can issue without Shareholder approval over the 12 month period from the issue date.

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to Resolution 1:

Information	Disclosure
Names of the persons to whom securities were issued or the basis on which those persons were identified or selected	Institutional, sophisticated and professional investors identified by the lead manager to the Placement, MST Financial Services Pty Ltd.
Number and class of securities issued	85,962,465 fully paid ordinary shares, ranking equally with existing Shares on issue.
Date on which securities were issued	30 August 2021
Price or other consideration received for the issue	\$0.04 (4 cents) per Share
Purpose of the issue, including intended	<ul style="list-style-type: none"> Increasing demand for Know Your Customer (KYC) solutions as regulators

use of any funds raised by the issue	<p>tighten requirements for the provision of digital financial services, and increasing reliance on digital financial solutions as a result of COVID-19 restrictions.</p> <ul style="list-style-type: none"> • Expanding its enterprises sales team to drive enterprise revenue growth and continue to build Kyckr's network of strategic partners. • Continued investment in product development to ensure Kyckr's customer driven products remain the market-leading solution for corporate KYC. • General working capital purposes.
Statement	The securities the subject of this Resolution were not issued under an agreement.
Voting exclusion	A voting exclusion statement for this Resolution is included in the Notice.

1.2 Directors' recommendation

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

Resolution 2: Approval of proposed issue of Tranche 2 Shares to non-related parties

2.1 General

Resolution 2 proposes that members approve the allotment and issue of Tranche 2 Shares to persons other than related parties of the Company, which comprises 63,287,535 Shares. The remaining 750,000 of the Tranche 2 Shares were subscribed for by Directors of the Company and accordingly are the subject of Resolutions 3, 4 and 5 respectively.

ASX Listing Rule 7.1 provides that a company must not issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period unless such issue is approved by an ordinary resolution of shareholders. Resolution 2 seeks such approval by an ordinary resolution of Shareholders.

If Resolution 2 is passed, the Company will be able to proceed with the issue of the Tranche 2 Shares the subject of this Resolution 2, being 63,287,535 Shares to raise capital of approximately \$3.4 million. In addition, the issue of such Tranche 2 Shares will be excluded from the calculation of the number of Securities that the Company can issue without Shareholder pursuant to its 15% placement capacity limit under ASX Listing Rule 7.1 or the 10% additional placement capacity limit under ASX Listing Rule 7.1A (as approved by the Shareholders at the 2020 AGM).

If Resolution 2 is not passed, the Company will not issue the Tranche 2 Shares.

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to Resolution 2:

Information	Disclosure
Names of the persons to whom securities were issued or the basis on which those persons were identified or selected	Institutional, sophisticated and professional investors identified by the lead manager to the Placement, MST Financial Services Pty Ltd and Directors of the Company.
Number and class of securities issued	63,287,535 fully paid ordinary shares, ranking equally with existing Shares on issue.
Date on which the securities will be issued	The business day following the day cleared funds for the securities are received by the Company following shareholder approval. This is expected to occur on 1 October 2021.
Price or other consideration received for the issue	\$0.04 (4 cents) per Share
Purpose of the issue, including intended use of any funds raised by the issue	<p>The fund raised by the proposed issue of Shares the subject of this Resolution will be applied in the same manner as funds raised under the Placement.</p> <p>Please refer to the Explanatory Notes accompanying Resolution 1 for such intended use of funds.</p>
Statement	<p>The securities the subject of this Resolution will not be issued under an agreement.</p> <p>The securities the subject of this Resolution will not be issued under, or to fund, a reverse takeover.</p>
Voting exclusion	A voting exclusion statement for this Resolution is included in the Notice.

2.2 Directors' recommendation

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

Resolution 3: Approval of proposed issue of Tranche 2 Shares to Rajarshi Ray

3.1 General

Resolution 3 proposes that members approve the Tranche 2 Shares applied for by Rajarshi Ray, comprising 250,000 Shares.

The Tranche 2 Shares applied for by Rajarshi Ray, are subject to shareholder approval in accordance with ASX Listing Rule 10.11.

ASX Listing Rule 10.11 requires Shareholders to approve the issue of the Tranche 2 Shares to Rajarshi Ray because as a Director of the Company, he is considered a related party of the Company.

ASX Listing Rule 7.1 requires the prior approval of shareholders in general meeting to issue securities if the number of those securities exceeds 15% of the number of the same class of securities at the commencement of the relevant 12-month period. This rule does not apply in respect of an issue made with the approval of holders of ordinary securities under ASX Listing Rule 10.11. Accordingly, if approval is given under ASX Listing Rule 10.11, approval is not required under ASX Listing Rule 7.1.

If Resolution 3 is passed, the Company will be able to proceed with the issue of the Tranche 2 Shares applied for by Rajarshi Ray, being 250,000 Shares.

If Resolution 3 is not passed, the Company will not issue the Tranche 2 Shares applied for by Rajarshi Ray, being Shares.

Pursuant to and in accordance with ASX Listing Rule 10.13, the following information is provided in relation to Resolution 3:

Information	Disclosure
Name of the person	Rajarshi Ray
Applicable category of ASX Listing Rule 10.11	Rajarshi Ray is a Director of the Company and accordingly, ASX Listing Rule 10.11.1 applies.
Number and class of securities issued	250,000 fully paid ordinary shares, ranking equally with existing Shares on issue.
Date on which the securities will be issued	The business day following the day cleared funds for the Tranche 2 Shares are received by the Company following shareholder approval. This is expected to occur on 1 October 2021.
Price or other consideration received for the issue	\$0.04 (4 cents) per share
Purpose of the issue, including intended use of any funds raised by the issue	<p>The fund raised by the proposed issue of Shares the subject of this Resolution will be applied in the same manner as funds raised under the Placement.</p> <p>Please refer to the Explanatory Notes accompanying Resolution 1 for such intended use of funds.</p>
Statement	The securities the subject of this Resolution will not be issued under an agreement.
Voting exclusion	A voting exclusion statement for this Resolution is included in the Notice.

The Directors, other than Rajarshi Ray, have determined that as Rajarshi Ray is participating in the Placement on the same terms as other investors, the

financial benefit given by the Company is reasonable in the circumstances if the Company and Rajarshi Ray were dealing at arm's length, and accordingly that Shareholder approval is not required under Chapter 2E of the Corporations Act.

3.2 Directors' recommendation

The Directors (other than Rajarshi Ray) recommend that members vote in favour of Resolution 3.

Resolution 4: Approval of proposed issue of Tranche 2 Shares to Karina Kwan

4.1 General

Resolution 4 proposes that members approve the Tranche 2 Shares applied for by Karina Kwan, comprising 250,000 Shares.

The Tranche 2 Shares applied for by Karina Kwan, are subject to shareholder approval in accordance with ASX Listing Rule 10.11.

ASX Listing Rule 10.11 requires Shareholders to approve the issue of the Tranche 2 Shares to Karina Kwan because as a Director of the Company, she is considered a related party of the Company.

ASX Listing Rule 7.1 requires the prior approval of shareholders in general meeting to issue securities if the number of those securities exceeds 15% of the number of the same class of securities at the commencement of the relevant 12-month period. This rule does not apply in respect of an issue made with the approval of holders of ordinary securities under ASX Listing Rule 10.11. Accordingly, if approval is given under ASX Listing Rule 10.11, approval is not required under ASX Listing Rule 7.1.

If Resolution 4 is passed, the Company will be able to proceed with the issue of the Tranche 2 Shares applied for by Karina Kwan, being 250,000 Shares.

If Resolution 4 is not passed, the Company will not issue the Tranche 2 Shares applied for by Karina Kwan, being 250,000Shares.

Pursuant to and in accordance with ASX Listing Rule 10.13, the following information is provided in relation to Resolution 4:

Information	Disclosure
Name of the person	Karina Kwan
Applicable category of ASX Listing Rule 10.11	Karina Kwan is a director of the Company and accordingly, ASX Listing Rule 10.11.1 applies.
Number and class of securities issued	250,000fully paid ordinary shares, ranking equally with existing Shares on issue
Date on which the securities will be issued	The business day following the day cleared funds for the Tranche 2 Shares are received by the Company following shareholder approval. This is expected to occur on 1 October 2021.

Price or other consideration received for the issue	\$0.04 (4 cents) per share
Purpose of the issue, including intended use of any funds raised by the issue	<p>The fund raised by the proposed issue of Shares the subject of this Resolution will be applied in the same manner as funds raised under the Placement.</p> <p>Please refer to the Explanatory Notes accompanying Resolution 1 for such intended use of funds.</p>
Statement	The securities the subject of this Resolution will not be issued under an agreement.
Voting exclusion	A voting exclusion statement for this Resolution is included in the Notice.

The Directors, other than Karina Kwan, have determined that as Karina Kwan is participating in the Placement on the same terms as other investors, the financial benefit given by the Company is reasonable in the circumstances if the Company and Karina Kwan were dealing at arm's length, and accordingly that Shareholder approval is not required under Chapter 2E of the Corporations Act.

4.2 Directors' recommendation

The Directors (other than Karina Kwan) recommend that members vote in favour of Resolution 4.

Resolution 5: Approval of proposed issue of Tranche 2 Shares to associate of George Venardos

5.1 General

Resolution 5 proposes that members approve the Tranche 2 Shares applied for by Quinsuper Pty Ltd, comprising 250,000 Shares.

The Tranche 2 Shares applied for by Quinsuper Pty Ltd, being an entity controlled by George Venardos, are subject to shareholder approval in accordance with ASX Listing Rule 10.11.

ASX Listing Rule 10.11 requires Shareholders to approve the issue of the Tranche 2 Shares to Quinsuper Pty Ltd, which is an associate of Director, George Venardos, and is therefore an associate of a related party of the Company.

ASX Listing Rule 7.1 requires the prior approval of shareholders in general meeting to issue securities if the number of those securities exceeds 15% of the number of the same class of securities at the commencement of the relevant 12-month period. This rule does not apply in respect of an issue made with the approval of holders of ordinary securities under ASX Listing Rule 10.11. Accordingly, if approval is given under ASX Listing Rule 10.11, approval is not required under ASX Listing Rule 7.1.

If Resolution 5 is passed, the Company will be able to proceed with the issue of the Tranche 2 Shares applied for by Quinsuper Pty Ltd, being 250,000 Shares.

If Resolution 5 is not passed, the Company will not issue the Tranche 2 Shares applied for by Quinsuper Pty Ltd, being 250,000 Shares.

Pursuant to and in accordance with ASX Listing Rule 10.13, the following information is provided in relation to Resolution 5:

Information	Disclosure
Name of the person	Quinsuper Pty Ltd
Applicable category of ASX Listing Rule 10.11	Quinsuper Pty Ltd is an entity controlled by Director, George Vernados, and accordingly ASX Listing Rule 10.11.4 applies.
Number and class of securities issued	250,000 fully paid ordinary shares, ranking equally with existing Shares on issue
Date on which the securities will be issued	The business day following the day cleared funds for the Tranche 2 Shares are received by the Company following shareholder approval. This is expected to occur on 1 October 2021.
Price or other consideration received for the issue	\$0.04 (4 cents) per share
Purpose of the issue, including intended use of any funds raised by the issue	<p>The fund raised by the proposed issue of Shares the subject of this Resolution will be applied in the same manner as funds raised under the Placement.</p> <p>Please refer to the Explanatory Notes accompanying Resolution 1 for such intended use of funds.</p>
Statement	The securities the subject of this Resolution were not issued under an agreement.
Voting exclusion	A voting exclusion statement for this Resolution is included in the Notice.

The Directors, other than George Venardos, have determined that as the Quinsuper Pty Ltd is participating in the Placement on the same terms as other investors, the financial benefit given by the Company is reasonable in the circumstances if the Company and Quinsuper Pty Ltd were dealing at arm's length, and accordingly that Shareholder approval is not required under Chapter 2E of the Corporations Act.

5.2 Directors' recommendation

The Directors (other than George Venardos) recommend that members vote in favour of Resolution 5.

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 or the market operated by it, as the context requires.
ASX Listing Rules	means the listing rules of ASX.
Board	means the board of Directors from time to time or any one of them, as the context requires.
Corporations Act	means the <i>Corporations Act 2001</i> (Cth).
Company	means Kyckr Limited ACN 609 323 257.
Director	means a director of the Company.
Explanatory Notes	means this document.
Meeting	means this Extraordinary General Meeting.
Notice	Means the notice for the Meeting accompanying this Explanatory Notes.
Related Party	has the meaning set out in the ASX Listing Rules.
Placement	has the meaning given to that term in the Explanatory Notes for Resolution 1.
Proxy Form	means the proxy form enclosed with this Explanatory Notes in relation to the Resolutions.
Securities	means equity securities as that term is defined in the ASX Listing Rules.
Shareholder	means a registered holder of Shares.
Shares	means ordinary shares in the Company.
Tranche 1 Shares	has the meaning given to that term in the Explanatory Notes for Resolution 1.
Tranche 2 Shares	has the meaning given to that term in the Explanatory Notes for Resolution 2.



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 (AEST) on Saturday 25 September 2021.**

🖥 TO VOTE ONLINE

📱 BY SMARTPHONE

STEP 1: VISIT <https://www.votingonline.com.au/kyckregm2021>

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

SAMPLE

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 (AEST) on Saturday, 25 September 2021.** 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/kyckregm2021>

📠 **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 Extraordinary General Meeting of the Company to be held at the **Virtually on Monday, 27 September, 2021 at 9:00am** (AEST) 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 Resolutions 1-5, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of these Resolutions even though Resolutions 1-5 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 Resolutions 1-5). 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	Ratification of prior issue of Tranche 1 Shares issued	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Approval of proposed issue of Tranche 2 Shares to non-related parties	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approval of proposed issue of Tranche 2 Shares to Rajarshi Ray	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval of proposed issue of Tranche 2 Shares to Karina Kwan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Approval of proposed issue of Tranche 2 Shares to associate of George Venardos	<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 / / 2021



30 August 2021

Dear Shareholder

Extraordinary General Meeting - 27 September 2021

An Extraordinary General Meeting of shareholders of Kyckr Limited (the "Company") will be held virtually at <https://web.lumiagm.com/370-519-197> at 9.00 AM (AEST) on Monday, 27 September 2021 ("Meeting").

The Notice of Meeting and accompanying explanatory memorandum are being made available to shareholders electronically and a hard copy will not be sent to Shareholders.

You will be able to access the Notice of Meeting and explanatory memorandum via the Company's website using the link below or the ASX market announcements platform using code "KYK".

To view the Notice of Meeting, visit the Company website at <https://www.kyckr.com>. Shareholders can participate in the Meeting via the Lumi platform through the following URL: <https://web.lumiagm.com/370-519-197>

Participating in the Meeting virtually will enable shareholders to view the Meeting live, ask questions and cast votes in the real time poll during the Meeting. Shareholders will be able to log in to the online platform from 8:30 am (AEST) on the date of the Meeting.

You will need the following information to access the Meeting:

- The meeting ID, which is 370-519-197
- Your username, which is your Voting Access Code (contained on the front of your proxy voting Form or in your notice of meeting email).
- Your password, which is your Australian postcode (overseas Shareholders should refer to the Online Voting User Guide).

Alternatively, if you have been nominated as a third party proxy, or for any enquiries relating to virtual participation in the Meeting or accessing the Lumi platform, please contact the Company's Share Registry, Boardroom Pty Ltd, on 1300 737 760 or +61 02 9290 9600.

Your Sincerely

William Hundy
Company Secretary