

Tymlez Group Limited

ACN: 622 817 421

Notice of Annual General Meeting

Date: Friday 29 May 2020

Time: 4:00 pm (AEST)

Address: Level 39, 55 Collins St, Melbourne, VIC, 3000

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Tymlez Group Limited
ACN 622 817 421
Notice of Annual General Meeting

MEETING DETAILS

Notice is hereby given that the Annual General Meeting of Tymlez Group Limited ACN 622 817 421 will be held at Level 39, 55 Collins St, Melbourne, VIC, 3000 on Friday, 29 May 2020 at 4:00 PM AEST.

Important notes:

1. You may vote on the items of business to be considered at the Meeting, either in person at the Meeting or by completing and returning the proxy enclosed herein.
2. If you attend the meeting, you will need to register at the registration desk on the day. Registration will commence at 3:45 pm.
3. Discussion will take place on all the items of business set out below.
4. The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Meeting. The Explanatory Statement and the Proxy Form are part of this Notice of Meeting.
5. Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.
6. As explained in the 'voting exclusion statement' below, certain shareholders are excluded from voting in relation to particular resolutions and the Company must disregard any votes cast by those shareholders. Please do not vote if your vote must be disregarded.

1. AGENDA FOR THE MEETING

Item 1- Financial statements and reports

The Meeting will consider the financial statements and reports of the Company including the income statement, balance sheet, statement of changes in equity, cash flow statement, the notes to the financial statements, the Directors' declaration and the reports of the Directors and Auditors for the financial year ended 31 December 2019.

While no resolution is required in relation to this item, Shareholders will be given the opportunity to ask questions and make comments on the financial statements and reports.

A representative of the Company's external auditor, HLB Mann Judd, will be present at the Meeting and Shareholders will be given a reasonable opportunity to ask the Company's external auditor questions in relation to the conduct of the audit, the auditor's report, the accounting policies adopted by the Company in relation to the preparation of financial statements, and the independence of the auditor.

The Company's 2019 Annual Report can be viewed online at www.tymlez.com and on the ASX website www.asx.com.au.

Shareholders are requested to submit any written questions relating to the content of the audit report or the conduct of its audit of the Company's financial report for the period ended 31 December 2019 to the Company's external auditor by no later than 4:00 PM AEST on 22 May 2020. A representative of HLB Mann Judd will provide answers to the questions at the Meeting.

Item 2- Ordinary Resolutions

Resolution 1: Adoption of Remuneration Report

To consider and if thought fit, pass the following resolution as a non-binding resolution:

"That for the purposes of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report for the year ended 31 December 2019 and included in the Directors' Report, which is attached to the Financial Statements as required under section 300A of the Corporations Act, be adopted by the Company."

Voting Exclusion Statement: In accordance with the Corporations Act the Company will disregard any votes cast in relation to this resolution by or on behalf of the Key Management Personnel, which includes the Directors and executives in the consolidated group whose remuneration is included in the Remuneration Report and their closely related parties ("Excluded Persons"). However, the Company need not disregard a vote if:

- it is cast by an Excluded Person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by 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.

Resolution 2 – Election of Mr. Niv Dagan as a Director

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

"That, Mr. Niv Dagan, who was appointed a Director of the Company on 29 November 2019 by a resolution of the Board, retires in accordance with Article 108.2 of the Company's Constitution and offers himself for election pursuant to Article and 108.2 of the Constitution and being eligible, is elected as a Director."

Resolution 3 – Election of Mr. Jitze Jongsma as a Director

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

"That, Mr. Jitze Jongsma, who was appointed a Director of the Company on 29 November 2019 by a resolution of the Board, retires in accordance with Article 108.2 of the Company's Constitution and offers himself for election pursuant to Article and 108.2 of the Constitution and being eligible, is elected as a Director."

Resolution 4 – Election of Mr. Daniel O'Halloran as a Director

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

"That, Mr. Daniel O'Halloran, who was appointed a Director of the Company on 2 April 2020 by a resolution of the Board, retires in accordance with Article 108.2 of the Company's Constitution and offers

himself for election pursuant to Article and 108.2 of the Constitution and being eligible, is elected as a Director.”

Resolution 5: Issue of Conversion Shares to Non-Related Parties

To consider, and if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 87,827,250 Shares pursuant to conversion of Convertible Notes to non-related party investors, on the terms and conditions set out in the Explanatory Statement accompanying this Notice.”

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of the proposed issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company).

However, the Company need not disregard a vote if it is cast by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or
- 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
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 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 the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 6: Issue of Conversion Shares to Related Party – Mr. Niv Dagan

To consider, and if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

“That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the issue of 3,750,000 Shares pursuant to conversion of Convertible Notes to Mr. Niv Dagan (a director of the Company) on the terms and conditions set out in the Explanatory Statement accompanying this Notice.”

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of the person who is to receive the securities in question and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company).

However, the Company need not disregard a vote if it is cast by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or
- 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
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 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 the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 7: Issue of Conversion Shares to Related Party – Mr. Reinier Van Der Drift

To consider, and if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

“That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the issue of 2,250,000 Shares pursuant to conversion of Convertible Notes to Mr. Reinier Van Der Drift (a director of the Company) on the terms and conditions set out in the Explanatory Statement accompanying this Notice.”

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of the person who is to receive the securities in question and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company).

However, the Company need not disregard a vote if it is cast by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or
- 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
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 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 the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 8: Issue of Conversion Shares to Related Party – Mr. Jitze Jongsma

To consider, and if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

“That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the issue of 2,250,000 Shares pursuant to conversion of Convertible Notes to Mr. Jitze Jongsma (a director of the Company) on the terms and conditions set out in the Explanatory Statement accompanying this Notice.”

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of the person who is to receive the securities in question and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company).

However, the Company need not disregard a vote if it is cast by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or
- 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
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 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 the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 9: Issue of Conversion Shares to Related Party – Mr. Daniel O’Halloran

To consider, and if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

“That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the issue of 5,500,000 Shares pursuant to conversion of Convertible Notes to Mr. Daniel O’Halloran (a director of the Company) on the terms and conditions set out in the Explanatory Statement accompanying this Notice.”

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of the person who is to receive the securities in question and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company).

However, the Company need not disregard a vote if it is cast by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or

- 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
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 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 the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 10: Issue of Lead Manager Shares to Related Party – Peak Asset Management

To consider, and if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

“That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the issue of 7,220,098 Shares and 516,000 Listed TYMO Options to Peak Asset Management, an entity associated with Mr. Niv Dagan (a director of the Company) in consideration for fees payable for Lead Manager services provided to the Company and on the terms and conditions set out in the Explanatory Statement accompanying this Notice.”

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of the person who is to receive the securities in question and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company).

However, the Company need not disregard a vote if it is cast by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or
- 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
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 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 the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 11: Issue of Placement Shares and Options to Related Party - Mr. Reinier Van Der Drift

To consider, and if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

“That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the issue of 568,182 Placement Shares and 568,182 listed TYMO Options to Mr. Reinier Van Der Drift (a director of the Company) on the terms and conditions set out in the Explanatory Statement accompanying this Notice.”

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of the person who is to receive the securities in question and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company).

However, the Company need not disregard a vote if it is cast by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or
- 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
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 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 the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 12: Issue of Shares to Related Party - Mr. Daniel O'Halloran in Lieu of Fees Payable

To consider, and if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

"That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the issue of 2,000,000 Shares to Mr. Daniel O'Halloran (a director of the Company) as consideration for director's fees payable on the terms and conditions set out in the Explanatory Statement accompanying this Notice."

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of the person who is to receive the securities in question and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company).

However, the Company need not disregard a vote if it is cast by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or
- 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
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 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 the resolution; and

the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that

Resolution 13: Issue of Shares to Related Party - Mr. Jitze Jongsma in lieu of Fees

To consider, and if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

"That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the issue of 3,206,250 Shares to Mr. Jitze Jongsma (a director of the Company) on the terms and conditions set out in the Explanatory Statement accompanying this Notice."

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of the person who is to receive the securities in question and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company).

However, the Company need not disregard a vote if it is cast by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or
- 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
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 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 the resolution; and

the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that

Resolution 14: Issue of Shares to Related Party - Mr. Reinier Van Der Drift in lieu of Fees

To consider, and if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

"That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the issue of 3,206,250 Shares to Mr. Reinier Van Der Drift (a director of the Company) on the terms and conditions set out in the Explanatory Statement accompanying this Notice."

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of the person who is to receive the securities in question and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company).

However, the Company need not disregard a vote if it is cast by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or
- 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
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 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 the resolution; and

the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that

Resolution 15: Ratification of Prior Issue of Shares under Listing Rule 7.1

To consider, and if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 795,641 Shares on 13 November 2019 to sophisticated or professional investors, on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf any person who participated in the issue or is a counterparty to the agreement being approved.

However, the Company need not disregard a vote if it is cast by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or
- 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
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 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 the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 16: Ratification of Prior Issue of Shares under Listing Rule 7.1A

To consider, and if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 13,067,997 Shares on 13 November 2019 to sophisticated or professional investors, on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf any person who participated in the issue or is a counterparty to the agreement being approved.

However, the Company need not disregard a vote if it is cast by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or
- 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
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 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 the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 17: Ratification of Prior Issue of Listed Options under Listing Rule 7.1

To consider, and if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 15,068,182 Listed options on 31 January 2020 to sophisticated or professional investors, on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf any person who participated in the issue or is a counterparty to the agreement being approved.

However, the Company need not disregard a vote if it is cast by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or
- 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
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 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 the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 18: Ratification of Prior Issue of Shares under Listing Rule 7.1

To consider, and if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 1,204,544 Shares on 3 December 2019 to sophisticated or professional investors, on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf any person who participated in the issue or is a counterparty to the agreement being approved.

However, the Company need not disregard a vote if it is cast by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or
- 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
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 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 the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 19 – Approve the issue of up to 150,000,000 Shares

To consider, and if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

“That, for the purposes of ASX Listing Rule 7.1 and all other purposes, approval is given for the Company to issue up to 150,000,000 Shares on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of the person who is to receive the securities in question and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company).

However, the Company need not disregard a vote cast in favour of this Resolution if it is cast by:

- (a) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair 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 the Resolution; and
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary.

Resolution 20: Approval of 10% Placement Capacity

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a special resolution:

“That, for the purposes of ASX Listing Rule 7.1A and for all other purposes, approval is given for the issue of Equity Securities totalling up to 10% of the issued capital of the Company at the time of 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 Statement.”

2. Information for shareholders

Entitlement to attend and vote at the Meeting

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001 (Cth)* that for the purpose of ascertaining a person's entitlement to vote at the Meeting, a person will be recognized as a shareholder and the holder of Shares and will be entitled to vote at the Meeting if that person is registered as a holder of those Shares at 7:00 pm AEST on 27 May 2020.

Votes

Voting on each resolution will be on a poll, every member present in person or by attorney or by proxy or, in the case of a body corporate, by a representative, shall have one vote for each share held by him, her or it.

In the case of joint shareholders, all holders may attend the Meeting but only one holder may vote at the Meeting in respect of the relevant shares (including by proxy). If more than one joint holder is present, and more than one of the joint holders vote in respect of the relevant shares, only the vote of the joint holder whose name stands first in the register in respect of the relevant shares is counted.

Proxies

A Shareholder entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of the Shareholder.

Where the Shareholder is entitled to cast two or more votes, the Shareholder may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise.

A proxy need not be a Shareholder and may be a body corporate.

If a Shareholder appoints a body corporate as a proxy, that body corporate will need to ensure that it appoints an individual as its corporate representative to exercise its powers at the Meeting and provide satisfactory evidence of the appointment of its corporate representative prior to the commencement of the Meeting.

If a Shareholder appoints two proxies and the appointment does not specify the proportion or number of the Shareholder's votes each proxy may exercise, each proxy may exercise half of the votes.

If you choose to appoint a proxy, you are encouraged to direct your proxy how to vote on the Resolutions by marking either "For", "Against" or "Abstain" on the form of proxy for that item of business. An instrument of proxy deposited or received at the registered office of the Company in which the name of the appointee is not filed in will be deemed to be given in the favour of the Chairman of the Meeting.

Voting by Proxy if appointment specifies way to vote:

Section 250BB(1) of the *Corporations Act* provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution, and if that appointment does specify the way the proxy is to vote, then the following applies:

- (a) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote as directed; and
- (b) if the proxy has 2 or more appointments that specify different ways to vote on the resolution then the proxy must not vote on a show of hands; and
- (c) if the proxy is the chair of the meeting at which the resolution is voted on then the proxy must vote on a poll and must vote as directed; and
- (d) if the proxy is not the chair then the proxy need not vote on the poll, but if the proxy does so, the proxy must vote as directed.

Transfer of non – chair proxy to chair in certain circumstances:

Section 250BC of the *Corporations Act* provides that if:

- (a) an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and
- (b) the appointed proxy is not the chair of the meeting; and
- (c) at the meeting, a poll is duly demanded on the resolution; and
- (d) either of the following applies:
 - (i) if a record of attendance is made for the meeting – the proxy is not recorded as attending the meeting;
 - (ii) the proxy does not vote on the resolution,

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

Undirected vote – Resolutions 2 to 9, 11 and 15 to 20

Subject to the voting restrictions set out in the Voting Exclusion Statements, the Chairperson will vote undirected proxies on, and in favour of **Resolutions 2 to 9, 11 and 15 to 20**.

Direction to Chairman for Resolutions 1, 10 and 12 to 14

If the proxy is the Chairman, the Chairman can also vote undirected proxies on the **Resolutions 1, 10 and 12 to 14** provided that proxy form expressly authorises the Chairman to vote on **Resolutions 1, 10 and 12 to 14** even though **Resolutions 1, 10 and 12 to 14** are connected with the remuneration of key management personnel.

The Chairman will not vote any undirected proxies in relation to **Resolutions 1, 10 and 12 to 14** unless the Shareholder expressly authorises the Chairman to vote in accordance with the Chairman's stated voting intentions in their proxy form – Subject to the voting restrictions set out in the Voting Exclusion Statements, the Chairperson intends to, and, if so authorized by a Shareholder, will, vote undirected proxies on, and in favour of **Resolutions 1, 10 and 12 to 14**.

A form of proxy accompanies this Notice.

A corporate shareholder must sign the proxy form in accordance with its constitution or otherwise in accordance with the Corporations Act.

To be effective, the instrument of appointment of a proxy (and power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority) must be received by the Company, by mail at Automic GPO Box 5193 Sydney NSW 2001, in person Level 5, 126 Phillip Street Sydney NSW 200, by email at meetings@automicgroup.com.au or online at <https://investor.automic.com.au/#/loginsah> by 4:00 pm AEST on 27 May 2020.

Proxy Forms received later than this time will be invalid.

Questions

The Meeting is intended to give shareholders an opportunity to hear both the Board and the Group Chief Executive Officer to talk about the year that has just passed and also give some insight into the Company's prospects for the year ahead.

A reasonable opportunity will be given to Shareholders to ask questions and/or make comments on the management of the Company at the Meeting.

A reasonable opportunity will be given for Shareholders to ask questions of the Company's external auditor, HLB Mann Judd. These questions should be relevant to:

- a) the conduct of the audit;
- b) the preparation and contents of the audit report;
- c) the accounting policies adopted by the Company in relation to the preparation of its financial statements; and
- d) the independence of the auditor in relation to the conduct of the audit.

If you have any questions in regard to this Notice, please contact the Company Secretary, Justyn Stedwell, on +61(0) 3 9191 0135.

EXPLANATORY STATEMENT

This Explanatory Statement is intended to provide Shareholders with sufficient information to assess the merits of the Resolutions contained in this Notice.

The Directors recommend that Shareholders read this Explanatory Statement in full before making any decision in relation to the Resolutions.

Item 1 – Annual Report

As required by section 317 of the Corporations Act, the Financial Report, Directors' Report and Auditor's Report of the Company for the most recent financial year will be laid before the Meeting. These reports are contained in the Annual Report, which is available online at www.tymlez.com and on the ASX website www.asx.com.au.

During this item of business, Shareholders will be given the opportunity to ask questions about, or make comments on, the management of the Company generally but there will be no formal resolution put to the Meeting.

Similarly, a reasonable opportunity will be given to shareholders, as a whole, to ask the Company's Auditor, HLB Mann Judd, questions relevant to the conduct of the audit, the preparation and content of the Auditor's report, the accounting policies adopted by the Company in relation to the preparation of its financial statements and the independence of the Auditor in relation to the audit for the financial year ended 31 December 2019.

Shareholders are requested to submit written questions relating to the content of the audit report or the conduct of its audit of the Company's financial report for the financial year ended 31 December 2019 to the Company's external Auditor no later than 4:00 PM AEST on 22 May 2020. A representative of HLB Mann Judd will provide answers to the questions at the Meeting.

Item 2 – Resolutions

1. Resolution 1: Adoption of remuneration report

In accordance with Section 300A(1) of the Corporations Act the Remuneration Report is included in the Directors Report for the financial year ended 31 December 2019.

The Remuneration Report sets out details of the remuneration received by the directors and key Company executives, in addition to describing Board policy in respect of remuneration. Resolution 1 seeks shareholder approval of the adoption of the Remuneration Report by the Company.

The outcome of this resolution is not binding on the Company or the Board. However, sections 250U to 250Y of Corporations Act sets out a 'two strikes and re-election' process in relation to the shareholder vote on the Remuneration Report which provide that:

- A 'first strike' will occur if this Remuneration Report resolution receives a 'no' vote of 25% or more. If this occurs, the Company's subsequent remuneration report will contain an explanation of the Board's proposed action in response to the 'no' vote or an explanation of why no action has been taken by the Board.
- A 'second strike' will occur if the resolution to adopt the Remuneration Report at the following Company Annual General Meeting also receives a 'no' vote of 25% or more. If this occurs,

shareholders will vote at that Annual General Meeting to determine whether the Directors will need to stand for re-election at a separate, subsequent meeting (the 'spill resolution'). If the spill resolution passes with 50% or more of eligible votes cast, the spill meeting must take place within 90 days.

The Board believes the Remuneration of the Company's key management personnel (KMP) is appropriate and in line with market rates. The Remuneration Report is set out in the Company's 2019 Annual Report. The 2019 Annual Report can be online at www.tymlez.com and on the ASX website www.asx.com.au, (ASX Code: TYM).

2. Resolution 2 – Election of Mr. Niv Dagan as a Director

Mr. Niv Dagan, a Director appointed on 29 November 2019 retires at the close of this Annual General Meeting and, being eligible for re-election offers himself for re-election as a Director pursuant to Article 108.2 of the Company's Constitution.

Prior to founding CoPeak in 2013, Niv headed up HC Securities; spent three years growing its capital markets division and worked on the wholesale desk at Macquarie Bank, servicing a wide range of institutional, intermediary and offshore clients. Niv takes an active approach in managing client funds and is passionate about backing strong management teams that deliver shareholder value. Niv's focus is identifying great companies that are traditionally not offered to retail and institutional investors and sees a large opportunity in assisting Australian companies expand their presence in the North American markets.

Resolution 2 seeks approval for the election of Mr. Niv Dagan as a Director of the Company.

3. Resolution 3 – Election of Mr. Jitze Jongsma as a Director

Mr. Jitze Jongsma, a Director appointed on 29 November 2019 retires at the close of this Annual General Meeting and, being eligible for re-election offers himself for re-election as a Director pursuant to Article 108.2 of the Company's Constitution.

Jitze started his career as an auditor and a management consultant at KPMG. After that, he founded a mid-sized auditing and consulting company. In 2011, Jitze has founded an investment company that helped scalable companies to become successful. Jitze has been involved with Tymlez since late 2016.

Resolution 3 seeks approval for the election of Mr. Jitze Jongsma as a Director of the Company.

4. Resolution 4 – Election of Mr. Daniel O'Halloran as a Director

Mr. Daniel O'Halloran, a Director appointed on 2 April 2020 retires at the close of this Annual General Meeting and, being eligible for re-election offers himself for re-election as a Director pursuant to Article 108.2 of the Company's Constitution.

Daniel O'Halloran is an experienced Board Member, Energy Industry Executive and Investor, with more than 13 years' experience consulting in the transmission power grid sector.

As founder and CEO of a number of successful energy transmission companies, he has worked closely with major utility asset owners in Australian, Canadian and American markets to maximise grid efficiencies through the introduction of smart grid and green energy integration along with better understand customer usage trends. Daniel's investment strategies are deeply driven by innovation, sustainability and

positive social impact, with current investments and advisory roles that sit mainly in Renewable Energy, Bio Tech, Agri Tech and AI.

Resolution 4 seeks approval for the election of Mr. Daniel O'Halloran as a Director of the Company.

5. Resolution 5: Issue of Conversion Shares to Non-Related Parties

5.1 Background

During April 2020 the Company issued 812,618 convertible notes convertible to Shares at a conversion price of A\$0.008 Share raising \$812,618 (**Debt Raising**). The notes accrue 8% interest per annum and have a term of 6 months. Conversion of convertible notes to Shares at \$0.008 per Share is subject to Shareholder approval. If Shareholders do not approve the conversion to Shares, the principle amount and interest will be payable to the note holders upon maturity.

Of the 812,618 convertible notes issued, 110,000 were issued to current directors of the Company and 702,618 were issued to non-related party investors.

Resolution 5 seeks approval for the issue of 87,827,250 Shares to non-related party investors upon conversion of 702,618 convertible notes held by non-related party investors.

5.2 ASX Listing Rule 7.1

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, without the prior approval of Shareholders.

Accordingly, approval is sought for the issue of 87,827,250 Shares to non-related parties of the Company that participated in the Debt Raising.

5.3 Information required by ASX Listing Rule 7.3

In compliance with the information requirements of Listing Rule 7.3, Shareholders are advised of the following particulars of the allotment and issue contemplated by Resolution 5:

Maximum number of securities to be issued	87,827,250 Shares.
Date of issue	If Shareholder approval is obtained, the issue of the Shares will occur no later than three months after the date of the Annual General Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules).
Issue price per security	The Shares will be issued at a deemed issue price of A\$0.008 (0.8 cents) per Share.
Terms of issue	The Shares will rank pari passu with the other Shares on issue and will be on the same terms as the other Shares on issue.

Persons to whom securities will be issued	The Shares will be issued to sophisticated and/or professional investors who participated in the Debt Raising who are clients of Peak Asset Management. None of these subscribers are related parties of the Company.
Intended use of funds	No funds will be raised by the Company in respect of the issue of the Conversion Shares, however it will result in full repayment of the Debts Payable (excluding interest). Funds raised from the initial placement of the Convertible notes will or have been principally be used for working capital, to support ongoing license sales via the Google Marketplace, further drive recurring revenues via the Blockchain-in-a-Box offering and continue the growth in the Energy and Telematics market places.

6. Resolution 6: Issue of Conversion Shares to Related Party – Mr. Niv Dagan

6.1 Background

During April 2020 the Company issued 812,618 convertible notes convertible to Shares at a conversion price of A\$0.008 Share raising \$812,618 (**Debt Raising**). The notes accrue 8% interest per annum and have a term of 6 months. Conversion of convertible notes to Shares at \$0.008 per Share is subject to Shareholder approval. If Shareholders do not approve the conversion to Shares, the principle amount and interest will be payable to the note holders upon maturity.

Of the 812,618 convertible notes issued, 110,000 were issued to current directors of the Company and 702,618 were issued to non-related party investors.

Mr. Niv Dagan, a Non-Executive Director of the Company, subscribed for 30,000 Convertible Notes pursuant to the Debt Raising.

Resolution 6 seeks approval for the issue of 3,750,000 Shares to Mr. Niv Dagan a Director of the Company (or his nominee) upon conversion of 30,000 Convertible Notes issued pursuant to the Debt Raising.

6.2 ASX Listing Rule 10.11

Listing Rule 10.11 requires Shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a related party of the entity. With reference to section 228 of the Corporations Act, a “related party” of the Company includes the directors of the Company and any entities that the directors control.

Niv Dagan is a related party of the Company by virtue of being a director of the Company.

It is the view of the Company that the exceptions set out in Listing Rule 10.12 do not apply to the proposed issue of the Conversion Shares. Accordingly, approval is sought for the issue of Conversion Shares to Niv Dagan.

6.3 ASX Listing Rule 7.2

Exception 14 of Listing Rule 7.2 provides that where shareholder approval is obtained under Listing Rule 10.11, additional shareholder approval is not required under Listing Rule 7.1.

Accordingly, subject to Resolution 6 being passed, the issue of the Conversion Shares to Niv Dagan will not be included in the 15% calculation of the Company's annual placement capacity pursuant to Listing Rule 7.1.

6.4 Chapter 2E of the Corporations Act

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The Company considers that the terms of Debt Raising and the proposed issue of the Conversion Shares thereunder are reasonable in the circumstances as the Company and Niv Dagan were dealing at arm's length and the terms of the Debt Raising are on terms identical to the Debt Raising offered to non-related investors referred to in Resolution 5.

Accordingly, it is the view of the Company that Shareholder approval is not required for the issue of the Conversion Shares for the purposes of Chapter 2E of the Corporations Act.

6.5 Information required by ASX Listing Rule 10.13

In compliance with the information requirements of Listing Rule 10.13, Shareholders are advised of the following particulars of the allotment and issue contemplated by Resolution 6:

Maximum number of securities to be issued	3,750,000 Shares.
Date of issue	If Shareholder approval is obtained, the issue of the Shares will occur no later than one month after the date of the Annual General Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules).
Issue price per security	The Shares will be issued at a deemed issue price of A\$0.008 (0.8 cents) per Share.
Terms of issue	The Shares will rank pari passu with the other Shares on issue and will be on the same terms as the other Shares on issue.

Persons to whom securities will be issued and their relationship to the Company	<p>Mr. Niv Dagan, or his nominee. Mr. Niv Dagan is a Director of the Company and thus falls within the category of Listing Rule 10.11.1; related party of the Company.</p> <p>The issue of the Conversion Shares is not intended to remunerate or incentivise Niv Dagan, but rather is being issued upon conversion of debt.</p>
Details of Agreement under which Securities are being issued	<p>The Shares are being issued under a Convertible Note agreement entered into between the Company and Niv Dagan which provided for the Debt Raising. A summary of the material terms of the Debt Raising are contained in section 6.1 of this Explanatory Statement</p>
Intended use of funds	<p>No funds will be raised by the Company in respect of the issue of the Conversion Shares, however it will result in full repayment of the Debts Payable (excluding interest).</p> <p>Funds raised from the initial placement of the Convertible notes will or have been principally be used for working capital, to support ongoing license sales via the Google Marketplace, further drive recurring revenues via the Blockchain-in-a-Box offering and continue the growth in the Energy and Telematics market places.</p>

7. Resolution 7: Issue of Conversion Shares to Related Party – Mr. Reinier Van Der Drift

7.1 Background

During April 2020 the Company issued 812,618 convertible notes convertible to Shares at a conversion price of A\$0.008 Share raising \$812,618 (**Debt Raising**). The notes accrue 8% interest per annum and have a term of 6 months. Conversion of convertible notes to Shares at \$0.008 per Share is subject to Shareholder approval. If Shareholders do not approve the conversion to Shares, the principle amount and interest will be payable to the note holders upon maturity.

Of the 812,618 convertible notes issued, 110,000 were issued to current directors of the Company and 702,618 were issued to non-related party investors.

Mr. Reinier Van Der Drift, an Executive Director of the Company, subscribed for 18,000 Convertible Notes pursuant to the Debt Raising.

Resolution 7 seeks approval for the issue of 2,250,000 Shares to Mr. Reinier Van Der Drift a Director of the Company upon conversion of 18,000 Convertible Notes issued pursuant to the Debt Raising.

7.2 ASX Listing Rule 10.11

Listing Rule 10.11 requires Shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a related party of the entity. With reference to section 228 of the Corporations Act, a “related party” of the Company includes the directors of the Company and any entities that the directors control.

Reinier Van Der Drift is a related party of the Company by virtue of being a director of the Company.

It is the view of the Company that the exceptions set out in Listing Rule 10.12 do not apply to the proposed issue of the Conversion Shares. Accordingly, approval is sought for the issue of Conversion Shares to Reinier Van Der Drift.

7.3 ASX Listing Rule 7.2

Exception 14 of Listing Rule 7.2 provides that where shareholder approval is obtained under Listing Rule 10.11, additional shareholder approval is not required under Listing Rule 7.1.

Accordingly, subject to Resolution 7 being passed, the issue of the Conversion Shares to Reinier Van Der Drift will not be included in the 15% calculation of the Company's annual placement capacity pursuant to Listing Rule 7.1.

7.4 Chapter 2E of the Corporations Act

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The Company considers that the terms of Debt Raising and the proposed issue of the Conversion Shares thereunder are reasonable in the circumstances as the Company and Reinier Van Der Drift were dealing at arm's length and the terms of the Debt Raising are on terms identical to the Debt Raising offered to non-related investors referred to in Resolution 5.

Accordingly, it is the view of the Company that Shareholder approval is not required for the issue of the Conversion Shares for the purposes of Chapter 2E of the Corporations Act.

7.5 Information required by ASX Listing Rule 10.13

In compliance with the information requirements of Listing Rule 10.13, Shareholders are advised of the following particulars of the allotment and issue contemplated by Resolution 7:

Maximum number of securities to be issued	2,250,000 Shares.
Date of issue	If Shareholder approval is obtained, the issue of the Shares will occur no later than one month after the date of the Annual General Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules).

Issue price per security	The Shares will be issued at a deemed issue price of A\$0.008 (0.8 cents) per Share.
Terms of issue	The Shares will rank pari passu with the other Shares on issue and will be on the same terms as the other Shares on issue.
Persons to whom securities will be issued and their relationship to the Company	Mr. Reinier Van Der Drift, or his nominee. Mr. Reinier Van Der Drift is a Director of the Company and thus falls within the category of Listing Rule 10.11.1; related party of the Company. The issue of the Conversion Shares is not intended to remunerate or incentivise Reinier Van Der Drift, but rather is being issued upon conversion of debt.
Details of Agreement under which Securities are being issued	The Conversion Shares are being issued under a Convertible Note agreement entered into between the Company and Reinier Van Der Drift which provided for the Debt Raising. A summary of the material terms of the Debt Raising and details of the Debts Payable are contained in section 7.1 of this Explanatory Statement.
Intended use of funds	No funds will be raised by the Company in respect of the issue of the Conversion Shares, however it will result in full repayment of the Debts Payable (excluding interest). Funds raised from the initial placement of the Convertible notes will be or have been principally be used for working capital, to support ongoing license sales via the Google Marketplace, further drive recurring revenues via the Blockchain-in-a-Box offering and continue the growth in the Energy and Telematics market places.

8. Resolution 8: Issue of Conversion Shares to Related Party – Mr. Jitze Jongsma

8.1 Background

During April 2020 the Company issued 812,618 convertible notes convertible to Shares at a conversion price of A\$0.008 Share raising \$812,618 (**Debt Raising**). The notes accrue 8% interest per annum and have a term of 6 months. Conversion of convertible notes to Shares at \$0.008 per Share is subject to Shareholder approval. If Shareholders do not approve the conversion to Shares, the principle amount and interest will be payable to the note holders upon maturity.

Of the 812,618 convertible notes issued, 110,000 were issued to current directors of the Company and 702,618 were issued to non-related party investors.

Mr. Jitze Jongsma, an Executive Director of the Company, subscribed for 18,000 Convertible Notes pursuant to the Debt Raising.

Resolution 8 seeks approval for the issue of 2,250,000 Shares to Mr. Jitze Jongsma a Director of the Company upon conversion of 18,000 Convertible Notes issued pursuant to the Debt Raising.

8.2 ASX Listing Rule 10.11

Listing Rule 10.11 requires Shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a related party of the entity. With reference to section 228 of the Corporations Act, a “related party” of the Company includes the directors of the Company and any entities that the directors control.

Jitze Jongsma is a related party of the Company by virtue of being a director of the Company.

It is the view of the Company that the exceptions set out in Listing Rule 10.12 do not apply to the proposed issue of the Conversion Securities. Accordingly, approval is sought for the issue of Conversion Shares to Jitze Jongsma.

8.3 ASX Listing Rule 7.2

Exception 14 of Listing Rule 7.2 provides that where shareholder approval is obtained under Listing Rule 10.11, additional shareholder approval is not required under Listing Rule 7.1.

Accordingly, subject to Resolution 8 being passed, the issue of the Conversion Shares to Jitze Jongsma will not be included in the 15% calculation of the Company’s annual placement capacity pursuant to Listing Rule 7.1.

8.4 Chapter 2E of the Corporations Act

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company’s members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The Company considers that the terms of Debt Raising and the proposed issue of the Conversion Shares thereunder are reasonable in the circumstances as the Company and Jitze Jongsma were dealing at arm's length and the terms of the Debt Raising are on terms identical to the Debt Raising offered to non-related investors referred to in Resolution 5.

Accordingly, it is the view of the Company that Shareholder approval is not required for the issue of the Conversion Shares for the purposes of Chapter 2E of the Corporations Act.

8.5 Information required by ASX Listing Rule 10.13

In compliance with the information requirements of Listing Rule 10.13, Shareholders are advised of the following particulars of the allotment and issue contemplated by Resolution 8:

Maximum number of securities to be issued	2,250,000 Shares.
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Date of issue	If Shareholder approval is obtained, the issue of the Shares will occur no later than one month after the date of the Annual General Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules).
Issue price per security	The Shares will be issued at a deemed issue price of A\$0.008 (0.8 cents) per Share.
Terms of issue	The Shares will rank pari passu with the other Shares on issue and will be on the same terms as the other Shares on issue.
Persons to whom securities will be issued and their relationship to the Company	<p>Mr. Jitze Jongsma, or his nominee. Mr. Jitze Jongsma is a Director of the Company and thus falls within the category of Listing Rule 10.11.1; related party of the Company.</p> <p>The issue of the Shares is not intended to remunerate or incentivise Jitze Jongsma, but rather is being issued upon conversion of debt.</p>
Details of Agreement under which Securities are being issued	The Conversion Shares are being issued under a Convertible Note agreement entered into between the Company and Jitze Jongsma which provided for the Debt Raising and gave rise to the Debts Payable. A summary of the material terms of the Debt Raising and details of the Debts Payable are contained in section 8.1 of this Explanatory Statement
Intended use of funds	<p>No funds will be raised by the Company in respect of the issue of the Conversion Shares, however it will result in full repayment of the Debts Payable (excluding interest).</p> <p>Funds raised from the initial placement of the Convertible notes will or have been principally be used for working capital, to support ongoing license sales via the Google Marketplace, further drive recurring revenues via the Blockchain-in-a-Box offering and continue the growth in the Energy and Telematics market places.</p>

9. Resolution 9: Issue of Conversion Shares to Related Party – Mr. Daniel O’Halloran

9.1 Background

During April 2020 the Company issued 812,618 convertible notes convertible to Shares at a conversion price of A\$0.008 Share raising \$812,618 (**Debt Raising**). The notes accrue 8% interest per annum and have a term of 6 months. Conversion of convertible notes to Shares at \$0.008 per Share is subject to Shareholder approval. If Shareholders do not approve the conversion to Shares, the principle amount and interest will be payable to the note holders upon maturity.

Of the 812,618 convertible notes issued, 110,000 were issued to current directors of the Company and 702,618 were issued to non-related party investors.

Mr. Daniel O'Halloran, a Non-Executive Director of the Company, subscribed for 44,000 Convertible Notes pursuant to the Debt Raising.

Resolution 9 seeks approval for the issue of 5,500,000 Shares to Mr. Daniel O'Halloran a Director of the Company (or his nominee) upon conversion of 44,000 Convertible Notes issued pursuant to the Debt Raising.

9.2 ASX Listing Rule 10.11

Listing Rule 10.11 requires Shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a related party of the entity. With reference to section 228 of the Corporations Act, a "related party" of the Company includes the directors of the Company and any entities that the directors control.

Daniel O'Halloran is a related party of the Company by virtue of being a director of the Company.

It is the view of the Company that the exceptions set out in Listing Rule 10.12 do not apply to the proposed issue of the Conversion Securities. Accordingly, approval is sought for the issue of Conversion Shares to Daniel O'Halloran.

9.3 ASX Listing Rule 7.2

Exception 14 of Listing Rule 7.2 provides that where shareholder approval is obtained under Listing Rule 10.11, additional shareholder approval is not required under Listing Rule 7.1.

Accordingly, subject to Resolution 9 being passed, the issue of the Conversion Shares to Daniel O'Halloran will not be included in the 15% calculation of the Company's annual placement capacity pursuant to Listing Rule 7.1.

9.4 Chapter 2E of the Corporations Act

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The Company considers that the terms of Debt Raising and the proposed issue of the Conversion Shares thereunder are reasonable in the circumstances as the Company and Daniel O'Halloran were dealing at arm's length and the terms of the Debt Raising are on terms identical to the Debt Raising offered to non-related investors referred to in Resolution 5.

Accordingly, it is the view of the Company that Shareholder approval is not required for the issue of the Conversion Shares for the purposes of Chapter 2E of the Corporations Act.

9.5 Information required by ASX Listing Rule 10.13

In compliance with the information requirements of Listing Rule 10.13, Shareholders are advised of the following particulars of the allotment and issue contemplated by Resolution 9:

Maximum number of securities to be issued	5,500,000 Shares.
Date of issue	If Shareholder approval is obtained, the issue of the Conversion Shares will occur no later than one month after the date of the Annual General Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules).
Issue price per security	The Shares will be issued at a deemed issue price of A\$0.008 (0.8 cents) per Share.
Terms of issue	The Shares will rank pari passu with the other Shares on issue and will be on the same terms as the other Shares on issue.
Persons to whom securities will be issued and their relationship to the Company	<p>Mr. Daniel O'Halloran, or his nominee. Mr. Daniel O'Halloran is a Director of the Company and thus falls within the category of Listing Rule 10.11.1; related party of the Company.</p> <p>The issue of the Conversion Shares is not intended to remunerate or incentivise Daniel O'Halloran, but rather is being issued upon conversion of debt payable.</p>
Details of Agreement under which Securities are being issued	The Shares are being issued under a Convertible Note agreement entered into between the Company and Daniel O'Halloran which provided for the Debt Raising and gave rise to the Debts Payable. A summary of the material terms of the Debt Raising and details of the Debts Payable are contained in section 9.1 of this Explanatory Statement
Intended use of funds	<p>No funds will be raised by the Company in respect of the issue of the Conversion Shares, however it will result in full repayment of the Debts Payable (excluding interest).</p> <p>Funds raised from the initial placement of the Convertible notes will or have been principally be used for working capital, to support ongoing license sales via the Google Marketplace, further drive recurring revenues via the Blockchain-in-a-Box offering and continue the growth in the Energy and Telematics market places.</p>

10. Resolution 10: Issue of Lead Manager Shares to Related Party – Peak Asset Management

10.1 Background

The Company has engaged Peak Asset Management (Peak), an entity associated with director Niv Dagan, to act as lead manager for the Private Placement (announced to ASX on 1 November 2019) and Debt Raising (announced to ASX on 27 March 2020). Under the applicable Lead Manager Mandates, Peak Asset Management is entitled to capital raising fees. Peak and the Company have agreed that subject to Shareholder approval 50% of fees from the November Private Placement and all fees from the April Debt Raising will be paid in Shares/Options on the same terms as participants and as set out below.

Capital Raising	Fee to be paid in Shares	Conversion price	Securities
November 2019 Private Placement	Fee: 6% of funds raised (\$688,00 raised), 50% of fee is to be paid in Shares and a 1:1 attaching Listed TYMO Option, \$22,704 (inc GST).	\$0.044 with 1 free attaching Listed TYMO Option for each Share issued.	516,000 Shares and 516,000 Listed TYMO Options
April 2020 Debt Raising	Fee: 6% of funds raised (\$812,618 raised) to be paid in Shares, \$53,632 (inc GST)	\$0.008	6,704,098
Total Shares Payable:			7,220,098
Total Options Payable:			516,000

Resolution 10 seeks approval for the issue of 7,220,098 Shares and 516,000 Listed TYMO Options to Peak Asset Management in consideration for capital raising fees payable to Peak Asset Management.

Peak Asset Management is entity controlled by Niv Dagan. Niv Dagan is a Non-Executive Director of the Company and receives director's fees of \$2,738 per month.

10.2 ASX Listing Rule 10.11

Listing Rule 10.11 requires Shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a related party of the entity. With reference to section 228 of the Corporations Act, a "related party" of the Company includes the directors of the Company and any entities that the directors control.

Peak Asset Management is a related party of the Company by virtue of being an entity controlled by Mr. Niv Dagan, a director of the Company.

It is the view of the Company that the exceptions set out in Listing Rule 10.12 do not apply to the proposed issue of the Remaining Conversion Securities. Accordingly, approval is sought for the issue of Shares to Peak Asset Management.

10.3 ASX Listing Rule 7.2

Exception 14 of Listing Rule 7.2 provides that where shareholder approval is obtained under Listing Rule 10.11, additional shareholder approval is not required under Listing Rule 7.1.

Accordingly, subject to Resolution 10 being passed, the issue of the Securities to Peak Asset Management will not be included in the 15% calculation of the Company's annual placement capacity pursuant to Listing Rule 7.1.

10.4 Chapter 2E of the Corporations Act

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The Company considers that the proposed issue of the for capital raising fee Securities are reasonable in the circumstances as the Company and Peak Asset management were dealing at arm's length as fees are being converted on the same terms as non-related investors in each capital raising.

Accordingly, it is the view of the Company that Shareholder approval is not required for the issue of the Conversion Securities for the purposes of Chapter 2E of the Corporations Act.

10.5 Information required by ASX Listing Rule 10.13

In compliance with the information requirements of Listing Rule 10.13, Shareholders are advised of the following particulars of the allotment and issue contemplated by Resolution 10:

Maximum number of securities to be issued	7,220,098 Shares and 516,000 Listed TYMO Options.
Date of issue	If Shareholder approval is obtained, the issue of the Shares will occur no later than one month after the date of the Annual General Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules).
Issue price per security	The Shares will be issued at a deemed issue price of A\$0.008 (0.8 cents) per Share. The Options will be issued for nil consideration.
Terms of issue	The Shares will rank pari passu with the other Shares on issue and will be on the same terms as the other Shares on issue. The Options will rank pari passu with the other Listed Options (TYMO) on issue, the terms of which are summarised in Annexure A.
Persons to whom securities will be issued and their relationship to the Company	Peak Asset Management or its nominees. Peak Asset Management is an entity controlled by Niv Dagan, a Director of the Company and thus falls within the category of Listing Rule 10.11.1; related party of the Company.

Details of Agreement under which Securities are being issued	The Securities are being issued under Lead Manager Mandates entered into between the Company and Peak Asset Management. Under the Lead Manager Mandates Peak Asset Management provided Lead Manager Services and upon completion of the November Private Placement and April Debt Raising and subject to shareholder approval Peak Asset Management is entitled to the capital raising fees set out at 10.1 of this explanatory statement.
Intended use of funds	No funds will be raised by the Company in respect of the issue of the Securities, however it will result in repayment of the Debts Payable.

11. Resolution 11: Issue of Placement Shares and Options to Related Party - Mr. Reinier Van Der Drift

11.1 Background

As announced to the ASX on 1 November 2019, subject to obtaining Shareholder approval, Reinier Van Der Drift has agreed to invest A\$25,000 to the Company (**the Placement**) in consideration for the issue of 568,182 Shares at an issue price of A\$0.044 per Share (**Placement Shares**) and 568,182 attaching Listed TYMO Options with an exercise price of \$0.065 (6.5 cents) and an expiry date of 31 December 2023 (**Placement Options**).

Resolution 11 seeks Shareholder approval for the purpose of Listing Rule 10.11 and for all other purposes, for the issue of the Placement Shares and Placement Options pursuant to the Placement (collectively “**the Placement Securities**”) to Reinier Van Der Drift or his nominee.

11.2 ASX Listing Rule 10.11

Listing Rule 10.11 requires Shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a related party of the entity. With reference to section 228 of the Corporations Act, a “related party” of the Company includes the directors of the Company and any entities that the directors control.

Reinier Van Der Drift is a related party of the Company by virtue of being a director of the Company.

It is the view of the Company that the exceptions set out in Listing Rule 10.12 do not apply to the proposed issue of the Placement Securities. Accordingly, approval is sought for the issue of Placement Securities to Reinier Van Der Drift.

11.3 ASX Listing Rule 7.2

Exception 14 of Listing Rule 7.2 provides that where shareholder approval is obtained under Listing Rule 10.11, additional shareholder approval is not required under Listing Rule 7.1.

Accordingly, subject to Resolution 11 being passed, the issue of the Placement Securities to Reinier Van Der Drift will not be included in the 15% calculation of the Company’s annual placement capacity pursuant to Listing Rule 7.1.

11.4 Chapter 2E of the Corporations Act

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The Company considers that the terms of the Placement and the proposed issue of the Placement Securities thereunder are reasonable in the circumstances as the Company and Reinier Van Der Drift were dealing at arm's length, namely Mr. Van Der Drift's participation in the Placement is on terms identical to the Placement terms offered to non-related investors as announced to the ASX on 1 November 2019.

Accordingly, it is the view of the Company that Shareholder approval is not required for the issue of the Placement Securities for the purposes of Chapter 2E of the Corporations Act.

11.5 Information required by ASX Listing Rule 10.13

In compliance with the information requirements of Listing Rule 10.13, Shareholders are advised of the following particulars of the allotment and issue contemplated by Resolution 11:

Maximum number of securities to be issued	568,182 Shares and 568,182 Placement Options.
Date of issue	If Shareholder approval is obtained, the issue of the Placement Securities will occur no later than one month after the date of the Annual General Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules).
Issue price per security	The Shares will be issued at an issue price of A\$0.044 (4.4 cents) per Share. The Options are attaching Options and will be issued for nil consideration.
Terms of issue	The Shares will rank pari passu with the other Shares on issue and will be on the same terms as the other Shares on issue while the Placement Options will rank pari passu with the other Listed Options (TYMO) on issue, the terms of which are summarised in Annexure A.
Persons to whom securities will be issued and their relationship to the Company	<p>Mr. Reinier Van Der Drift, or his nominee. Mr. Reinier Van Der Drift is a Director of the Company and thus falls within the category of Listing Rule 10.11.1; related party of the Company.</p> <p>The issue of the Placement Securities is not intended to remunerate or incentivise Reinier Van Der Drift, but rather are being issued pursuant to participation in the Placement.</p>

Intended use of funds	The funds raised will principally be used to pivot the sales model to scalable and high margin sales channels via Google Marketplace and Hewlett Packard Enterprise.
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12. Resolution 12: Issue of Shares to Related Party - Mr. Daniel O'Halloran in Lieu of Fees Payable

12.1 Background

Pursuant to an employment contract entered into between the Company and Mr. Daniel O'Halloran, Daniel O'Halloran is entitled to salary of \$36,000 per annum for his services as a Non-Executive Director. Subject to the Company obtaining Shareholder approval, Mr. O'Halloran has agreed to receive 2,000,000 Shares in payment of his first 6 months' salary.

Resolution 12 seeks Shareholder approval for the issue of 2,000,000 Shares to Daniel O'Halloran or his nominee in lieu of the payment of \$18,000 of Director's fees.

In the event that Shareholders do not approve Resolution 12, the outstanding Director's fees will remain a liability of the Company and be payable in cash at a future date.

12.2 Chapter 2E of the Corporations Act

Pursuant to Chapter 2E of the Corporations Act, a public company cannot give a 'financial benefit' to a 'related party' unless one of the exceptions set out in Sections 210 to 216 of the Corporations Act apply, or shareholders have in a general meeting approved the giving of that financial benefit to that related party. The issue of Shares to Mr. Daniel O'Halloran (or his nominee) constitutes giving a financial benefit and Mr. Daniel O'Halloran is a related party by virtue of being a Director.

The Directors (other than Mr. Daniel O'Halloran who has a material personal interest in Resolution 12) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of Shares to Mr. Daniel O'Halloran because the Shares form part of Daniel's remuneration as an officer of the Company and the remuneration is reasonable given Daniel's circumstances and the circumstances of the Company. The issue price of the Shares (\$0.009) is at a premium to the conversion Share price of the recent Debt Raising (\$0.008).

Accordingly, approval will not be sought under Chapter 2E for the issue of these Shares to Mr. Daniel O'Halloran as the issue of the Shares constitutes 'reasonable remuneration' in accordance with Section 211 of the Corporations Act and the terms of issue are on arms-length terms.

12.3 ASX Listing Rule 10.11

Notwithstanding that approval will not be sought from Shareholders under Chapter 2E of the Corporations Act, under ASX Listing Rule 10.11, shareholder approval is required for the issue of any equity securities to a related party of a listed company. Once approval is obtained pursuant to Listing Rule 10.11, the Company is entitled to rely on Listing Rule 7.2 (Exception 14) as an exception to any requirement that may otherwise apply requiring Shareholder approval under Listing Rule 7.1. Therefore, the issue of Shares to Mr. Daniel O'Halloran under Resolution 12 (if passed) will not reduce any of the Company's 15% Capacity under Listing Rule 7.1.

12.4 Information required by ASX Listing Rule 10.13

In compliance with the information requirements of Listing Rule 10.13, Shareholders are advised of the following particulars of the allotment and issue contemplated by Resolution 12:

Maximum number of securities to be issued	2,000,000 Shares.
Date of issue	If Shareholder approval is obtained, the issue of Shares will occur no later than one month after the date of the Annual General Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules).
Issue price per security	The Shares will be issued at a deemed issue price of A\$0.009 (0.9 cents) per Share.
Terms of issue	The Shares will rank pari passu with the other Shares on issue and will be on the same terms as the other Shares on issue
Persons to whom securities will be issued and their relationship to the Company	<p>Mr. Daniel O'Halloran, or his nominee. Mr. Daniel O'Halloran is a Director of the Company and thus falls within the category of Listing Rule 10.11.1; related party of the Company.</p> <p>The issue of Shares forms part of the Remuneration of Daniel O'Halloran. Under his employment contract Daniel O'Halloran is entitled to a salary of A\$36,000 per annum as part of his current total remuneration package. A\$18,000 of this salary will be paid to Daniel by the issue of Shares contemplated by Resolution 12.</p>
Details of Agreement under which Securities are being issued	The Shares are being issued under an employment agreement entered into between the Company and Daniel O'Halloran.
Intended use of funds	No funds will be raised by the Company in respect of the issue of the Shares, however it will result in payment of A\$18,00 of salary payable to Mr. O'Halloran.

13. Resolution 13: Issue of Shares to Related Party - Mr. Jitze Jongsma for fees payable

13.1 Background

The Company has agreed, subject to obtaining Shareholder approval, to issue 3,206,250 Shares at a deemed issue price of \$0.008 per Share to Company Director Jitze Jongsma or his nominee as consideration for fees. In order to conserve Company funds and reduce the amounts payable to the Directors in cash, Jitze Jongsma has agreed to accept the Shares as consideration for fees. The issue price of the Shares is the same as the Share conversion price under the recent Debt Raising.

Jitze Jongsma is currently entitled to be paid fees of 12,500 Euro per month as Managing Director of the Company subsidiary Company, Tymlez Holding BV. Resolution 13 seeks Shareholder approval for the issue of the Shares to Jitze Jongsma or his nominee in lieu of the payment of 15,000 Euro of fees.

In the event that Shareholders do not approve Resolution 13, the 15,000 Euro of fees will be payable in cash at a future date.

13.2 Chapter 2E of the Corporations Act

Pursuant to Chapter 2E of the Corporations Act, a public company cannot give a 'financial benefit' to a 'related party' unless one of the exceptions set out in Sections 210 to 216 of the Corporations Act apply, or shareholders have in a general meeting approved the giving of that financial benefit to that related party. The issue of Shares to Mr. Jitze Jongsma (or his nominee) constitutes giving a financial benefit and Mr. Jitze Jongsma is a related party by virtue of being a Director.

The Directors (other than Mr. Jitze Jongsma who has a material personal interest in Resolution 13) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of Shares to Mr. Jitze Jongsma because the Shares form part of Jitze's remuneration as an officer of the Company and the remuneration is reasonable given Jitze's circumstances and the circumstances of the Company. The issue price of the Shares is the same as the Share conversion price under the recent Debt Raising, therefore the terms are considered to be on arms-length.

Accordingly, approval will not be sought under Chapter 2E for the issue of these Shares to Mr. Jitze Jongsma as the issue of the Shares constitutes 'reasonable remuneration' in accordance with Section 211 of the Corporations Act.

13.3 ASX Listing Rule 10.11

Notwithstanding that approval will not be sought from Shareholders under Chapter 2E of the Corporations Act, under ASX Listing Rule 10.11, shareholder approval is required for the issue of any equity securities to a related party of a listed company. Once approval is obtained pursuant to Listing Rule 10.11, the Company is entitled to rely on Listing Rule 7.2 (Exception 14) as an exception to any requirement that may otherwise apply requiring Shareholder approval under Listing Rule 7.1. Therefore, the issue of Shares to Mr. Jitze Jongsma under Resolution 13 (if passed) will not reduce any of the Company's 15% Capacity under Listing Rule 7.1.

13.4 Information required by ASX Listing Rule 10.13

In compliance with the information requirements of Listing Rule 10.13, Shareholders are advised of the following particulars of the allotment and issue contemplated by Resolution 13:

Maximum number of securities to be issued	3,206,250 Shares.
Date of issue	If Shareholder approval is obtained, the issue of Shares will occur no later than one month after the date of the Annual General Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules).
Issue price per security	The Shares will be issued at a deemed issue price of A\$0.008 (0.8 cents) per Share.

Terms of issue	The Shares will rank pari passu with the other Shares on issue and will be on the same terms as the other Shares on issue.
Persons to whom securities will be issued and their relationship to the Company	<p>Mr. Jitze Jongsma, or his nominee. Mr. Jitze Jongsma is a Director of the Company and thus falls within the category of Listing Rule 10.11.1; related party of the Company.</p> <p>The issue of Shares forms part of the Remuneration of Jitze Jongsma. Under his employment contract Jitze Jongsma is entitled to a salary of 12,500 Euro per month as part of his current total remuneration package. 15,000 Euro of this salary will be paid to Jitze by the issue of shares contemplated by Resolution 13.</p>
Details of Agreement under which Securities are being issued	The Shares are being issued as consideration for payment of fees under an employment agreement entered into between the Company and Jitze Jongsma.
Intended use of funds	No funds will be raised by the Company in respect of the issue of the Shares, however it will result in payment of 15,000 Euro of salary payable to Mr. Jongsma.

14. Resolution 14: Issue of Shares to Related Party - Mr. Reinier Van Der Drift for fees payable

14.1 Background

The Company has agreed, subject to obtaining Shareholder approval, to issue 3,206,250 Shares at a deemed issue price of \$0.008 per Share to Company Director Reinier Van Der Drift or his nominee as consideration for Director's fees payable. In order to conserve Company funds and reduce the debt payable to the Directors, Reinier Van Der Drift has agreed to accept the Shares as consideration for the Director's fees. The issue price of the Shares is the same as the Share conversion price under the recent Debt Raising.

Reinier Van Der Drift is currently entitled to be paid Director's fee of 12,500 Euro per month. Resolution 14 seeks Shareholder approval for the issue of the Shares to Reinier Van Der Drift or his nominee in lieu of the payment of 15,000 Euro of fees.

In the event that Shareholders do not approve Resolution 14, the 15,000 Euro of fees will be payable in cash at a future date.

14.2 Chapter 2E of the Corporations Act

Pursuant to Chapter 2E of the Corporations Act, a public company cannot give a 'financial benefit' to a 'related party' unless one of the exceptions set out in Sections 210 to 216 of the Corporations Act apply, or shareholders have in a general meeting approved the giving of that financial benefit to that related party. The issue of Shares to Mr. Reinier Van Der Drift (or his nominee) constitutes giving a financial benefit and Mr. Reinier Van Der Drift is a related party by virtue of being a Director.

The Directors (other than Mr. Reinier Van Der Drift who has a material personal interest in Resolution 14) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of Shares to Mr. Reinier Van Der Drift because the Shares form part of Reinier's remuneration as an officer of the Company and the remuneration is reasonable given Reinier's circumstances and the circumstances of the Company. The issue price of the Shares is the same as the Share conversion price under the recent Debt Raising, therefore the terms are considered to be on arms-length.

Accordingly, approval will not be sought under Chapter 2E for the issue of these Shares to Mr. Reinier Van Der Drift as the issue of the Shares constitutes 'reasonable remuneration' in accordance with Section 211 of the Corporations Act.

14.3 ASX Listing Rule 10.11

Notwithstanding that approval will not be sought from Shareholders under Chapter 2E of the Corporations Act, under ASX Listing Rule 10.11, shareholder approval is required for the issue of any equity securities to a related party of a listed company. Once approval is obtained pursuant to Listing Rule 10.11, the Company is entitled to rely on Listing Rule 7.2 (Exception 14) as an exception to any requirement that may otherwise apply requiring Shareholder approval under Listing Rule 7.1. Therefore, the issue of Shares to Mr Reinier Van Der Drift under Resolution 14 (if passed) will not reduce any of the Company's 15% Capacity under Listing Rule 7.1.

14.4 Information required by ASX Listing Rule 10.13

In compliance with the information requirements of Listing Rule 10.13, Shareholders are advised of the following particulars of the allotment and issue contemplated by Resolution 14:

Maximum number of securities to be issued	3,206,250 Shares.
Date of issue	If Shareholder approval is obtained, the issue of Shares will occur no later than one month after the date of the Annual General Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules).
Issue price per security	The Shares will be issued at a deemed issue price of A\$0.008 (0.8 cents) per Share.
Terms of issue	The Shares will rank pari passu with the other Shares on issue and will be on the same terms as the other Shares on issue.

Persons to whom securities will be issued and their relationship to the Company	<p>Mr. Reinier Van Der Drift, or his nominee. Mr Reinier Van Der Drift is a Director of the Company and thus falls within the category of Listing Rule 10.11.1; related party of the Company.</p> <p>The issue of Shares forms part of the Remuneration of Reinier Van Der Drift. Under his employment contract Reinier Van Der Drift is entitled to a salary of 12,500 Euro per month as part of his current remuneration package. 15,000 Euro of this salary will be paid to Reinier Van Der Drift by the issue of shares contemplated by Resolution 14.</p>
Details of Agreement under which Securities are being issued	The Shares are being issued as consideration for fees under an employment agreement entered into between the Company and Reinier Van Der Drift.
Intended use of funds	No funds will be raised by the Company in respect of the issue of the Shares, however it will result in payment of 15,000 Euro of salary payable to Mr. Reinier Van Der Drift.

15. Resolutions 15 and 16 – Ratification of Prior Issue of Shares under Listing Rule 7.1 and 7.1A

15.1 General

On 15 November 2019 the Company issued a total of 13,863,638 Shares at an issue price of \$0.044 per Share to raise \$610,000. Of those Shares, 795,641 Shares were issued pursuant to the Company's capacity under ASX Listing Rule 7.1 and 13,067,997 Shares were issued pursuant to the Company's capacity under ASX Listing Rule 7.1A.

Resolutions 15 and 16 seek Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of those Shares (Ratification).

15.2 Resolution 15 – ASX Listing Rule 7.1

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

By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

15.3 Resolution 16 – ASX Listing Rule 7.1A

ASX Listing Rule 7.1A provides that in addition to issues permitted without prior shareholder approval under ASX Listing Rule 7.1, an entity that is eligible and obtains shareholder approval under ASX Listing Rule 7.1A may issue or agree to issue during the period for which the approval is valid a number of quoted equity securities which represents 10% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period as adjusted in accordance with the formula in ASX Listing Rule 7.1.

Where an eligible entity obtains shareholder approval to increase its placement capacity under ASX Listing Rule 7.1A then any ordinary securities issued under that additional placement capacity:

- (a) will not be counted in variable “A” in the formula in ASX Listing Rule 7.1A; and
- (b) are counted in variable “E”,

until their issue has been ratified under ASX Listing Rule 7.4 (and provided that the previous issue did not breach ASX Listing Rule 7.1A) or 12 months has passed since their issue.

By ratifying the issue, the base figure (i.e. variable “A”) in which the Company’s 15% and 10% annual placement capacities are calculated will be a higher number which in turn will allow a proportionately higher number of securities to be issued without prior Shareholder approval.

15.4 Technical information required by ASX Listing Rule 7.4

For the purposes of ASX Listing Rule 7.5, the following information is provided to Shareholders in relation to the Ratification:

Maximum number of securities to be issued	13,863,638 Shares.
Issue price per security	The Shares were issued at an issue price of A\$0.044 (4.4 cents) per Share.
Terms of issue	The Shares rank pari passu with the other Shares on issue and are on the same terms as the other Shares on issue.
Persons to whom securities will be issued	The Shares were issued to professional and sophisticated investors and clients of Peak Asset Management, none of which were related parties of the Company at the time of the issue.
Intended use of funds	The funds raised were principally be used to pivot the sales model to scalable and high margin sales channels via Google Marketplace and Hewlett Packard Enterprise. Peak Asset Management acted as lead manager to the placement.

16. Resolution 17 - Ratification of Prior Issue of Listed Options under Listing Rule 7.1

16.1 General

On 31 January 2020 the Company issued a total of 15,068,182 Listed Options (TYMO). The Options were free attaching options to shares issued under private placement on 15 November 2019 and have an exercise price of \$0.065 (6.5 cents) and an expiry date of 31 December 2023.

Resolutions 17 seek Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of those Options (Ratification).

16.2 ASX Listing Rule 7.1

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

By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

16.3 Technical information required by ASX Listing Rule 7.4

For the purposes of ASX Listing Rule 7.5, the following information is provided to Shareholders in relation to the Ratification:

Maximum number of securities to be issued	15,068,182 Listed Options (TYMO).
Issue price per security	The options were issued for nil consideration.
Terms of issue	The Options rank pari passu with the other Listed Options (TYMO) on issue, the terms of which are summarised in Annexure A.
Persons to whom securities will be issued	The Options were issued to professional and sophisticated investors and clients of Peak Asset Management none of which were related parties of the Company as the time of the agreement to issue securities.
Intended use of funds	No funds were raised from the issue of Options

17. Resolution 18 - Ratification of Prior Issue of Shares under Listing Rule 7.1

17.1 General

On 3 December 2019 the Company issued a total of 1,204,544 Shares at an issue price of \$0.044 per Share to raise \$53,000. The Shares were issued pursuant to the Company's capacity under ASX Listing Rule 7.1.

Resolutions 18 seek Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of those Shares (Ratification).

17.2 ASX Listing Rule 7.1

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

By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

17.3 Technical information required by ASX Listing Rule 7.4

For the purposes of ASX Listing Rule 7.5, the following information is provided to Shareholders in relation to the Ratification:

Maximum number of securities to be issued	1,204,544 Shares.
Issue price per security	The Shares were issued at an issue price of A\$0.044 (4.4 cents) per Share.
Terms of issue	The Shares rank pari passu with the other Shares on issue and are on the same terms as the other Shares on issue.
Persons to whom securities will be issued	The Shares were issued to professional and sophisticated investors and clients of Peak Asset Management, none of which are related parties of the Company.
Intended use of funds	The funds raised were principally used to pivot the sales model to scalable and high margin sales channels via Google Marketplace and Hewlett Packard Enterprise. Peak Asset Management acted as lead manager to the placement.

18. Resolution 19 – Approve the issue up to 150,000,000 Shares

18.1 General

Resolution 19 seeks Shareholder approval pursuant to Listing Rule 7.1 for a proposed placement, being the issue of up to 150,000,000 Shares. The issue price per Share under the proposed placement will be determined by the Company, but in any event will be not less than the price that is a 30% discount to the VWAP of Shares as traded on ASX in the 15 trading days prior to the date of issue.

There are currently plans for the Company to issue Shares under the proposed placement and shareholder approval is being sought for the issue of Shares under the proposed placement in order to provide the Company with flexibility to issue Shares in the future without diminishing the Company's placement capacity under Listing Rule 7.1. However, whether the Company will ultimately proceed with the proposed placement will depend on whether the market conditions are conducive to a capital raising.

18.2 Information required by ASX Listing Rule 7.3

In compliance with the information requirements of ASX Listing Rule 7.3, Shareholders are advised of the following particulars on the allotment and issue:

Maximum number of securities to be issued	150,000,000 Shares.
Issue price per security	At a price to be determined by the Company that is not less than a 30% discount to the VWAP of Shares as traded on ASX in the 15 trading days prior to the date of issue.
Issue Date	If Shareholder approval is obtained, the issue of the Shares will occur no later than three months after the date of the General Meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules).
Terms of issue	The Shares will rank pari passu with the other Shares on issue and will be on the same terms as the other Shares on issue.
Persons to whom securities will be issued	The Shares will be issued to professional and sophisticated investors and clients of Australian stockbroking firms none of which are related parties of the Company.
Intended use of funds	The funds raised will principally be used to pivot the sales model to scalable and high margin sales channels via Google Marketplace and Hewlett Packard Enterprise.

19. Resolution 20: Approval of 10% Placement Capacity

19.1 ASX Listing Rule 7.1A

ASX Listing Rule 7.1A enables certain 'eligible entities' to issue equity securities of up to 10% of their issued share capital through placements over a 12-month period commencing after the annual general meeting (Additional Placement Capacity). ASX Listing Rules require that Shareholders approve the Additional Placement Capacity by special resolution, at an annual general meeting before any equity securities are issued under the Additional Placement Capacity.

For the purposes of ASX Listing Rule 7.1A an 'eligible entity' is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company is an 'eligible entity'. The Additional Placement Capacity is in addition to the Company's 15% placement capacity under ASX Listing Rule 7.1. Therefore, if the Additional Placement Capacity is approved, the Directors will be allowed to issue equity securities of up to 10% of the Company's issued share capital pursuant to ASX Listing Rule 7.1A and up to 15% pursuant to ASX Listing Rule 7.1. If the Additional Placement Capacity is

not approved, the Directors will still be allowed to issue equity securities of up to 15% of the Company's issued capital pursuant to ASX Listing Rule 7.1.

The Company seeks Shareholder approval by way of a special resolution to have the ability to issue equity securities under the Additional Placement Capacity should the need arise.

19.2 Formula for calculating 10% Placement Facility

Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder 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 shares on issue 12 months before the date of issue or agreement:

- a) plus the number of fully paid shares issued in the 12 months under an exception in Listing Rule 7.2;
- b) plus the number of partly paid shares that became fully paid in the 12 months;
- c) plus the number of fully paid shares issued in the 12 months with approval of holders of shares under Listing Rule 7.1 and 7.4. This does not include an issue of fully paid shares under the entity's 15% placement capacity without shareholder approval;
- d) less the number of fully paid shares cancelled in the 12 months.
- e) Note that A is has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement capacity.

D is 10%

E is the number of equity securities issued or agreed to be issued under 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 shareholders under Listing Rule 7.1 or 7.4.

19.3 ASX Listing Rule 7.3A

In accordance with ASX Listing Rule 7.3A the Company provides the following information.

Any securities issued under the Additional Placement Capacity will be in the same class as existing quoted securities of the Company.

The issue price for each security issued under the Additional Placement Capacity will not be less than 75% of the volume weighted average price for securities in that class over the 15 trading days on which trades in that class were recorded immediately before:

- the date on which the price at which the securities are to be issued is agreed; or
- if the securities are not issued within 5 trading days of the date above, the date on which the securities are issued.

The issue of equity securities under the Additional Placement Capacity may result in voting dilution of existing ordinary shareholders (as shown in Table 1). There is also the risk that:

- the market price for equity securities in that class may be significantly lower on the issue date than on the date of the Meeting; and
- the equity securities may be issued at a price that is at a discount to the market price for those equity securities on the issue date.

Equity securities under the Additional Placement Capacity may be issued until the earlier of:

- 1 year from the date of the Meeting; and
- the date of approval by ordinary shareholders of a significant change to the Company's activities under ASX Listing Rule 11.1.2 or the date of approval by ordinary shareholders of a disposal of a major asset under ASX Listing Rule 11.2.

Any approval of the Additional Placement Capacity at this Meeting will cease to be valid in the event that ordinary shareholders approve a transaction under ASX Listing Rule 11.1.2 or 11.2.

The Company may issue equity securities under the Additional Placement Capacity for the following purposes:

- cash consideration: to raise funds for working capital, to fund general working capital, product development and commercialisation and/or due diligence on potential acquisitions.

The Company's allocation policy for issues under the Additional Placement Capacity is dependent on prevailing market conditions at the time of any proposed issue.

The identity of the allottees of the equity securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:

- the methods of raising funds that are available to the Company, including rights issues or other issues in which existing shareholders may participate;
- the effect of the issue of the equity securities on the control of the Company;
- the financial position of the Company; and
- advice from the Company's advisors.

The allottees under the Additional Placement Capacity have not yet been determined but allottees may include existing shareholders, existing substantial shareholders and/or new shareholders who are not related parties or associates of a related party of the Company.

In accordance with ASX Listing Rule 14.11.1 and the relevant Note under that rule concerning Rule 7.1A, as at the date of this Notice of Meeting it is not known who may participate in the proposed issue (if any). On that basis, no security holders are currently excluded from voting.

Table 1 below shows the dilution of Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in Listing Rule 7.1A(2).

The table also shows:

- I. two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- II. two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

Table 1

Variable 'A' in Listing Rule 7.1A.2		Dilution		
		\$0.008 50% decrease in Issue Price	\$0.016 Issue Price	\$0.032 100% increase in Issue Price
Variable A - 147,783,658 Shares	10% Voting Dilution	14,778,366 Shares	14,778,366 Shares	14,778,366 Shares
	Funds Raised	\$118,227	\$236,454	\$472,908
50% increase in Variable A - 221,675,487 Shares	10% Voting Dilution	22,167,549 Shares	22,167,549 Shares	22,167,549 Shares
	Funds Raised	\$177,340	\$354,681	\$709,362
100% increase in Variable A - 295,567,316 Shares	10% Voting Dilution	29,556,732 Shares	29,556,732 Shares	29,556,732 Shares
	Funds Raised	\$236,454	\$472,908	\$945,815

Table 1 has been prepared based on the following assumptions:

- Variable A is based on the number of Shares on issue at 14 April 2020.
- The Company issues the maximum number of equity securities available under the Additional Placement Capacity.
- The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue.
- The table shows only the issue of equity securities under the Additional Placement Capacity and not under ASX Listing Rule 7.1.
- The issue of equity securities under the additional placement capacity includes only shares.
- The issue price of \$0.016 was the closing price of Shares as traded on ASX as at 14 April 2020. This price may fluctuate between the time of preparing this Notice and the date of the Meeting.

As at the date of this Notice, in the 12 months preceding the date of the Meeting, the Company has issued 34,542,374 Equity Securities representing 23.37% of Equity Securities on issue 12 months prior to the proposed date of the Meeting.

The information below is provided in accordance with ASX Listing Rule 7.3A.6 (b) and details Equity Securities issued by the Company in the 12 months prior to the Meeting.

Table 2 below, details Shares (and total Equity Securities) issued by the Company in the 12 months prior to the proposed date of the Meeting. As at the date of the Notice, the Company has raised approximately \$747,062 from the issue of Shares in the 12 months prior to the date of the Meeting. All of the funds raised has been used to pivot the sales model to scalable and high margin sales channels via Google Marketplace and Hewlett Packard Enterprise, to support ongoing license sales via the Google Marketplace, further drive recurring revenues via the Blockchain-in-a-Box offering and continue the growth in the Energy and Telematics market places and for general working capital.

Table 2

Date of Issue	Number and class of securities	Issue Price per unit (\$)	Closing Price*	Discount /Premium#	Issued to / basis of issue	Cash / Non-Cash	Funds Raised or current value if non-cash
22/05/19	460,000 Unlisted Options	Nil	N/A	N/A	Options issued to eligible employees under the Company's Employee Share Option Plan.	Non-cash	\$19,596
09/10/19	125,000 Ordinary Shares	\$0.22	\$0.055	300%	Shares issued to Peak Asset Management in consideration for services provided to the Company.	Non-Cash	\$27,500
09/10/19	90,000 Unlisted Options	Nil	N/A	N/A	Options issued to eligible employees under the Company's Employee Share Option Plan.	Non-cash	\$752
15/11/19	13,863,638 Ordinary Shares	\$0.044	\$0.05	12%	Private Placement to sophisticated and professional investors	Cash	\$610,000
03/12/19	1,204,544 Ordinary Shares	\$0.044	\$0.058	24%	Private Placement to sophisticated and professional investors	Cash	\$53,000
06/01/20	1,910,505 Ordinary Shares	\$0.044	\$0.04	10%	1 for 8 Non-renounceable pro-rata rights issue	Cash	\$84,062
06/01/20	1,910,505 Listed Options	Nil	N/A	N/A	Attaching options issued under 1 for 8 Non-renounceable pro-rata rights issue	Non-cash	\$0.006 per Option
31/01/20	15,068,182 Listed Options	Nil	N/A	N/A	Attaching options issued under Private Placement to sophisticated and professional investors	Non-cash	\$0.006 per Option

* Closing Price: Closing price of Shares as traded on ASX on Date of Issue.

Discount: % Discount of Issue Price to Closing Price.

Justyn Stedwell
Company Secretary
On behalf of the Board of Directors
Tymlez Group Limited

GLOSSARY

In the Notice of Meeting and Explanatory Statement the following terms have the following meanings:

AEST means Australian Eastern Standard Time.

Annual Report means the Directors' Report, Financial Report and Independent Auditor's Report in respect of the period ended 31 December 2019.

ASX means ASX Limited ACN 008 624 691 or, as the context requires, the Australian Securities Exchange operated by ASX Limited.

Board means the Board of Directors of the Company.

Company means Tymlez Group Limited ACN 622 817 421.

Constitution means the constitution of the Company.

Corporations Act means Corporations Act 2001 (Cth).

Directors means the current directors of the Company.

Equity Securities includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

Explanatory Statement means the explanatory statement to this notice of Annual General Meeting.

Meeting means the Annual General Meeting of the Shareholders of the Company to be held on 29 May 2020, to which the Notice of Meeting and Explanatory Statement relate.

Notice or **Notice of Meeting** means this notice of Annual General Meeting of the Company dated 27 April 2020.

Option means an option to acquire a Share.

Resolution means a resolution referred to in the Notice.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a holder of Shares.

Words importing the singular include the plural and vice versa.

Annexure A – Terms of Issue of Options

- a) Each Option entitles its holder to subscribe in cash for one Share.
- b) Each Option is exercisable at \$0.065 at any time prior to the Expiry Date of 31 December 2023 by completing an option exercise form and delivering it, together with payment for the number of Shares in respect of which the Option is exercised, to the registered office of the Company. Any Option that has not been exercised prior to the Expiry Date automatically lapses.
- c) An Option automatically lapses without any claim against the Company on the occurrence of any of the following events:
 - a. upon the bankruptcy, liquidation or winding up of the holder or the happening of any other event that results in the holder being deprived of the legal or beneficial ownership of the Option; or
 - b. upon the liquidation or winding up of the Company for any reason other than by the way of members' voluntary winding up.
- d) The Company will apply for official quotation by ASX of the Options.
- e) Subject to the Corporations Act, the ASX Listing Rules, and the constitution of the Company, each Option is freely transferable.
- f) Shares issued upon the exercise of the Options will rank *pari passu* with the Company's existing Shares.
- g) The Company will apply for official quotation by ASX of the Shares issued upon exercise of Options, subject to any restriction obligations imposed by ASX.
- h) The Options will not give any right to participate in dividends unless and until Shares are issued upon exercise of the relevant Options.
- i) There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the life of the Option. The Company will ensure that holders will be given at least seven business days' notice to allow for the exercise of Options prior to the record date in relation to any offers of securities made to Shareholders.
- j) In the event of any reconstruction (including consolidation, subdivision, reduction or return) of the issued capital of the Company prior to the Expiry Date, the number of Options or the rights attaching to the Options or both will be reconstructed in accordance with the ASX Listing Rules applying to a reorganisation of capital at the time of the reconstruction.
- k) If there is any inconsistency between any of the preceding terms and conditions and the ASX Listing Rules, then the ASX Listing Rules prevail to the extent of the inconsistency.

If you are attending the meeting
in person, please bring this with you
for Securityholder registration.

Holder Number:

Vote by Proxy: TYM

Your proxy voting instruction must be received by **4:00pm (AEST) on Wednesday 27 May 2020**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY VOTE ONLINE

Vote online at <https://investor.automic.com.au/#/loginsah>

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting form.

- ✓ **Save Money:** help minimise unnecessary print and mail costs for the Company.
- ✓ **It's Quick and Secure:** provides you with greater privacy, eliminates any postal delays and the risk of potentially getting lost in transit.
- ✓ **Receive Vote Confirmation:** instant confirmation that your vote has been processed. It also allows you to amend your vote if required.



SUBMIT YOUR PROXY VOTE BY PAPER

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

VOTING UNDER STEP 1 - APPOINTING A PROXY

If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chairman of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

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

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided

Individual: Where the holding is in one name, the Shareholder must sign.

Joint holding: Where the holding is in more than one name, all of the Shareholders should sign.

Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

ATTENDING THE MEETING

Completion of a Proxy Voting Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Voting Form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.

POWER OF ATTORNEY

If a representative as power of attorney of a Shareholder of the Company is to attend the Meeting, a certified copy of the Power of Attorney, or the original Power of Attorney, must be received by the Company in the same manner, and by the same time as outlined for proxy forms.



