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**TIKFORCE LIMITED**  
**ACN 106 240 475**  
**NOTICE OF ANNUAL GENERAL MEETING**

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Notice is given that the Meeting will be held at:

**TIME:** 10:30am (WST)  
**DATE:** 30 November 2020  
**PLACE:** 642 Newcastle Street  
LEEDERVILLE WA 6007

***The business of the Meeting affects your shareholding and your vote is important.***

***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.***

***The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 5:00pm on 28 November 2020.***

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## BUSINESS OF THE MEETING

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### AGENDA

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#### 1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2020 together with the declaration of the Directors, the Director's report, the Remuneration Report and the auditor's report.

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#### 2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, to pass, with or without amendment, 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, approval is given for the adoption of the Remuneration Report as contained in the Company's annual financial report for the financial year ended 30 June 2020.”*

**Note: the vote on this Resolution is advisory only and does not bind the Directors or the Company.**

A voting prohibition statement applies to this Resolution. Please see below.

**Voting Prohibition Statement:**

**Resolution 1 –  
Adoption of  
Remuneration Report**

A vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons:

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member.

However, a person (the **voter**) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- (b) the voter is the Chair and the appointment of the Chair as proxy:
  - (i) does not specify the way the proxy is to vote on this Resolution; and
  - (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

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#### 3. RESOLUTION 2 – ELECTION OF DIRECTOR – MR SIMON INGLESON

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

*“That, for the purpose of clause 14.4 of the Constitution, Listing Rule 14.4 and for all other purposes, Mr Simon Ingleson, a Director who was appointed causally on 25 May 2020, retires, and being eligible, is elected as a Director.”*

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**4. RESOLUTION 3 – RE-ELECTION OF DIRECTOR – MR GIANMARCO ORGNONI**

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

*“That, for the purpose of clause 14.2 of the Constitution, and for all other purposes, Mr Gianomarco Orgnoni, a Director, retires by rotation, and being eligible, is re-elected as a Director.”*

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**5. RESOLUTION 4 – APPROVAL TO ISSUE SHARES TO INDOMAIN TO COMPLETE DEBT FOR EQUITY CONVERSION**

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 up to 250,000,000 Shares to Indomain Enterprises Pty Ltd on the terms and conditions set out in the Explanatory Statement.”*

A voting exclusion statement applies to this Resolution. Please see below.

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**6. RESOLUTION 5 – APPROVAL TO ISSUE SHARES TO CROSSBAY TO COMPLETE DEBT FOR EQUITY CONVERSION**

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 up to 220,000,000 Shares to CrossBay Enterprises Pty Ltd on the terms and conditions set out in the Explanatory Statement.”*

A voting exclusion statement applies to this Resolution. Please see below.

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**Dated: 30 October 2020**

**By order of the Board**

**Gianmarco Orgnoni  
Company Secretary**

**Voting Exclusion Statements**

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of the resolution set out below by or on behalf of the following persons:

<p><b>Resolution 4- Approval to Issue Shares to Indomain to Complete Debt for Equity Conversion</b></p>	<p>A person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) (namely Indomain) or an associate of that person (or those persons).</p>
<p><b>Resolution 5 - Approval to Issue Shares to CrossBay to Complete Debt for Equity Conversion</b></p>	<p>A person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) (namely CrossBay) or an associate of that person (or those persons).</p>

However, this does not apply to a vote cast in favour of the Resolution 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 to the holder to vote in that way.

### **Voting by proxy**

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To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast two (2) or more votes may appoint two (2) proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints two (2) proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

### **Voting in person**

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To vote in person, attend the Meeting at the time, date and place set out above.

***Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 8 6380 2555.***

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## EXPLANATORY STATEMENT

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This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

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### 1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Corporations Act, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2020 together with the declaration of the Directors, the Directors' report, the Remuneration Report and the auditor's report.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at <https://tkfild.com/>.

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### 2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

#### 2.1 General

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the company or the directors of the company.

The remuneration report sets out the company's remuneration arrangements for the directors and senior management of the company. The remuneration report is part of the directors' report contained in the annual financial report of the company for a financial year.

The chair of the meeting must allow a reasonable opportunity for its shareholders to ask questions about or make comments on the remuneration report at the annual general meeting.

#### 2.2 Voting consequences

A company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (**Spill Resolution**) if, at consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the company must convene a shareholder meeting (**Spill Meeting**) within 90 days of the second annual general meeting.

All of the directors of the company who were in office when the directors' report (as included in the company's annual financial report for the most recent financial year) was approved, other than the managing director of the company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as directors of the company is approved will be the directors of the company.

## **2.3 Previous voting results**

At the Company's previous annual general meeting the votes cast against the remuneration report considered at that annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Annual General Meeting.

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## **3. RESOLUTION 2 – ELECTION OF DIRECTOR – MR SIMON INGLESON**

### **3.1 General**

The Constitution allows the Directors to appoint at any time a person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

Pursuant to the Constitution and Listing Rule 14.4, any Director so appointed holds office only until the next annual general meeting and is then eligible for election by Shareholders but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

Mr Simon Ingleson, having been appointed by other Directors on 25 May 2020 in accordance with the Constitution, will retire in accordance with the Constitution and Listing Rule 14.4 and being eligible, seeks election from Shareholders.

### **3.2 Qualifications and other material directorships**

Mr Ingleson has extensive experience in the Technology and Media sectors with a career spanning over 20 years.

This includes over 15 years with one of the world's largest media companies, News Corporation, as Advertising Director managing a team of over 100 employees across print, magazine and online platforms in both Perth and Sydney. Mr Ingleson successfully led the launch of many News Corporation initiatives including STM, perthnow.com.au, Escape.com.au as well as securing a partnership with moshtix.com.au.

Mr Ingleson is also founder and director of two companies, Big Leap Digital Pty Ltd (ACN 165 382 230) and SaaS technology company RosterElf Pty Ltd (ACN 164 843 609). In recent years, Mr Ingleson has also held a number of senior management and advisory roles for a range of private and ASX listed technology companies, with a focus on change management and technical innovation.

Mr Ingleson's education includes a Bachelor of Commerce from The University of Western Australia and an AGSM from The University of New South Wales.

### **3.3 Independence**

Mr Ingleson has no interests, position or relationship that might influence, or reasonably be perceived to influence, in a material respect his/her capacity to bring an independent judgement to bear on issues before the Board and to act in the best interest of the Company as a whole rather than in the interests of an individual security holder or other party.

If elected the Board considers Mr Ingleson will be an independent Director.

### **3.4 Other material information**

The Company conducts appropriate checks on the background and experience of candidates before their appointment to the Board. The Company undertook such checks prior to the appointment of Mr Ingleson.

### **3.5 Board recommendation**

The Board has reviewed Mr Ingleson's performance since his appointment to the Board and considers that Mr Ingleson's skills and experience will continue to enhance the Board's ability to perform its role. Accordingly, the Board supports the election of Mr Ingleson and recommends that Shareholders vote in favour of Resolution 2.

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## **4. RESOLUTION 3 – RE-ELECTION OF DIRECTOR – MR GIANMARCO ORGNONI**

### **4.1 General**

The Constitution sets out the requirements for determining which Directors are to retire by rotation at an annual general meeting.

Mr Gianmarco Orgnoni, who has served as a Director since 3 December 2018 and was last re-elected on 28 November 2019, retires by rotation and seeks re-election.

### **4.2 Qualifications and other material directorships**

Mr Orgnoni has skills extending across corporate finance, investment banking and research analysis. Mr Orgnoni has gained extensive experience working across the private and public sectors, in particular offering corporate advisory services and corporate finance analysis for various private and publicly listed companies. With significant commercial experience across European and Australian private and capital markets, Mr Orgnoni has worked closely with and has provided adversarial services to a number of companies spanning from civil engineering, technology, biotechnology and real estate.

Mr Orgnoni is currently a non-executive Director of Vection Technologies Ltd (ASX: VR1).

### **4.3 Independence**

If re-elected the Board considers Mr Orgnoni will be an independent Director.

### **4.4 Board recommendation**

The Board has reviewed Mr Orgnoni's performance since his appointment to the Board and considers that Mr Orgnoni's skills and experience will continue to enhance the Board's ability to perform its role. Accordingly, the Board supports the re-election of Mr Orgnoni and recommends that Shareholders vote in favour of Resolution 3.

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## **5. RESOLUTION 4 – APPROVAL TO ISSUE SHARES TO INDOMAIN TO COMPLETE DEBT FOR EQUITY CONVERSION**

### **5.1 General**

On 11 May 2019, the Company entered into a corporate advisory agreement with Indomain Enterprises Pty Ltd (ACN 571 602 653) (**Indomain**) (**Corporate Advisory Agreement**). Under the Corporate Advisory Agreement, Indomain agreed to



provide corporate finance, finance governance and capital raising services to the Company to assist with the day to day administration and running of the Company, which the Company required, in part, due to no other executives being engaged by the Company for the provision of services of this nature. Under the Corporate Advisory Agreement, the Company agreed to pay to Indomain monthly fees totalling \$20,000 in consideration for those services.

The Company has reached an agreement with Indomain under which the Company has agreed to settle all outstanding amounts owing under the Corporate Advisory Agreement accruing up until the date of the shareholder meeting for a total amount of \$250,000. Refer below for a summary of the key terms of this agreement.

The Company confirms that there are no interests further than the Monthly Fees included in the Outstanding Fees.

## 5.2 Conversion Agreement

On 28 October 2020, the Company entered into an agreement with Indomain pursuant to which the Company agreed to convert the debt (i.e. the \$250,000 fees) currently owing under the Corporate Advisory Agreement, to equity, through the issue of Shares (**Indomain Conversion Agreement**). The material terms and conditions of the Indomain Conversion Agreement are as follows:

- (a) **Outstanding Fees:** The Company acknowledges that it has outstanding fees owed to Indomain, which have accrued by virtue of the \$20,000 monthly fee payable to Indomain in consideration for advisory services pursuant to the Corporate Advisory Agreement (refer Section 5.1 above);
- (b) **Total Outstanding Fees:** The parties agreed that the sum of the Outstanding Fees under the Corporate Advisory Agreement, accrued as at the date of the Indomain Conversion Agreement, is \$250,000; and
- (c) **Adviser Shares:** The parties agreed that the Company will issue to Indomain 250,000,000 Shares at a deemed issue price of \$0.001 in satisfaction of the Total Outstanding Fees.

The Indomain Conversion Agreement is on terms otherwise considered standard for an agreement of this nature.

## 5.3 Listing Rule 7.1

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

The proposed issue of the Indomain Shares does not fit within any of these exceptions. While the issue does not exceed the 15% limit in Listing Rule 7.1 and can therefore be made without breaching that rule, the Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder approval pursuant to Listing Rule 7.1 so that it does not use up any of its 15% placement capacity under Listing Rule 7.1.

#### **5.4 Technical information required by Listing Rule 14.1A**

Resolution 4 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the Indomain Shares.

If Resolution 4 is passed, the Company will be able to proceed with the issue of the Indomain Shares. In addition, the issue of the Indomain Shares will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 4 is not passed, the issue of the Indomain Shares can still proceed but it will reduce, to that extent, the Company's capacity to issue equity securities without Shareholder approval under Listing Rule 7.1 for 12 months following the issue.

Resolution 4 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the Indomain Shares.

#### **5.5 Technical information required by Listing Rule 7.1**

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to Resolution 4.

- (a) the Indomain Shares will be issued to Indomain, who is not a related party of the Company;
- (b) the maximum number of Indomain Shares to be issued is 250,000,000. The Indomain Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (c) the Indomain Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of the Indomain Shares will occur on the same date;
- (a) the Indomain Shares will be issued at a deemed issue price of \$0.001, in satisfaction of the Outstanding Fees owed under the Corporate Advisory Agreement;
- (d) the purpose of the issue of the Indomain Shares is to satisfy the Company's obligations under the Corporate Advisory Agreement;
- (e) the Indomain Shares are being issued to Indomain under the Indomain Conversion Agreement. A summary of the material terms of the Indomain Conversion Agreement is set out in Section 5.2 above. The Company confirms that there are no material terms of the Conversion Agreement further than those provided above in the summary in Section 5.2; the Indomain Shares are not being issued under, or to fund, a reverse takeover; and
- (f) a voting exclusion statement is included in Resolution 4 of the Notice.

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## 6. RESOLUTION 5 – APPROVAL TO ISSUE SHARES TO CROSSBAY TO COMPLETE DEBT FOR EQUITY CONVERSION

### 6.1 General

On 10 February 2020, the Company entered into a loan agreement (**Loan Agreement**) with CrossBay Pty Ltd (ACN 099 124 026) (**CrossBay**), pursuant to which CrossBay agreed to lend \$200,000 to the Company to be applied towards working capital purposes and repayment of creditors, subject to certain terms and conditions set out in the Loan Agreement being met. Refer to page 28 of the Company's annual report released on the ASX on 30 September 2020 for details in respect of the loan to CrossBay.

The Loan Agreement commenced on 10 February 2020 and remains effective up until the that the Company satisfies its repayment obligations. Accordingly, as at the date of this Notice, the Loan Agreement remains effective.

### 6.2 Conversion Agreement

On 28 October 2020, the Company s entered into an agreement with CrossBay, pursuant to which the Company agreed to convert debt currently owing to CrossBay under the Loan Agreement (accruing as at the date of this Notice, being \$200,000, together with \$20,000 in interest attaching to that debt), to equity, through the issue of Shares (**CrossBay Conversion Agreement**). The material terms and conditions of the CrossBay Conversion Agreement are set out below.

- (a) **Outstanding Fees:** The Company acknowledges that it has outstanding repayments owed to CrossBay, which have accrued by virtue of its repayment obligations pursuant to the Loan Agreement (refer Section 6.1 above);
- (b) **Total Outstanding Fees:** The parties agreed that the sum of the Outstanding Fees under the Loan Agreement, accrued as at the date of the CrossBay Conversion Agreement, is \$220,000 (comprising \$200,000 in loan repayments and \$20,000 interest) (**Total Outstanding Fees**); and
- (c) **Adviser Shares:** The parties agreed that the Company will issue to CrossBay 220,000,000 Shares at a deemed issue price of \$0.001 in satisfaction of the Total Outstanding Fees.

The CrossBay Conversion Agreement is on terms otherwise considered standard for an agreement of this nature.

### 6.3 The Company has reached an agreement with CrossBay under which the Company has agreed to settle all outstanding amounts owing under the Loan Agreement up until the date of this Notice for a total amount of \$220,000. Refer below for a summary of the key terms of this agreement. Listing Rule 7.1

As set out in Section 5.3 above, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

The proposed issue of the CrossBay Shares does not fit within any of these exceptions. While the issue does not exceed the 15% limit in Listing Rule 7.1 and can therefore be made without breaching that rule, the Company wishes to retain as much flexibility as possible to issue additional equity securities in the future

without having to obtain Shareholder approval under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder approval pursuant to Listing Rule 7.1 so that it does not use up any of its 15% placement capacity under Listing Rule 7.1.

#### **6.4 Technical information required by Listing Rule 14.1A**

Resolution 5 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the CrossBay Shares.

If Resolution 5 is passed, the Company will be able to proceed with the issue of the CrossBay Shares. In addition, the issue of the CrossBay Shares will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 5 is not passed, the issue of the CrossBay Shares can still proceed but it will reduce, to that extent, the Company's capacity to issue equity securities without Shareholder approval under Listing Rule 7.1 for 12 months following the issue.

Resolution 5 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the CrossBay Shares.

#### **6.5 Technical information required by Listing Rule 7.1**

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to Resolution 5.

- (a) the CrossBay Shares will be issued to CrossBay, who is not a related party of the Company;
- (b) the maximum number of CrossBay Shares to be issued is 220,000,000. The CrossBay Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
  - (a) the CrossBay Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of the Indomain Shares will occur on the same date;
- (c) the CrossBay Shares will be issued at a deemed issue price of \$0.001, in satisfaction of the Outstanding Fees owed under the Loan Agreement;
- (d) the purpose of the issue of the CrossBay Shares is to satisfy outstanding repayment obligations under the Loan Agreement;
- (e) the CrossBay Shares are being issued to CrossBay (or its nominee) under the CrossBay Conversion Agreement. A summary of the material terms of the CrossBay Conversion Agreement is set out in Section 6.2 above. The Company confirms that there are no material terms of the CrossBay Conversion Agreement further than those provided above in the summary in Section 6.2; the CrossBay Shares are not being issued under, or to fund, a reverse takeover; and
- (f) a voting exclusion statement is included in Resolution 5 of the Notice.

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## GLOSSARY

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**\$** means Australian dollars.

**Annual General Meeting** or **Meeting** means the meeting convened by the Notice.

**ASIC** means the Australian Securities & Investments Commission.

**ASX** means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

**Board** means the current board of directors of the Company.

**Business Day** means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

**Chair** means the chair of the Meeting.

**Closely Related Party** of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations 2001 (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

**Company** means Tikforce Limited (ACN 106 240 475).

**Constitution** means the Company's constitution.

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

**Directors** means the current directors of the Company.

**Explanatory Statement** means the explanatory statement accompanying the Notice.

**Key Management Personnel** has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

**Listing Rules** means the Listing Rules of ASX.

**Notice** or **Notice of Meeting** means this notice of meeting including the Explanatory Statement and the Proxy Form.

**Option** means an option to acquire a Share.

**Proxy Form** means the proxy form accompanying the Notice.

**Remuneration Report** means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 30 June 2020.

**Resolutions** means the resolutions set out in the Notice, or any one of them, as the context requires.

**Section** means a section of the Explanatory Statement.

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

**Shareholder** means a registered holder of a Share.

**WST** means Western Standard Time as observed in Perth, Western Australia.

## LODGE YOUR PROXY VOTE ONLINE



### ONLINE PROXY APPOINTMENT

[www.advancedshare.com.au/investor-login](http://www.advancedshare.com.au/investor-login)



### MOBILE DEVICE PROXY APPOINTMENT

Lodge your proxy by scanning the QR code below, and enter your registered postcode.

It is a fast, convenient and a secure way to lodge your vote.

## 2020 ANNUAL GENERAL MEETING PROXY FORM

I/We being shareholder(s) of Tikforce Limited and entitled to attend and vote hereby:

### APPOINT A PROXY

The Chairman of the meeting

OR



**PLEASE NOTE:** If you leave the section blank, the Chairman of the Meeting will be your proxy.

STEP 1

If no individual(s) or body corporate(s) is named, the Chair of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf, including to vote in accordance with the following directions (or, if no directions have been given, and to the extent permitted by law, as the proxy sees fit), at the Annual General Meeting of the Company to be held at **642 Newcastle Street Leederville WA 6007 on 30 November 2020 at 10.30am (WST)** and at any adjournment or postponement of that Meeting.

**Chairman authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Item 1 (except where I/we have indicated a different voting intention below) even though this Item is connected directly or indirectly with the remuneration of a member(s) of key management personnel, which includes the Chairman. The Chairman of the Meeting intends to vote all undirected proxies available to him in favour of each Item of Business.

### VOTING DIRECTIONS

#### Agenda Items

STEP 2

		For	Against	Abstain*
1	ADOPTION OF REMUNERATION REPORT	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	ELECTION OF DIRECTOR – MR SIMON INGLESON	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	RE-ELECTION OF DIRECTOR – MR GIANMARCO ORGNONI	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	APPROVAL TO ISSUE SHARES TO INDOMAIN TO COMPLETE DEBT FOR EQUITY CONVERSION	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5	APPROVAL TO ISSUE SHARES TO CROSSBAY TO COMPLETE DEBT FOR EQUITY CONVERSION	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>



\* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

### SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

STEP 3

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the Corporations Act 2001 (Cth).

Email Address



Please tick here to agree to receive communications sent by the company via email. This may include meeting notifications, dividend remittance, and selected announcements.

## HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE MEETING, PLEASE BRING THIS FORM WITH YOU.  
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**

### CHANGE OF ADDRESS

Your address as it appears on Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes.

### APPOINTMENT OF A PROXY

If you wish to appoint the Chairman as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman, please write that person's name in the box in Step 1. A proxy need not be a shareholder of the Company. A proxy may be an individual or a body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman will be your proxy.

### DEFAULT TO THE CHAIR OF THE MEETINGS

If you leave Step 1 blank, or if your appointed proxy does not vote on a poll in accordance with your directions or does not attend the Meetings, then the proxy appointment will automatically default to the Chair of the Meetings, who is required to vote the proxies as directed.

### VOTING DIRECTIONS – PROXY APPOINTMENT

You may direct your proxy on how to vote by placing a mark in 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 a given item, your proxy may vote as they choose to the extent they are able. If you mark more than one box on an item, your vote on that item will be invalid.

### PROXY VOTING BY KEY MANAGEMENT PERSONNEL

If you wish to appoint a Director (other than the Chairman) or other member of the Company's key management personnel, or their closely related parties, as your proxy, you must specify how they should vote on Item 1, by marking the appropriate box. If you do not, your proxy will not be able to exercise your vote for Item 1.

**PLEASE NOTE:** If you appoint the Chairman as your proxy (or if he is appointed by default) but do not direct him how to vote on an item (that is, you do not complete any of the boxes "For", "Against" or "Abstain" opposite that item), you will be expressly authorising the Chairman to vote as he sees fit on that item.

### APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning Advanced Share Registry Limited or you may copy this form and return them both together.

To appoint a second proxy you must:

- On each Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- Return both forms together.

### COMPLIANCE WITH LISTING RULE 14.11

In accordance to Listing Rule 14.11, if you hold shares on behalf of another person(s) or entity/entities or you are a trustee, nominee, custodian or other fiduciary holder of the shares, you are required to ensure that the person(s) or entity/entities for which you hold the shares are not excluded from voting on resolutions where there is a voting exclusion. Listing Rule 14.11 requires you to receive written confirmation from the person or entity providing the voting instruction to you and you must vote in accordance with the instruction provided. By lodging your proxy votes, you confirm to the company that you are in compliance with Listing Rule 14.11.

### CORPORATE REPRESENTATIVES

If a representative of a corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A Corporate Representative Form may be obtained from Advanced Share Registry.

### SIGNING INSTRUCTIONS ON THE PROXY FORM

#### Individual:

Where the holding is in one name, the security holder must sign.

#### Joint Holding:

Where the holding is in more than one name, all of the security holders should sign.

#### Power of Attorney:

If you have not already lodged the Power of Attorney with Advanced Share Registry, please attach the original or a certified photocopy of the Power of Attorney to this form when you return it.

#### Companies:

Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held.

### LODGE YOUR PROXY VOTE

This Proxy Form (and any power of attorney under which it is signed) must be received at an address given below by 10.30am (WST) on 28 November 2020, being not later than 48 hours before the commencement of the Meeting. Proxy Forms received after that time will not be valid for the scheduled meeting.



#### ONLINE PROXY VOTE

[www.advancedshare.com.au/investor-login](http://www.advancedshare.com.au/investor-login)



#### BY MAIL

Advanced Share Registry Limited  
PO Box 1156, Nedlands WA 6909



#### BY FAX

+61 8 6370 4203



#### IN PERSON

Advanced Share Registry Limited  
110 Stirling Hwy, Nedlands WA 6009; or



#### ALL ENQUIRIES TO

Telephone: +61 8 9389 8033