

Cycliq Group Limited  
ACN 119 749 647

## Notice of Annual General Meeting

---

Notice is given that the annual general meeting of the Company (**Meeting**) will be held at:

<b>Time</b>	11:00am (AWST)
<b>Date</b>	Tuesday, 15 December 2020
<b>Place</b>	Unit A14, Level 2, 435 Roberts Road Subiaco WA 6008

The Meeting will also be held via video teleconference, details of which are included in the Notice.

<p><b>Important:</b> This Notice is an important document that should be read in its entirety. If you are in any doubt or have any questions about this document, you should promptly consult your stockbroker, accountant or other professional adviser.</p>
---

# Notice of Annual General Meeting

---

Notice is given that the annual general meeting of Cycliq Group Limited ACN 119 749 647 (**Company**) will be held at 11:00am (AWST) on Tuesday, 15 December 2020 at Unit A14, Level 2, 435 Roberts Road, Subiaco WA 6008 and via video teleconference.

## Agenda

---

### 1 Annual Report

---

To table and consider the Annual Report of the Company for the financial year ended 30 June 2020, which includes the Financial Report, the Directors' Report, the Remuneration Report and the Auditor's Report.

### 2 Resolution 1 – 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 set out in the Annual 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.

**Voting exclusion:** In accordance with sections 250BD, 250R and 250V of the Corporations Act, 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, subject to the applicable exceptions described in this Notice.

### 3 Resolution 2 – Re-election of Director – Mr Daniel Kennedy

---

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

*"That Mr Daniel Kennedy, who retires by rotation in accordance with Article 14.2 of the Constitution and for all other purposes, and, being eligible and offering himself for re-election, is re-elected as a Director as described in the Explanatory Statement."*

### 4 Resolution 3 – Election of Director – Mr Craig Smith-Gander

---

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

*"That, in accordance with Article 14.4 of the Constitution, Listing Rule 14.4 and for all other purposes, Mr Craig Smith-Gander, a Director who was appointed casually on 31 August 2020, retires and, being eligible, is elected as a Director as described in the Explanatory Statement."*

## 5 Resolution 4 – Election of Director – Mr Xavier Kris

---

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

*"That, in accordance with Article 14.4 of the Constitution, Listing Rule 14.4 and for all other purposes, Mr Xavier Kris, a Director who was appointed casually on 31 August 2020, retires and, being eligible, is elected as a Director as described in the Explanatory Statement."*

## 6 Resolutions 5(a), 5(b) and 5(c) – Ratification of prior issues of Fee Shares

---

To consider and, if thought fit, to pass, with or without amendment, each of the following resolutions as separate **ordinary resolutions**:

*"That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of:*

- (a) 49,940,374 Shares at a deemed issue price of \$0.0013 to employees in lieu of cash fees;*
- (b) 3,260,836 Shares at a deemed issue price of \$0.0015 to employees in lieu of cash fees; and*
- (c) 60,000,000 Shares at a deemed issue price of \$0.001 to employees as a bonus for services provided,*

*as described in the Explanatory Statement."*

<b>Voting Exclusion:</b> The Company will disregard any votes cast in favour of this Resolution by or on behalf of any employee or consultant that was issued Fee Shares (including the persons named as "material investors" in section 7.3(d) of the Explanatory Statement), or any of their respective associates.
---

## 7 Resolution 6 – Ratification of prior issue of Fee Shares

---

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

*"That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 15,450,000 Shares at a deemed issue price of \$0.001 to employees in lieu of cash fees as described in the Explanatory Statement."*

<b>Voting Exclusion:</b> The Company will disregard any votes cast in favour of this Resolution by or on behalf of any employee or consultant that was issued Fee Shares (including the persons named as "material investors" in section 7.3(d) of the Explanatory Statement), or any of their respective associates.
---

## 8 Resolution 7 – Ratification of prior issue of Fee Shares

---

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

*"That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 85,937,500 Shares at a deemed issue price of \$0.001 to employees in lieu of cash fees as described in the Explanatory Statement."*

**Voting Exclusion:** The Company will disregard any votes cast in favour of this Resolution by or on behalf of any employee or consultant that was issued Fee Shares (including the persons named as "material investors" in section 7.3(d) of the Explanatory Statement), or any of their respective associates.

## 9 Resolution 8 – Approval of Employee Securities Incentive Plan

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

*"That, pursuant to and in accordance with exception 13(b) of Listing Rule 7.2 and for all other purposes, Shareholders approve the establishment of the employee incentive scheme of the Company known as the "Cycliq Group Limited Employee Securities Incentive Plan" and the issue of Securities under that plan, as described in the Explanatory Statement."*

**Voting Exclusion:** The Company will disregard any votes cast in favour of this Resolution by or on behalf of any person who is eligible to participate in the Plan, or any of their respective associates.

## 10 Resolutions 9(a), 9(b) and 9(c) – Approval to issue Incentive Options to Directors

To consider and, if thought fit, to pass, with or without amendment, each of the following resolutions as separate **ordinary resolutions**:

*"That, subject to Resolution 8 being passed and pursuant to and in accordance Listing Rule 10.14, sections 195(4) and 208 of the Corporations Act and for all other purposes, Shareholders approve the issue of Incentive Options to the Directors (or their respective nominees) under the Plan as follows:*

- (a) up to 30,000,000 Incentive Options to Mr Craig Smith-Gander (or his nominee);*
- (b) up to 26,000,000 Incentive Options to Mr Xavier Kris (or his nominee); and*
- (c) up to 26,000,000 Incentive Options to Mr Daniel Kennedy (or his nominee),*

*as described in the Explanatory Statement."*

**Voting Exclusion:** The Company will disregard any votes cast in favour of these Resolutions by or on behalf of any Director (and/or their respective nominee(s)) who is eligible to participate in the Plan or any of their respective associates.

**Voting Prohibitions:** In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on these Resolutions if: (a) the proxy is either a member of the Key Management Personnel or a Closely Related Party of such member; and (b) the appointment does not specify the way the proxy is to vote on the Resolution.

Further, in accordance with section 224 of the Corporations Act, a vote on these Resolutions must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party. However, the above prohibition does not apply if: (a) it is cast by a person as a proxy appointed by writing that specifies how the proxy is to vote on the Resolution; and (b) it is not cast on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party.

Please note: If the Chair is a person referred to in the section 224 Corporations Act voting prohibition statement above, the Chair will only be able to cast a vote as proxy for a person who is entitled to vote if the Chair is appointed as proxy in writing and the Proxy Form specifies how the proxy is to vote on the relevant Resolution.

If you purport to cast a vote other than as permitted above, that vote will be disregarded by the Company (as indicated above) and you may be liable for breaching the voting restrictions that apply to you under the Corporations Act.

## 11 Resolution 10 – Approval to issue Shares to Ms Diane Smith-Gander

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

*"That, pursuant to and in accordance Listing Rule 7.1 of the Corporations Act and for all other purposes, Shareholders approve the issue of 2,109,405 Smith-Gander Shares to Ms Diane Smith-Gander (or her nominees) as described in the Explanatory Statement."*

**Voting Exclusion:** The Company will disregard any votes cast in favour of this Resolution by or on behalf of Ms Diane Smith-Gander (and/or her respective nominee(s)) or any of her respective associates.

## 12 Resolution 11 – Approval to issue Shares to Mr Chris Singleton

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

*"That, pursuant to and in accordance Listing Rule 7.1 of the Corporations Act and for all other purposes, Shareholders approve the issue of 50,000,000 Singleton Shares to Mr Chris Singleton (or his nominees) as described in the Explanatory Statement."*

**Voting Exclusion:** The Company will disregard any votes cast in favour of this Resolution by or on behalf of Mr Chris Singleton (and/or his respective nominee(s)) or any of his respective associates.

## 13 Resolutions 12(a), 12(b) and 12(c) – Approval to issues of Shares to Directors

To consider and, if thought fit, to pass, with or without amendment, each of the following resolutions as separate **ordinary resolutions**:

*"That, pursuant to and in accordance Listing Rule 10.11, sections 195(4) and 208 of the Corporations Act and for all other purposes, Shareholders approve the issue of Shares to Directors (or their nominees) as follows:*

- (a) up to 12,656,433 Shares to Mr Craig Smith-Gander (or his nominee);*
- (b) up to 10,848,371 Shares to Mr Xavier Kris (or his nominee); and*
- (c) up to 46,848,372 Shares to Mr Daniel Kennedy (or his nominee),*

*as described in the Explanatory Statement."*

**Voting Exclusion:** The Company will disregard any votes cast in favour of: (a) Resolution 12(a) by or on behalf of Mr Craig Smith-Gander (and his nominees), or any of his respective associates; (b) Resolution 12(b) by or on behalf of Mr Xavier Kris (and his nominees), or any of his respective associates; and (c) Resolution 12(c) by or on behalf of Mr Daniel Kennedy (and his nominees), or any of his respective associates.

**Voting Prohibitions:** In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on these Resolutions if: (a) the proxy is

either a member of the Key Management Personnel or a Closely Related Party of such member; and (b) the appointment does not specify the way the proxy is to vote on this Resolution.

Further, in accordance with section 224 of the Corporations Act, a vote on these Resolutions must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party.

Please note: If the Chair is a person referred to in the section 224 Corporations Act voting prohibition statement above, the Chair will only be able to cast a vote as proxy for a person who is entitled to vote if the Chair is appointed as proxy in writing and the Proxy Form specifies how the proxy is to vote on the relevant Resolution.

If you purport to cast a vote other than as permitted above, that vote will be disregarded by the Company (as indicated above) and you may be liable for breaching the voting restrictions that apply to you under the Corporations Act.

## 14 Resolution 13 – Replacement of Constitution

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

*"That, pursuant to and in accordance with section 136(2) of the Corporations Act and for all other purposes, approval is given for the Company to repeal its existing Constitution and adopt a new constitution in its place in the form of the document tabled at the Meeting and signed by the Chair for the purposes of identification, with effect from the close of the Meeting."*

## 15 Resolution 14 – Approval of the Additional 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 Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue Equity Securities under the Additional 10% Placement Capacity as described in the Explanatory Statement."*

## Voting exclusions and exceptions

Where a voting exclusion and/or voting prohibition applies to a Resolution, it is set out below the relevant Resolution. The voting exclusions and/or voting prohibitions (as applicable) for the following Resolutions are subject to the exceptions stated in the table below (as applicable).

Resolution	Exceptions
1, 9(a), 9(b), 9(c), 12(a), 12(b), 12(c)	<p>A person (<b>voter</b>) described in the voting prohibition may cast a vote on the Resolution as a proxy if the vote is not cast on behalf of a person described in the voting exclusion and either:</p> <ul style="list-style-type: none"><li>(a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the Resolution; or</li><li>(b) the voter is the Chair and the appointment of the Chair as proxy:<ul style="list-style-type: none"><li>(i) does not specify the way the proxy is to vote on the Resolution; and</li><li>(ii) expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.</li></ul></li></ul>

Resolution	Exceptions
5(a), 5(b), 5(c), 6, 7, 8, 9(a), 9(b), 9(c), 10, 11, 12(a), 12(b), 12(c)	<p>The voting exclusion does not apply to a vote cast in favour of the Resolution by:</p> <ul style="list-style-type: none"> <li>(a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way;</li> <li>(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</li> <li>(c) a Shareholder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met: <ul style="list-style-type: none"> <li>(i) the beneficiary provides written confirmation to the Shareholder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and</li> <li>(ii) the Shareholder votes on the Resolution in accordance with directions given by the beneficiary to the Shareholder to vote in that way.</li> </ul> </li> </ul>

## Voting entitlements

The Company has determined that, in accordance with section 7.11.37 of the *Corporations Regulations 2001* (Cth), for the purposes of the Meeting, Shares will be taken to be held by the persons who are the registered holders at 11:00am (AWST) on Sunday, 13 December 2020. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

## Voting instructions

- (a) Votes at the Meeting may be given personally or by proxy, attorney or representative.
- (a) A proxy need not be a Shareholder of the Company.
- (b) The Proxy Form sent with this Notice should be used for the Meeting.
- (c) Each Shareholder who is entitled to cast 2 or more votes at the Meeting may appoint up to 2 persons to act as proxies and may specify the proportion or number of votes that each proxy is entitled to exercise. If a Shareholder does not specify the proportion or number of that Shareholder's votes that each proxy may exercise, then each proxy will be entitled to exercise half of that Shareholder's votes. An additional Proxy Form will be supplied by the Company on request. No Shareholder may appoint more than 2 proxies.
- (d) In the case of a Shareholder who is an individual, a Proxy Form must be executed under the hand of the individual or their attorney duly authorised in writing and, in the case of a member that is a corporation, a Proxy Form must be executed by the corporation under common seal, pursuant to section 127 of the Corporations Act or under the hand of its duly authorised officer or attorney.
- (e) Any Shareholder may by power of attorney appoint an attorney to act on his or her behalf and such power of attorney or a certified copy of it must be received by the Company in accordance with this Notice.
- (f) Any corporation that is a Shareholder may appoint a representative to attend and vote for that corporation at the Meeting. Appointments of corporate representatives must be received by the Company in accordance with this Notice or handed in at the Meeting when registering as a corporate representative.

- (g) Any directed proxies that are not voted on a poll at the Meeting by a Shareholder's appointed proxy will automatically default to the Chair, who is required to vote proxies as directed on a poll.
- (h) A member of the Key Management Personnel (which includes each Director) will not be able to vote as proxy on Resolutions 1, 5(a), 5(b), 5(c), 6, 7, 9(a), 9(b), 9(c), 12(a), 12(b) and 12(c) (**Remuneration Resolutions**) unless the Shareholder directs it how to vote or, in the case of the Chair, unless the Shareholder expressly authorises the Chair to do so.
- (i) If a Shareholder intends to appoint a member of the Key Management Personnel (other than the Chair) as its proxy, the Shareholder should ensure that it directs the member of the Key Management Personnel how to vote on a Remuneration Resolution.
- (j) If a Shareholder intends to appoint the Chair as its proxy for a Remuneration Resolution, the Shareholder can direct the Chair how to vote by marking one of the boxes for the Remuneration Resolution (e.g. if the Shareholder wishes to vote 'for', 'against' or to 'abstain' from voting). If a Shareholder does not direct the Chair how to vote, then by submitting the Proxy Form, the Shareholder will be expressly authorising the Chair to exercise the proxy in respect of the Remuneration Resolution even though it is connected to the remuneration of a member of the Key Management Personnel.
- (k) Proxy Forms (including any instruments under which they have been executed) and powers of attorney granted by Shareholders must be lodged with the Company's share registry, Advanced Share Registry Services Company:
  - (i) by post to PO Box 1156 Nedlands WA 6009; or
  - (ii) by hand at 110 Stirling Hwy, Nedlands WA 6009; or
  - (iii) by facsimile to +61 6370 4203,so that they are received no later than 48 hours before the commencement of the Meeting.
- (l) The Chair intends to exercise all available proxies in favour of all Resolutions.

## Document components

---

This document includes this Notice and the accompanying Explanatory Statement and Proxy Form.

## Authorisation

---

By order of the Board.

**Arron Canicais**  
Company Secretary

17 November 2020



# Explanatory Statement

---

This Explanatory Statement sets out the information which the Directors believe is material to Shareholders in deciding whether or not to pass the Resolutions.

The Explanatory Statement forms part of the Notice which should be read in its entirety. The Explanatory Statement contains the terms and conditions on which the Resolutions will be voted.

The Explanatory Statement includes the following information to assist Shareholders in deciding how to vote on the Resolutions:

Section 1	COVID-19 impacts
Section 2	Annual Report
Section 3	Resolution 1 – Remuneration Report
Section 4	Resolution 2 – Re-election of Director – Mr Daniel Kennedy
Section 5	Resolution 3 – Election of Director – Mr Craig Smith-Gander
Section 6	Resolution 4 – Election of Director – Mr Xavier Kris
Section 7	Resolution 5(a), 5(b), 5(c), 6 and 7 – Ratification of prior issues of Fee Shares
Section 8	Resolution 8 – Approval of Employee Securities Incentive Plan
Section 9	Resolution 9(a), 9(b) and 9(c) – Approval of issue of Incentive Options to Directors
Section 10	Resolution 10 – Approval to issue Shares to Diane Smith-Gander
Section 11	Resolution 11 – Approval to issue Shares to Chris Singleton
Section 12	Resolution 12(a), 12(b) and 12(c) – Approval to issue Shares to Directors
Section 13	Resolution 13 – Replacement of Constitution
Section 14	Resolution 14 – Approval of Additional 10% Placement Capacity
Schedule 1	Definitions
Schedule 2	Summary of the Employee Securities Incentive Plan
Schedule 3	Terms and conditions of Incentive Options
Schedule 4	Valuation of Incentive Options

A Proxy Form is located at the end of the Explanatory Statement.

## 1 COVID-19 impacts

---

### 1.1 Access to Notice

In accordance with subsection 5(f) of the *Corporations (Coronavirus Economic Response) Determination (No. 3) 2020*, the Company will not be dispatching physical copies of this Notice

unless specifically requested to do so. Accordingly, Shareholders will not receive a hard copy of this Notice of Annual General Meeting.

Instead, this Notice will be available for download from the Company's website at [www.cycliq.com](http://www.cycliq.com).

If you wish to receive a hard copy of the NOM, please contact the Company Secretary by email at [Arron@smallcapcorporate.com.au](mailto:Arron@smallcapcorporate.com.au).

## **1.2 Attending the Meeting virtually**

The Meeting will be held virtually through Advanced Share Registry's virtual meeting system. Each Shareholder will be provided with unique sign in details via the Proxy Form to enable them to access the Meeting virtually. To attend the Meeting virtually, please follow the instructions included on the Proxy Form.

## **2 Annual Report**

---

In accordance with section 317 of the Corporations Act, Shareholders will be offered the opportunity to discuss the Annual Report, including the Financial Report, the Directors' Report and the Auditor's Report for the financial year ended 30 June 2020.

There is no requirement for Shareholders to approve the Annual Report.

At the Meeting, Shareholders will be offered the opportunity to:

- (a) discuss the Annual Report which is available online at [www.cycliq.com](http://www.cycliq.com);
- (b) ask questions about, or comment on, the management of the Company; and
- (c) ask the auditor questions about the conduct of the audit and the preparation and content of the Auditor's Report.

In addition to taking questions at the Meeting, written questions to the Chair about the management of the Company, or to the Company's auditor about:

- (a) the preparation and content of the Auditor's Report;
- (b) the conduct of the audit;
- (c) accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- (d) the independence of the auditor in relation to the conduct of the audit,

may be submitted no later than 5 business days before the Meeting to the Company Secretary at the Company's registered office.

## **3 Resolution 1 – Remuneration Report**

---

### **3.1 Overview**

Section 250R(2) of 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 Directors' Report contains the Remuneration Report which sets out the remuneration policy for the Company and the remuneration arrangements in place for the executive Directors, specified executives and non-executive Directors.

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.

### **3.2 Voting consequences**

In accordance with subsection 250R(3) of the Corporations Act, Resolution 1 is advisory only and does not bind the Directors. If Resolution 1 is not passed, the Directors will not be required to alter any of the arrangements in the Remuneration Report. However, the Board will actively consider the outcome of the vote and comments made by Shareholders on the Remuneration Report when reviewing the Company's future remuneration policies and practices.

If the Company's Remuneration Report receives a 'no' vote of 25% or more (**Strike**) at two consecutive annual general meetings, Shareholders will have the opportunity to remove the whole Board, except the managing director (if any).

Where a resolution on the Remuneration Report receives a Strike at two consecutive annual general meetings, the Company will be required to put to Shareholders at the second annual general meeting a resolution on whether another meeting should be held (within 90 days) at which all Directors (other than the managing director, if any) who were in office at the date of approval of the applicable Directors' Report must stand for re-election.

### **3.3 Previous voting results**

The Company's Remuneration Report did not receive a Strike at the 2019 annual general meeting. If the Remuneration Report receives a Strike at this Meeting, Shareholders should be aware that if a second Strike is received at the 2021 annual general meeting, this may result in the re-election of the Board.

The Chair will allow a reasonable opportunity for Shareholders as a whole to ask about, or make comments on the Remuneration Report.

This Resolution is an ordinary resolution. The Board encourages Shareholders to vote on the adoption of the Remuneration Report.

## **4 Resolution 2 – Re-election of Mr Daniel Kennedy**

---

### **4.1 General**

Article 14.2 of the Constitution requires that one third of the Directors (excluding the Managing Director) must retire at each annual general meeting (or if that is not a whole number, the whole number nearest to one third, rounded down). The Director to retire is the one who has held their office as Director for the longest period since their last election or appointment to that office. A Director who retires in accordance with Article 14.2 is eligible for re-election.

As at the date of this Notice, the Company has three (3) Directors and accordingly, one (1) Director must retire.

Non-Executive Director, Mr Daniel Kennedy, was last elected at the annual general meeting held on 1 October 2019 and has held office the longest since being last elected. Accordingly, Mr Kennedy retires by rotation at this Meeting and, being eligible, seeks re-election pursuant to the Resolution.

If elected, Mr Kennedy is not considered to be an independent Director, as Mr Kennedy currently holds 73,188,872 Shares and 5,000,000 Options. The Board considers that the number of Shares and Options held by Mr Kennedy may be material and the interest may interfere, or reasonably be seen to interfere, with Mr Kennedy's ability to bring independent judgement to bear on issues before the Board and to act in the best interest of the Company as a whole.

This Resolution is an ordinary resolution. The Board (other than Mr Kennedy) recommends that Shareholders vote in favour of this Resolution for the following reasons:

- (a) Mr Kennedy has the necessary level of experience which is relevant to the Company's phase of growth;
- (b) Mr Kennedy has successfully developed and led a range of businesses including maintenance contracts and construction projects including manufacturing involvement in Australia and China for a number of major resource companies; and
- (c) Mr Kennedy has been involved with the Company's business since the original private capital raise prior to its ASX listing and continues to hold Shares and Options. Being a long term shareholder who believes in the potential of the business, Mr Kennedy is invested in supporting and guiding the business moving forward.

## **4.2 Mr Daniel Kennedy**

Mr Kennedy has 26 years business experience and currently holds the role of Chief Operating Officer for a major South East Asian listed company that operates in the Australian and South East Asian resources services sector. Mr Kennedy has successfully developed and led a range of businesses including maintenance contracts and construction projects including manufacturing involvement in Australia and China for a number of major resource companies.

Mr Kennedy has experience investing in and advising private businesses in the manufacturing and technology areas including through to ASX listings. Mr Kennedy has been involved with the Company's business since the original private capital raise prior to ASX listing and continues to hold Shares and Options. Mr Kennedy has been a Director since May 2019.

Mr Kennedy has held no other directorships with listed companies in the past 3 years.

Mr Kennedy has acknowledged to the Company that he will have sufficient time to fulfill his responsibilities as a Director.

## **5 Resolution 3 – Election of Mr Craig Smith-Gander**

---

### **5.1 General**

Article 14.4 of the Constitution allows the Board 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. Any Director so appointed holds office until the conclusion of the next annual general meeting of the Company but is eligible for election by Shareholders at that meeting.

In addition, Listing Rule 14.4 provides that a Director appointed as an addition to the Board after an entity's admission to the Official List must not hold office (without re-election) past the next annual general meeting.

On 31 August 2020, Mr Smith-Gander was appointed as the Non-Executive Chairman of the Company. Accordingly, Mr Smith-Gander resigns as a Director at the Meeting and, being eligible, seeks approval to be elected as a Director pursuant to this Resolution.

If Shareholders approve this Resolution, the Board considers Mr Smith-Gander to be an independent director, notwithstanding that he may be granted Incentive Options and/or Shares pursuant to Resolutions 9(a) and 12(a) respectively. The Board considers that the number of Incentive Options and Shares in question is not material and the interest will not interfere, or reasonably be seen to interfere, with Mr Smith-Gander's 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.

This Resolution is an ordinary resolution. The Board (other than Mr Smith-Gander) recommends that Shareholders vote in favour of this Resolution for the following reasons:

- (a) Mr Smith-Gander has the necessary level of experience which is relevant to the Company's phase of growth;
- (b) Mr Smith-Gander is an experienced company director in both ASX and large not for profit organisations with a track record of successfully devising, implementing and maintaining strategies to grow businesses; and
- (c) Mr Smith-Gander is an independent director and provides valuable contributions and insight at the Board level.

## 5.2 Mr Craig Smith-Gander

Mr Smith-Gander is an experienced company director in both ASX and large not for profit organisations with a track record of successfully devising, implementing and maintaining strategies to grow businesses.

Mr Smith-Gander emphasises good corporate governance; guiding companies in an ethical and responsible fashion in the interests of creating and maintaining shareholder value. Mr Smith-Gander has a strong background in engineering, construction and mining, and corporate advisory with both Australian and international investment banks.

Mr Smith-Gander is presently owner and Managing Director of Kwik Logistics, Chairman of the Western Roads Foundation, President of Surf Life Saving Western Australia and former Chairman of Westcycle. Mr Smith-Gander was a founding director of Alexium International Group Limited and held that office for 6 years before retiring in 2016. Mr Smith-Gander is a graduate of the Royal Military College Duntroon and served as an officer in the Australian Regular Army.

Mr Smith-Gander has not held directorships with any listed companies in the past 3 years.

Mr Smith-Gander has acknowledged to the Company that he will have sufficient time to fulfil his responsibilities as a Director.

## 6 Resolution 4 – Election of Mr Xavier Kris

---

### 6.1 General

Refer to section 5.1 for a summary of Article 14.4 of the Constitution and ASX Listing Rule 14.4.

On 31 August 2020, Mr Kris was appointed as the Non-Executive Director of the Company. Accordingly, Mr Kris resigns as a Director at the Meeting and, being eligible, seeks approval to be elected as a Director pursuant to this Resolution.

If Shareholders approve this Resolution, the Board considers Mr Kris to be an independent director, notwithstanding that he may be granted Incentive Options and/or Shares pursuant to Resolutions 9(b) and 12(b) respectively. The Board considers that the number of Incentive Options and Shares in question is not material and the interest will not interfere, or reasonably be seen to interfere, with Mr Kris' 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.

This Resolution is an ordinary resolution. The Board (other than Mr Kris) recommends that Shareholders vote in favour of this Resolution for the following reasons:

- (a) Mr Kris has the necessary level of experience which is relevant to the Company's phase of growth. This includes extensive experience in transforming single vertical, product-based businesses into international, recurring revenue, high gross margin, platform-based enterprises;
- (b) Mr Kris is well known in the industry for his strong leadership and focus on delivering shareholder returns; and

- (c) Mr Kris is an independent director and provides valuable contributions and insight at the Board level.

## 6.2 Mr Xavier Kris

Having successfully led technology businesses in the USA, Europe, South East Asia and Australia as an operational CEO in high growth environments, Mr Kris is a specialist in transforming single vertical, product-based businesses into international, recurring revenue, high gross margin, platform-based enterprises.

As a director, advisor and executive in public and private companies, Mr Kris has completed over 15 accretive acquisitions internationally and helped scale organisations organically through strategic partnerships and enterprise sales deals with global marquee clients.

Mr Kris has also held directorships with the following listed companies in the past 3 years:

Company	Appointment	Status
Swift Media Limited	6 October 2014	Resigned on 26 June 2019
OliveX Holdings Limited	15 October 2019	Current
Sky and Space Global Limited	21 July 2019	Current

Mr Kris has acknowledged to the Company that he will have sufficient time to fulfil his responsibilities as a Director.

## 7 Resolutions 5(a), 5(b), 5(c), 6 and 7 – Ratification of prior issues of Fee Shares

### 7.1 General

On various dates throughout 2019 and 2020, the Company issued an aggregate of 214,588,710 Shares (**Fee Shares**) as follows:

- (a) on 17 December 2019:
- (i) 49,940,374 Fee Shares at a deemed issue price of \$0.0013 each issued to employees in lieu of cash fees;
  - (ii) 3,260,836 Fee Shares at a deemed issue price of \$0.0015 each issued to various employees in lieu of cash fees; and
  - (iii) 60,000,000 Fee Shares at a deemed issue price of \$0.001 each issued to employees as a bonus for services provided;
- (b) on 12 June 2020, 15,450,000 Fee Shares at a deemed issue price of \$0.001 each to employees in lieu of cash fees; and
- (c) on 14 August 2020, 85,937,500 Fee Shares at a deemed issue price of \$0.001 each to employees in lieu of cash fees,

using the Company's placement capacity under Listing Rule 7.1.

Resolutions 5(a), 5(b), 5(c), 6 and 7 seek the approval of Shareholders pursuant to Listing Rule 7.4 to ratify the issue of the Fee Shares.

Resolutions 5(a), 5(b), 5(c), 6 and 7 are ordinary resolutions and the Board recommends that Shareholders vote in favour of Resolutions 5(a), 5(b), 5(c), 6 and 7.

## 7.2 Listing Rules 7.1 and 7.4

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.

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

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain shareholder approval for such issues under Listing Rule 7.1. To this end:

- (a) Resolution 5(a) seeks shareholder approval for the ratification of 49,940,374 Fee Shares at a deemed issue price of \$0.0013 each issued to employees in lieu of cash fees;
- (b) Resolution 5(b) seeks shareholder approval for the ratification of 3,260,836 Fee Shares at a deemed issue price of \$0.0015 each issued to employees in lieu of cash fees;
- (c) Resolution 5(c) seeks shareholder approval for the ratification of 60,000,000 Fee Shares at a deemed issue price of \$0.001 each issued to employees as a bonus for services provided;
- (d) Resolution 6 seeks shareholder approval for the ratification of 15,450,000 Fee Shares at a deemed issue price of \$0.001 each to employees in lieu of cash fees; and
- (e) Resolution 7 seeks shareholder approval for the ratification of 85,937,500 Fee Shares at a deemed issue price of \$0.001 each to employees in lieu of cash fees,

under and for the purposes of Listing Rule 7.4.

If Resolutions 5(a), 5(b), 5(c), 6 and 7 are passed, the Fee Shares will be excluded in calculating the Company's 15% limit under Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without shareholder approval over the 12 month period following the date of issue of the Fee Shares (being 214,588,710 Fee Shares).

If Resolutions 5(a), 5(b), 5(c), 6 and 7 are not passed, the Fee Shares will be included in calculating the Company's 15% limit under Listing Rule 7.1, effectively decreasing the number of Securities it can issue without Shareholder approval over the 12 month period following the date of issue of the Fee Shares (being 214,588,710 Fee Shares).

## 7.3 Specific information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the ratification of the issue of the Fee Shares:

- (a) a total of 214,588,710 Fee Shares were issued as follows:
  - (i) on 17 December 2019:
    - (A) 49,940,374 Fee Shares at a deemed issue price of \$0.0013 each issued to employees in lieu of cash fees;
    - (B) 3,260,836 Fee Shares at a deemed issue price of \$0.0015 each issued to employees in lieu of cash fees; and
    - (C) 60,000,000 Fee Shares at a deemed issue price of \$0.001 each issued to employees as a bonus for services provided;

- (ii) on 12 June 2020, 15,450,000 Fee Shares at a deemed issue price of \$0.001 each to employees and employees in lieu of cash fees; and
  - (iii) on 14 August 2020, 85,937,500 Fee Shares at a deemed issue price of \$0.001 each to employees in lieu of cash fees,
- within the 15% annual limit permitted under Listing Rule 7.1, without the need for Shareholder approval; and
- (b) the Fee Shares were issued at various deemed issues prices per Share as set out in section 6.3(a) above;
  - (c) the Fee Shares issued were fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue;
  - (d) the Fee Shares were issued to Paul Claesson and Ben Hammond the co-CEO's of the Company and Matthew Merson the Company's Chief Financial Officer each of which are considered to be "material investors" as per ASX Guidance Note 21, paragraph 7.2;
  - (e) no proceeds were received from the issue of the Fee Shares as they were issued for nil cash consideration to employees in lieu of cash fees and/or as a bonus for services provided to the Company; and
  - (f) a voting exclusion statement is included in the Notice.

## **8 Resolution 8 – Approval of Employee Securities Incentive Plan**

---

### **8.1 General**

The Company considers that it is desirable to adopt an employee incentive scheme pursuant to which the Company can issue Equity Securities to attract, motivate and retain key Directors, employees and provide them with the opportunity to participate in the future growth of the Company.

This Resolution seeks Shareholders' approval for the adoption of the "Cycliq Group Limited – Employee Securities Incentive Plan" (**Plan**) in accordance with Listing Rule 7.2 exception 13(b).

Under the Plan, the Board may offer to eligible persons the opportunity to subscribe for such number of Equity Securities in the Company as the Board may decide and on the terms set out in the rules of the Plan, a summary of the key terms and conditions of which is in Schedule 2. In addition, a copy of the Plan is available for review by Shareholders at the registered office of the Company until the date of the Meeting. A copy of the Plan can also be sent to Shareholders upon request to the Company Secretary. Shareholders are invited to contact the Company if they have any queries or concerns.

This Resolution is an ordinary resolution.

The Directors decline to make a recommendation in relation to this Resolution due to their material personal interest in the outcome of the Resolution.

### **8.2 Listing Rules 7.1 and 7.2, exception 13(b)**

A summary of Listing Rule 7.1 is contained in section 7.2 above.

Listing Rule 7.2, exception 13(b) provides an exception to Listing Rule 7.1 such that issues of Equity Securities under an employee incentive scheme are exempt for a period of 3 years from the date on which shareholders approve the issue of Equity Securities under the scheme as an exception to Listing Rule 7.1.



If this Resolution is passed, the Company will be able to issue Equity Securities under the Plan to eligible participants over a period of 3 years without using the Company's 15% annual placement capacity under Listing Rule 7.1.

If this Resolution is not passed, the Company will not be able to issue Equity Securities under the Plan to eligible participants over a period of three years without using the Company's 15% annual placement capacity under Listing Rule 7.1. Any Equity Securities issued under the Plan will reduce the Company's 15% annual placement capacity under Listing Rule 7.1.

However, any future issues of Equity Securities under the Plan to a related party or a person whose relation with the Company or the related party is, in ASX's opinion, such that approval should be obtained will require additional Shareholder approval under Listing Rule 10.14 at the relevant time. For this reason, the Company is also seeking approval under Resolutions 9(a) to (c) (inclusive) for the issue of Incentive Options to the Directors pursuant to the Plan.

### 8.3 Initial grant of Securities under the Plan

In addition to the Securities proposed to be issued to Directors under the Plan pursuant to Resolutions 9(a) to (c) (inclusive), the Company also intends to grant up to 84,000,000 Incentive Options to various unrelated party members of the Key Management Personnel as long term, security based, incentive components of their remuneration.

### 8.4 Specific information required by Listing Rule 7.2, exception 13(b)

Pursuant to and in accordance with Listing Rule 7.2, exception 9, the following information is provided in relation to the Plan:

- (a) the material terms of the Plan are summarised in Schedule 2;
- (b) the Plan is a new employee incentive scheme and has not previously been approved by Shareholders. No Equity Securities have previously been issued under the Plan;
- (c) the maximum number of Equity Securities proposed to be issued under the Plan following approval shall not exceed 15% of the Company's Shares on issue at the date of the Meeting, subject to adjustment in the event of an alteration in capital and further subject to the applicable rules and regulations of all regulatory authorities to which the Company is subject, including ASX. Based on the expected number of Shares on issue as at the date of this Notice, 15% equates to 293,959,497 Equity Securities; and
- (d) a voting exclusion statement is included in the Notice.

## 9 Resolutions 9(a), 9(b) and 9(c) – Approval of issue of Incentive Options to Directors

### 9.1 General

The Company is proposing, subject to obtaining Shareholder approval and the adoption of the Plan (refer to Resolution 8), to issue up to a total of 82,000,000 unquoted Options (**Incentive Options**) to Mr Craig Smith-Gander, Mr Xavier Kris and Mr Daniel Kennedy, or their respective nominees, as follows:

Resolution	Director	Incentive Options
Resolution 9(a)	Craig Smith-Gander	30,000,000
Resolution 9(b)	Xavier Kris	26,000,000
Resolution 9(c)	Daniel Kennedy	26,000,000

Resolution	Director	Incentive Options
	<b>Total</b>	<b>82,000,000</b>

The Company is in an important stage of development with significant opportunities and challenges in both the near and long-term, and the proposed issue seeks to align the efforts of the Directors in seeking to achieve growth of the Share price and in the creation of Shareholder value. In addition, the Board also believes that incentivising with Incentive Options is a prudent means of conserving the Company's available cash reserves. The Board believes it is important to offer these Incentive Options to continue to attract and maintain highly experienced and qualified Board members in a competitive market.

Subject to the passing of Resolution 8, the Incentive Options are to be issued under the Company's Plan, the terms of which are summarised in Schedule 2.

Subject to adoption of the Plan (refer to Resolution 8), Resolutions 9(a) to (c) (inclusive) seek Shareholder approval pursuant to Listing Rule 10.14 and sections 195(4), and 208 of the Corporations Act for the issue of up to a total of 82,000,000 Incentive Options under the Plan to the Directors, or their respective nominees.

Resolutions 9(a) to (c) (inclusive) are ordinary resolutions.

The Directors decline to make a recommendation to Shareholders in relation to Resolutions 9(a) to (c) (inclusive) due to their material personal interests in the outcome of the Resolutions.

## 9.2 Listing Rule 10.14

Listing Rule 10.14 requires shareholder approval to be obtained where an entity issues, or agrees to issue, Equity Securities under an employee incentive scheme to:

- (a) a director of the entity (Listing Rule 10.14.1);
- (b) an associate of a person referred to in Listing Rule 10.14.1 (Listing Rule 10.14.2),
- (c) a person whose relationship with the company or a person referred to in Listing Rule 10.14.1 or 10.14.2 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders (Listing Rule 10.11.5),

unless it obtains the approval of its shareholders.

If Resolutions 9(a), (b) and (c) are passed, the Company will be able to proceed with the issue of the Incentive Options to the Directors (or their respective nominees) and the Directors will be remunerated accordingly.

If Resolutions 9(a), (b) and (c) are not passed, the Company will not be able to proceed with the issue of the Incentive Options to the Directors (or their respective nominees) and the Company may need to consider other forms of incentive remuneration, including by the payment of cash.

As Shareholder approval is sought under Listing Rule 10.14, approval under Listing Rules 7.1 or 10.11 is not required.

## 9.3 Specific information required by Listing Rule 10.15

Pursuant to and in accordance with Listing Rule 10.15, the following information is provided in relation to the proposed issue of the Incentive Options:

- (a) the Incentive Options will be issued under the Plan to Mr Smith-Gander, Mr Kris and Mr Kennedy (or their respective nominees), each of whom is a Director, in the proportions set out in section 9.1;

- (b) each of the Directors falls into the category stipulated by Listing Rule 10.14.1. In the event that the Incentive Options are issued to a nominee of the Directors, those persons will fall into the category stipulated by Listing Rule 10.14.2;
- (c) the maximum number of Incentive Options to be issued to the Directors (or their respective nominees) is 82,000,000, in the proportions set out in section 9.1 above;
- (d) the current total remuneration package each Director is set out below:

Remuneration (per annum)	Craig Smith-Gander	Xavier Kris	Daniel Kennedy
Salary and fees	\$84,000	\$72,000	\$72,000
Incentive payments	Nil	Nil	Nil
Leave entitlements	Nil	Nil	Nil
Superannuation	Nil	Nil	Nil
Share-based payments <sup>1</sup>	Nil	Nil	Nil

**Notes:**

1 The value of Incentive Options the subject of Resolutions 9(a) to (c) (inclusive) are not reflected above.

- (e) no Securities have previously been issued under the Plan nor has the Plan previously been adopted by Shareholders;
- (f) The Incentive Options:
  - (i) are subject to the material terms summarised in Schedule 3;
  - (ii) are being issued as a cost effective and efficient reward for the Company to appropriately incentivise the continued performance of the Directors and is considered by the Board to be consistent with the strategic goals and targets of the Company; and
  - (iii) the current value that the Company attributes to each Incentive Option is \$0.0019 per Incentive Option, for a total of \$157,614, with the total value for each Director being:
    - (A) for Craig Smith-Gander: \$57,664;
    - (B) for Xavier Kris: \$49,975; and
    - (C) for Daniel Kennedy: \$49,975.

The above valuation is based on the Black-Scholes valuation model as set out in Schedule 4.
- (g) the Incentive Options will be issued no later than 3 years after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules); and
- (h) the Incentive Options will have an issue price of nil as they will be issued as a cost effective way to incentivise and remunerate each Director;
- (i) a summary of the material terms of the Plan is detailed in Schedule 2;
- (j) no loan will be provided to the Related Parties in relation to the issue of the Incentive Options;

- (k) details of any Equity Securities issued under the Plan will be published in the Company's annual report relating to the period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14. Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of Equity Securities under the Plan after this Resolution is approved and who were not named in this Notice will not participate until approval is obtained under that rule; and
- (l) a voting exclusion statement is included in the Notice.

#### **9.4 Chapter 2E of the Corporations Act**

In accordance with Chapter 2E of the Corporations Act, in order to give a financial benefit to a related party, the Company must:

- (a) obtain Shareholder approval in the manner set out in section 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 grant of the Incentive Options constitutes giving a financial benefit and the Directors are related parties of the Company by virtue of being Directors.

It is the view of the Board that the exceptions set out in sections 210 to 216 of the Corporations Act do not apply in the current circumstances. Accordingly, the Company is seeking approval for the purposes of Chapter 2E of the Corporations Act in respect of the Incentive Options proposed to be issued to the Directors pursuant to each of the resolutions which form part of this Resolution.

#### **9.5 Information requirements for Chapter 2E of the Corporations Act**

Pursuant to and in accordance with section 219 of the Corporations Act, the following information is provided in relation to the proposed issue of the Incentive Options:

- (a) **Identity of the related parties to whom Resolutions 9(a) to (c) (inclusive) permit financial benefits to be given**

The Incentive Options will be issued to Messrs Smith-Gander, Kris and Kennedy or their respective nominees.

- (b) **Nature of the financial benefit**

Resolutions 9(a) to (c) (inclusive) seek approval from Shareholders to allow the Company to issue the Incentive Options in the amounts specified in section 9.1 above to the Directors or their nominees. The Incentive Options are to be issued in accordance with the Plan and otherwise on the terms and conditions in Schedule 3.

The Shares to be issued upon conversion of the Incentive Options will be fully paid ordinary shares in the capital of the Company on the same terms and conditions as the Company's existing Shares and will rank equally in all respects with the Company's existing Shares. The Company will apply for official quotation of the Shares on ASX.

- (c) **Valuation of financial benefit**

Using a Black & Scholes valuation model, the Company's valuation of the Incentive Options is in Schedule 4, with a summary for each Director below:

Director	Value of Incentive Options
Craig Smith-Gander	\$57,664
Xavier Kris	\$49,975
Daniel Kennedy	\$49,975
<b>Total</b>	<b>\$157,614</b>

(d) **Remuneration of Related Parties**

The total annual remuneration arrangements current for each of the Related Parties as at the date of this Notice are set out below:

Director	Salary and fees (exclusive of GST)
Craig Smith-Gander	\$84,000
Xavier Kris	\$72,000
Daniel Kennedy	\$72,000

(e) **Existing relevant interests**

At the date of this Notice, the Related Parties hold the following relevant interests in Equity Securities of the Company:

Director	Shares	Unquoted Options
Craig Smith-Gander	4,000,000	Nil
Xavier Kris	Nil	Nil
Daniel Kennedy	73,188,872	5,000,000 <sup>1</sup>

**Notes:**

1 5,000,000 unquoted Options, consisting of:

- (a) 4,122,220 unquoted Options exercisable at \$0.012 each on or before 26 November 2021; and
- (b) 877,780 unquoted Options exercisable at \$0.012 each on or before 17 December 2021.

Assuming that each of the resolutions which form part of this Resolution are approved by Shareholders, all of the Incentive Options are issued and exercised into Shares, and no other Equity Securities are issued or exercised, the respective interests of the Related Parties in the Company would be as follows:

- (i) Mr Smith-Ganders' interest would represent approximately 1.67% of the Company's expanded capital;
- (ii) Mr Kris' interest would represent approximately 1.27% of the Company's expanded capital; and
- (iii) Mr Kennedy's interest would increase by approximately 4.86% of the Company's expanded capital.

(f) **Trading history**

The highest and lowest closing market sale prices of the Shares on ASX during the 12 months prior to the date of this Notice were:

Highest: \$0.004 per Share on various dates; and

Lowest: \$0.001 per Share on various dates.

The latest available closing market sale price of the Shares on ASX prior to the date of this Notice was \$0.003 per Share on 30 October 2020.

(g) **Dilution**

The issue of the Incentive Options will have a diluting effect on the percentage interest of existing Shareholders' holdings if the Incentive Options are exercised. The potential dilution effect is 4.18% assuming that the current Share capital structure as at the date of this Notice (being 1,959,729,982 Shares on 30 October 2020) and that no Shares are issued other than the Shares issued on exercise of the Incentive Options.

The exercise of all of the Incentive Options will result in a total dilution of all other Shareholders' holdings of 3.72% on a fully diluted basis (assuming that all Options, Performance Rights and Warrants are exercised). The actual dilution will depend on the extent that additional Shares are issued by the Company.

(h) **Corporate governance**

The Board acknowledges the grant of the Incentive Options to the non-executive Directors, Messrs Smith-Gander, Kris and Kennedy is contrary to Recommendation 8.2 of the 4th edition of the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations. However, the Board considers the grant of Incentive Options to the non-executive Directors reasonable in the circumstances for the reasons set out in section 9.1.

(i) **Taxation consequences**

There are no taxation consequences for the Company arising from the issue of the Incentive Options (including fringe benefits tax).

(j) **Director recommendations**

The Directors decline to make a recommendation to Shareholders in relation to Resolutions 9(a) to (c) (inclusive) due to their material personal interests in the outcome of the Resolutions.

(k) **Other information**

The Board is not aware of any other information that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass Resolutions 9(a) to (d) (inclusive).

## **10 Resolution 10 – Approval to issue Shares to Diane Smith-Gander**

---

### **10.1 General**

Ms Diane Smith-Gander has provided consulting services to the Company. As a result, the Company owes Ms Smith-Gander, the sister of Mr Craig Smith-Gander, \$3,500 in consulting fees. The Company proposes to issue Ms Smith-Gander Shares in lieu of cash fees. As such, this Resolution seeks the approval of Shareholders pursuant to Listing Rule 7.1 for the issue of up to 2,109,405 Shares (**Smith-Gander Shares**) at a deemed issue price of \$0.001659 each.

Resolution 10 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 10.

## **10.2 Listing Rule 7.1**

Refer to section 7.2 for information on Listing Rule 7.1.

The effect of this Resolution will be to allow the Company to issue the Smith-Gander Shares during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity under Listing Rule 7.1.

If this Resolution is not passed, the Smith-Gander Shares will be issued and included in the Company's 15% annual placement capacity under Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without prior Shareholder approval over the 12 month period following the issue date.

## **10.3 Specific information required by Listing Rule 7.3**

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to the proposed issue of the Smith-Gander Shares:

- (a) The Smith-Gander Shares will be issued to Ms Smith-Gander in lieu of cash fees owing from the Company to Ms Smith-Gander;
- (b) Ms Smith-Gander will be issued 2,109,405 Shares in the Company;
- (c) Ms Smith-Gander is not a related party of the Company;
- (d) The Smith-Gander Shares will be issued no later than 3 months after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules);
- (e) the Company will receive nil cash consideration from issuing the Smith-Gander Shares, rather the Smith-Gander Shares are being issued in lieu of cash fees;
- (f) the Smith-Gander Shares will be fully paid ordinary shares in the capital of the Company and will rank equally in all respects with the Company's existing Shares on issue;
- (g) the Smith-Gander Shares are not being issued pursuant to an agreement; and
- (h) no voting exclusion statement is included in the Notice.

## **11 Resolution 11 – Approval to issue Shares to Chris Singleton**

---

### **11.1 General**

Mr Chris Singleton resigned from his position as CEO of the Company on 7 May 2019. The Company owes Mr Singleton \$149,833 in outstanding remuneration as a result of his former role as CEO. Mr Singleton has agreed to settle his full outstanding remuneration by receiving \$100,000 which will be settled through the issue of 50,000,000 Shares at a deemed issue price of \$0.002 per Share (**Singleton Shares**). As such, this Resolution seeks the approval of Shareholders pursuant to Listing Rule 7.1 for the issue of the Singleton Shares. This Resolution is an ordinary resolution.

The Board recommends that Shareholders vote in favour of this Resolution.

### **11.2 Listing Rule 7.1**

Refer to section 7.2 for information on Listing Rule 7.1.

The effect of this Resolution will be to allow the Company to issue the Singleton Shares during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity under Listing Rule 7.1.

If this Resolution is not passed, the Singleton Shares will be issued and included in the Company's 15% annual placement capacity under Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without prior Shareholder approval over the 12 month period following the issue date.

### 11.3 Specific information required by Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to the proposed issue of the Singleton Shares:

- (a) The Singleton Shares will be issued to Mr Chris Singleton in lieu of paying his director fees in cash;
- (b) Mr Singleton will be issued 50,000,000 Shares in the Company;
- (c) Mr Singleton is not a related party of the Company;
- (d) the Singleton Shares will be issued no later than 3 months after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules);
- (e) the Company will receive nil cash consideration from issuing the Singleton Shares, rather the Singleton Shares are being issued in lieu of cash fees;
- (f) the Singleton Shares will be fully paid ordinary shares in the capital of the Company and will rank equally in all respects with the Company's existing Shares on issue;
- (g) the Singleton Shares are not being issued pursuant to any written agreement; and
- (h) no voting exclusion statement is included in the Notice.

## 12 Resolutions 12(a), 12(b) and 12(c) – Approval to issues of Shares to Directors

### 12.1 General

The Company is proposing, subject to obtaining Shareholder approval, to issue up to a total of 70,353,176 Shares (**Remuneration Shares**) to Mr Craig Smith-Gander, Mr Xavier Kris and Mr Daniel Kennedy, or their respective nominees, as follows:

Resolution	Director	Remuneration Shares
Resolution 12(a)	Craig Smith-Gander	12,656,433 Shares
Resolution 12(b)	Xavier Kris	10,848,371 Shares
Resolution 12(c)	Daniel Kennedy	46,848,372 Shares
<b>Total</b>		<b>70,353,176 Shares</b>

The Company proposes to issue the Remuneration Shares to the Directors in lieu of cash remuneration owing to each Director with respect to outstanding directors fees. The Company considers that issuing the Directors the Remuneration Shares in lieu of cash remuneration is an appropriate way to remunerate the Directors for the following reasons:

- (a) it will assist the Company to conserve its cash reserves;



- (b) it will align the interests of the Directors with the success and growth Company which will directly benefit shareholders.

The Directors decline to make a recommendation to Shareholders in relation to Resolutions 12(a) to (c) (inclusive) due to their material personal interests in the outcome of the Resolutions.

## **12.2 Listing Rule 10.11**

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue Equity Securities to:

- (a) a related party (Listing Rule 10.11.1);
- (b) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial holder (30%+) in the company (Listing Rule 10.11.2);
- (c) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial holder (10%+) in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so (Listing Rule 10.11.3);
- (d) an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3 (Listing Rule 10.11.4); or
- (e) a person whose relationship with the company or a person referred to in Listing Rule 10.11.1 or 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders (Listing Rule 10.11.5),

unless it obtains the approval of its shareholders.

The Directors are related parties of the Company by virtue of their positions as Directors. As the issue of Remuneration Shares to the Directors (or their nominees) involves the issue of Shares to a related party of the Company, Shareholder approval pursuant to Listing Rule 10.11 is required unless an exception applies. It is the view of the Directors that the exceptions set out in Listing Rule 10.12 do not apply in the current circumstances.

Resolutions 12(a), (b) and (c) seeks the required Shareholder approval to the proposed issues of Shares under and for the purposes of Listing Rule 10.11.

If Resolutions 12(a), (b) and (c) are passed, the Company will be able to issue the Remuneration Shares to the Directors (or their nominees) and they will be remunerated accordingly.

If Resolutions 12(a), (b) and (c) are not passed, the Company will not be able to proceed with the issue of the Remuneration Shares to the Directors (or their nominees) and the Company may need to consider other forms of incentive remuneration to remunerate the Related Parties, including by the payment of cash.

As Shareholder approval is sought under Listing Rule 10.11, approval under Listing Rule 7.1 is not required. Accordingly, the issue of Remuneration Shares will not be included under the Company's 15% annual placement capacity pursuant to Listing Rule 7.1.

## **12.3 Specific information required by Listing Rule 10.13**

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to the proposed issue of Remuneration Shares:

- (a) the Remuneration Shares will be issued to the Directors (or his nominees);
- (b) The Directors are related parties of the Company by virtue of being directors and fall into the category stipulated by Listing Rule 10.11.1. In the event that the Remuneration Shares are issued to a nominee, that person will fall into the category stipulated by Listing Rule 10.11.4;

- (c) a maximum of 70,353,176 Remuneration Shares will be issued to the Directors (or their nominees), in the manner outlined in section 12.1;
- (d) the Remuneration Shares will be issued no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules);
- (e) the Remuneration Shares will be issued for nil cash consideration as they are being issued in lieu of cash remuneration owing to the Directors. As such, no funds will be raised as a result of the issues. Although the Shares are being issued for nil cash consideration, the effective issue price of the Remuneration Shares is as follows:

Director	Outstanding Fees	Remuneration Shares	Effective Issue Price
Craig Smith-Gander	\$21,000	12,656,433	\$0.00166
Xavier Kris	\$54,000	10,848,371	\$0.00115
Daniel Kennedy	\$18,000	46,848,372	\$0.00166
<b>Total</b>	<b>\$93,000</b>	<b>70,353,176 Shares</b>	

- (f) the current total remuneration packages for the Directors are set out in section 9.3(d);
- (g) the Remuneration Shares are not being issued under any agreement, rather they are being issued in lieu of cash remuneration;
- (h) a voting exclusion statement is included in the Notice.

## 12.4 Chapter 2E of the Corporations Act

Refer to section 9.4 for a summary of Chapter 2E of the Corporations Act.

The grant of the Remuneration Shares constitutes giving a financial benefit and the Directors are related parties of the Company by virtue of being directors.

It is the view of the Board that the exceptions set out in sections 210 to 216 of the Corporations Act do not apply in the current circumstances. Accordingly, the Company is seeking approval for the purposes of Chapter 2E of the Corporations Act in respect of the Remuneration Shares proposed to be issued to the Directors pursuant to each of the resolutions which form part of this Resolution.

## 12.5 Information requirements for Chapter 2E of the Corporations Act

Pursuant to and in accordance with section 219 of the Corporations Act, the following information is provided in relation to the proposed issue of the Remuneration Shares:

- (a) **Identity of the related parties to whom Resolutions 12(a) to (c) (inclusive) permit financial benefits to be given**

The Remuneration Shares will be issued to the Directors or their respective nominees.

- (b) **Nature of the financial benefit**

Resolutions 12(a) to (c) (inclusive) seek approval from Shareholders to allow the Company to issue the Remuneration Shares in the amounts specified in section 12.1 above to the Directors or their nominees.

(c) **Remuneration of Related Parties**

Refer to section 9.5(d) for information on the remuneration of the Directors.

(d) **Existing relevant interests**

Refer to section 9.5(e) for information on the existing relevant interests of the Directors.

Assuming that each of the resolutions which form part of this Resolution are approved by Shareholders and all of the Remuneration Shares are issued, and no other Equity Securities are issued or exercised, the respective interests of the Directors in the Company would be as follows:

- (i) Mr Smith-Ganders' interest would represent approximately 0.62% of the Company's expanded capital;
- (ii) Mr Kris' interest would represent approximately 0.53% of the Company's expanded capital; and
- (iii) Mr Kennedy's interest would increase by approximately 5.91% of the Company's expanded capital.

(e) **Trading history**

Refer to section 9.5(f) for information on the trading history of the Company.

(f) **Dilution**

The issue of the Remuneration Shares will have a diluting effect on the percentage interest of existing Shareholders' holdings. The potential dilution effect of the issue of the Remuneration Shares would be 3.59% assuming that the current Share capital structure as at the date of this Notice (being 1,959,729,982 Shares) and that no Shares are issued other than the Remuneration Shares.

The issue of the Remuneration Shares will result in a total dilution of all other Shareholders' holdings of 3.19% on a fully diluted basis (assuming that all Options, Performance Rights and Warrants are exercised). The actual dilution will depend on the extent that additional Shares are issued by the Company.

(g) **Corporate governance**

Refer to section 9.5(h) for information on corporate governance.

(h) **Taxation consequences**

There are no taxation consequences for the Company arising from the issue of the Remuneration Shares (including fringe benefits tax).

(i) **Director recommendations**

The Directors decline to make a recommendation to Shareholders in relation to Resolutions 12(a) to (c) (inclusive) due to their material personal interests in the outcome of the Resolutions.

(j) **Other information**

The Board is not aware of any other information that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass Resolutions 12(a) to (c) (inclusive).

## 13 Resolution 13 – Replacement of Constitution

---

### 13.1 General

Under section 136(2) of the Corporations Act, a company may modify or repeal its constitution or a provision of its constitution by special resolution of Shareholders.

Resolution 13 seeks the approval of Shareholders to repeal the Company's existing Constitution and adopt a new constitution (**Proposed Constitution**) which is of the type required for a listed public company limited by shares.

The Proposed Constitution incorporates amendments to the Corporations Act and the Listing Rules since the current Constitution was adopted in 2016. The Directors believe that it is preferable in the circumstances to replace the existing Constitution with the Proposed Constitution rather than to amend a multitude of specific provisions.

The Proposed Constitution is broadly consistent with the provisions of the existing Constitution. Many of the proposed changes are administrative or minor in nature including but not limited to expressly providing for statutory rights by mirroring these rights in provisions of the Proposed Constitution.

The Directors believe these amendments are not material nor will they have any significant impact on Shareholders. It is not practicable to list all of the changes to the Constitution in detail in this Explanatory Statement, however, a summary of the proposed material changes is set out below.

A copy of the Proposed Constitution is available for review by Shareholders at the office of the Company. A copy of the Proposed Constitution can also be sent to Shareholders upon request to the Company Secretary.

Shareholders are invited to contact the Company if they have any queries or concerns.

Resolution 13 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

The Board recommends that Shareholders vote in favour of Resolution 13.

### 13.2 Summary of material proposed changes

#### (a) Restricted Securities (article 2.6)

ASX made a number of changes to the escrow regime in the Listing Rules in December 2019 to make aspects of the listing process and ongoing compliance with the Listing Rules more efficient for issuers and for ASX.

Amongst these, a two-tier escrow regime was introduced where ASX can and will require certain, more significant, holders of Restricted Securities (as defined by the Listing Rules) and their controllers to execute a formal escrow agreement in the form of Appendix 9A, as was previously the case. However, for less significant holdings, ASX will instead permit entities to rely on a provision in their constitution imposing appropriate escrow restrictions on the holder of Restricted Securities and to simply give a notice to the holder of Restricted Securities in the form of a new Appendix 9C advising them of those restrictions.

Under article 2.6 of the Proposed Constitution, holders of Restricted Securities will be taken to have agreed in writing that those Securities are to be kept on the Company's issuer sponsored sub-register and are to have a holding lock applied for the duration of the applicable escrow period. Holders of Restricted Securities will also not be entitled to participate in any return of capital on those Securities during the applicable escrow period, except as permitted by the Listing Rules or ASX.

(b) **Minimum Shareholdings (article 15)**

Articles 15 of the Proposed Constitution outline how the Company can manage shareholdings which represent "less than a marketable parcel" of Shares, being a shareholding that is less than \$500 based on the closing price of the Company's Shares on ASX as at the relevant time (**Minimum Shareholding**).

The Proposed Constitution is in line with the requirements for dealing with Minimum Shareholdings outlined in the Corporations Act and Listing Rules such that where the Company elects to undertake a sale of Minimum Shareholdings, the Company is only required to give one notice to holders of Minimum Shareholdings to elect to retain their shareholding before the Minimum Shareholdings can be dealt with by the Company, saving time and administrative costs incurred by otherwise having to send out additional notices.

Article 14 of the Proposed Constitution continues to outline in detail the process that the Company must follow for dealing with Minimum Shareholdings.

(c) **Dividends (article 4)**

Section 254T of the Corporations Act was amended effective 28 June 2010.

There is now a three-tiered test that a company will need to satisfy before paying a dividend replacing the previous test that dividends may only be paid out of profits.

The amended requirements provide that a company must not pay a dividend unless:

- (i) the company's assets exceed its liabilities immediately before the dividend is declared and the excess is sufficient for the payment of the dividend;
- (ii) the payment of the dividend is fair and reasonable to the company's shareholders as a whole; and
- (iii) the payment of the dividend does not materially prejudice the company's ability to pay its creditors.

The existing Constitution reflects the former profits test and restricts the dividends to be paid only out of the profits of the Company. The Proposed Constitution is updated to reflect the new requirements of the Corporations Act. The Directors consider it appropriate to update the Constitution for this amendment to allow more flexibility in the payment of dividends in the future should the Company be in a position to pay dividends.

The Proposed Constitution is updated to reflect the new requirements of the Corporations Act. The Directors consider it appropriate to update the Constitution for this amendment to allow more flexibility in the payment of dividends in the future should the Company be in a position to pay dividends.

(d) **Deemed notice to uncontactable Shareholders (article 14.5)**

Article 14.5 provides that a document will be deemed to have been served to a Shareholder if the document is exhibited in the registered office of the Company for 48 hours in the event that:

- (i) a Shareholder does not have an address in the register of Shareholders, and has not nominated an alternative address; or
- (ii) the Company reasonably believes that a Shareholder is not known at the Shareholder's address in the register of Shareholders or any alternative address provided.

(e) **Partial (proportional) takeover provisions (articles 5.5 to 5.10)**

A proportional takeover bid is a takeover bid where the offer made to each shareholder is only for a proportion of that shareholder's shares.

Pursuant to section 648G of the Corporations Act, the Company has included in the Proposed Constitution a provision whereby a proportional takeover bid for Shares may only proceed after the bid has been approved by a meeting of Shareholders held in accordance with the terms set out in the Corporations Act.

This clause of the Proposed Constitution will cease to have effect on the third anniversary of the date of the adoption of last renewal of the clause.

**13.3 Information required by section 648G of the Corporations Act**

(a) **Effect of proposed proportional takeover provisions**

Where offers have been made under a proportional off-market bid in respect of a class of securities in a company, the registration of a transfer giving effect to a contract resulting from the acceptance of an offer made under such a proportional off-market bid is prohibited unless and until a resolution to approve the proportional off-market bid is passed.

(b) **Reasons for proportional takeover provisions**

A proportional takeover bid may result in control of the Company changing without Shareholders having the opportunity to dispose of all their Shares. By making a partial bid, a bidder can obtain practical control of the Company by acquiring less than a majority interest. Shareholders are exposed to the risk of being left as a minority in the Company and the risk of the bidder being able to acquire control of the Company without payment of an adequate control premium. These amended provisions allow Shareholders to decide whether a proportional takeover bid is acceptable in principle, and assist in ensuring that any partial bid is appropriately priced.

(c) **Knowledge of any acquisition proposals**

As at the date of this Notice, no Director is aware of any proposal by any person to acquire, or to increase the extent of, a substantial interest in the Company.

(d) **Potential advantages and disadvantages of proportional takeover provisions**

The Directors consider that the proportional takeover provisions have no potential advantages or disadvantages for them and that they remain free to make a recommendation on whether an offer under a proportional takeover bid should be accepted.

The potential advantages of the proportional takeover provisions for Shareholders include:

- (i) the right to decide by majority vote whether an offer under a proportional takeover bid should proceed;
- (ii) assisting in preventing Shareholders from being locked in as a minority;
- (iii) increasing the bargaining power of Shareholders which may assist in ensuring that any proportional takeover bid is adequately priced; and
- (iv) each individual Shareholder may better assess the likely outcome of the proportional takeover bid by knowing the view of the majority of Shareholders which may assist in deciding whether to accept or reject an offer under the takeover bid.

The potential disadvantages of the proportional takeover provisions for Shareholders include:

- (i) proportional takeover bids may be discouraged;
  - (ii) lost opportunity to sell a portion of their Shares at a premium; and
  - (iii) the likelihood of a proportional takeover bid succeeding may be reduced.
- (e) **Recommendation of the Board**

The Directors do not believe the potential disadvantages outweigh the potential advantages of adopting the proportional takeover provisions and as a result consider that the proportional takeover provision in the Proposed Constitution is in the interest of Shareholders and unanimously recommend that Shareholders vote in favour of Resolution 13.

## **14 Resolution 14 – Approval of the Additional 10% Placement Capacity**

---

### **14.1 General**

Listing Rule 7.1A provides that an 'eligible entity' may seek shareholder approval by special resolution passed at an annual general meeting to have the capacity to issue up to that number of Equity Securities equal to 10% of its issued capital at the time of issue calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 (**Additional 10% Placement Capacity**) without using that company's existing 15% annual placement capacity under Listing Rule 7.1 and without requiring further shareholder approval prior to the issue.

The Company is seeking approval under this Resolution to have the flexibility to issue additional Equity Securities under the Additional 10% Placement Capacity. As at the date of this Notice, no decision has been made by the Company to undertake any issue of Equity Securities under the Additional 10% Placement Capacity if Shareholders approve this Resolution.

The Resolution seeks Shareholder approval by way of a special resolution to provide the Company the ability to issue Equity Securities under the Additional 10% Placement Capacity during the Additional 10% Placement Period (refer to section 14.3(a) below). The number of Equity Securities to be issued under the Additional 10% Placement Capacity will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2.

If this Resolution is passed, the Company will effectively be able to issue equity securities up to a combined annual placement capacity of 25% under Listing Rules 7.1 and 7.1A (subject to certain restrictions) without necessarily requiring prior Shareholder approval.

If this Resolution is not passed, the Company will not be able to access the Additional 10% Placement Capacity to issue equity securities without Shareholder approval. This means the Company will only have access to the 15% annual placement capacity for issuing equity securities without necessarily requiring prior Shareholder approval under Listing Rule 7.1.

The Board recommends that Shareholders vote in favour of this Resolution.

### **14.2 Listing Rule 7.1A**

#### **(a) Eligible Entity**

Under the Listing Rules, an 'eligible entity' is an entity which, as at the date of the relevant resolution, is not included in the S&P/ASX300 Index and has a market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) equal to or less than \$300 million. The Company is currently an 'eligible entity'.

(b) **Special resolution**

This Resolution is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

(c) **Type of Securities which may be issued**

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

As at the date of the Notice, the Company has on issue one (1) quoted class of Equity Securities; ASX:CYQ.

(d) **Interaction with Listing Rule 7.1**

The Additional 10% Placement Capacity under Listing Rule 7.1A is in addition to the Company's 15% placement capacity under Listing Rule 7.1. Therefore, approval of this Resolution will enable the Company to issue Equity Securities under Listing Rule 7.1A without using its placement capacity under Listing Rule 7.1.

(e) **Effect of Resolution 14**

The effect of this Resolution will be to allow the Directors to issue the Equity Securities under Listing Rule 7.1A during the Additional 10% Placement Period without further Shareholder approval or using the Company's 15% annual placement capacity under Listing Rule 7.1.

### **14.3 Information required by Listing Rule 7.3A**

Pursuant to and in accordance with Listing Rule 7.3A, the following information is provided in relation to the Additional 10% Placement Capacity:

(a) **Effective period**

Shareholder approval of the Additional 10% Placement Capacity is valid from the date of the Meeting and expires on the earlier of:

- (i) the date that is 12 months after the Meeting;
- (ii) the time and date of the Company's next annual general meeting; and
- (iii) the date that Shareholders approve a transaction under Listing Rule 11.1.2 (significant change to nature or scale of activities) or 11.2 (change involving main undertaking),

**(Additional 10% Placement Period).**

(b) **Minimum issue price**

The issue price of Equity Securities issued under the Additional 10% Placement Capacity must be not less than 75% of the VWAP of Equity Securities in the same class calculated over the 15 Trading Days on which trades in that class were recorded immediately before:

- (i) the date on which the issue price is agreed for Equity Securities; or
- (ii) if the Equity Securities are not issued within 10 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued,

**(Minimum Issue Price).**



The Company will disclose this information when Equity Securities are issued under the Additional 10% Placement Capacity.

(c) **Purpose of issue**

The Company may only issue Equity Securities under the Additional 10% Placement Capacity for cash consideration, which it may do to fund any one or more of the following:

- (i) general working capital expenses;
- (ii) activities associated with the further development of its current assets, including its bike cameras and associated software generally;
- (iii) repayment of debt; and
- (iv) acquisition and investment in new assets (including associated expenses).

The Company will disclose this information when Equity Securities are issued under the Additional 10% Placement Capacity.

(d) **Economic and voting dilution risks**

If Equity Securities are issued under the Additional 10% Placement Capacity, there is a risk of economic and voting dilution of Shareholders, including:

- (i) the market price for Equity Securities in the class of securities issued under the Additional 10% Placement Capacity may be significantly lower on the issue date than on the date of approval under Listing Rule 7.1A (i.e. the date of the Meeting); and
- (ii) the Equity Securities may be issued under the Additional 10% Placement Capacity at a discount to the market price for those Equity Securities on the issue date,

which may have an effect on the amount of funds raised from the issue of the Equity Securities.

The table below illustrates:

- (i) the dilution of existing Shareholders on the basis of the market price of Shares and the number of ordinary securities for variable 'A' calculated in accordance with the formula in Listing Rule 7.1A.2 as at the date of the Notice (**Variable A**);
- (ii) 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 as at the date of this Notice. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (e.g. a pro rata entitlement offer or securities issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future general meeting; and
- (iii) two examples of where the issue price of ordinary securities has decreased by 50% and increased by 50% as against the market price as at 6 November 2020.

Number of Shares on issue (Variable 'A' in Listing Rule 7.1A2)	Issue price per Share			
		\$0.0015 (50% decrease)	\$0.003 (current)	\$0.0045 (50% increase)
1,959,729,982 (current)	Shares issued – 10% voting dilution	195,972,998 Shares	195,972,998 Shares	195,972,998 Shares
	Funds raised	\$293,959	\$587,919	\$881,878
2,939,594,973 (50% increase)	Shares issued – 10% voting dilution	293,959,497 Shares	293,959,497 Shares	293,959,497 Shares
	Funds raised	\$440,939	\$881,878	\$1,322,818
3,919,459,964 (100% increase)	Shares issued – 10% voting dilution	391,945,996 Shares	391,945,996 Shares	391,945,996 Shares
	Funds raised	\$587,919	\$1,175,838	\$1,763,757

**Notes:**

- There are currently 1,959,729,982 Shares on issue (including Shares subject to escrow).
- The issue price used is the closing price of the Shares on the ASX on 6 November 2020.
- The Company issues the maximum possible number of Equity Securities under the Additional 10% Placement Capacity.
- The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in Listing Rule 7.2 or with approval under Listing Rule 7.1.
- The issue of Equity Securities under the Additional 10% Placement Capacity consists only of Shares and the consideration provided for those Shares is cash. It is assumed that no Options are exercised into Shares before the date of issue of the Equity Securities. If the issue of Equity Securities includes Incentive Options, it is assumed that those Incentive Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
- The calculations do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
- This table does not set out any dilution pursuant to approvals under Listing Rule 7.1.
- The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.

**(e) Allocation policy**

The Company's allocation policy and the identity of the recipients of Equity Securities issued under the Additional 10% Placement Capacity will be determined on a case-by-case basis at the time of issue and in the Company's discretion.

No decision has been made in relation to an issue of Equity Securities under the Additional 10% Placement Capacity, including whether the Company will engage with new investors or existing Shareholders and, if so, the identities of any such persons.

However, when determining the allocation policy and the identity of the recipients, the Company will have regard to the following considerations:

- (i) prevailing market conditions;
- (ii) the purpose for the issue of the Equity Securities;
- (iii) the financial situation and solvency of the Company;
- (iv) impacts of the placement on control;
- (v) other methods of raising capital; and
- (vi) advice from corporate, financial and broking advisers (if applicable).

Recipients may include existing Shareholders or new investors, but not persons who are related parties who would otherwise require Shareholder approval under Listing Rule 10.11.

(f) **Previous approval and issues under Listing Rule 7.1A**

The Company has previously obtained Shareholder approval under Listing Rule 7.1A at its annual general meeting held on 30 October 2019.

In the 12 months preceding the date of the Meeting and as at the date of this Notice, the Company has not issued any Equity Securities pursuant to Listing Rule 7.1A.2.

At the date of the Notice, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the Equity Securities under Listing Rules 7.1A.2. No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice.

## Schedule 1- Definitions

---

In the Notice, words importing the singular include the plural and vice versa.

**\$ or A\$** means Australian Dollars.

**Additional 10% Placement Capacity** has the meaning given in section 14.1.

**Additional 10% Placement Period** has the meaning given in section 14.3(a).

**Annual Report** means the Directors' Report, the Financial Report, and Auditor's Report, in respect to the year ended 30 June 2020.

**Article** means an article of the Constitution.

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

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

**Auditor's Report** means the auditor's report on the Financial Report.

**Board** means the board of Directors.

**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 person appointed to chair the Meeting of the Company convened by the Notice.

**Closely Related Party** means:

- (a) a spouse or child of the member; or
- (b) has the meaning given in section 9 of the Corporations Act.

**Company** means Cycliq Group Limited ACN 119 749 647.

**Constitution** means the constitution of the Company as at the date of the Meeting.

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

**Director** means a director of the Company.

**Directors' Report** means the annual directors' report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.

**Equity Security** has the same meaning as in the Listing Rules.

**Explanatory Statement** means the explanatory statement which forms part of the Notice.

**Fee Shares** has the meaning given in section 7.1.

**Financial Report** means the annual financial report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.

**Incentive Options** means up to 82,000,000 unquoted Options to be issued to the Directors on the terms and conditions set out in Schedule 3, which are the subject of Resolutions 9(a) to (c) (inclusive).

**Key Management Personnel** has the meaning given in the accounting standards issued by the Australian Accounting Standards Board. It includes 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, 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.

**Meeting** has the meaning given in the introductory paragraph of the Notice.

**Minimum Issue Price** has the meaning given in section 14.3(b).

**Minimum Shareholding** has the meaning given in section 13.2(b).

**Notice** means this notice of annual general meeting.

**Official List** means the official list of ASX.

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

**Plan** means the Company's Employee Securities Incentive Plan which is the subject of Resolution 8, a summary of which is set out in Schedule 2.

**Proposed Constitution** means the proposed new constitution of the Company, a copy of which may be sent to Shareholders upon request to the Company Secretary, which is the subject of Resolution 19.

**Proposed Raising** has the meaning given in section 11.1.

**Proxy Form** means the proxy form attached to the Notice.

**Remuneration Report** means the remuneration report of the Company contained in the Directors' Report.

**Remuneration Shares** has the meaning given in section 12.1.

**Resolution** means a resolution referred to in the Notice.

**Schedule** means a schedule to the Notice.

**Securities** means any Equity Securities of the Company (including Shares, Options, Warrants and/or Performance Rights).

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

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

**Singleton Shares** has the meaning given in section 11.1.

**Smith-Gander Shares** has the meaning given in section 10.1.

**Strike** means a 'no' vote of 25% or more on the resolution approving the Remuneration Report.

**Trading Day** has the meaning given in the Listing Rules.

**VWAP** means volume weighted average market price.

**WST** means Western Standard Time being the time in Perth, Western Australia.

## Schedule 2 – Summary of Employee Securities Incentive Plan

---

A summary of the key terms of the Plan is set out below:

- 1 **(Eligible Participant):** Eligible Participant means a person that:
  - (a) is an "eligible participant" (as that term is defined in ASIC Class Order [CO 14/1000]) in relation to the Company or an Associated Body Corporate (as that term is defined in ASIC Class Order [14/1000]); and
  - (b) has been determined by the Board to be eligible to participate in the Plan from time to time.
- 2 **(Purpose):** The purpose of the Plan is to:
  - (a) assist in the reward, retention and motivation of Eligible Participants;
  - (b) link the reward of Eligible Participants to Shareholder value creation; and
  - (c) align the interests of Eligible Participants with shareholders of the Group (being the Company and each of its Associated Bodies Corporate), by providing an opportunity to Eligible Participants to receive an equity interest in the Company in the form of Securities.
- 3 **(Plan administration):** The Plan will be administered by the Board. The Board may exercise any power or discretion conferred on it by the Plan rules in its sole and absolute discretion. The Board may delegate its powers and discretion.
- 4 **(Eligibility, invitation and application):** The Board may from time to time determine that an Eligible Participant may participate in the Plan and make an invitation to that Eligible Participant to apply for Securities on such terms and conditions as the Board decides. On receipt of an Invitation, an Eligible Participant may apply for the Securities the subject of the invitation by sending a completed application form to the Company. The Board may accept an application from an Eligible Participant in whole or in part. If an Eligible Participant is permitted in the invitation, the Eligible Participant may, by notice in writing to the Board, nominate a party in whose favour the Eligible Participant wishes to renounce the invitation.
- 5 **(Grant of Securities):** The Company will, to the extent that it has accepted a duly completed application, grant the Participant the relevant number of Securities, subject to the terms and conditions set out in the invitation, the Plan rules and any ancillary documentation required.
- 6 **(Terms of Awards):** Each 'Award' represents a right to acquire one or more Shares (for example, under an option or performance right), subject to the terms and conditions of the Plan. Prior to an Award being exercised a Participant does not have any interest (legal, equitable or otherwise) in any Share the subject of the Award by virtue of holding the Award. A Participant may not sell, assign, transfer, grant a security interest over or otherwise deal with an Award that has been granted to them. A Participant must not enter into any arrangement for the purpose of hedging their economic exposure to an Award that has been granted to them.
- 7 **(Vesting of Awards):** Any vesting conditions applicable to the grant of Awards will be described in the invitation. If all the vesting conditions are satisfied and/or otherwise waived by the Board, a vesting notice will be sent to the Participant by the Company informing them that the relevant Awards have vested. Unless and until the vesting notice is issued by the Company, the Awards will not be considered to have vested. For the avoidance of doubt, if the vesting conditions relevant to an Award are not satisfied and/or otherwise waived by the Board, that Award will lapse.
- 8 **(Exercise of Awards and cashless exercise):** To exercise an Award, the Participant must deliver a signed notice of exercise and, subject to a cashless exercise of Awards (see below), pay the exercise price (if any) to or as directed by the Company, at any time prior to the earlier of any date specified in the vesting notice and the expiry date as set out in the invitation.

The Participant may elect not to be required to provide payment of the exercise price for the number of Awards specified in a notice of exercise, but that on exercise of those Awards the Company will transfer or issue to the Participant that number of Shares as are equal in value to the difference between the total Exercise Price otherwise payable for the Awards on the Awards being exercised and the then market value of Shares at the time of exercise (determined as the volume weighted average of the prices at which Shares were traded on the ASX during the 5 trading-day period immediately preceding the exercise date) calculated in accordance with the following formula:

$$S = A \times \frac{MSP - EP}{MSP}$$

**MSP**

Where:

S = Number of Shares to be issued on exercise of the Awards

A = Number of Awards

MSP = Market value of Plan Shares (calculated using the volume weighted average of the prices at which Shares were traded on the ASX during the 5 trading day-period immediately preceding the exercise date)

EP = Exercise Price

If the difference between the total Exercise Price otherwise payable for the Awards on the Awards being exercised and the then market value of Shares at the time of exercise (calculated in accordance with the formula above) is zero or negative, then a holder will not be entitled to use the Cashless Exercise Facility.

- 9 **(Delivery of Shares on exercise of Awards):** As soon as practicable after the valid exercise of an Award by a Participant, the Company will issue or cause to be transferred to that Participant the number of Shares to which the Participant is entitled under the Plan rules and issue a substitute certificate for any remaining unexercised Awards held by that Participant.
  - 10 **(Forfeiture of Awards):** Where a Participant who holds Awards ceases to be an Eligible Participant or becomes insolvent, all unvested Awards will automatically be forfeited by the Participant, unless the Board otherwise determines in its discretion to permit some or all of the Awards to vest. Where the Board determines that a Participant has acted fraudulently or dishonestly, or wilfully breached his or her duties to the Group, the Board may in its discretion deem all unvested Awards held by that Participant to have been forfeited.
- Unless the Board otherwise determines, or as otherwise set out in the Plan rules:
- (a) any Awards which have not yet vested will be forfeited immediately on the date that the Board determines (acting reasonably and in good faith) that any applicable vesting conditions have not been met or cannot be met by the relevant date; and
  - (b) any Awards which have not yet vested will be automatically forfeited on the expiry date specified in the invitation.
- 11 **(Change of control):** If a change of control event occurs in relation to the Company, or the Board determines that such an event is likely to occur, the Board may in its discretion determine the manner in which any or all of the Participant's Awards will be dealt with, including, without limitation, in a manner that allows the Participant to participate in and/or benefit from any transaction arising from or in connection with the change of control event.
  - 12 **(Rights attaching to Plan Shares):** All Shares issued under the Plan, or issued or transferred to a Participant upon the valid exercise of an Award, (**Plan Shares**) will rank pari passu in all respects with the Shares of the same class. A Participant will be entitled to any dividends declared and distributed by the Company on the Plan Shares and may participate in any dividend reinvestment

plan operated by the Company in respect of Plan Shares. A Participant may exercise any voting rights attaching to Plan Shares.

- 13 **(Disposal restrictions on Plan Shares):** If the invitation provides that any Plan Shares are subject to any restrictions as to the disposal or other dealing by a Participant for a period, the Board may implement any procedure it deems appropriate to ensure the compliance by the Participant with this restriction.

For so long as a Plan Share is subject to any disposal restrictions under the Plan, the Participant will not:

- (a) transfer, encumber or otherwise dispose of, or have a security interest granted over that Plan Share; or
- (b) take any action or permit another person to take any action to remove or circumvent the disposal restrictions without the express written consent of the Company.

- 14 **(Adjustment of Awards):** If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of each Participant holding Awards will be changed to the extent necessary to comply with the Listing Rules applicable to a reorganisation of capital at the time of the reorganisation. If Shares are issued by the Company by way of bonus issue (other than an issue in lieu of dividends or by way of dividend reinvestment), the holder of Awards is entitled, upon exercise of the Awards, to receive an allotment of as many additional Shares as would have been issued to the holder if the holder held Shares equal in number to the Shares in respect of which the Awards are exercised. Unless otherwise determined by the Board, a holder of Awards does not have the right to participate in a pro rata issue of Shares made by the Company or sell renounceable rights.

- 15 **(Participation in new issues):** There are no participation rights or entitlements inherent in the Awards and holders are not entitled to participate in any new issue of Shares of the Company during the currency of the Awards without exercising the Awards.

- 16 **(Amendment of Plan):** Subject to the following paragraph, the Board may at any time amend any provisions of the Plan rules, including (without limitation) the terms and conditions upon which any Securities have been granted under the Plan and determine that any amendments to the Plan rules be given retrospective effect, immediate effect or future effect.

No amendment to any provision of the Plan rules may be made if the amendment materially reduces the rights of any Participant as they existed before the date of the amendment, other than an amendment introduced primarily for the purpose of complying with legislation or to correct manifest error or mistake, amongst other things, or is agreed to in writing by all Participants.

- 17 **(Plan duration):** The Plan continues in operation until the Board decides to end it. The Board may from time to time suspend the operation of the Plan for a fixed period or indefinitely, and may end any suspension. If the Plan is terminated or suspended for any reason, that termination or suspension must not prejudice the accrued rights of the Participants.

If a Participant and the Company (acting by the Board) agree in writing that some or all of the Securities granted to that Participant are to be cancelled on a specified date or on the occurrence of a particular event, then those Securities may be cancelled in the manner agreed between the Company and the Participant.



## Schedule 3 – Terms and conditions of Incentive Options

---

The terms and conditions of the Incentive Options are:

(a) **Entitlement**

Each Incentive Option entitles the holder to subscribe for one Share upon exercise of the Incentive Option.

(b) **Exercise Price**

Subject to paragraph (i), the amount payable upon exercise of each Incentive Option will be \$0.004 (**Exercise Price**).

(c) **Expiry Date**

Each Incentive Option will expire at 5:00 pm (AWST) on the date that is two (2) years from the date of issue under the Offer (**Expiry Date**). A Incentive Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

The Incentive Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

(e) **Notice of Exercise**

The Incentive Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Incentive Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(f) **Exercise Date**

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Incentive Option being exercised in cleared funds (**Exercise Date**).

(g) **Timing of issue of Shares on exercise**

Within 15 Business Days after the Exercise Date, the Company will:

- (i) issue the number of Shares required under these terms and conditions in respect of the number of Incentive Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Incentive Options.

If a notice delivered under (g)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of

the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(h) **Shares issued on exercise**

Shares issued on exercise of the Incentive Options rank equally with the then issued shares of the Company.

(i) **Reconstruction of capital**

If at any time the issued capital of the Company is reconstructed, all rights of an Incentive Option holder are to be changed in a manner consistent with the Corporations Act and the Listing Rules at the time of the reconstruction.

(j) **Participation in new issues**

There are no participation rights or entitlements inherent in the Incentive Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Incentive Options without exercising Incentive Options.

(k) **Change in exercise price**

A Incentive Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Incentive Option can be exercised.

(l) **Transferability**

The Incentive Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

(m) **Quotation**

The Company will not seek to have the Incentive Options quoted by ASX.

## Schedule 4 – Valuation of Incentive Options

The Incentive Options to be issued to Messrs Smith-Gander, Kris and Kennedy pursuant to resolutions which form part of Resolution 9 have been valued according to the Black & Scholes valuation model on the following assumptions:

Director	Craig Smith-Gander	Xavier Kris	Daniel Kennedy
Assumed Share price at grant date	\$0.003	\$0.003	\$0.003
Exercise price	\$0.004	\$0.004	\$0.004
Market value on ASX of underlying Shares at time of setting exercise price	\$0.003	\$0.003	\$0.003
Exercise price premium to market value	\$0.001	\$0.001	\$0.001
Expiry date	2 years from the date of grant	2 years from the date of grant	2 years from the date of grant
Expected volatility	142.62%	142.62%	142.62%
Risk free interest rate	0.14%	0.14%	0.14%
Annualised dividend yield	0.14%	0.14%	0.14%
Value of each Incentive Option	\$0.0019	\$0.0019	\$0.0019
<b>Aggregate value of Incentive Options</b>	<b>\$57,664</b>	<b>\$49,975</b>	<b>\$49,975</b>

### Notes:

The valuations took into account the following matters:

- Given that the Incentive Options are to be issued for no cash consideration, the value of the Performance Rights is reflected in the underlying Share price at the valuation date. The Share price used is based on the closing price on 6 November 2020, being \$0.003.



## LODGE YOUR PROXY APPOINTMENT 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 Cycliq Group Limited and entitled to attend and vote hereby:

### APPOINT A PROXY

☐ The Chair of the meeting

OR

☐

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

or failing the individual(s) or body corporate(s) named, or if no individual(s) or body corporate(s) 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 Meeting of the Company to be held at **Unit A14, Level 2, 435 Roberts Road, Subiaco, WA 6008 on 15 December 2020 at 11:00am (AWST)** and at any adjournment or postponement of that Meeting.

**Chair authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chair of the Meeting as my/our proxy (or the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 1, 5(a), 5(b), 5(c), 6, 7, 9(a), 9(b), 9(c), 12(a), 12(b) & 12(c) (except where I/we have indicated a different voting intention below) even though these resolutions are connected directly or indirectly with the remuneration of a member(s) of key management personnel, which includes the Chair. I/we acknowledge the Chair of the Meeting intends to vote all undirected proxies available to them in favour of each Resolution of Business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any Resolution, in which case an ASX announcement will be made immediately disclosing the reasons for the change.

### VOTING DIRECTIONS

Resolutions	For	Against	Abstain*
1 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Director – Mr Daniel Kennedy	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Election of Director – Mr Craig Smith-Gander	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Election of Director – Mr Xavier Kris	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5(a) Ratification of prior issues of Fee Shares - 49,940,374 Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5(b) Ratification of prior issues of Fee Shares - 3,260,836 Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5(c) Ratification of prior issues of Fee Shares - 60,000,000 Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Ratification of prior issue of Fee Shares - 15,450,000 Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 Ratification of prior issue of Fee Shares - 85,937,500 Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8 Approval of Employee Securities Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9(a) Approval to issue Incentive Options to Directors - 30,000,000 Incentive Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9(b) Approval to issue Incentive Options to Directors - 26,000,000 Incentive Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9(c) Approval to issue Incentive Options to Directors - 26,000,000 Incentive Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10 Approval to issue Shares to Ms Diane Smith-Gander - 2,109,405 Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11 Approval to issue Shares to Mr Chris Singleton - \$100,000	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12(a) Approval to issues of Shares to Directors - 12,656,433 Shares to Craig Smith-Gander	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12(b) Approval to issues of Shares to Directors - 10,848,371 Shares to Xavier Kris	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12(c) Approval to issues of Shares to Directors - 46,848,372 Shares to Daniel Kennedy	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13 Replacement of Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14 Approval of the Additional 10% Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>



\* If you mark the Abstain box for a particular Resolution, 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

This form should be signed by the shareholder. If a joint holding, all the shareholder should 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.

## COVID-19: CYCLIQ GROUP LIMITED ANNUAL GENERAL MEETING

A live webcast and electronic voting via [www.advancedshare.com.au/virtual-meeting](http://www.advancedshare.com.au/virtual-meeting) will be offered to allow Shareholders to listen to the Meeting and vote online.

Please refer to the Meeting ID and Shareholder ID on your personalised proxy form to login to the website.

Shareholders may submit questions ahead of the Meeting via the portal.

## 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

This form shows 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 Chair as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chair, 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.

### DEFAULT TO THE CHAIR OF THE MEETING

If you leave Step 1 blank, or if your appointed proxy does not attend the Meeting, then the proxy appointment will automatically default to the Chair of the Meeting.

### VOTING DIRECTIONS – PROXY APPOINTMENT

You may direct your proxy on how to vote by placing a mark in one of the boxes opposite each resolution 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 resolution 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 resolution, your proxy may vote as they choose to the extent they are permitted by law. If you mark more than one box on a resolution, your vote on that resolution will be invalid.

### PROXY VOTING BY KEY MANAGEMENT PERSONNEL

If you wish to appoint a Director (other than the Chair) 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 Resolutions 1, 5(a), 5(b), 5(c), 6, 7, 9(a), 9(b), 9(c), 12(a), 12(b) & 12(c), by marking the appropriate box. If you do not, your proxy will not be able to exercise your vote for Resolutions 1, 5(a), 5(b), 5(c), 6, 7, 9(a), 9(b), 9(c), 12(a), 12(b) & 12(c).

**PLEASE NOTE:** If you appoint the Chair as your proxy (or if they are appointed by default) but do not direct them how to vote on a resolution (that is, you do not complete any of the boxes "For", "Against" or "Abstain" opposite that resolution), the Chair may vote as they see fit on that resolution.

### 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 with 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 you are in compliance with Listing Rule 14.11.

### CORPORATE REPRESENTATIVES

If a representative of a nominated 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 FORM

This Proxy Form (and any power of attorney under which it is signed) must be received at an address given below by 11:00am (AWST) on 13 December 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 APPOINTMENT

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



#### BY MAIL

Advanced Share Registry Limited  
110 Stirling Hwy, Nedlands WA 6009; or  
PO Box 1156, Nedlands WA 6909



#### BY FAX

+61 8 6370 4203



#### BY EMAIL

[admin@advancedshare.com.au](mailto:admin@advancedshare.com.au)



#### IN PERSON

Advanced Share Registry Limited  
110 Stirling Hwy, Nedlands WA 6009



#### ALL ENQUIRIES TO

Telephone: +61 8 9389 8033