

13 November 2018

Media & ASX Market Announcement

Australian Securities Exchange

ADDENDUM TO NOTICE OF ANNUAL GENERAL MEETING

Cycliq Group Ltd (ASX:CYQ) (**Company**) advises that the Company has prepared the following Addendum to the Notice of Meeting for the Annual General Meeting to be held on Wednesday, 28 November 2018 at 10.00am at Suite 6, 295 Rokeby Road, Subiaco Western Australia.

Additional Resolution

The Addendum sets out three additional resolutions to be proposed at the Annual General Meeting (Resolutions 7, 8 and 9).

Resolutions 7 and 8 relate to the placement of up to 285,714,286 Shares at an issue price of \$0.007 per share, together with one free-attaching unquoted Option for every two Shares subscribed for, to raise a total of \$2 million (before costs) (**Placement**). Resolution 9 relates to the issue of Options to CPS Capital Group Pty Ltd for services provided in relation to the Placement.

For further details, please refer to the Company's announcement dated 13 November 2018.

Proxy Forms

A new Proxy Form accompanies the Addendum and will be provided to all shareholders. Shareholders are advised that:

- **If you have already voted and wish to vote on Resolutions 7, 8 and 9 or otherwise change your proxy vote:** Please complete and return the new Proxy Form annexed to the Addendum.
- **If you have already voted and do not wish to vote on Resolutions 7, 8 and 9 or otherwise change your vote:** You need not take any action as the earlier submitted Proxy Form remains valid.
- **If you have not returned your proxy and wish to vote:** Please complete and return the new Proxy Form annexed to the Addendum.

Proxy forms must be returned to the Company by no later than 48 hours before the commencement of the Annual General Meeting. To vote in person, attend the Meeting at the time and place set out above.

ENDS

About Cycliq

Cycliq is a consumer technology company that produces electronic safety accessories for cyclists. Our leading range of integrated bike cameras include the rear-facing Fly6 and front-facing Fly12.

Cycliq's bike cameras are highly engineered with multiple safety functions to give cyclists peace of mind so they can enjoy their ride.

The design emphasis focuses on four principal components: video, lights, battery and utility. The video (with audio) functions to record the ride with the added benefit of sound stabilisation whether for training, competition, travel or the daily commute.

In the event of an incident, the cameras act as dash cams, recording all that happens for later review. The powerful lights provide safety and visibility.

Cycliq has engineered its batteries to be small enough, yet last up to 8 hours - longer than a bike ride. Cycliq's range of Fly6 and Fly12 models are simple to use and durable enough to survive all sorts of conditions.

Cycliq's aim is to produce a durable digital trip recording device for all cyclists at an affordable price. The long-term goal is to see bike cameras as an everyday piece of cycling equipment along with the helmet, sunglasses and water bottle.

The Fly's keep an eye on the road so that cyclists can enjoy the journey.

For more information about Cycliq, please visit www.cycliq.com

ADDENDUM TO NOTICE OF ANNUAL GENERAL MEETING

Cycliq Group Ltd (**Company**) gives notice to Shareholders that, in relation to the Notice of Meeting and Explanatory Statement dated 29 October 2018 in respect of the Annual General Meeting to be held at Suite 6, 295 Rokeby Road, Subiaco Western Australia, on Wednesday, 28 November 2018 at 10.00am (WST) (**Meeting**), the Directors have resolved to add Resolutions 7, 8 and 9 and to supplement the information contained in the Explanatory Memorandum as set out below.

The numbering used in this Addendum is a continuation of the numbering used in the Notice and the Explanatory Statement. Capitalised terms used in this Addendum are as defined in the Notice and the Explanatory Memorandum, unless expressly defined otherwise.

Additional Resolutions

7. Resolution 7 - Ratification of issue of Tranche 1 Placement Securities

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

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

(a) 24,627,966 Tranche 1 Placement Shares and 49,665,670 Tranche 1 Placement Options issued under Listing Rule 7.1; and

(b) 74,703,373 Tranche 1 Placement Shares issued under Listing Rule 7.1A,

on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of any person (and any nominee of such a person) who participated in the issue of the Tranche 1 Placement Shares and Tranche 1 Placement Options, or any of their respective associates.

However, the Company need not disregard a vote if:

(a) it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or

(b) it is cast by the Chair as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

8. Resolution 8 – Approval of issue of Tranche 2 Placement Securities

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

"That, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 186,382,947 Tranche 2 Placement Shares and up to 93,1941,474 Tranche 2 Placement Options on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a Shareholder) or any of their respective associates.

However, the Company need not disregard a vote if:

- (a) it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or
- (b) it is cast by the Chair as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

9. Resolution 9 – Approval of issue of Broker Options

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

"That, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 5,000,000 Broker Options to CPS Capital Group Pty Ltd (or its nominees) on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a Shareholder) or any of their respective associates.

However, the Company need not disregard a vote if:

- (a) it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or
- (b) it is cast by the Chair as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

EXPLANATORY STATEMENT

ADDENDUM TO EXPLANATORY STATEMENT

The following Section is inserted after Section 7 and before the Glossary:

8. Resolution 7 – Ratification of issue of Tranche 1 Placement Securities

8.1 General

On 13 November 2018, the Company announced a placement of up to 285,714,286 Shares at an issue price of \$0.007 each (**Placement Shares**), along with one free-attaching unquoted Option for every two Shares subscribed for (**Placement Options**), to raise a total of \$2 million (before costs) (**Placement**) to sophisticated and professional investors (**Placement Participants**).

On or approximately 19 November 2018, in any event before the Annual General Meeting, the Company issued 99,331,339 Placement Shares (**Tranche 1 Placement Shares**) and 49,655,670 Placement Options (**Tranche 1 Placement Options**) (together, the **Tranche 1 Placement Securities**) to Placement Participants using the Company's placement capacity under Listing Rules 7.1 and 7.1A to raise approximately \$695,000 (before costs).

Resolution 7 seeks the approval of Shareholders pursuant to Listing Rule 7.4 to ratify the issue of the Tranche 1 Placement Securities.

Resolution 7 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 7.

8.2 Listing Rules 7.1, 7.1A 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 7.1A provides that an eligible entity may seek shareholder approval at its annual general meeting to allow it to issue Equity Securities comprising up to 10% of its issued capital. The Company obtained this approval at its annual general meeting held on 30 November 2017.

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

The effect of Shareholders passing Resolution 7 will be to restore the Company's ability to issue further Equity Securities, to the extent of the number of Tranche 1 Placement Securities, during the next 12 months without the requirement to obtain prior Shareholder approval.

8.3 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 Tranche 1 Placement Securities:

- (a) a total of 99,331,339 Tranche 1 Placement Shares and a total of 49,655,670 Tranche 1 Placement Options will be issued prior to the Meeting as follows:
 - (i) 24,627,966 Tranche 1 Placement Shares and 49,665,670 Tranche 1 Placement Options under Listing Rule 7.1; and
 - (ii) 74,703,373 Tranche 1 Placement Shares under Listing Rule 7.1A;
- (b) the Tranche 1 Placement Shares were issued at \$0.007 per Share and the Tranche 1 Placement Options were issued as free-attaching to the Tranche 1 Placement Shares on a 1 for 2 basis and thus for nil-cash consideration;
- (c) the Tranche 1 Placement 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 Tranche 1 Placement Options are exercisable at \$0.012 on or before the date that is 3 years from the date of issue, and otherwise on the terms and conditions set out in Schedule 2;
- (e) the Tranche 1 Placement Securities were issued to the Placement Participants, none of whom is a related party of the Company;
- (f) the proceeds from the issue of the Tranche 1 Placement Shares are intended to be used towards stock purchases, increased marketing leading into the online sales and Christmas periods, new product development, as well as for costs of the Placement and general working capital. No funds were raised from the issue of the Tranche 1 Placement Options; and
- (g) a voting exclusion statement is included in the Notice.

9. Resolution 8 – Approval of issue of Tranche 2 Placement Securities

The Company does not currently have sufficient placement capacity under Listing Rules 7.1 or 7.1A to issue the remaining Placement Shares or Placement Options.

Resolution 8 seeks the approval of Shareholders pursuant to Listing Rule 7.1 for the issue of up to 186,382,947 Placement Shares (**Tranche 2 Placement Shares**) and 93,194,174 Placement Options (**Tranche 2 Placement Options**) (together, the **Tranche 2 Placement Securities**) to Placement Participants to raise approximately \$1.3m (before costs).

Resolution 8 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 8.

9.1 Listing Rule 7.1

A summary of Listing Rule 7.1 is contained in Section 8.2 above.

The effect of Resolution 8 will be to allow the Company to issue the Tranche 2 Placement Securities 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.

9.2 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 Tranche 2 Placement Securities:

- (a) a maximum of 186,382,947 Tranche 2 Placement Shares and a maximum of 93,1941,474 Tranche 2 Placement Options are to be issued;
- (b) the Tranche 2 Placement Securities 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) and it is intended that they will be issued on the same date;
- (c) the Tranche 2 Placement Shares will be issued at \$0.007 per Share and the Tranche 2 Placement Options will be issued as free-attaching to the Tranche 2 Placement Shares on a 1 for 2 basis and thus for nil-cash consideration;
- (d) the Tranche 2 Placement Securities will be issued to Placement Participants, none of whom will be a related party of the Company;
- (e) the Tranche 2 Placement Shares will be issued as 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;
- (f) the Tranche 2 Placement Options are exercisable at \$0.012 on or before the date that is 3 years from the date of issue, and otherwise on the terms and conditions set out in Schedule 2;
- (g) the Company intends to use the proceeds from the issue of the Tranche 2 Placement Shares for stock purchases, increased marketing leading into the online sales and Christmas periods, new product development, as well as the costs of the Placement and for general working capital. No funds will be raised from the issue of the Tranche 2 Placement Options; and
- (h) a voting exclusion statement is included in the Notice.

10. Resolution 9 – Approval of issue of Broker Options

10.1 General

The Company intends to issue a total of up to 5,000,000 unquoted Options exercisable at \$0.012 each and expiring on the date that is three years from the date of their issue to CPS Capital Group Pty Ltd (or its nominees) in consideration for broking services provided in relation to the Placement (**Broker Options**).

Resolution 9 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 9.

10.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 8.2 above.

The effect of Resolution 9 will be to allow the Company to issue the Broker Options during the period of three months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

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 issue of the Broker Options:

- (a) the maximum number of Broker Options that may be issued is 5,000,000;
- (b) the Broker Options 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) and it is intended that the Broker Options will be issued on the same date;
- (c) the Broker Options will be issued for \$0.0001 per Broker Option;
- (d) the Broker Options will be issued to CPS Capital Group Pty Ltd (or its nominees), none of whom is a related party of the Company;
- (e) the Broker Options will be exercisable at \$0.012 each, expiring on the date that is three years from the date of their issue and will otherwise be issued on the terms and conditions set out in Schedule 2;
- (f) no funds will be raised from the issue of the Broker Options as the Broker Options are being issued in part-consideration for broking services provided in relation to the Placement; and
- (g) a voting exclusion statement is included in the Notice.

ADDENDUM TO EXPLANATORY STATEMENT

The following Schedule is inserted after Schedule 1:

SCHEDULE 2 – TERMS AND CONDITIONS OF TRANCHE 1 PLACEMENT OPTIONS, TRANCHE 2 PLACEMENT OPTIONS AND BROKER OPTIONS

1. Entitlement

Subject to and conditional upon any adjustment in accordance with these conditions, each Option entitles the holder to subscribe for one Share upon exercise of the Option.

2. Exercise Price

Subject to and conditional upon any adjustment in accordance with these conditions, the amount payable upon exercise of each Option will be \$0.012 per Option (**Exercise Price**).

3. Expiry Date

Each Option will expire at 5.00pm (AWST) on the date that is three years from the date of issue (**Expiry Date**).

An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

4. Exercise Period

The Options are exercisable at any time from the date of their issue until the Expiry Date (**Exercise Period**).

5. Notice of Exercise

The 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 Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

6. 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 Option being exercised in cleared funds (**Exercise Date**).

7. Timing of issue of Shares on exercise

Within 20 Business Days after the Exercise Date, the Company will:

- (a) allot and issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which the Exercise Price has been received by the Company in cleared funds;
- (b) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act; and

- (c) if admitted to the official list of ASX at the time, apply for official quotation on the ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under paragraph 7(b) 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 30 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.

8. Shares issued on exercise:

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

9. Quotation of Shares issued on exercise:

If the Company is admitted to the official list of the ASX at the time, application will be made by the Company to the ASX for quotation of the Shares issued upon the exercise of the Options.

10. Reconstruction of capital

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

11. Participation in new issues

There are no participation rights or entitlements inherent in the Options and holders of Options will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options. Notice of new issues will be provided in accordance with the minimum timeframes required by the Listing Rules.

12. Change in exercise price/number of Shares

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

13. Unquoted

The Company will not apply for quotation of the Options on the ASX.

14. Transferability

The Options are not transferable except with the prior written approval of the Company and subject to any restriction or escrow arrangements imposed by the ASX or under applicable Australian securities laws.

PROXY FORM
CYCLIQ GROUP LTD
ACN 119 749 647

ANNUAL GENERAL MEETING

I/We

of:

being a Shareholder entitled to attend and vote at the Meeting, hereby appoint:

Name:

OR:

☐

the Chair of the Meeting as my/our proxy.

or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit, at the Meeting to be held at Error! Reference source not found. (WST), on Error! Reference source not found. at Error! Reference source not found., and at any adjournment thereof.

AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS

Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolution Error! Reference source not found. (except where I/we have indicated a different voting intention below) even though Resolution Error! Reference source not found. is connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

CHAIR'S VOTING INTENTION IN RELATION TO UNDIRECTED PROXIES

The Chair intends to vote undirected proxies in favour of all Resolutions. In exceptional circumstances the Chair may change his/her voting intention on any Resolution. In the event this occurs an ASX announcement will be made immediately disclosing the reasons for the change.

Voting on business of the Meeting		FOR	AGAINST	ABSTAIN
Resolution 1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Director - Piers Lewis	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-election of Director - Michael Young	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval of 10% Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Ratification - Prior Issue of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Ratification - Prior Issue of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7(a)	Ratification of issue of Tranche 1 Placement Securities under LR 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7(b)	Ratification of issue of Tranche 1 Placement Shares under LR 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8	Approval of issue of Tranche 2 Placement Securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 9	Approval of issue of Broker Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

If two proxies are being appointed, the proportion of voting rights this proxy represents is: _____ %

Signature of Shareholder(s):

Individual or Shareholder 1

Sole Director/Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

Date:

Contact name:

Contact ph (daytime):

E-mail address:

Consent for contact by e-mail in relation to this Proxy Form:

YES ☐ NO ☐

Instructions for completing Proxy Form

1. **(Appointing a proxy):** A Shareholder entitled to attend and cast a vote at the Meeting is entitled to appoint a proxy to attend and vote on their behalf at the Meeting. If a Shareholder is entitled to cast 2 or more votes at the Meeting, the Shareholder may appoint a second proxy to attend and vote on their behalf at the Meeting. However, where both proxies attend the Meeting, voting may only be exercised on a poll. The appointment of a second proxy must be done on a separate copy of the Proxy Form. A Shareholder who appoints 2 proxies may specify the proportion or number of votes each proxy is appointed to exercise. If a Shareholder appoints 2 proxies and the appointments do not specify the proportion or number of the Shareholder's votes each proxy is appointed to exercise, each proxy may exercise one-half of the votes. Any fractions of votes resulting from the application of these principles will be disregarded. A duly appointed proxy need not be a Shareholder.
2. **(Direction to vote):** A Shareholder may direct a proxy how to vote by marking one of the boxes opposite each item of business. The direction may specify the proportion or number of votes that the proxy may exercise by writing the percentage or number of Shares next to the box marked for the relevant item of business. Where a box is not marked the proxy may vote as they choose subject to the relevant laws. Where more than one box is marked on an item the vote will be invalid on that item.
3. **(Signing instructions):**
 - **(Individual):** Where the holding is in one name, the Shareholder must sign.
 - **(Joint holding):** Where the holding is in more than one name, all of the Shareholders should sign.
 - **(Power of attorney):** If you have not already provided the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Form when you return it.
 - **(Companies):** Where the company has a sole director who is also the sole company secretary, that person must sign. Where the company (pursuant to Section 204A of the Corporations Act) does not have a company secretary, a sole director can also sign alone. Otherwise, a director jointly with either another director or a company secretary must sign. Please sign in the appropriate place to indicate the office held. In addition, if a representative of a company is appointed pursuant to Section 250D of the Corporations Act to attend the Meeting, the documentation evidencing such appointment should be produced prior to admission to the Meeting. A form of a certificate evidencing the appointment may be obtained from the Company.
4. **(Attending the Meeting):** Completion of a Proxy Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.
5. **(Return of Proxy Form):** To vote by proxy, please complete and sign the enclosed Proxy Form and return by:
 - (a) post to Cycliq Group Ltd, Suite 6, 295 Rokeby Road, Subiaco WA 6008; or
 - (b) facsimile to the Company on facsimile number +61 8 6166 0261; or
 - (c) email to the Company at arron@smallcapcorporate.com.au,so that it is received not less than 48 hours prior to commencement of the Meeting.
Proxy Forms received later than this time will be invalid.