



Cycliq Group Limited
ACN 119 749 647

NOTICE OF GENERAL MEETING

The General Meeting of the Company will be held at the offices of the Company, at Suite 6, 295 Rokeby Road, Subiaco, Western Australia, on 30 April 2019 at 2:00pm (WST).

The Notice of General Meeting should be read in its entirety. If Shareholders are in doubt as to how to vote, they should seek advice from their accountant, solicitor or other professional advisor prior to voting.

Should you wish to discuss any matter, please do not hesitate to contact the Company Secretary by telephone on 08 6555 2950.

Shareholders are urged to attend or vote by lodging the proxy form attached to the Notice.

Cycliq Group Limited

ACN 119 749 647

NOTICE OF GENERAL MEETING

Notice is hereby given that a general meeting of Shareholders of Cycliq Group Limited (**Company**) will be held at the offices of the Company, at Suite 6, 295 Rokeby Road, Subiaco, Western Australia on 30 April 2019 at 2:00pm (WST) (**Meeting**).

The Explanatory Memorandum provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form form part of the Notice.

The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders on 28 April 2019 at 2.00pm (WST).

Terms and abbreviations used in the Notice are defined in Schedule 1.

AGENDA

1. Resolution 1 - Ratification of prior issue of Shares

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 following issues of securities:

- (a) 2,217,277 Shares under Listing Rule 7.1; and
- (b) 9,285,714 Shares and 4,642,858 Options under Listing Rule 7.1,

on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast in favour of these Resolutions by or on behalf of a person who participated in the issues or any of their respective associates (respectively, for each resolution).

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.

2. Resolution 2 - Approval to issue Interest Shares

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 10.11 and for all other purposes, Shareholders approve the issue of 9,832,429 Shares in satisfaction of interest payable under the Loan Agreement to The Toad Group Pty Ltd, an entity associated with Chris Singleton 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 the Toad Group Pty Ltd and Chris Singleton or their respective nominees or associates, or any associates of those persons, if the Resolution is passed.

However, the Company need not disregard a vote if:

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

3. Resolution 3 - Approval to issue Incentive 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 10.11 and for all other purposes, Shareholders approve following issue of securities to Chris Singleton:

- (a) 4,642,857 Shares; and
- (b) 2,321,429 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 Chris Singleton or his nominees or associates, or any associates of those persons, if the Resolution is passed.

However, the Company need not disregard a vote if:

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

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 this Resolution 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.

However, the above prohibition does not apply if:

- (c) the proxy is the Chair; and
- (d) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

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.

BY ORDER OF THE BOARD

Chris Singleton
Director
Cycliq Group Limited
Dated: 1 April 2019

EXPLANATORY MEMORANDUM

1. Introduction

The Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at the offices of the Company, at Suite 6, 295 Rokeby Road, Subiaco, Western Australia on 30 April 2019 at 2:00pm (WST).

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

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

Section 2	Action to be taken by Shareholders
Section 3	Resolution 1 - Ratification of prior issue of Shares
Section 4	Resolution 2 - Approval to issue Interest Shares
Section 5	Resolution 3 - Approval to issue Incentive Securities
Schedule 1	Definitions
Schedule 2	Terms and Conditions of Options

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

2. Action to be taken by Shareholders

Shareholders should read the Notice including the Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

2.1 Voting in person

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

2.2 Proxies

(a) Voting by proxy

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return the Proxy Form to the Company in

accordance with the instructions thereon. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Please note that:

- (i) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- (ii) a proxy need not be a member of the Company; and
- (iii) a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

(b) Proxy vote if appointment specifies way to vote

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

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

(c) Transfer of non-chair proxy to chair in certain circumstances

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

- (i) an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members;
- (ii) the appointed proxy is not the chair of the meeting;
- (iii) at the meeting, a poll is duly demanded on the resolution; and
- (iv) either the proxy is not recorded as attending the meeting or the proxy does not vote on the resolution,

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

2.3 Chair's voting intentions

The Chair intends to exercise all available proxies in favour of the resolutions, unless the Shareholder has expressly indicated a different voting intention.

If the Chair is appointed as your proxy and you have not specified the way the Chair is to vote on the resolutions by signing and returning the Proxy Form, you are considered to have provided the Chair with an express authorisation for the Chair to vote the proxy in accordance with the Chair's intention.

3. Resolution 1 - Ratification of prior issue of Shares

3.1 Background

On 22 January 2019, the Company announced that it had issued

- (a) 2,217,277 Shares to employees and consultants of the Company for services provided; and
- (b) 9,285,714 Shares and 4,642,858 Options with an exercise price of \$0.012 expiring 22 January 2022 to members of the Company's management team as a bonus,

(together, **Ratification Securities**).

The Company issued the Ratification Securities to the consultants, employees and the management team (or their nominees) on 22 January 2019 within the 15% annual limit permitted under Listing Rule 7.1, without the need for Shareholder approval.

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

Each of the resolutions which form part of Resolution 1 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of each of the resolutions which form part of Resolution 1.

3.2 Listing Rule 7.1

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

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

3.3 Listing Rule 7.4

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

The effect of the resolutions which form part of Resolution 1 will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% annual placement capacity set out in Listing Rule 7.1 and the additional 10% annual placement capacity set out in Listing Rule 7.1A without the requirement to obtain prior Shareholder approval.

3.4 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 Ratification Securities:

- (a) a total of 16,145,849 Ratification Securities were issued;
- (b) the following Ratification Securities were issued in lieu of cash payments to unrelated parties, as consideration for services provided to the Company:
 - (i) 1,786,243 Shares at a deemed issue price of \$0.006 per Share for sales and marketing services provided by consultants;
 - (ii) 431,034 Shares at a deemed issue price of \$0.006 per Share for services provided by employees;
- (c) the remaining Ratification Securities were issued as bonuses:
 - (i) 9,285,714 Shares at a deemed issue price of \$0.007 per Share as bonuses to members of the management team, being Ben Hammond and Paul Claessen; and
 - (ii) 4,642,858 Options exercisable at \$0.012 each on or before 22 January 2022 as a bonus to consultants being Ben Hammond and Paul Claessen;
- (d) the 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;
- (e) the Options will rank equally upon exercise and conversion into fully paid ordinary Shares and were issued on the terms and conditions in Schedule 2;
- (f) no funds were raised from the issue of the Ratification Securities as the Ratification Securities were issued as consideration for services provided to the Company or as a bonus; and
- (g) a voting exclusion statement is included in the Notice.

4. Resolution 2 - Approval to issue Interest Shares

4.1 Background

On 28 March 2018, the Company entered into a Loan Agreement with The Toad Group Pty. Ltd (ACN 009 136 565) (**The Toad Group**), an entity associated with Company's Chairman Chris Singleton (**Loan Agreement**). This Loan Agreement was drawn down on by \$510,000 (**Loan Amount**).

As announced to ASX on 28 February 2019 the Company has secured a new \$2 million debt facility with Partners for Growth V.L.P.

In consequence of this, the Company has now terminated the existing Loan Agreement with The Toad Group and has agreed to pay the Loan amount and settle the interest payable to The Toad Group.

It was a term of the Loan Agreement that interest is to accrue at 16% per annum, calculated daily and was to be paid in cash. This interest totalled \$68,827 (**Interest**).

Subject to the receipt of Shareholder approval (the subject of this Resolution 2), the Company and The Toad Group have agreed the Interest be paid by the issue of 9,832,374 Shares at a deemed issue price of \$0.007 (**Interest Shares**), being the last price at which the Company raised capital.

If the Interest Shares are not issued to The Toad Group by the day following the Meeting then the Company will be required to pay the Interest in cash.

4.2 Listing Rule 10.11

Listing Rule 10.11 requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a related party, or a person whose relationship with the entity or a related party is, in ASX's opinion, such that approval should be obtained, unless an exception in Listing Rule 10.12 applies.

The Toad Group is a related party (as that term is defined in the Corporations Act) of Company Executive Chairman, Chris Singleton and therefore shareholder approval is required for the issue of the Interest Shares under Listing Rule 10.11.

The effect of Resolution 2 will be to approve the issue of the Interest Shares as under Listing Rule 10.11.

4.3 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 approval of the issue of the Interest Shares:

- (a) the number of Shares that will be issued as Interest Shares is 9,832,429;
- (b) the Interest Shares will be issued not later than one month after the date of the Meeting, and it is intended they be issued within 5 business days of the approval being received;
- (c) the deemed issue price of the Interest Shares is \$0.007;
- (d) the Interest Shares will be issued to The Toad Group;
- (e) the Interest Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares and rank equally in all respects with all other Shares on issue at the time;
- (f) no funds will be raised by the issue of the Interest Shares as they are being issued in lieu of a cash payment to The Toad Group for interest owed; and
- (g) a voting exclusion statement is included in the Notice.

4.4 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 Board (other than Mr Singleton, who has a material personal interest in the Resolution) considers that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of the Interest Shares because the loan agreement with the Toad Group was on the same terms as to other lenders who entered into facility agreements at the time, and the deemed issue price for the Interest Shares is the same as the Company's last placement price, and is also less than the current trading price of the Company's Shares.

4.5 Additional information

Resolution 2 seeks the approval of Shareholders pursuant to Listing Rule 10.11 to approve the issue of the Interest Shares.

The Board (other than Mr Singleton) recommends that Shareholders vote in favour of Resolution 2.

Resolution 2 is an ordinary resolution.

5. Resolution 3 - Approval to issue Incentive Securities

5.1 Background

The Board has agreed, subject to Shareholder approval, that Chris Singleton (a Director of the Company) be issued 4,642,857 Shares and 2,321,429 Options (**Incentive Securities**) as incentive remuneration for meeting certain quarterly forecast targets and deliverables.

The Shares will have a deemed issue price of \$0.007 (a 5 day VWAP of Company Shares at the date of offer), amounting to a total value of \$32,500.

The Options have an exercise price of \$0.012 and an expiry date of 3 years from the date of issue, and have been valued at \$3,115 using the black scholes method.

5.2 Listing Rule 10.11

Listing Rule 10.11 requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a related party, or a person whose relationship with the entity or a related party is, in ASX's opinion, such that approval should be obtained, unless an exception in Listing Rule 10.12 applies.

Chris Singleton is a related party (as that term is defined in the Corporations Act) and therefore shareholder approval is required for the issue of the Incentive Securities under Listing Rule 10.11.

The effect of Resolution 3 will be to approve the issue of the Incentive Securities as under Listing Rule 10.11.

5.3 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 approval of the issue of the Interest Shares:

- (a) the Incentive Securities will be issued to Chris Singleton;
- (b) the maximum number of Incentive Securities issued will be 4,642,857 Shares and 2,321,429 Options;
- (c) the Incentive Securities will be issued not more than 1 month after the date of the meeting, and it is intended they will be issued within 14 days of the date of the shareholder meeting;
- (d) the deemed issue price of the Shares is \$0.007;
- (e) the Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares and rank equally in all respects with all other Shares on issue at the time;
- (f) the exercise price of the Options is \$0.012 and they will have an expiry date of 3 years from the date of issue and will be issued on the terms and conditions in Schedule 2;
- (g) no funds will be raised by the issue of the Incentive Securities as they will be issued for nil cash consideration as incentive remuneration; and
- (h) a voting exclusion statement is included in the Notice.

5.4 Chapter 2E of the Corporations Act

A summary of Chapter 2E of the Corporations Act has been provided at Section 4.4.

The Board (other than Mr Singleton, who has a material personal interest in the Resolution) considers that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of the Incentive Securities to Mr Singleton because the issue of the Incentive Securities is considered reasonable remuneration for Mr Singleton's role as an executive director and chief executive officer and having considered the Company's circumstances.

5.5 Additional information

Resolution 3 seeks the approval of Shareholders pursuant to Listing Rule 10.11 to approve the issue of the Incentive Securities.

The Board (other than Mr Singleton) recommends that Shareholders vote in favour of Resolution 3.

Resolution 3 is an ordinary resolution.

Schedule 1 - Definitions

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

\$ or A\$ means Australian Dollars.

ASX means the ASX Limited (ABN 98 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX Limited.

Board means the board of Directors.

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).

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

Director means a director of the Company.

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

Explanatory Memorandum means the explanatory memorandum which forms part of the Notice.

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

Loan Agreement means the loan agreement entered into between the Company and Toad Group Pty Ltd 28 March 2018.

Listing Rules means the listing rules of ASX.

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

Notice means this notice of general meeting.

Option means an option to acquire a fully paid ordinary share in the capital of the Company.

Proxy Form means the proxy form attached to the Notice.

Ratification Securities has the meaning given in paragraph 3 of this notice.

Resolution means a resolution referred to in the Notice.

Schedule means a schedule to the Notice.

Section means a section of the Explanatory Memorandum.

Securities means any Equity Securities of the Company.

Service Provider has the meaning given in paragraph 3 of the notice.

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

Shareholder means the holder of a Share.

VWAP means volume weighted average price.

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

Schedule 2 : Terms and Conditions of Options

Each Option entitles the holder (**Holder**) to subscribe for shares in the Company on the following terms and conditions:

- (a) (**Entitlement**): Subject to and conditional upon any adjustment in accordance with these conditions, each Option entitles the holders to subscribe for one Share upon the exercise of the Option.
- (b) (**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**).
- (c) (**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.

- (d) (**Exercise Period**): The Options are exercisable at any time from the date of their issue until the Expiry Date (**Exercise Period**).
- (e) (**Timing of issue of Shares**): Within 20 business days after the later of the following, the Company will:
 - (i) allot and issue the Shares required under these terms and conditions in respect to 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;
 - (ii) if required give ASX a notice that complies with section 708A(5)(e) of the Corporations Act; and
 - (iii) 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 the Company is unable to deliver a notice under paragraph (e)(i) or such a notice for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company will lodge with ASIC a "cleansing 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. Where a "cleansing prospectus" is required, any Shares issued on exercise of Options will be subject to a holding lock until such time as a prospectus is issued by the Company.

- (f) (**Quotation of Shares 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.
- (g) (**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.

- (h) **(Participation in new issues):** there are no participation rights or entitlement 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.
- (i) **(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.
- (j) **(Unquoted):** The Company will not apply for quotation of the Options on the ASX.
- (k) **(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

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 2:00pm (WST), on 30 April 2019 at Suite 6/ 295 Rokeby Road SUBIACO WA 6008, and at any adjournment thereof.

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.

Important: If the Chair is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chair to exercise the proxy in respect of Resolutions 3 even though this Resolution is connected directly or indirectly with the remuneration of the Company's Key Management Personnel.

Voting on business of the Meeting		FOR	AGAINST	ABSTAIN
Resolution 1	Ratification - Prior Issue of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Approval to issue Interest Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approval to issue Incentive Securities	<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 Limited, 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 sam@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.