
CYCLIQ GROUP LTD

ACN 119 749 647

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 10.00am (WST)

DATE: 30 October 2019

PLACE: Suite 6, 295 Rokeby Road, Subiaco WA 6008

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

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

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 5.00pm (WST) on 28 October 2019.

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IMPORTANT INFORMATION

Time and place of Meeting

Notice is given that the Meeting will be held at 10.00am (WST) on 30 October 2019 at:

Suite 6, 295 Rokeby Road, Subiaco WA 6008

Your vote is important

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

Voting eligibility

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 5:00 PM (WST) on 28 October 2019.

Voting in person

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

Voting by proxy

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

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

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

Sections 250BB and 250BC of the Corporations Act apply to voting by proxy. Shareholders and their proxies should be aware of these sections, as they will apply to this Meeting. Broadly, the sections mean that:

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

Further details on these changes are set out below.

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:**

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (ie as directed); and
- 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; and
- 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 (ie as directed); and
- 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 (ie as directed).

Transfer of non-chair proxy to chair in certain circumstances

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

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and
- the appointed proxy is not the chair of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
 - 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.

To be valid, your proxy form (and any power of attorney under which it is signed) must be received at an address given below by 10:00 am (WST) on 28 October 2019. Any proxy form received after that time will not be valid for the scheduled meeting.

By mail: Suite 6, 295 Rokeby Road, SUBIACO WA 6008

By fax: +61 8 6166 0261

By email: arron@smallcapcorporate.com.au

BUSINESS OF THE MEETING

AGENDA

1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2019 together with the declaration of the directors, the director's report, the Remuneration Report and the auditor's report.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

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

“That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company’s annual financial report for the financial year ended 30 June 2019.”

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

Voting Prohibition Statement:

In accordance with section 250R 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.

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

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

Further, 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:

- (a) the proxy is the Chair; and
- (b) 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.

Shareholders should note that the Chair intends to vote any undirected proxies in favour of this Resolution. In exceptional circumstances, the Chairman may change his or her voting intention on the Resolution, in which case an ASX announcement will be made.

Shareholders may also choose to direct the Chair to vote against the Resolution or to abstain from voting.

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.

3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – PIERS LEWIS

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

"That, for the purpose of clause 14.2 of the Constitution and for all other purposes, Piers Lewis, a Director, retires by rotation, and being eligible, is re-elected as a Director."

4. RESOLUTION 3 – ELECTION OF DIRECTOR – DANIEL KENNEDY

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

"That, for the purpose of clause 14.3 of the Constitution, ASX Listing Rule 14.4 and for all other purposes, Daniel Kennedy, a Director who was appointed as a director on 7 May 2019 retires, and being eligible, is elected as a Director."

5. RESOLUTION 4 – ELECTION OF DIRECTOR – BENJAMIN RATTIGAN

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

"That, for the purpose of clause 14.3 of the Constitution, ASX Listing Rule 14.4 and for all other purposes, Benjamin Rattigan, a Director who was appointed as a director on 7 May 2019 retires, and being eligible, is elected as a Director."

6. RESOLUTION 5 – APPROVAL OF 10% PLACEMENT CAPACITY

To consider and, if thought fit, to pass the following resolution as a **special resolution**:

"That, for the purposes of ASX Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue up to that number of Equity Securities equal to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company), or any associates of those persons. However, the Company will not disregard a vote if 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, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

7. RESOLUTION 6 – RATIFICATION OF PRIOR ISSUE OF SHARES

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

"That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 3,980,415 Shares issued under ASX Listing Rule 7.1 and on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of any person who participated in the issue and an associate of those persons. However, the Company need not disregard a vote if 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, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

8. RESOLUTION 7 – RATIFICATION OF PRIOR ISSUE OF WARRANTS

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

"That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 67,857,143 Warrants issued under ASX Listing Rule 7.1 and on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of any person who participated in the issue and an associate of those persons. However, the Company need not disregard a vote if 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, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

9. RESOLUTION 8 – RATIFICATION OF PRIOR ISSUE OF SHARES

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

"That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of:

(a) 73,201,228 Shares issued under ASX Listing Rule 7.1 and

(b) 96,798,772 Shares issued under Listing Rule 7.1A,

on the respective terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of any person who participated in the issue and an associate of those persons. However, the Company need not disregard a vote if 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, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

10. RESOLUTION 9 – APPROVAL TO ISSUE FUTURE WARRANTS

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 7.1 and for all other purposes, Shareholders approve the issue of 75,000,000 Future Warrants to Partners for Growth (and/or their nominee) 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 participated in the issue and an associate of those persons. However, the Company need not disregard a vote if 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, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

11. RESOLUTION 10 – APPROVAL TO ISSUE SHARES TO DIRECTOR

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 10.11 and for all other purposes, Shareholders approve the issue of 32,188,872 Shares to Director Mr Daniel Kennedy (and/or his nominee) 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 Daniel Kennedy 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.

Dated: 1 October 2019

By order of the Board

Piers Lewis
Director

Voting in person

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

Voting by proxy

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

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

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

Shareholders and their proxies should be aware that:

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

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact Arron Canicais, Company Secretary on +61 8 6555 2950.

EXPLANATORY STATEMENT

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

1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Constitution, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2019 together with the declaration of the directors, the directors' report, the Remuneration Report and the auditor's report.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on the ASX website at www.asx.com.au.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

2.1 General

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

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

2.2 Voting consequences

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

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

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

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

2.3 Previous voting results

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

3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – PIERS LEWIS

3.1 General

Clause 14.2 of the Constitution requires that one-third of the Directors must retire at each annual general meeting (rounded up to the nearest whole number) and provides that a retiring Director is eligible for re-election.

The Company currently has 3 Directors, and accordingly, one must retire.

Under clause 14.2 of the Constitution, the Directors to retire at any annual general meeting must be those who have served the longest in office since their last election, but, as between persons who became Directors on the same day, those to retire must be determined by lot (unless otherwise agreed upon between those Directors).

Pursuant to the above clauses of the Constitution, Mr Piers Lewis has served the longest in office since his last election, having been elected by Shareholders on 28 November 2018.

3.2 Qualifications and other material directorships

Mr Lewis has more than 20 years global corporate experience and is Company Secretary for several ASX listed companies. In 2001 Mr Lewis qualified as a Chartered Accountant with Deloitte (Perth), and has diverse financial and corporate experience from previous senior management roles with Credit Suisse (London), Mizuho International and NAB Capital. Mr Lewis currently sits on the Boards of Digital Wine Ventures Limited, Manalto Limited and e-Sense-Lab Limited.

3.3 Independence

The Board considers that Mr Lewis is an independent director.

3.4 Board recommendation

The Board (excluding Mr Lewis) supports the re-election of Mr Lewis and recommends that Shareholders vote in favour of this Resolution.

4. RESOLUTION 3 & 4 – ELECTION OF DIRECTOR – DANIEL KENNEDY & BENJAMIN RATTIGAN

4.1 General

Clause 14.3 of the Constitution allows the Directors to appoint at any time a person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

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

Daniel Kennedy, having been appointed by other Directors on 7 May 2019 in accordance with the Constitution, will retire in accordance with the Constitution and ASX Listing Rule 14.4 and being eligible, seeks election from Shareholders.

Benjamin Rattigan, having been appointed by other Directors on 7 May 2019 in accordance with the Constitution, will retire in accordance with the Constitution and ASX Listing Rule 14.4 and being eligible, seeks election from Shareholders.

4.2 Qualifications and other material directorships

Mr Kennedy has 25 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. He 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. Daniel has been involved with the Cycliq business since the original private capital raise prior to ASX listing and continues to hold a large shareholding. Being a long-term Shareholder who believes in the potential of the business, Daniel is invested in supporting and guiding the business moving forward.

Mr Rattigan has worked in the financial services industry for over a decade and has extensive experience in capital markets as well as the structuring of corporate transactions, he holds a Bachelor of Commerce from UWA majoring in accounting and finance.

Mr Rattigan is an Investment Advisor with Merchant Group.

4.3 Independence

Daniel Kennedy holds a large direct interest in the Company and as such is not considered an independent director.

If elected the Board considers Daniel Kennedy will not be an independent director.

Benjamin Rattigan does not hold a large shareholding in the Company, the Company believes that Benjamin Rattigan is considered an independent director.

If elected the Board considers Benjamin Rattigan will be an independent director.

4.4 Board recommendation

The Board supports the election of Daniel Kennedy and Benjamin Rattigan and recommends that Shareholders vote in favour of these Resolutions.

5. RESOLUTION 5 – APPROVAL OF 10% PLACEMENT CAPACITY

5.1 General

ASX 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 (as defined below) equal to 10% of its issued capital (**10% Placement Capacity**) without using that company's existing 15% annual placement capacity granted under ASX Listing Rule 7.1.

As at the date of this Notice, the Company is an Eligible Entity as it is not included in the S&P/ASX 300 Index and has a current market capitalisation of less than \$300,000,000.

If Shareholders approve Resolution 5, the number of Equity Securities the Eligible Entity may issue under the 10% Placement Capacity will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (as set out below).

The Company is seeking Shareholder approval by way of a special resolution to have the ability, if required, to issue Equity Securities under the 10% Placement Capacity. The effect of Resolution 5 will be to allow the Directors to issue Equity Securities up to 10% of the Company's fully paid ordinary securities on issue at the time of the issue under the 10% Placement Capacity during the period up to 12 months after the Meeting, without using the Company's 15% annual placement capacity granted under Listing.

If and when the Company does utilise the 10% Placement Facility within the 12 months following the AGM, assuming Resolution 5 is passed, the Company will be required to give ASX details of who the allottees are and how many Equity Securities they each received. In addition, the Company will be required to release by way of ASX announcement the information set out in Listing Rule 3.10.5A in respect of an issue of Equity Securities made under the 10% Placement Capacity, namely:

- (a) details about the dilution to the existing Shareholders caused by the issue of Equity Securities under the 10% Placement Facility;
- (b) if cash is raised, an explanation why a pro rata issue or other type of issue allowing existing Shareholders to participate was not adopted instead of or as well as using the 10% Placement Facility;
- (c) details about any underwriting and underwriting fees paid; and
- (d) details about any other fees or costs incurred in connection with the issue of Equity Securities under the 10% Placement Facility.

The Directors of the Company believe that Resolution 5 is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of this Resolution.

If Shareholders approve this Resolution, the number of Equity Securities the Company may issue under the 10% Placement Capacity will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2.

This Resolution is a special resolution. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be in favour of this Resolution for it to be passed.

ASX Listing Rule 7.1A

Any Equity Securities issued must be in the same class as an existing class of quoted Equity Securities. The Company currently has one class of quoted Equity Securities on issue, being the Shares (ASX Code: CYQ).

The exact number of Equity Securities that the Company may issue under an approval under Listing Rule 7.1A will be calculated according to the following formula:

$$(A \times D) - E$$

Where:

- A** is the number of Shares on issue 12 months before the date of issue or agreement:
- (A) plus the number of Shares issued in the previous 12 months under an exception in ASX Listing Rule 7.2;
 - (B) plus the number of partly paid shares that became fully paid in the previous 12 months;
 - (C) plus the number of Shares issued in the previous 12 months with approval of holders of Shares under this rule; and
 - (D) less the number of Shares cancelled in the previous 12 months.
- D** is 10%.
- E** is the number of Equity Securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the 12 months before the date of issue or agreement to issue that are not issued with the approval of holders of Ordinary Securities under ASX Listing Rule 7.1 or 7.4.

5.2 Technical information required by ASX Listing Rule 7.1A

Pursuant to and in accordance with ASX Listing Rule 7.3A, the information below is provided in relation to this Resolution:

5.2 Technical information required by ASX Listing Rule 7.1A

Pursuant to and in accordance with ASX Listing Rule 7.3A, the information below is provided in relation to this Resolution:

Minimum Price

The minimum price at which the Equity Securities may be issued is 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 ASX trading days on which trades in that class were recorded immediately before:

- (A) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (B) if the Equity Securities are not issued within 5 ASX trading days of the date in subparagraph (A) above, the date on which the Equity Securities are issued.

Date of Issue

The Equity Securities may be issued under the 10% Placement Capacity commencing on the date of the Meeting and expiring on the first to occur of the following:

- (A) 12 months after the date of this Meeting; and
- (B) the date of approval by Shareholders of any transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of the Company's activities) or 11.2 (disposal of the Company's main undertaking) (after which date, an approval under Listing Rule 7.1A ceases to be valid), (10% Placement Capacity Period).

Risk of voting dilution

Any issue of Equity Securities under the 10% Placement Capacity will dilute the interests of Shareholders who do not receive any Shares under the issue.

If this Resolution is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 10% Placement Capacity, the economic and voting dilution of existing Shares would be as shown in the table below.

The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in ASX Listing Rule 7.1A(2), on the basis of the market price of Shares and the number of Equity Securities on issue as at 27 September 2019.

The table also shows the voting dilution impact where the number of Shares on issue (Variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 10% Placement Capacity.

Variable 'A' in Listing Rule 7.1A.2		Dilution		
Number of Shares on Issue (Variable 'A' in ASX Listing Rules 7.1A2)	Issue Price (per Share)	\$0.0005 50% decrease in Issue Price	\$0.001 Issue Price	\$0.002 100% increase in Issue Price
1,712,952,400 (Current Variable A)	Shares issued - 10% voting dilution	171,295,240 Shares	171,295,240 Shares	171,295,240 Shares
	Funds raised	\$85,648	\$171,295	\$342,590
2,569,428,600 (50% increase in Variable A)	Shares issued - 10% voting dilution	256,942,860 Shares	256,942,860 Shares	256,942,860 Shares
	Funds raised	\$128,471	\$256,943	\$513,886
3,425,904,800 (100% increase in Variable A)	Shares issued - 10% voting dilution	342,590,480 Shares	342,590,480 Shares	342,590,480 Shares
	Funds raised	\$171,295	\$342,590	\$685,181

*The number of Shares on issue (Variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1.

The table above uses the following assumptions:

1. There are 1,712,952,400 Shares on issue as at the date of this Notice of Meeting.
2. The issue price is \$0.001 being the closing price of the Shares on ASX on 27 September 2019, being the last day the Shares traded prior to this Notice being printed.
3. The Company issues the maximum possible number of Equity Securities under the 10% Placement Capacity.
4. For Variable A above, all previous issues of Shares for which ratification is sought at this Meeting are assumed to be ratified.
5. The issue of Equity Securities under the 10% Placement Capacity consists only of Shares. It is assumed that no Options are exercised into Shares before the date of issue of the Equity Securities.
6. The calculations above 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.
7. This table does not set out any dilution pursuant to approvals under ASX Listing Rule 7.1.
8. 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%.
9. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Capacity, based on that Shareholder's holding at the date of the Meeting.

Shareholders should note that there is a risk that:

- (A) the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and
- (B) the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.

Purpose of Issue under 10% Placement Capacity

The Company may issue Equity Securities under the 10% Placement Capacity for the following purposes:

- (A) as cash consideration in which case the Company intends to use funds raised for the acquisition of new assets or investments, continued product development and engineering and sales, marketing and business development in relation to the Company's technology and product offerings; or
- (B) as non-cash consideration for the provision of services to the Company or the acquisition of new assets or investments. In such circumstances the Company will provide a valuation of the non-cash consideration as required by listing Rule 7.1A.3.

The Company will comply with the disclosure obligations under Listing Rules 7.1A(4) and 3.10.5A upon issue of any Equity Securities.

Allocation policy under the 10% Placement Capacity

The recipients of the Equity Securities to be issued under the 10% Placement Capacity have not yet been determined. However, the recipients of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.

The Company will determine the recipients at the time of the issue under the 10% Placement Capacity, having regard to the following factors:

- (A) the purpose of the issue;
- (B) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue or other offer where existing Shareholders may participate;
- (C) the effect of the issue of the Equity Securities on the control of the Company;
- (D) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
- (E) prevailing market conditions; and
- (F) advice from corporate, financial and broking advisers (if applicable).

Further, if the Company is successful in acquiring new assets or investments, the recipients under the 10% Placement Capacity may be vendors of the new assets or investments.

Previous approval under ASX Listing Rule 7.1A

The Company previously obtained approval from its Shareholders pursuant to ASX Listing Rule 7.1A at its annual general meeting held on 28 November 2018 (**Previous Approval**).

During the 12 month period preceding the date of the Meeting, being on and from 28 November 2018, the Company issued a total of 828,825,907 Ordinary Shares, 40,905,706 Unquoted Options, 67,857,143 unquoted Warrants and 1,612,500 performance Options (which have now lapsed unexercised). These Equity Securities constitutes approximately 98% of the total diluted number of Equity Securities on issue in the Company on 28 November 2018, which was 954,542,163.

Further details of the issues of Equity Securities by the Company during the 12 month period preceding the date of the Meeting are set out in Schedule 1.

Compliance with ASX Listing Rules 7.1A.4 and 3.10.5A

When the Company issues Equity Securities pursuant to the 10% Placement Capacity, it must give to ASX:

- (A) a list of the recipients of the Equity Securities and the number of Equity Securities issued to each (not for release to the market), in accordance with Listing Rule 7.1A.4; and
- (B) the information required by Listing Rule 3.10.5A for release to the market.

5.3 Voting Exclusion

A voting exclusion statement is included in this Notice. As at the date of this Notice, the Company has not invited any existing Shareholder to participate in an issue of Equity Securities under ASX Listing Rule 7.1A. Therefore, no existing Shareholders will be excluded from voting on this Resolution.

6. RESOLUTION 6 – RATIFICATION OF PRIOR ISSUE OF SHARES

6.1 General

- (a) On 1 May 2019 the Company issued:
 - (i) 2,823,214 Shares at a deemed issue price of \$0.0041 per Share to unrelated consultants for services provided, and
 - (ii) 1,157,201 Shares at a deemed issue price of \$0.0086 per Share to unrelated employees of the Company for services provided,

(together, the **Ratification Securities**).

Resolution 6 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of those Shares (**Ratification**).

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

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

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

6.2 Technical information required by ASX Listing Rule 7.4

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the Ratification:

- (a) 3,980,415 Shares were issued;
- (b) The Shares were issued on 1 May 2019 at the various deemed issue prices outlined in Section 6.1;
- (c) the Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Shares were issued to consultants Ben Hammond and Paul Claessen and employees Lukasz Calik and Jeroen van Zon for sales and marketing services provided to the Company who are not related parties of the Company;
- (e) 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
- (f) a voting exclusion statement is included in the Notice for this Resolution.

6.3 Board recommendation

The Board recommends that Shareholders vote in favour of this Resolution. None of the Directors have a material personal interest in the subject matter of this Resolution. The Board believes that the ratification of the Share issues, the subject of this Resolution, is beneficial for the Company as it provides the Company with the flexibility to issue further securities representing up to 15% of the Company's share capital under Listing Rule 7.1 during the next 12-months without shareholder approval.

7. RESOLUTION 7 – RATIFICATION OF PRIOR ISSUE OF WARRANTS

7.1 General

- (a) On 18 July 2019 the Company issued 67,857,143 warrants, being an option to acquire Shares in the Company with an exercise price of \$0.007 and an expiry date of 29 March 2026 (**Warrants**) to Partners For Growth V,L.P. (**PFG**) in accordance with the terms of the facility agreement entered into between the Company and PFG dated [28 February 2019] (**Facility Agreement**).

Resolution 7 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of those Warrants (**Ratification**).

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

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

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

7.2 Technical information required by ASX Listing Rule 7.4

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the Ratification under this Resolution:

- (a) 67,857,143 Warrants with an exercise price of \$0.007 and an expiry of 29 March 2026 were issued;
- (b) The Warrants were issued at a deemed issue price of \$0.0012 per Warrant as calculated from a Black Scholes valuation undertaken using the Black Scholes Method.;
- (c) the Warrants issued were all in respect of fully paid ordinary shares in the capital of the Company (which subject to the exercise of the Warrants) are to be issued on the same terms and conditions as the Company's existing Shares;
- (d) the Warrants were issued to Partners for Growth V L.P. who are not related parties of the Company;
- (e) no cash was raised under this issue as the Warrants the subject of the Ratification were issued pursuant to Partners for Growth V L.P., as part of the Facility Agreement e between PFG and the Company; and
- (f) a voting exclusion statement is included in the Notice for this Resolution.

The terms of the Warrants are noted below:

Type of Security and Consideration:	PFG shall acquire an option to purchase \$475,000 of Cycliq's Shares at the close of the transaction (the "Warrant Shares") at an exercise price of \$0.007 per Share (Exercise Price) (the "Warrant").
Term of Warrant:	7 years from Closing.

Put Option:	PFG would have the option to require the Company to repurchase the warrant in lieu of exercising for \$400,000 upon a sale, change of control or upon expiration.
Treatment of Warrant Upon Acquisition:	Upon an "Acquisition" (including any sale or other disposition of all or substantially all of the assets of the Company in whatever form, however effected, or any reorganization, consolidation, or merger of the Company (whether in a single transaction or multiple related transactions), the surviving entity shall, as condition to the Acquisition and at their option, either: (i) assume the obligations of the Warrant or (ii) purchase the Warrant at its fair value, which shall be determined using a Black-Scholes Option-Pricing Model.
Exchange of Warrant for Common Stock (Net Exercise):	If the fair market value of the Warrant Shares exceeds the Exercise Price, the Holder may exchange its Warrant for that number of the Company's Warrant Shares obtained by dividing (x) the intrinsic value of the Warrant (i.e., the Fair Market Value of the Warrant Shares on the date of the exchange less the Exercise Price), by (y) the Fair Market Value (defined as the highest fair market value per share in the 90 days prior to the exchange of the Warrant).
Automatic Exercise of the Warrant:	The Warrant shall be automatically net exercised for Warrant Shares immediately before it expires.

8. RESOLUTION 8 – RATIFICATION OF PRIOR ISSUE OF SHARES

8.1 General

On 16 July 2019, the Company announced that it was undertaking a placement of Shares to raise an aggregate of up to \$170,000 (before costs) (**Placement**).

The Placement Shares were issued on 24 July 2019.

The Placement Shares were issued pursuant to the Company's 15% placement capacity under Listing Rule 7.1 and 10% placement capacity under Listing Rule 7.1A.

Resolution 8 seeks Shareholder approval for the ratification of the issue of the Placement Shares.

8.2 Listing Rules 7.1, 7.1A and 7.4

A summary of Listing Rule 7.1 is in Section 7.1 above. A summary of Listing Rule 7.1A is in Section 6.2 above.

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 or 7.1A (and provided that the previous issue did not breach Listing Rules 7.1 or 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).

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 issue of the Tranche 1 Placement Shares:

- (a) The Placement Shares were comprised of 73,201,228 Shares issued pursuant to Listing Rule 7.1, and 96,798,772 Shares issued pursuant to Listing Rule 7.1A.
- (b) The Placement Shares had an issue price of \$0.001 per Share.
- (c) The Shares issued as Placement Shares are fully paid ordinary shares ranking equally with the Company's shares then on issue.
- (d) The Placement Shares were issued to sophisticated or professional investors that were introduced via the lead manager to the placement Merchant Corporate Advisory, none of whom are related parties of the Company.
- (e) The funds raised by the issue of the Placement Shares are intended to be applied towards short-term working capital needs of the business and purchasing and progressing new product development and general working capital requirements.

- (f) A voting exclusion statement is included in the Notice.

8.4 Additional information

The Board recommends that Shareholders vote in favour of Resolution 8(a) and 8(b).

Resolutions 8(a) and 8(b) are ordinary resolutions.

The Chairman intends to exercise all available proxies in favour of Resolutions 8(a) and 8(b).

Resolutions 8(a) and 8(b) are not interdependent on each other.

9. RESOLUTION 9 – APPROVAL OF ISSUE OF FUTURE WARRANTS

9.1 General

The Company entered into a deed of forbearance and amendment in respect of the Facility Agreement with Partners for Growth V, L.P. (PFG) on [insert] (**Deed of Forbearance**) and as part of this Deed of Forbearance, the Company agreed to, subject to obtaining Shareholder approval, issue and allot 75,000,000 warrants to PFG with an exercise price of \$0.001 and an expiry date that is seven (7) years from the date of issue (**Future Warrants**).

The effect of Resolution 9 will be to allow the Company to issue the Future Warrants during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% placement capacity.

Resolution 9 is an ordinary resolution.

The Chair intends to exercise all available proxies in favour of Resolution 9.

Technical information required by ASX Listing Rule 7.3

The following information is provided in relation to the proposed issue of Future Warrants pursuant to and in accordance with Listing Rule 7.3:

- (a) the maximum number of Future Warrants to be issued for which prior approval is being sought is up to 75,000,000 Future Warrants with an exercise price of \$0.001 and an expiry date that is seven (7) years from the date of issue;
- (b) The Future Warrants will be issued at a deemed issue price to be determined at the time of issue using the Black Scholes valuation model;
- (c) the Future Warrants will be issued no later than three (3) months after the date of the this Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that allotment will occur on the same date;
- (d) the Future Warrants will be issued to Partners For Growth V L.P. None of the recipients will be related parties of the Company;
- (e) no cash will be raised under this issue as the Future Warrants the subject of the Resolution will be issued to Partners for Growth V L.P pursuant to the terms of the Deed of Forbearance; and
- (f) a voting exclusion statement is included in the Notice.

Terms of the Future Warrants are noted below:

Type of Security and Consideration:	PFG shall acquire an option to purchase \$75,000 of Cycliq's Shares at the close of the transaction (the "Warrant Shares") at an exercise price of \$0.001 per Share (Exercise Price) (the "Warrant").
Term of Warrant:	7 years from Closing.
Put Option:	PFG would have the option to require the Company to repurchase the warrant in lieu of exercising for \$75,000 upon a sale, change of control or upon expiration.

Treatment of Warrant Upon Acquisition:	Upon an "Acquisition" (including any sale or other disposition of all or substantially all of the assets of the Company in whatever form, however effected, or any reorganization, consolidation, or merger of the Company (whether in a single transaction or multiple related transactions), the surviving entity shall, as condition to the Acquisition and at their option, either: (i) assume the obligations of the Warrant or (ii) purchase the Warrant at its fair value, which shall be determined using a Black-Scholes Option-Pricing Model.
Exchange of Warrant for Common Stock (Net Exercise):	If the fair market value of the Warrant Shares exceeds the Exercise Price, the Holder may exchange its Warrant for that number of the Company's Warrant Shares obtained by dividing (x) the intrinsic value of the Warrant (i.e., the Fair Market Value of the Warrant Shares on the date of the exchange less the Exercise Price), by (y) the Fair Market Value (defined as the highest fair market value per share in the 90 days prior to the exchange of the Warrant).
Automatic Exercise of the Warrant:	The Warrant shall be automatically net exercised for Warrant Shares immediately before it expires.

10. RESOLUTION 10 – APPROVAL TO ISSUE NEW SHARES TO DIRECTOR

General

The Company has agreed, subject to obtaining Shareholder approval, to issue the following:

Resolution 10 – 32,188,872 Shares at an issue price of \$0.001 each to Mr Daniel Kennedy (**Related Party**) (or his nominee) on the terms and conditions set out below.

These Shares are issued to settle outstanding fees owed by the Company to director, Mr Daniel Kennedy, as at 31 August 2019.

Resolutions 10 seeks Shareholder approval for the issue of 32,188,872 Shares to the Related Party (or his nominee) as specified above.

No funds will be raised from the issue of the Shares.

Chapter 2E of the Corporations Act

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

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

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

The issue of the Shares to the Related Parties constitutes giving a financial benefit and Mr Kennedy is a related party of the Company by virtue of being a Director.

The Directors, other than Mr Kennedy for Resolution 10, consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of Shares under this Resolution because the issue of the Shares is in respect of outstanding fees and is considered reasonable remuneration in respect of services provided by the relevant directors.

ASX Listing Rule 10.11

ASX 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 ASX Listing Rule 10.12 applies.

As the issue of the Shares involves the issue of securities to a related party of the Company, Shareholder approval pursuant to ASX Listing Rule 10.11 is required unless an exception applies. It is the view of the Directors that the exceptions set out in ASX Listing Rule 10.12 do not apply in the current circumstances.

Technical Information required by ASX Listing Rule 10.13

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

- (a) the Related Party to whom Shares are proposed to be given is Mr Kennedy (or his nominees) he is a related party by virtue of being a Director of the Company;
- (b) the maximum number of Shares to be issued under Resolution 10 is as follows:
 - (i) 32,188,872 Shares at an issue price of \$0.001 to Mr Daniel Kennedy (or his nominee);
- (c) the Shares will be issued to the Related Party no later than 1 month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules) and it is anticipated that the all of Shares will be issued on one date;
- (d) the Shares will be issued for nil cash consideration, accordingly no funds will be raised; and
- (e) the Shares will rank equally with all other Shares on issue.

Approval pursuant to ASX Listing Rule 7.1 is not required in order to issue the Shares to the Related Party as approval is being obtained under ASX Listing Rule 10.11. Accordingly, the issue of Shares to the Related Party will not be included in the 15% calculation of the Company's annual placement capacity pursuant to ASX Listing Rule 7.1.

Board recommendation

The Board, excluding Mr Kennedy, recommends that Shareholders vote in favour of Resolution 10. Except Mr Kennedy who does not provide a recommendation, none of the Directors have a material personal interest in this Resolution.

GLOSSARY

10% Placement Capacity has the meaning given in Section 5.1.

\$ means Australian dollars.

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

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

ASX Listing Rules means the Listing Rules of ASX.

Board means the current board of directors of the Company.

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

Chair means the chair of the Meeting.

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

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

Company means Cycliq Group Ltd (ACN 119 749 647).

Constitution means the Company's constitution.

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

Directors means the current directors of the Company.

Eligible Entity means an entity that, at the date of the relevant general meeting:

- (a) is not included in the S&P/ASX 300 Index; and
- (b) has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300,000,000.

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

Explanatory Statement means the explanatory statement accompanying the Notice.

Future Warrants has the meaning given to that term in Section 9.1

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.

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

Option means an option to acquire a Share.

Ordinary Securities has the meaning set out in the ASX Listing Rules.

Proxy Form means the proxy form accompanying the Notice.

Remuneration Report means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 30 June 2019.

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

Section means a section of the Explanatory Statement.

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

Shareholder means a registered holder of a Share.

Variable A means "A" as set out in the formula in ASX Listing Rule 7.1A(2).

Warrants has the meaning given to that term in Section 7.1.

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

SCHEDULE 1 – ISSUES OF EQUITY SECURITIES SINCE 28 NOVEMBER 2018

Date of issue	Quantity	Class	Recipients	Issue price	Form of consideration ²
11 October 2018	3,170,393	Shares ¹	Unrelated Sales and Marketing Consultants	Deemed issue price \$0.0121, (premium of 51% to closing market price on day of issue)	Non-cash Issued in lieu of cash payment for services provided to the Company as announced to ASX on 11 October 2018 Current value ² = 3,170
11 October 2018	774,008	Shares ¹	Unrelated Employees	Deemed issue price \$0.0105, (premium of 31% to closing market price on day of issue)	Non-cash Issued in lieu of cash payment to Company employees as announced to ASX on 11 October 2018 Current value ² = 774
26 November 2018	99,331,339	Shares ¹	Unrelated sophisticated investors that were introduced via the Lead Manager CPS Capital Group otherwise investors introduced by the Directors	\$0.007 (premium of 13% to closing market price on day of issue)	Cash Amount raised = \$695,319 Funds used = \$695,319 Funds used for: stock purchases, increased marketing, new product development, costs of the placement and general working capital.
26 November 2018	49,665,670	Unquoted Options exercisable at \$0.012 each on or before 26 November 2021	Unrelated sophisticated investors that were introduced via the Lead Manager CPS Capital Group otherwise investors introduced by the Directors	N/A	Free attaching options on a 1 for 2 basis on the 99,331,339 Shares issued above
17 December 2018	57,882,945	Shares ¹	Unrelated sophisticated investors that were introduced via the Lead Manager CPS Capital Group otherwise investors introduced by the Directors	\$0.007, (premium of 40% to closing market price on day of issue)	Cash Amount raised = \$405,180 Funds used = \$405,180 Funds used for: stock purchases, increased marketing, new product development, costs of the placement and general working capital.
17 December 2018	28,941,473	Unquoted Options exercisable at \$0.012 each on or before 13 December 2021	Unrelated sophisticated investors that were introduced via the Lead Manager CPS Capital Group otherwise investors introduced by the Directors	N/A	Free attaching options on a 1 for 2 basis on the 57,882,945 Shares issued above
17 December 2018	5,000,000	Unquoted Options exercisable at \$0.012 each on or before 13 December 2021	Advisor of the private placement	N/A	Valuation undertaken used the Black Scholes method equated to a total value of \$14,584. ⁴
22 January 2019	1,786,243	Shares ¹	Unrelated Sales and Marketing Consultants	Deemed issue price \$0.006, (premium of 47% to closing market price on day of issue)	Non-cash Issued in lieu of cash payment for services provided to the Company as announced to ASX on 22 January 2019 Current value ² = 1,786

Date of issue	Quantity	Class	Recipients	Issue price	Form of consideration ²
22 January 2019	431,034	Shares ¹	Unrelated Employees	Deemed issue price \$0.006, (premium of 47% to closing market price on day of issue)	Non-cash Issued in lieu of cash payment to Company employees as announced to ASX on 22 January 2019 Current value ² = 431
22 January 2019	9,285,714	Shares ¹	Unrelated Sales and Marketing Consultants	Deemed issue price \$0.007, (premium of 75% to closing market price on day of issue)	Non-cash Issued in lieu of cash payment bonus from the Company as announced to ASX on 22 January 2019 Current value ² = 9,285
22 January 2019	4,642,858	Unquoted Options exercisable at \$0.012 each on or before 22 January 2022	Unrelated Sales and Marketing Consultants	N/A	Valuation undertaken used the Black Scholes method equated to a total value of \$5,841. ⁴
1 May 2019	9,832,429	Shares ¹	The Toad Group Pty Ltd	Deemed issue price \$0.007, (premium of 133% to closing market price on day of issue)	Non-cash Issued in lieu of cash payment of bonus from the Company as approved by Shareholders at the 30 April 2019 General Meeting. Current value ² = 9,832
1 May 2019	4,642,857	Shares ¹	Mr Chris Singleton	Deemed issue price \$0.007, (premium of 133% to closing market price on day of issue)	Non-cash Issued in lieu of cash payment for services provided to the Company as approved by Shareholders at the 30 April 2019 General Meeting. Current value ² = 4,642
1 May 2019	2,321,429	Unquoted Options exercisable at \$0.012 each on or before 1 May 2022	Mr Chris Singleton	N/A	Valuation undertaken used the Black Scholes method equated to a total value of \$1,764. ⁴
1 May 2019	2,823,214	Shares ¹	Unrelated Sales and Marketing Consultants	Deemed issue price \$0.041, (premium of 35% to closing market price on day of issue)	Non-cash Issued in lieu of cash payment for services provided to the Company as announced to ASX on 1 May 2019 Current value ² = 2,823
1 May 2019	1,157,201	Shares ¹	Unrelated Employees	Deemed issue price \$0.0086, (premium of 188% to closing market price on day of issue)	Non-cash Issued in lieu of cash payment to Company employees as announced to ASX on 1 May 2019 Current value ² = 1,157

Date of issue	Quantity	Class	Recipients	Issue price	Form of consideration ²
18 July 2019	67,857,143	Unquoted Warrants. Exercise price - \$0.007. Exercisable any time until 29 March 2026	Partners for Growth V L.P. Form part of the PFG loan facility – Announcement 28 February 2019	N/A	Valuation undertaken used the Black Scholes method equated to a total value of \$79,806. ⁴
24 July 2019	170,000,000	Shares ¹	Unrelated sophisticated investors that were introduced via the Lead Manager Merchant Corporate Advisory. Capital otherwise investors introduced by the Directors	\$0.001, (discount of 50% to closing market price on day of issue)	Cash Amount raised = \$170,000 Funds used = Nil Proposed use of remaining funds = To fund Inventory purchases, debt repayments and general working capital ³
3 September 2019	191,404,740	Shares ¹	Existing Shareholders under the 1 of 2 Rights issue prospectus dated 1 August 2019.	\$0.001, (discount of 0% to closing market price on day of issue)	Cash Amount raised = \$191,404 Funds used = Nil Proposed use of remaining funds = To fund Inventory purchases, debt repayments and general working capital ³
	76,905,060	Shares ¹	Existing Shareholders under the 1 of 10 Rights issue (Shortfall)		Cash Amount raised = \$76,905 Funds used = Nil Proposed use of remaining funds = To fund Inventory purchases, debt repayments and general working capital ³
11 September 2019	302,674,470	Shares ¹	Unrelated Sophisticated Investors that were introduced via the Lead Manager Merchant Funds.	\$0.001, (discount of 50% to closing market price on day of issue)	Cash Amount raised = \$372,122 Funds used = Nil Proposed use of remaining funds = To fund Inventory purchases, debt repayments and general working capital ³

Notes:

1. Fully paid ordinary Shares in the capital of the Company, ASX Code: CYQ (terms are set out in the Constitution).
2. In respect of Shares the value is based on the closing price of the Shares (\$0.001) on the ASX on 27 September 2019.
3. This is a statement of current intentions as at the date of this Notice. As with any budget, intervening events and new circumstances have the potential to affect the manner in which the funds are ultimately applied. The Board reserves the right to alter the way the funds are applied on this basis.
4. The value of Options and Warrants is measured using the Black & Scholes option pricing model. Measurement inputs include the Share price on the measurement date, the exercise price, the term of the Option or Warrant, the impact of dilution, the expected volatility of the underlying Share (based on weighted average historic volatility adjusted for changes expected due to publicly available information), the expected dividend yield and the risk free interest rate for the term of the Warrant. No account is taken of any performance conditions included in the terms of the Option other than market based performance conditions (i.e. conditions linked to the price of Shares).



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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.

2019 ANNUAL GENERAL MEETING PROXY FORM

I/We being shareholder(s) of Cycliq Group Ltd 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 Annual General Meeting of the Company to be held at **Suite 6, 295 Rokeby Road, Subiaco WA 6008 on 30 October 2019 at 10.00am (WST)** 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 Resolution 1 & 10 (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.

VOTING DIRECTIONS

Resolutions

- 1 Adoption of Remuneration Report
- 2 Re-Election of Director – Piers Lewis
- 3 Election of Director – Daniel Kennedy
- 4 Election of Director – Benjamin Rattigan
- 5 Approval of 10% Placement Capacity
- 6 Ratification of Prior Issue of Shares
- 7 Ratification of Prior Issue of Warrants
- 8 Ratification of Prior Issue of Shares
- 9 Approval to Issue Future Warrants
- 10 Approval to Issue Shares to Director

For Against Abstain*

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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* 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 shareholders 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.

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 Resolution 1 & 10, by marking the appropriate box. If you do not, your proxy will not be able to exercise your vote for Resolution 1 & 10.

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.

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 10.00am (WST) on 28 October 2019, 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



BY MAIL

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



BY FAX

+61 8 9262 3723



BY EMAIL

admin@advancedshare.com.au



IN PERSON

Advanced Share Registry Limited
110 Stirling Hwy, Nedlands WA 6009



ALL ENQUIRIES TO

Telephone: +61 8 9389 8033