

Bike Exchange Limited

Level 5
126 Philip Street
SYDNEY NSW 2000
ACN: 625 305 240

info@bikeexchange.com.au
www.bikeexchange.com.au



Bike Exchange Limited

Notice of 2022 Annual General Meeting

Explanatory Statement | Proxy Form

Thursday, 27 October 2022

10.00am (AEDT)

Address

To be held as a **virtual meeting**

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.

Contents

Venue and Voting Information	2
Notice of General Meeting – Resolutions	5
Notice of General Meeting – Explanatory Statement	21
Glossary	46
Annexure A – Terms of Adviser Options	Attached
Annexure B – Summary of Long Term Incentive Plan	Attached
Proxy Form	Attached

Important Information for Shareholders about the Company's 2022 AGM

This Notice is given based on circumstances as at 27 September 2022. Should circumstances change, the Company will make an announcement on the ASX market announcements platform and on the Company's website at www.bikeexchange.com.au. Shareholders are urged to monitor the ASX announcements platform and the Company's website.

Venue and Voting Information

The General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 10.00am (AEDT) on Thursday, 27 October 2022 as a **virtual meeting**.

If you wish to virtually attend the AGM (which will be broadcast as a live webinar), please **pre-register** in advance for the virtual meeting here:

https://us02web.zoom.us/webinar/register/WN_yYDE9_ueTAminCzLp5-M4A.

After registering, you will receive a confirmation containing information on how to attend the virtual meeting on the day of the AGM.

Shareholders will be able to vote (see the "Voting virtually at the Meeting" section of this Notice of Meeting below) and ask questions at the virtual meeting.

Shareholders are also encouraged to submit questions in advance of the Meeting to the Company.

Questions must be submitted in writing to the Joint Company Secretaries, Maggie Niewidok at maggie.niewidok@automicgroup.com.au or Shelby Coleman at shelby.coleman@automicgroup.com.au at least 48 hours before the AGM.

The Company will also provide Shareholders with the opportunity to ask questions during the Meeting in respect to the formal items of business as well as general questions in respect to the Company and its business.

Your vote is important

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

Voting virtually at the Meeting

Shareholders who wish to vote virtually on the day of the AGM will need to login to the online meeting platform powered by Automic.

Shareholders who do not have an account with Automic are strongly encouraged to register for an account **as soon as possible and well in advance of the Meeting** to avoid any delays on the day of the Meeting. An account can be created via the following link investor.automic.com.au and then clicking on “**register**” and following the prompts. Shareholders will require their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) to create an account with Automic.

To access the virtual meeting on the day:

1. Open your internet browser and go to investor.automic.com.au
2. Login with your username and password or click “**register**” if you haven’t already created an account. **Shareholders are encouraged to create an account prior to the start of the meeting to ensure there is no delay in attending the virtual meeting**
3. After logging in, a banner will display at the bottom of your screen to indicate that the meeting is open for registration, click on “**Register**” when this appears. Alternatively, click on “**Meetings**” on the left-hand menu bar to access registration.
4. Click on “**Register**” and follow the steps
5. Once the Chair of the Meeting has declared the poll open for voting click on "Refresh" to be taken to the voting screen
6. Select your voting direction and click "confirm" to submit your vote. Note that you cannot amend your vote after it has been submitted

For further information on the live voting process please see the **Registration and Voting Guide** at <https://www.automicgroup.com.au/virtual-agms/>

Voting by proxy

To vote by proxy, please use one of the following methods:

Online	Lodge the Proxy Form online at https://investor.automic.com.au/#/loginsah by following the instructions: Login to the Automic website using the holding details as shown on the Proxy Form. Click on ‘View Meetings’ – ‘Vote’. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form. For further information on the online proxy lodgement process please see the Online Proxy Lodgement Guide at https://www.automicgroup.com.au/virtual-agms/
By post	Automic, GPO Box 5193, Sydney NSW 2001
By hand	Automic, Level 5, 126 Phillip Street, Sydney NSW 2000

Your Proxy instruction must be received not later than 48 hours before the commencement of the Meeting. **Proxy Forms received later than this time will be invalid.**

Power of Attorney

If the proxy form is signed under a power of attorney on behalf of a shareholder, then the attorney must make sure that either the original power of attorney or a certified copy is sent with the proxy form, unless the power of attorney has already provided it to the Share Registry.

Corporate Representatives

If a representative of a corporate shareholder or a corporate proxy will be attending the Meeting, the representative should bring to the Meeting adequate evidence of their appointment, unless this has previously been provided to the Share Registry.

Notice of General Meeting

Notice is hereby given that an General Meeting of Shareholders of BikeExchange Limited ACN 625 305 240 will be held at 10.00am (AEDT) on Thursday 27 October 2022 as a **virtual meeting (Meeting)**.

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the General Meeting. The Explanatory Statement and the Proxy Form forms part of this Notice of Meeting.

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the General Meeting are those who are registered Shareholders at 7.00pm (AEDT) on Tuesday 25 October 2022.

Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

Agenda

Ordinary business

Financial statements and reports

"To receive and to consider the Annual Financial Report of the Company for the financial year ended 30 June 2022 together with the declaration of the Directors, the Directors' Report, the Remuneration Report and the Auditor's Report for that financial year."

Note: This item of ordinary business is **for discussion only and is not a resolution**.

Pursuant to the Corporations Act, Shareholders will be given a reasonable opportunity at the Meeting to ask questions about, or make comments in relation to, each of the aforementioned reports during consideration of these items.

Resolutions

Remuneration Report

1. Resolution 1 – Adoption of Remuneration Report

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“That, for the purpose 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 2022.”

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

Voting Exclusion Statement: In accordance with the Corporations Act, the Company will disregard any votes cast on Resolution 1 by or on behalf of a member of the Company’s key management personnel (including the Directors), whose remuneration details are included in the Remuneration Report (**KMP**), or any of that person’s Closely Related Parties (such as close family members and any controlled companies of those persons) (collectively referred to as Restricted Voter). However, the Company need not disregard a vote if:

- (a) it is cast by a person as a proxy appointed in writing that specifies how the proxy is to vote on Resolution 1; and
- (b) it is not cast on behalf of a Restricted Voter.

If you appoint the person chairing the Meeting (**Chair**) and you are not a Restricted Voter, by submitting the Proxy Form you authorise the person chairing the Meeting to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a KMP, and you will be taken to have directed the Chair to vote in accordance with his or her stated intention to vote in favour of Resolution 1. If you do not want your vote exercised in favour of Resolution 1, you should direct the person chairing the Meeting to vote “against”, or to abstain from voting on, this Resolution.

Ratification of Prior Issue of Fully Paid Ordinary Shares

2. Resolution 2 – Ratification of Prior Issue of Fully Paid Ordinary Shares under Placement

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Shareholders ratify the allotment and prior issue of 17,393,173 fully paid ordinary shares issued on 30 May 2022 and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 2 by or on behalf of:

- (a) a person who participated in the issue or is a counterparty to the agreement being approved; or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 2 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Issue of Fully Paid Ordinary Shares

3. Resolution 3 – Approval of Issue of Fully Paid Ordinary Shares to Dominic O’Hanlon, Director of the Company

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 25,000,000 fully paid ordinary shares to Dominic O’Hanlon (or his nominee), a Director of the Company, and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 3 by or on behalf of:

- (a) a person who is to expected to receive the securities as a result of the proposed issue;
- (b) a person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (c) an Associate of that person or those persons described in (a) or (b).

However, this does not apply to a vote cast in favour of Resolution 3 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with direction given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - the holder vote on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Re-election of Directors

4. Resolution 4 – Election of Elizabeth Smith as Director

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“That Ms Elizabeth Smith, a Director appointed as an additional Director and holding office until the next general meeting of the Company after her appointment in accordance with the Company’s Constitution, be elected as a Director of the Company, effective immediately.”

5. Resolution 5 – Election of Dominic O’Hanlon as Director

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“That Dominic O’Hanlon, a Director appointed as an additional Director and holding office until the next general meeting of the Company after his appointment in accordance with the Company’s Constitution, be elected as a Director of the Company, effective immediately.”

ASX Listing Rule 7.1A (Additional 10% Capacity)

6. Resolution 6 – ASX Listing Rule 7.1A Approval of Future Issue of Securities

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, the Shareholders approve the issue of equity securities up 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 which accompanies and forms part of this Notice of Meeting."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 6 by or on behalf of:

- (a) 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
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 6 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Issue of Shares to Directors of the Company

7. Resolution 7 – Approval of Issue of Shares to Dominic O’Hanlon, Director of the Company

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 3,125,000 fully paid ordinary shares to Dominic O’Hanlon, a Director of the Company (or his nominee) and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 7 by or on behalf of:

- (a) a person who is to expected to receive the securities as a result of the proposed issue;
- (b) a person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (c) an Associate of that person or those persons described in (a) or (b).

However, this does not apply to a vote cast in favour of Resolution 7 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with direction given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - the holder vote on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition Statement: 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 Resolution 7 if:

- (a) the proxy is either:
 - (i) a member of the Company’s Key Management Personnel; or
 - (ii) a closely related party of a member of the Company’s Key Management Personnel; and
- (b) the appointment does not specify the way the proxy is to vote on the resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair of the Meeting; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Company’s Key Management Personnel.

8. **Resolution 8** – Approval of Issue of Shares to Gregg Taylor, Director of the Company

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 5,500,000 fully paid ordinary shares to Gregg Taylor, a Director of the Company (or his nominee) and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 8 by or on behalf of:

- (a) a person who is to expected to receive the securities as a result of the proposed issue;
- (b) a person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (c) an Associate of that person or those persons described in (a) or (b).

However, this does not apply to a vote cast in favour of Resolution 8 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with direction given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - the holder vote on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition Statement: 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 Resolution 8 if:

- (a) the proxy is either:
 - (i) a member of the Company's Key Management Personnel; or
 - (ii) a closely related party of a member of the Company's Key Management Personnel; and
- (b) the appointment does not specify the way the proxy is to vote on the resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair of the Meeting; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Company's Key Management Personnel.

9. **Resolution 9** – Approval of Issue of Shares to Andrew Ryan, Director of the Company

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 2,750,000 fully paid ordinary shares to Andrew Ryan, a Director of the Company (or his nominee) and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 9 by or on behalf of:

- (a) a person who is to be expected to receive the securities as a result of the proposed issue;
- (b) a person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (c) an Associate of that person or those persons described in (a) or (b).

However, this does not apply to a vote cast in favour of Resolution 9 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with direction given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - the holder vote on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition Statement: 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 Resolution 9 if:

- (a) the proxy is either:
 - (i) a member of the Company's Key Management Personnel; or
 - (ii) a closely related party of a member of the Company's Key Management Personnel; and
- (b) the appointment does not specify the way the proxy is to vote on the resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair of the Meeting; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Company's Key Management Personnel.

10. **Resolution 10** – Approval of Issue of Shares to Elizabeth Smith, Director of the Company

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 1,500,000 fully paid ordinary shares to Elizabeth Smith, a Director of the Company (or her nominee) and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 10 by or on behalf of:

- (a) a person who is to expected to receive the securities as a result of the proposed issue;
- (b) a person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (c) an Associate of that person or those persons described in (a) or (b).

However, this does not apply to a vote cast in favour of Resolution 10 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with direction given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - the holder vote on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition Statement: 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 Resolution 10 if:

- (a) the proxy is either:
 - (i) a member of the Company's Key Management Personnel; or
 - (ii) a closely related party of a member of the Company's Key Management Personnel; and
- (b) the appointment does not specify the way the proxy is to vote on the resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair of the Meeting; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Company's Key Management Personnel.

Issue of Shares to a Related Party

11. Resolution 11 – Approval of Issue of Adviser Fee Shares to Flare Ventures Pty Ltd

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 2,000,000 fully paid ordinary shares to Flare Ventures Pty Ltd (or their nominee), an entity controlled by Dominic O’Hanlon, a Director of the Company and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 11 by or on behalf of:

- (a) a person who is to expected to receive the securities as a result of the proposed issue;
- (b) a person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (c) an Associate of that person or those persons described in (a) or (b).

However, this does not apply to a vote cast in favour of Resolution 11 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with direction given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - the holder vote on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition Statement: 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 Resolution 11 if:

- (a) the proxy is either:
 - (i) a member of the Company’s Key Management Personnel; or
 - (ii) a closely related party of a member of the Company’s Key Management Personnel; and
- (b) the appointment does not specify the way the proxy is to vote on the resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair of the Meeting; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Company’s Key Management Personnel.

Issue of Options to a Related Party

12. Resolution 12 – Approval of Issue of Adviser Options to Flare Ventures Pty Ltd

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 30,000,000 Options to Flare Ventures Pty Ltd (or their nominee) an entity controlled by Dominic O’Hanlon, a Director of the Company and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 12 by or on behalf of:

- (a) a person who is to expected to receive the securities as a result of the proposed issue;
- (b) a person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (c) an Associate of that person or those persons described in (a) or (b).

However, this does not apply to a vote cast in favour of Resolution 12 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with direction given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - the holder vote on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition Statement: 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 Resolution 12 if:

- (a) the proxy is either:
 - (i) a member of the Company’s Key Management Personnel; or
 - (ii) a closely related party of a member of the Company’s Key Management Personnel; and
- (b) the appointment does not specify the way the proxy is to vote on the resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair of the Meeting; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Company’s Key Management Personnel.

Issue of Shares to Employees of the Company

13. **Resolution 13** – Approval of Issue of Contribution Shares to Employees of the Company

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, the Shareholders of the Company approve the issue of 4,824,846 fully paid ordinary shares in lieu of a portion of their salary to certain employees of the Company, and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 13 by or on behalf of:

- (a) a person who participated in the issue or is a counterparty to the agreement being approved; or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 13 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

14. **Resolution 14** – Approval of Issue of Bonus Shares to Employees of the Company

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, the Shareholders of the Company approve the issue of 12,551,476 fully paid ordinary shares in lieu of a cash bonus to certain employees of the Company, and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 14 by or on behalf of:

- (a) a person who participated in the issue or is a counterparty to the agreement being approved; or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 14 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Employee Incentive Scheme

15. Resolution 15 – Adoption of Long Term Incentive Plan

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“That, for the purposes of ASX Listing Rule 7.2 (exception 13(b)), sections 257B(1), 259B(2) and 260C(4) of the Corporations Act and for all other purposes, the Shareholders of the Company approve the adoption of an employee incentive scheme titled the “Long Term Incentive Plan” (LTIP), on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 15 by or on behalf of:

- (a) a person who is eligible to participate in the LTIP; or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 15 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition Statement: 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 Resolution 15 if:

- (a) the proxy is either:
 - (i) a member of the Company's Key Management Personnel; or
 - (ii) a closely related party of a member of the Company's Key Management Personnel; and
- (b) the appointment does not specify the way the proxy is to vote on the resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair of the Meeting; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Company's Key Management Personnel.

Ratification of Prior Issue of Fully Paid Ordinary Shares

16. Resolution 16 – Ratification of Prior Issue of Fully Paid Ordinary Shares

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Shareholders ratify the allotment and prior issue of 6,624,204 fully paid ordinary shares issued on 3 March 2022] and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 16 by or on behalf of:

- (a) a person who participated in the issue or is a counterparty to the agreement being approved; or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 16 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

BY ORDER OF THE BOARD

Shelby Coleman
Joint Company Secretary

Explanatory Statement

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the General Meeting to be held at 10.00am (AEDT) on Thursday, 27 October 2022 as a **virtual meeting**.

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

If you are in any doubt about what to do in relation to the Resolutions contemplated in the Notice of Meeting and this Explanatory Statement, it is recommended that you seek advice from an accountant, solicitor or other professional advisor.

Full details of the business to be considered at the General Meeting are set out below.

Agenda

Ordinary business

Financial statements and reports

In accordance with the Constitution and the Corporations Act, the business of the Annual General Meeting will include receipt and consideration of the Annual Financial Report of the Company for the financial year ended 30 June 2022 together with the declaration of the Directors, the Directors' Report, the Remuneration Report and the Auditor's Report.

In accordance with the amendments to the Corporations Act, the Company is no longer required to provide a hard copy of the Company's Annual Financial Report to Shareholders unless a Shareholder has specifically elected to receive a printed copy.

Whilst the Company will not provide a hard copy of the Company's Annual Financial Report unless specifically requested to do so, Shareholders may view the Company Annual Financial Report on its website at www.bikeexchange.com.au.

No resolution is required for this item, but Shareholders will be given the opportunity to ask questions and to make comments on the management and performance of the Company.

The Company's auditor will be present at the Meeting. During the discussion of this item, the auditor will be available to answer questions on the:

- Conduct of the audit;
- Preparation and content of the Auditor's Report;
- Accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- Independence of the auditor in relation to the conduct of the audit.

Written questions of the auditor

If you would like to submit a written question about the content of the Auditor's Report or the conduct of the audit of the Annual Financial Report of the Company's auditor, please send your question to the Company Secretary. A list of qualifying questions will be made available at the Meeting.

Please note that all written questions must be received at least five business days before the Meeting, which is by Thursday, 20 October 2022.

Resolutions

Remuneration Report

Resolution 1 – Adoption of Remuneration Report

In accordance with section 250R(2) of the Corporations Act, the Company is required to present to its Shareholders the Remuneration Report as disclosed in the Company's Annual Financial Report.

The vote on the Resolution is advisory only and does not bind the Directors or the Company. The Remuneration Report is set out in the Company's Annual Financial Report and is also available on the Company's website at www.bikeexchange.com.au.

However, if at least 25% of the votes cast are against the adoption of the Remuneration Report at the Meeting (subject of this Notice of Meeting), and then again at the 2023 Annual General Meeting (**2023 AGM**), the Company will be required to put to the vote a resolution (**Spill Resolution**) at the 2023 AGM to approve the calling of a further meeting (**Spill Meeting**). If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene the Spill Meeting within 90 days of the 2023 AGM. All of the Directors who were in office when the 2023 Directors' Report was approved, other than the Managing Director, will (if desired) need to stand for re-election at the Spill Meeting.

The Remuneration Report explains the Board's policies in relation to the nature and level of remuneration paid to KMPs (including Directors) and sets out remuneration details, service agreements and the details of any share-based compensation.

Voting

Note that a voting exclusion applies to Resolution 1 in the terms set out in the Notice of Meeting. In particular, the Directors and other Restricted Voters must not vote on this Resolution and must not cast a vote as proxy, unless the appointment gives a direction on how to vote, or the proxy is given to the Chair and you submit the Proxy Form, authorising the Chair to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a KMP and that in doing so you will be taken to have directed the Chair to vote in accordance with the Chair's stated intention to vote in favour of Resolution 1.

Shareholders are urged to read carefully the Proxy Form and to provide a direction to the proxy on how to vote on this Resolution.

Ratification of Prior Issue of Fully Paid Ordinary Shares

Resolution 2 – Ratification of Prior Issue of Fully Paid Ordinary Shares under Placement

Background

On 25 May 2022, the Company announced a capital raising comprising a placement and a non-renounceable entitlement offer, having received commitments from institutional, sophisticated, and professional investors totalling \$347,863.46 in respect of the placement.

Accordingly, on 30 May 2022, the Company issued 17,393,173 fully paid ordinary shares at an issue price of \$0.02 per Share (**Placement Shares**) by utilising the Company's existing capacity under Listing Rule 7.1.

ASX Listing Rule 7.1

This Resolution proposes that Shareholders of the Company approve and ratify the prior issue and allotment of 17,393,173 Placement Shares, which were issued on 30 May 2022 (**Issue Date**).

All of the Placement Shares were issued by utilising the Company's existing capacity under Listing Rule 7.1.

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

The issue of Placement Shares did not fit within any of the exceptions to Listing Rule 7.1 and, as it has not been approved by the Company's Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the Issue Date.

Listing Rule 7.4 allows the Shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1.

The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

To this end, this Resolution seeks Shareholder approval to subsequently approve the issue of the Placement Shares for the purposes of Listing Rule 7.4.

If this Resolution is passed, the issue of the Placement Shares will be excluded in calculating the Company's 15% capacity to issue equity securities under Listing Rule 7.1 without Shareholder approval over the 12 month period following the Issue Date.

If this Resolution is not passed, the issue of the Placement Shares will be included in calculating the Company's 15% capacity to issue equity securities under Listing Rule 7.1 without Shareholder approval over the 12 month period following the Issue Date.

Information required by ASX Listing Rule 7.5

The following information is provided to Shareholders for the purposes of Listing Rule 7.5.

- (a) The Placement Shares were issued to sophisticated, professional, and institutional investors, being Salter Brothers Asset Management Pty Ltd and Salter Brothers Emerging Companies Limited. The investors are not related parties of the Company and as such Listing Rule 10.11 does not apply.

- (b) The Company issued 17,393,173 Placement Shares.
- (c) The Placement Shares were fully paid on issue and ranked equally in all aspects with all existing fully paid ordinary shares previously issued by the Company.
- (d) The Placement Shares were issued on 30 May 2022.
- (e) Each of the Placement Shares were issued at a price of \$0.02 per Share, which raise \$347,863.46 in aggregate.
- (f) Funds raised from the issue of the Placement Shares have been and will be used by the Company to undertake product and technology development and for general working capital purposes.

Directors' Recommendation

The Board of Directors recommend Shareholders vote for this Resolution.

Issue of Fully Paid Ordinary Shares

Resolution 3 – Approval of Issue of Fully Paid Ordinary Shares to Dominic O'Hanlon, Director of the Company

Background

This Resolution seeks Shareholder approval to issue and allot 25,000,000 fully paid ordinary shares to Dominic O'Hanlon, Director of the Company (**Director Placement Shares**).

On 25 May 2022, the Company announced a capital raising comprising of a placement and a non-renounceable entitlement offer each at a price of \$0.02 per Share and as Mr O'Hanlon was a proposed director of the Company, he was not able to participate in the placement or take up any shortfall from the entitlement offer without Shareholder approval (**Capital Raise**). This Resolution seeks Shareholder approval to issue Mr O'Hanlon fully paid ordinary shares on the same terms as the Capital Raise.

Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act prohibits the Company from giving a financial benefit to a related party of the Company unless either:

- (a) the giving of the financial benefit falls within one of the exceptions to the provisions; or
- (b) Shareholder approval is obtained prior to the giving of the financial benefit.

The proposed issue of Director Placement Shares (which is a type of equity security, for the purposes of the Chapter 2E of the Corporations Act) constitutes the giving of a financial benefit.

A "related party" for the purposes of the Corporations Act and the Listing Rules is widely defined and includes a director of a public company, a spouse of a director of a public company or an entity controlled by a director of a public company. The definition of "related party" also includes a person whom there is reasonable grounds to believe will become a "related party" of a public company.

The non-conflicted Directors of the Company (being Andrew Ryan, Sam Salter, Elizabeth Smith and Gregg Taylor) carefully considered the proposed issue of these Director Placement Shares to Mr O'Hanlon and formed the view that the giving of this financial benefit to Mr O'Hanlon is on arm's length terms, as the securities are proposed to be issue on the same terms as offered to non-related parties of the Company at the time of the Capital Raising.

Accordingly, the non-conflicted Directors of the Company believe that the proposed issue of these Director Placement Shares to Dominic O'Hanlon fall within the "arm's length terms" exception as set out in section 210 of the Corporations Act, and the Company and relies on this exception from the requirement to obtain Shareholder approval under Chapter 2E of the Corporations Act for the

issue of the Director Placement Shares.

Information required by ASX Listing Rule 10.13

ASX Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, the Company, as a listed company, must not issue equity securities to persons in a position of influence without Shareholder approval. Please refer to the Explanatory Statement in relation to Resolutions 7 to 11 for a summary of ASX Listing Rule 10.11.

Accordingly the Company is seeking Shareholder approval for the issue of the Director Placement Shares for ASX Listing Rule 10.11.

The following information in relation to the issue of the Director Placement Shares to Dominic O'Hanlon is provided to Shareholders for the purposes of ASX Listing Rule 10.13:

- (a) The allottee is Dominic O'Hanlon (or his nominee), a Director of the Company.
- (b) If Dominic O'Hanlon elects to have the Director Placement Shares issued to him personally, Listing Rule 10.11.1 applies. If Dominic O'Hanlon elects to have the Director Placement Shares issued to his nominee, Listing Rule 10.11.4 applies.
- (c) The maximum number of Director Placement Shares to be issued is 25,000,000 Shares.
- (d) The Director Placement Shares will be fully paid on issue and rank equally in all aspects with all existing fully paid ordinary shares previously issued by the Company.
- (e) The Director Placement Shares will be issued within one month of Shareholder approval being obtained by the Company (or such later date as permitted by any ASX waiver or modification of the Listing Rules).
- (f) The Director Placement Shares will be issued at a price of \$0.02 per Director Placement Share.
- (g) Funds raised from the issue of the Director Placement Shares will be used by the Company to undertake product and technology development and for general working capital purposes.
- (h) The issue of the Director Placement Shares are not intended to be remuneration or an incentive for Mr Dominic O'Hanlon.
- (i) The Director Placement Shares are not being issued under an agreement.
- (j) A voting exclusion statement is set out in the Notice of Meeting above.

If this Resolution is passed, the Company will be able to proceed with the proposed issue of Director Placement Shares and will receive \$500,000 in funds, as detailed within this Resolution.

If this Resolution is not passed, the Company will not be able to proceed with the proposed issue of Director Placement Shares and the Company will not receive \$500,000 in funds in relation to the issue of Director Placement Shares.

Directors' Recommendation

The Directors (excluding Mr O'Hanlon) recommend that Shareholders vote for this Resolution.

Re-election of Directors

Resolution 4 – Election of Elizabeth Smith as Director

Ms Elizabeth Smith was appointed as an additional Director of the Company under rule 19.2(a) of the Company's Constitution on 1 April 2022 and has since served as a Director of the Company.

Under this Resolution, Ms Smith seeks election as a Director of the Company at this AGM.

Liz has over 25 years' experience as a Chartered Accountant, is a Director at William Buck and a former Corporate Finance Partner of Grant Thornton. She is also a Director of Hub Australia and a member of the Finance Committee of the Australian Red Cross.

Liz has extensive experience advising businesses with strong growth aspirations, including on valuations, due diligence, mergers and acquisitions, capital raisings and ASX listings. She has worked across a range of industries (including technology and retail) and for businesses ranging from small privately owned companies to large ASX listed entities.

Liz holds a Bachelor of Commerce from the University of Melbourne and a Masters of Business Administration from La Trobe University. She is also a Fellow of Chartered Accountants Australia and New Zealand, a Fellow of the Financial Services Institute of Australasia, a Fellow of the Governance Institute and is a graduate of the Australian Institute of Company Directors.

Directors' Recommendation

The Directors (excluding Ms Smith) recommend that Shareholders vote for this Resolution.

Resolution 5 – Election of Dominic O'Hanlon as Director

Mr Dominic O'Hanlon was appointed as an additional Director of the Company under rule 19.2(a) of the Company's Constitution on 16 June 2022 and has since served as a Director of the Company.

Under this Resolution, Mr O'Hanlon seeks election as a Director of the Company at this AGM.

Mr O'Hanlon is a technology entrepreneur, business executive, professional director and investor with extensive experience and knowledge of the Information Technology industry built up over a career spanning over 30 years. Mr O'Hanlon was Managing Director and CEO of RHP Limited (ASX code: RHP) for over 7 years and led the sale of RHP to Norwegian based Crayon in November 2021 for AUD \$408 million. During Mr O'Hanlon's time as CEO of RHP, the business grew sales from AUD \$74.5M to \$377.4M (26.6% CAGR) and EBITDA from AUD \$1.5M to \$16.6M (41% CAGR). At the time of sale, RHP had approximately 600 staff across 10 countries.

Prior to RHP, Mr O'Hanlon had multiple technology build, scale and exit experiences including as CEO of Haley Limited (sold to Oracle in 2008) and as Chief Strategy Officer of MYOB (sold to Bain Capital in 2011).

Directors' Recommendation

The Directors (excluding Mr O'Hanlon) recommend that Shareholders vote for this Resolution.

Resolution 6 – ASX Listing Rule 7.1A Approval of Future Issue of Securities

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

Under Listing Rule 7.1A, however, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to add an additional 10% capacity.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation less than the amount prescribed by ASX (currently \$300 million).

As of the date of this Notice of Meeting, the Company has a market capitalisation of approximately

\$12 million and therefore is an eligible entity. If at the time of the Meeting the Company is no longer an eligible entity this Resolution will be withdrawn.

This Resolution seeks Shareholder approval by way of a special resolution for the Company to have the additional 10% capacity provided for in Listing Rule 7.1A to issue equity securities without Shareholder approval.

If this Resolution is passed, the Company will be able to issue equity securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If this Resolution is not passed, the Company will not be able to access the additional 10% capacity to issue equity securities without Shareholder approval provided for in Listing Rule 7.1A and will remain subject to the 15% limit on issuing equity securities without Shareholder approval set out in Listing Rule 7.1.

Information Required by ASX Listing Rule 7.3A

The following information is provided to Shareholder for the purposes of Listing Rule 7.3A.

Period for which the approval will be valid

An approval under this Listing Rule 7.1A commences on the date of the annual general meeting at which the approval is obtained and expires on the first to occur of the following:

- (a) the date which is 12 months after the date of the annual general meeting at which the approval is obtained;
- (b) the time and date of the entity's next annual general meeting; and
- (c) the time and date on which Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).

Minimum price at which the equity securities may be issued under Listing Rule 7.1A

Any equity securities issued under Listing Rule 7.1A.2 must be an existing quoted class of the Company's equity securities and issued for cash consideration.

The issue price per equity security must not be less than 75% of the volume weighted average market price of the equity securities in that class, calculated over 15 trading days on which trades in that class were recorded immediately before:

- (a) the date on which the price at the equity securities are to be issued is agreed by the Company and the recipient of the equity securities; or
- (b) if the equity securities are not issued within 10 trading days of the date in paragraph (a), the date on which the equity securities are issued.

Purposes for which the funds raised by an issue of equity securities under Listing Rule 7.1A may be used

As noted above, any equity securities issued under Listing Rule 7.1A.2 must be issued for cash consideration. Accordingly, every issue of equity securities under Listing Rule 7.1A.2 will have an accompanying proposed use of funds at the time of issue.

As at the date of this Notice, the Company has not formed an intention to offer any equity securities under Listing Rule 7.1A during the Listing Rule 7.1A mandate period, if Shareholders approve this Resolution. However, if Shareholders approved this Resolution and the Company did raise funds from the issue of equity securities under Listing Rule 7.1A, based on the Company's existing plans, the Company considers that the funds may be used for the following purposes:

- (a) provide the Company with the financial flexibility to fund product development and invest in technology advancements;
- (b) fund working capital of the Company;
- (c) invest in resources to scale and expand the business operations; and

(d) as consideration for strategic acquisitions to accelerate the growth of the Company.

Risk of economic and voting dilution to existing ordinary Securityholders

If this Resolution is approved, and the Company issues equity securities under Listing Rule 7.1A, the existing Shareholders' economic and voting power in the Company will be diluted.

There is a risk that:

- (a) the market price for the Company's equity securities in that class may be significantly lower on the issue date than on the date of the approval under Listing Rule 7.1A; and
- (b) the equity securities may be issued at a price that is at a discount (as described above) to the market price for the Company's equity securities on the issue date;

which may have an effect on the amount of funds raised by the issue of equity securities under Listing Rule 7.1A.

The table below shows the potential dilution of existing Securityholders on the basis of 3 different assumed issue prices and values for the variable "A" in the formula in rule 7.1A.2:

Variable "A" ASX Listing Rule 7.1A.2		Potential Dilution and Funds Raised		
		\$0.0095 50% decrease in issue price	\$0.019 issue price ^(b)	\$0.038 100% increase in issue price
"A" is the number of shares on issue,^(a) being 634,029,135 Shares	10% voting dilution^(c)	63,402,913	63,402,913	63,402,913
	Funds raised	\$602,328	\$1,204,655	\$2,409,311
"A" is a 50% increase in shares on issue, being 951,043,702 Shares	10% voting dilution^(c)	95,104,370	95,104,370	95,104,370
	Funds raised	\$903,492	\$1,806,983	\$3,613,966
"A" is a 100% increase in shares on issue, being 1,268,058,270 Shares	10% voting dilution^(c)	126,805,827	126,805,827	126,805,827
	Funds raised	\$1,204,655	\$2,409,311	\$4,818,621

Notes:

- (a) Based on the total number of fully paid ordinary Shares on issue as at 8 September 2022.
- (b) Based on the closing price of the Company's Shares on ASX as at 8 September 2022.
- (c) The table assumes that the Company issues the maximum number of ordinary Shares available to be issued under Listing Rule 7.1A.
- (d) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of issues of equity securities under Listing Rule 7.1A based on that Shareholder's holding at the date of this Explanatory Statement.
- (e) The table shows the effect of an issue of equity securities under Listing Rule 7.1A only, not under the Company's 15% placement capacity under Listing Rule 7.1.

Allocation policy for issues under Listing Rule 7.1A

The Company's allocation policy and the identity of the allottees of equity securities under Listing Rule 7.1A will depend on a number of factors, including:

- (a) the Company's intentions in relation to the possible issue of equity securities (for cash consideration) during the Listing Rule 7.1A mandate period;
- (b) the structure and timeframe of the capital raising opportunities available to the Company and any alternative methods for raising funds that are available to the Company (such as a pro rata offer or an offer under a share purchase plan);
- (c) the potential effect on the control of the Company;
- (d) the Company's financial position and the likely future capital requirements; and

(e) advice from the Company's corporate or financial advisors.

Based on the Company's historical cashflow reports and capital raising activities in the past 12 months, the Company considers that it may raise funds during the Listing Rule 7.1A mandate period, although this cannot be guaranteed. As of the date of this Notice, no specific intention to issue equity securities in relation to any parties, investors or existing Securityholders have been formed. In addition, no intentions have been formed in relation to the possible number of issues, or the time frame in which the issues could be made. Subject to the requirements of the Listing Rules and the Corporations Act, the Board of Directors reserve the right to determine at the time of any issue of equity securities under Listing Rule 7.1A, the allocation policy that the Company will adopt for that issue.

If and when the determination is made to proceed with an issue of equity securities during the Listing Rule 7.1A mandate period, details regarding the allottees and purposes of issue will be disclosed pursuant to the Company's obligations under Listing Rules 3.10.3 and 7.1A.4.

Offers made under Listing Rule 7.1A may be made to parties (excluding any related parties) including professional and sophisticated investors, existing Shareholders of the Company, clients of Australian Financial Service Licence holders and/or their nominees, or any other person to whom the Company is able to make an offer of equity securities.

The Company has not issued or agreed to issue equity securities under Listing Rule 7.1A.2 in the 12 months preceding the AGM.

This Resolution is a Special Resolution. For a Special Resolution to be passed, at least 75% of the votes validly cast on the resolution by Shareholders (by number of ordinary shares) must be in favour of this Resolution.

Directors' recommendation

The Board of Directors recommend that Shareholders vote for this Resolution.

Issue of Shares to Directors of the Company

Resolutions 7 – 10 Approval of Issue of Shares to Directors

Background

Resolutions 7-10 seek Shareholder approval to issue fully paid ordinary shares in lieu of Director Fees:

- (a) up to 3,125,000 Shares to Dominic O'Hanlon, (or his nominee), Director of the Company (**Resolution 7**);
- (b) up to 5,500,000 Shares to Gregg Taylor (or his nominee), Director of the Company (**Resolution 8**);
- (c) up to 2,750,000 Shares to Andrew Ryan, (or his nominee), Director of the Company (**Resolution 9**);
- (d) up to 1,500,000 Shares to Elizabeth Smith, (or her nominee), Director of the Company (**Resolution 10**);

(together the **Director Fee Shares**).

The Deemed Issue Price for the Director Fee Shares is \$0.02, being the same issue price as Shares issued under the capital raising undertaken by the Company as announced on 25 May 2022.

Resolution 7 seeks Shareholder approval to issue and allot 3,125,000 Director Fee Shares to Dominic O'Hanlon, in lieu of Directors' fees for the period 16 June 2022 to 30 June 2023. Mr O'Hanlon was appointed as a Director of the Company on 16 June 2022 and under his agreed

terms of appointment, Mr O'Hanlon agreed to receive his Directors' fees as shares in lieu of a cash payment subject to Shareholder approval being obtained.

Resolutions 8-10 seek Shareholder approval to issue Director Fee Shares in lieu of all or part of cash remuneration for the period 1 August 2022 to 30 June 2023.

The Directors elected to sacrifice all or a portion of their remuneration to acquire Shares in the Company over the relevant period. The proposed issues will be a cost effective and efficient method to remunerate the Directors and preserve the Company's cash reserves.

Accordingly, Shareholder approval is being sought under Resolutions 7-10 to issue the Director Fee Shares to each Mr O'Hanlon, Mr Taylor, Mr Ryan and Ms Smith (together the **Directors**). The number of Director Fee Shares proposed to be issued to each of the Directors has been calculated as follows:

Director	Director Fees (to be converted to Director Fee Shares) (AUD)	Deemed Issue Price Per Director Fee Share (AUD)	Number of Director Fee Shares
Dominic O'Hanlon (Resolution 7)	\$62,500 ^(a)	\$0.02 ^(b)	3,125,000
Gregg Taylor (Resolution 8)	\$110,000	\$0.02	5,500,000
Andrew Ryan (Resolution 9)	\$55,000	\$0.02	2,750,000
Elizabeth Smith (Resolution 10)	\$30,000	\$0.02	1,500,000

Notes: (a) In accordance with the agreed terms of Mr O'Hanlon's appointment, the fee is exclusive of taxes and superannuation). The Director fees to be converted to shares account for the period 16 June 2022 – 30 June 2023.

(b) For any issues of Shares to Mr O'Hanlon in subsequent future service periods, the deemed issue price per Director Fee Share will be calculated by reference to the 30 day VWAP of the Company's Shares immediately prior to the date of the notice for the meeting at which Shareholder approval will be sought prior to their issue.

Listing Rule 10.11

ASX Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, the Company, as a listed company, must not issue equity securities to persons in a position of influence without Shareholder approval.

A person in a position of influence for the purposes of Listing Rule 10.11 includes:

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

Shareholders.

As each of the persons in Resolutions 7, 8, 9 and 10 are Directors of the Company, the proposed issue of the Director Fee Shares falls within Listing Rule 10.11.1 (or Listing Rule 10.11.4 if they elect for the Director Fee Shares to be issued to their nominees). The proposed issue does not fall within any of the exceptions in Listing Rule 10.12, and therefore requires the approval of the Company's Shareholders under Listing Rule 10.11.

To this end, Resolutions 7-10 seek the required Shareholder approval to issue the Director Fee Shares under and for the purposes of Listing Rule 10.11. If approval is obtained under Listing Rule 10.11, in accordance with Listing Rule 7.2 (exception 14), separate approval is not required under Listing Rule 7.1 (see above in Resolution 1 for a summary of Listing Rule 7.1).

If Resolutions 7-10 are passed, the Company will be able to proceed with the proposed issues.

If Resolution 7-10 are not passed, the Company will not be able to proceed with the proposed issues and instead, the Director's remuneration will revert back to cash in lieu of the Director Fee Shares as proposed in the Resolutions.

If Resolution 7-10 are passed and the proposed issue of Director Fee Shares is completed it is noted that a portion of those Director Fee Shares will have been issued for services that have not yet been performed (being the period between the issue date and 16 June 2023 or 30 June 2023, as applicable, (**Future Service Period**). Should any of the Director's cease to be a Director of the Company during the Future Service Period, they have agreed to pay back (in cash) the deemed market value of the Director Fee Shares which represent the period of time unserved.

The deemed market value would be calculated as the lower of:

- the 30-day VWAP of the Company's Shares leading up to the date a Director ceases to be a Director; and
- \$0.02 being the deemed issue price of the Director Fee Shares.

For example: If Mr O'Hanlon ceases to be a Director of the Company on 1 June 2023 the unserved period will be one (1) month which represents 250,000 Director Fee Shares (3,125,000 / 12.5).

If the 30-day VWAP of the Company's Shares leading up to 1 June 2023 were \$0.01, Mr O'Hanlon would be required to pay back to the Company (in cash) \$2,500 (250,000 x \$0.01).

Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act prohibits the Company from giving a financial benefit to a related party of the Company unless either:

- (a) the giving of the financial benefit falls within one of the exceptions to the provisions; or
- (b) Shareholder approval is obtained prior to the giving of the financial benefit.

The proposed issue of Director Fee Shares (which is a type of equity security, for the purposes of the Chapter 2E of the Corporations Act) constitutes the giving of a financial benefit.

A "related party" for the purposes of the Corporations Act and the Listing Rules is widely defined and includes a director of a public company, a spouse of a director of a public company or an entity controlled by a director of a public company. The definition of "related party" also includes a person whom there is reasonable grounds to believe will become a "related party" of a public company and a person who was a related party in the previous 6 months.

For each Director who whom the issue of Director Fee Shares were considered, the other non-conflicted Directors considered the proposed issue, and formed the view that the giving of the financial benefit to that Director was reasonable remuneration given the circumstances of the Company, the quantum of the Director Fee Shares and the responsibilities held by that Director in the Company.

In reaching this view, the following considerations were taken into account by the non-conflicted

Directors:

- (a) the Director Fee Shares do not represent an incentive, but reflect the actual Director fees which are owed, or will be owed, to the Director in accordance with their agreed terms of appointment;
- (b) the value of the Director's fees is reasonable and in accordance with market practice;
- (c) the issue of Director Fee Shares is a cost effective and efficient method to remunerate the Director for their services as a Director of the Company, as opposed to alternative forms of remuneration, such as the payment of cash; and
- (d) the issue of Director Fee Shares allows the Company to attract and maintain high quality professionals to the Board of the Company, without impacting the Company's cash reserves.

Accordingly, the non-conflicted Directors of the Company believe that the issue of these Director Fee Shares to each of the Directors, falls within the "reasonable remuneration" exception as set out in section 211 of the Corporations Act and the Company relies on this exception from the requirement to obtain Shareholder approval under Chapter 2E of the Corporations Act for the issue of the Director Fee Shares. Therefore, the proposed issue of the Director Fee Shares under Resolutions 7-10 require Shareholder approval under and for the purposes of Listing Rule 10.11 only.

Information required by ASX Listing Rule 10.13

The following information in relation to the issue of the Director Fee Shares to certain Directors of the Company is provided to Shareholders for the purposes of ASX Listing Rule 10.13:

- (a) The Director Fee Shares will be issued to the related parties as follows:
 - (i) Dominic O'Hanlon (or his nominee), a Director of the Company (**Resolution 7**);
 - (ii) Gregg Taylor (or his nominee), a Director of the Company (**Resolution 8**);
 - (iii) Andrew Ryan (or his nominee), a Director of the Company (**Resolution 9**);
 - (iv) Elizabeth Smith (or her nominee), a Director of the Company (**Resolution 10**); and
- (b) If the Directors elect to have the Director Fee Shares issued to them personally, Listing Rule 10.11.1 applies. If the Directors elect to have the Director Fee Shares issued to their nominees, Listing Rule 10.11.4 applies.
- (c) The maximum number of Director Fee Shares to be issued to each of the allottees is as follows:
 - (i) 3,125,000 Director Fee Shares to Dominic O'Hanlon (or his nominee), Director of the Company (**Resolution 7**);
 - (ii) 5,500,000 Director Fee Shares to Gregg Taylor (or his nominee), Director of the Company (**Resolution 8**);
 - (iii) 2,750,000 Director Fee Shares to Andrew Ryan (or his nominee), Director of the Company (**Resolution 9**);
 - (iv) 1,500,000 Director fee Shares to Elizabeth Smith (or her nominee), Director of the Company (**Resolution 10**); and
- (d) The Director Fee Shares will be fully paid on issue and rank equally in all aspects with all existing fully paid ordinary shares previously issued by the Company.
- (e) The Director Fee Shares will be issued within one month of Shareholder approval being obtained by the Company (or such later date as permitted by any ASX waiver or modification of the Listing Rules).

- (f) The Director Fee Shares will be issued at a deemed issue price of \$0.02 per Director Fee Share.
- (g) Funds will not be raised from the issue of these Director Fee Shares as the issue is proposed to be made in consideration of the services provided in lieu of cash remuneration.
- (h) The current total remuneration package received by each relevant Director is as follows:

Name	Current total remuneration package*
Dominic O'Hanlon (Resolution 7)	\$60,000 per annum in addition to \$40,000 per annum to be received in Shares by Flare Ventures Pty Ltd, an entity controlled by Dominic O'Hanlon for which shareholder approval is being sought under Resolution 11 and a one off grant of 30,000,000 unlisted options to Flare Ventures Pty Ltd for which shareholder approval is being sought under Resolution 12.
Gregg Taylor (Resolution 8)	Mr Taylor's non-executive director fees for the year ending 30 June 2023 are \$120,000.
Andrew Ryan (Resolution 9)	Mr Ryan's non-executive director fees for the year ending 30 June 2023 are \$60,000.
Elizabeth Smith (Resolution 10)	Ms Smith's non-executive director fees for the year ending 30 June 2023 are \$60,000.

*Director fees are exclusive of superannuation

- (i) A voting exclusion statement is set out in the Notice of Meeting above.

Issue of Adviser Fee Shares to a Related Party

Resolution 11 – Approval of Issue of Adviser Fee Shares to Flare Ventures Pty Ltd, an entity controlled by Dominic O'Hanlon, Director of the Company

Background

This Resolution seeks Shareholder approval to issue and allot 2,000,000 fully paid ordinary shares (**Adviser Fee Shares**) to Flare Ventures Pty Ltd (or their nominee), an entity controlled by Dominic O'Hanlon, Director of the Company, in lieu of Advisers' fees for the period 16 June 2022 to 16 June 2023.

The Company entered into a consulting agreement with Flare Ventures Pty Ltd ACN 122 081 467, for the provision of corporate executive advisory services to the Company. Under the terms of the agreement, it was agreed that the fees would be paid in shares in lieu of a cash payment subject to Shareholder approval being obtained.

Listing Rule 10.11

ASX Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, the Company, as a listed company, must not issue equity securities to persons in a position of influence without Shareholder approval.

A person in a position of influence for the purposes of Listing Rule 10.11 includes:

- (a) a related party;

- (b) a person who is, or was at any time in the 6 months before the issue of agreement, a substantial (30%+) holder in the Company;
- (c) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the Company and who has nominated a director to the board of the Company pursuant to a relevant agreement which gives them a right or expectation to do so;
- (d) an Associate of a person referred to in (a) to (c) above; and
- (e) a person whose relationship with the Company or a person referred to in (a) to (d) above is such that, in the ASX's opinion, the issue or agreement should be approved by Shareholders.

As Mr O'Hanlon controls Flare Ventures Pty Ltd and is a Director of the Company, Listing Rule 10.11.4 applies. The proposed issue does not fall within any of the exceptions in Listing Rule 10.12, and therefore requires the approval of the Company's Shareholders under Listing Rule 10.11.

To this end, this Resolutions seeks the required Shareholder approval to issue the Adviser Fee Shares to Flare Ventures Pty Ltd under and for the purposes of Listing Rule 10.11. If approval is obtained under Listing Rule 10.11, in accordance with Listing Rule 7.2 (exception 14), separate approval is not required under Listing Rule 7.1 (see above in Resolution 1 for a summary of Listing Rule 7.1).

If this Resolution is passed, the Company will be able to proceed with the proposed issue and Flare Ventures Pty Ltd will be issued the Adviser Fee Shares.

If this Resolution is not passed, the Company will not be able to proceed with the proposed issue and Flare Ventures Pty Ltd will not be issued with the Adviser Fee Shares. Instead, the Company will have to make a cash payment of \$40,000 to Flare Ventures Pty Ltd for its services.

If this Resolution is passed and the proposed issue of Adviser Fee Shares is completed it is noted that a portion of those Adviser Fee Shares will have been issued for services that have not yet been performed (being the period between the issue date and 16 June 2023 (**Future Service Period**)). Should the engagement between the Company and Flare Ventures Pty Ltd be terminated during the Future Service Period, Flare Ventures Pty Ltd has agreed to pay back (in cash) the deemed market value of the Adviser Fee Shares which represent the period of time unserved.

The deemed market value would be calculated as the lower of:

- the 30-day VWAP of the Company's Shares leading up to the date Flare Ventures Pty Ltd ceases to be engaged; and
- \$0.02 being the deemed issue price of the Adviser Fee Shares.

For example: If Flare Ventures Pty Ltd ceases to be engaged by the Company on 16 May 2023 the unserved period will be one (1) month which represents 166,666 Adviser Fee Shares (2,000,000 / 12).

If the 30-day VWAP of the Company's Shares leading up to 16 May 2023 is \$0.01, Flare Ventures Pty Ltd would be required to pay back to the Company (in cash) \$1,666 (166,666 x \$0.01).

Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act prohibits the Company from giving a financial benefit to a related party of the Company unless either:

- (a) the giving of the financial benefit falls within one of the exceptions to the provisions; or
- (b) Shareholder approval is obtained prior to the giving of the financial benefit.

The proposed issue of Adviser Fee Shares (which is a type of equity security, for the purposes of the Chapter 2E of the Corporations Act) constitutes the giving of a financial benefit to Flare Ventures Pty Ltd, who is a related party of the Company by virtue of being controlled by Dominic

O'Hanlon, Director of the Company.

A "related party" for the purposes of the Corporations Act and the Listing Rules is widely defined and includes a director of a public company, a spouse of a director of a public company or an entity controlled by a director of a public company. The definition of "related party" also includes a person whom there is reasonable grounds to believe will become a "related party" of a public company.

The non-conflicted Directors of the Company (being Andrew Ryan, Sam Salter, Elizabeth Smith and Gregg Taylor) carefully considered the issue of these Adviser Fee Shares to Flare Ventures Pty Ltd and formed the view that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of Adviser Fee Shares because the agreement to issue the Adviser Fee Shares was reached as part of the consulting agreement with Flare Ventures Pty Ltd ACN 122 081 467, and is considered reasonable in the circumstances and was negotiated on an arm's length basis.

Accordingly, the non-conflicted Directors of the Company believe that the issue of these Adviser Fee Shares to Flare Ventures Pty Ltd fall within the "arm's length terms" exception as set out in section 210 of the Corporations Act, and the Company relies on this exception for the issue of the Adviser Fee Shares.

Information required by ASX Listing Rule 10.13

The following information in relation to the issue of the Adviser Fee Shares to Flare Ventures Pty Ltd is provided to Shareholders for the purposes of ASX Listing Rule 10.13:

- (a) The allottee is Flare Ventures Pty Ltd (or their nominee), being an entity controlled by Dominic O'Hanlon, a Director of the Company.
- (b) Listing Rule 10.11.4 applies.
- (c) The maximum number of Adviser Fee Shares to be issued is 2,000,000.
- (d) The Adviser Fee Shares will be fully paid on issue and rank equally in all aspects with all existing fully paid ordinary shares previously issued by the Company.
- (e) The Adviser Fee Shares will be issued within one month of Shareholder approval being obtained by the Company (or such later date as permitted by any ASX waiver or modification of the Listing Rules).
- (f) The Adviser Fee Shares will be offered for nil cash consideration.
- (g) Funds will not be raised from the issue of these Adviser Fee Shares as the issue is proposed to be made in consideration of the services provided by Flare Ventures Pty Ltd as an adviser to the Company.
- (j) The current total remuneration package received by Mr O'Hanlon in his capacity as a non-executive director is \$60,000 per annum (exclusive of taxes and superannuation) in addition to \$40,000 per annum to be received in Shares by Flare Ventures Pty Ltd, an entity controlled by Dominic O'Hanlon for which shareholder approval is being sought under this Resolution 12 and a one off grant of 30,000,000 unlisted options to Flare Ventures Pty Ltd for which shareholder approval is being sought under Resolution 12.
- (h) A voting exclusion statement is set out in the Notice of Meeting above.
- (i) The Advisor Fee Shares will be issued under an agreement between BikeExchange Limited Mr Dominic O'Hanlon and Flare Ventures Pty Ltd. The key terms of the agreement are as follows:

Parties to the Agreement	BikeExchange Limited, Flare Ventures Pty Ltd
--------------------------	--

	and Dominic O'Hanlon
Purpose of the agreement	Consultancy Agreement to provide services to BikeExchange Limited
Fees and Payment	<p>BikeExchange will pay Flare Ventures Pty Ltd a gross fee of \$40,000 per annum (excl GST) which is payable in fully paid ordinary shares in lieu of cash payment (Advisor Fee Shares).</p> <p>In the first year of Engagement the shares will be at an issue price of \$0.02 per Share.</p> <p>In any subsequent year of Engagement, the deemed issue price per Share will be calculated by reference to the 30 day VWAP of the Company's shares immediately prior to issue.</p> <p>In addition to the Advisor Fee Shares BikeExchange will issue Flare Ventures Pty Ltd 30,000,000 unlisted options on the terms detailed within Resolution 12 of this Explanatory Statement, subject to shareholder approval. In the event Shareholder approval is not obtained, Flare Ventures Pty Ltd may terminate the agreement by giving notice effective immediately.</p>
Termination	The agreement may be terminated by either party giving one months' notice in writing.

Directors' Recommendation

The Directors (excluding Mr O'Hanlon) recommend that Shareholders vote for this Resolution.

Issue of Adviser Options to a Related Party

Resolution 12 – Approval of Issue of Adviser Options to Flare Ventures Pty Ltd, an entity controlled by Dominic O'Hanlon, Director of the Company

Background

This Resolution seeks Shareholder approval to issue and allot 30,000,000 unlisted options (**Adviser Options**) to Flare Ventures Pty Ltd (or their nominee), an entity controlled by Dominic O'Hanlon, Director of the Company.

The Company entered into a consulting agreement with Flare Ventures Pty Ltd ACN 122 081 467, for the provisions of corporate executive advisory services to the Company. Under the terms of the agreement, it was agreed that the Adviser Options would be issued as part of the fees for the services to be provided under the agreement subject to Shareholder approval being obtained.

Listing Rule 10.11

ASX Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, the Company, as a listed company, must not issue equity securities to persons in a position of influence without Shareholder approval.

A person in a position of influence for the purposes of Listing Rule 10.11 includes:

- (a) a related party;
- (b) a person who is, or was at any time in the 6 months before the issue of agreement, a substantial (30%+) holder in the Company;
- (c) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the Company and who has nominated a director to the board of the Company pursuant to a relevant agreement which gives them a right or expectation to do so;
- (d) an Associate of a person referred to in (a) to (c) above; and
- (e) a person whose relationship with the Company or a person referred to in (a) to (d) above is such that, in the ASX's opinion, the issue or agreement should be approved by Shareholders.

As Mr O'Hanlon controls Flare Ventures Pty Ltd and is a Director of the Company, he is a person in a position of influence for the purposes of Listing Rule 10.11. The proposed issue does not fall within any of the exceptions in Listing Rule 10.12, and therefore requires the approval of the Company's Shareholders under Listing Rule 10.11.

To this end, this Resolutions seeks the required Shareholder approval to issue the Adviser Options to Flare Ventures Pty Ltd under and for the purposes of Listing Rule 10.11. If approval is obtained under Listing Rule 10.11, in accordance with Listing Rule 7.2 (exception 14), separate approval is not required under Listing Rule 7.1 (see above for a summary of Listing Rule 7.1).

If this Resolution is passed, the Company will be able to proceed with the proposed issue and Flare Ventures Pty Ltd will be issued the Adviser Options.

If this Resolution is not passed, the Company will not be able to proceed with the proposed issue and Flare Ventures Pty Ltd will not be issued with the Adviser Options. Instead, the Company will have to consider less cash-effective forms of compensation to remunerate Flare Ventures Pty Ltd for their services or the Company may not be able to retain Flare Ventures Pty Ltd as an adviser if an agreement cannot be reached.

Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act prohibits the Company from giving a financial benefit to a related party of the Company unless either:

- (a) the giving of the financial benefit falls within one of the exceptions to the provisions; or
- (b) Shareholder approval is obtained prior to the giving of the financial benefit.

The proposed issue of Adviser Options (which is a type of equity security, for the purposes of the Chapter 2E of the Corporations Act) constitutes the giving of a financial benefit to Flare Ventures Pty Ltd, who is a related party of the Company by virtue of being controlled by Dominic O'Hanlon, Director of the Company.

A "related party" for the purposes of the Corporations Act and the Listing Rules is widely defined and includes a director of a public company, a spouse of a director of a public company or an entity controlled by a director of a public company. The definition of "related party" also includes a person whom there is reasonable grounds to believe will become a "related party" of a public company.

The non-conflicted Directors of the Company (being Andrew Ryan, Sam Salter, Elizabeth Smith and Gregg Taylor) carefully considered the issue of these Adviser Options to Flare Ventures Pty Ltd and

formed the view that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of Adviser Options because the agreement to issue the Adviser Options was reached as part of the consulting agreement with Flare Ventures Pty Ltd ACN 122 081 467, and is considered reasonable in the circumstances and was negotiated on an arm's length basis.

Accordingly, the non-conflicted Directors of the Company believe that the issue of these Adviser Options to Flare Ventures Pty Ltd fall within the "arm's length terms" exception as set out in section 210 of the Corporations Act, and the Company relies on this exception for the issue of the Adviser Options.

Information required by ASX Listing Rule 10.13

The following information in relation to the issue of the Adviser Options to Flare Ventures Pty Ltd is provided to Shareholders for the purposes of ASX Listing Rule 10.13:

- (a) The allottee is Flare Ventures Pty Ltd (or their nominee), being an entity controlled by Dominic O'Hanlon, a Director of the Company.
- (b) As Dominic O'Hanlon is a Director of the Company, Listing Rule 10.11.4 applies.
- (c) The maximum number of Adviser Options to be issued is 30,000,000.
- (d) A summary of the material terms of the Adviser Options is set out in Annexure A.
- (e) The Adviser Options will be issued within one month of Shareholder approval being obtained by the Company (or such later date as permitted by any ASX waiver or modification of the Listing Rules).
- (f) The Adviser Options will be offered for nil cash consideration.
- (g) Funds will not be raised from the issue of these Adviser Options as the issue is proposed to be made in consideration of the services provided by Flare Ventures Pty Ltd as an adviser to the Company.
- (k) The current total remuneration package received by Mr O'Hanlon in his capacity as a non-executive director is \$60,000 per annum (exclusive of taxes and superannuation) in addition to \$40,000 per annum to be received in Shares by Flare Ventures Pty Ltd, an entity controlled by Dominic O'Hanlon for which shareholder approval is being sought under Resolution 11 and a one off grant of 30,000,000 unlisted options to Flare Ventures Pty Ltd for which shareholder approval is being sought under this Resolution 12.
- (h) A voting exclusion statement is set out in the Notice of Meeting above.
- (i) The Advisor Options will be issued under an agreement between BikeExchange Limited, Mr Dominic O'Hanlon and Flare Ventures Pty Ltd. The key terms of the agreement are as follows:

Parties to the Agreement	BikeExchange Limited, Flare Ventures Pty Ltd and Dominic O'Hanlon
Purpose of the agreement	Consultancy Agreement to provide services to BikeExchange Limited
Fees and Payment	BikeExchange will pay Flare Ventures Pty Ltd a gross fee of \$40,000 per annum (excl GST) which is payable in fully paid ordinary shares in lieu of cash payment (Advisor Fee Shares). In the first year of Engagement the shares will

	<p>be at an issue price of \$0.02 per Share.</p> <p>In any subsequent year of Engagement, the deemed issue price per Share will be calculated by reference to the 30 day VWAP of the Company's shares immediately prior to issue.</p> <p>In addition to the Advisor Fee Shares BikeExchange will issue Flare Ventures Pty Ltd 30,000,000 unlisted options on the terms detailed within Resolution 12 of this Explanatory Statement, subject to shareholder approval. In the event Shareholder approval is not obtained, Flare Ventures Pty Ltd may terminate the agreement by giving notice effective immediately.</p>
Termination	The agreement may be terminated by either party giving one months' notice in writing.

(j)

Directors' Recommendation

The Directors (excluding Mr O'Hanlon) recommend that Shareholders vote for this Resolution.

Issue of Shares to Employees of the Company

Resolution 13 – Approval of Issue of Contribution Shares to Employees of the Company

Background

This Resolution seeks Shareholder approval to issue up to 4,824,846 fully paid ordinary shares (**Contribution Shares**) to certain senior manager level employees of the Company (**Participants**). The Participants elected to sacrifice a portion of their salary (**Contribution**) to acquire shares in the Company in relation to the period 1 August 2022 to 31 December 2022.

The effect of this Resolution is for Shareholders to approve the issue of these Contribution Shares to fall within an exception to ASX Listing Rule 7.1, which will allow the Company to issue these without using the Company's 15% capacity under Listing Rule 7.1.

ASX Listing Rule 7.1

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

An issue of equity securities that is approved by the Company's Shareholders under Listing Rule 7.1 will not use up the Company's 15% limit and therefore does not reduce the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. To this end, this Resolution seeks Shareholder approval to approve the issue of the Employee Shares under and for the purposes of Listing Rule 7.1.

If this Resolution is passed, the issue of the Contribution Shares will be excluded in calculating the

Company's 15% limit in Listing Rule 7.1 to issue equity securities without Shareholder approval over the 12 month period following the date on which the Contribution Shares are issued.

If this Resolution is not passed, then the Company will pay \$96,497 in cash to employees under their existing contractual remuneration arrangements.

Information Required by Listing Rule 7.3

The following information is provided to Shareholders for the purposes of Listing Rule 7.3:

- (a) The allottees are certain senior manager level employees of the Company.
- (b) The maximum number of Contribution Shares to be issued is 4,824,846 fully paid ordinary shares.
- (c) The Contribution Shares will be fully paid on issue and rank equally in all aspects with all existing fully paid ordinary shares previously issued by the Company.
- (d) These Contribution Shares will be issued by within 3 months of Shareholder approval being obtained by the Company (or otherwise, as determined by the ASX in the exercise of their discretion).
- (e) The Contribution Shares will be issued for nil cash consideration and have a deemed issue price of \$0.02 per Contribution Share.
- (f) Funds will not be raised from the issue of these Contribution Shares as the issue is proposed to be made in consideration of the services provided in lieu of cash remuneration.
- (g) The Contribution Shares are being issued under the employees standard ongoing employment agreements.

Directors' Recommendation

The Board of Directors recommend Shareholders vote for this Resolution.

Resolution 14 – Approval of Issue of Bonus Shares to Employees of the Company

Background

This Resolution seeks Shareholder approval to issue up to 12,551,476 fully paid ordinary shares (**Bonus Shares**) to certain employees of the Company (**Employees**). The Employees are entitled to be paid a cash bonus in relation to the period 1 July 2021 to 30 June 2022 and have elected to take their bonus in Shares.

The effect of this Resolution is for Shareholders to approve the issue of these Bonus Shares to fall within an exception to ASX Listing Rule 7.1, which will allow the Company to issue these without using the Company's 15% capacity under Listing Rule 7.1.

ASX Listing Rule 7.1

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

An issue of equity securities that is approved by the Company's Shareholders under Listing Rule 7.1 will not use up the Company's 15% limit and therefore does not reduce the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. To this end, this Resolution seeks Shareholder approval to approve the issue of the Bonus Shares

under and for the purposes of Listing Rule 7.1.

If this Resolution is passed, the issue of the Bonus Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1 to issue equity securities without Shareholder approval over the 12 month period following the date on which the Bonus Shares are issued.

If this Resolution is not passed, then each Employee will receive their respective bonus in cash or alternatively, subject to the Company having sufficient placement capacity under Listing Rule 7.1, the Company may proceed with the issue of the Bonus Shares but such issue will reduce, to that extent, the Company's capacity to issue equity securities without Shareholder approval under Listing Rule 7.1 for the 12 months following the issue.

Information Required by Listing Rule 7.3

The following information is provided to Shareholders for the purposes of Listing Rule 7.3:

- (a) The allottees are certain employees of the Company who are not related parties or Key Management Personnel and Listing Rule 10.11 does not apply.
- (b) The maximum number of Bonus Shares to be issued is 12,551,476 fully paid ordinary shares.
- (c) The Bonus Shares will be fully paid on issue and rank equally in all aspects with all existing fully paid ordinary shares previously issued by the Company.
- (d) These Bonus Shares will be issued by within 3 months of Shareholder approval being obtained by the Company (or otherwise, as determined by the ASX in the exercise of their discretion).
- (e) The Bonus Shares will be issued for nil cash consideration and have a deemed issue price of \$0.02 per Bonus Share.
- (f) Funds will not be raised from the issue of these Bonus Shares as the issue is proposed to be made lieu of a cash bonus to which the Employees are entitled.
- (g) The Bonus Shares are not being issued under an agreement.

Directors' Recommendation

The Board of Directors recommend Shareholders vote for this Resolution.

Employee Incentive Scheme

Resolution 15 – Adoption of Long Term Incentive Plan

Background

The Company's Long Term Incentive Plan (**LTIP**) was last deemed to be approved by Shareholders of the Company prior to Listing, on 18 January 2021. The Company seeks Shareholder approval to adopt the LTIP for the purposes set out in this Explanatory Statement.

The purpose of the LTIP is to provide eligible participants with an opportunity to share ownership of the Company and to promote the long-term success of the Company as a goal shared by all eligible participants. In addition, it is intended that the LTIP will assist in the Company to attract and retain skilled and experienced employees and directors, and provide them with the motivation to make the Company more successful.

A summary of the key terms of the LTIP is set out in Annexure B, and a copy of the rules of the LTIP is available upon request from the Company.

ASX Listing Rules

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any

12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

If this Resolution is approved by Shareholders for all purposes under the Corporations Act and the ASX Listing Rules, including ASX Listing Rule 7.2 (exception 13(b)), it will have the effect of enabling the securities issued by the Company under the LTIP to be automatically excluded from the formula to calculate the number of securities which the Company may issue in any 12 month period using Listing Rule 7.1 (15% capacity) during the next three year period.

Since Listing, the Company advises that it has issued 21,050,000 Options under the LTIP with the limit under the LTIP for the purposes of ASX Listing Rule 7.2 (exception 13(a)) being of 29,299,590 Options as stated in the Prospectus dated 16 December 2020. The Company would like to increase the LTIP limit such that the Company will issue up to a maximum of 60,000,000 Awards (as defined in the LTIP). There is no material change to the terms of the LTIP as detailed within the Prospectus.

If this Resolution is approved by Shareholders, the Company will issue up to a maximum of 60,000,000 Awards (as defined in the LTIP) under the LTIP during the three year period following approval (for the purposes of exception 13(b)) representing approximately 10% of the total issued capital in the Company on an undiluted basis.

If this Resolution is not approved by Shareholders that the Company will need to utilize its capacity under Listing Rule 7.1 to issue securities under the LTIP.

The Company advises that Shareholder approval for the LTIP has not been previously sought from Shareholders under ASX Listing Rule 7.2 (exception 13(b)). Accordingly, this would be the first time that the Company has sought Shareholder approval for the LTIP for the purposes of ASX Listing Rule 7.2 (exception 13(b)).

Shareholder loans

The Board may, in its discretion, also determine that the Company will provide limited recourse loans to participants to use to pay the subscription price for the purchase of loan funded shares under the LTIP, or for the exercise price for options or performance rights under the LTIP.

Permit the Company to take security over its own Shares

Section 259B(1) of the Corporations Act prohibits a company from taking security over shares in itself or in a company that controls it, unless one of the exceptions in subsections 259B(2) or 259(3) applies. Section 259(2) of the Corporations Act permits the taking of security by a company over its own shares, if the security is taken over shares issued under an employee share scheme approved at a meeting of shareholders via an ordinary resolution.

Employee share scheme is defined widely by the Corporations Act and includes the LTIP.

Accordingly, Shareholder approval is being sought under this Resolution to approve the LTIP in order for the Company to take security over its own Shares issued under the LTIP if required to do so.

Exemption for financial assistance

Section 260A of the Corporations Act provides that a company may financially assist a person to acquire shares in the company or a holding company of the company only if:

- (a) giving of the assistance does not materially prejudice the interests of the company or its shareholders, or the company's ability to pay its creditors;
- (b) the assistance is approved by shareholders under section 260B of the Corporations Act; or
- (c) the assistance is exempted under section 260C of the Corporations Act.

Section 260C(4) of the Corporations Act provides an exemption to financial assistance, if the financial assistance is given under an employee share scheme approved at a meeting of shareholders via an ordinary resolution.

As noted above and set out in Annexure B, the terms of the LTIP envisages the giving of financial assistance by the Company to eligible and invited participants in the form of interest free, limited recourse loans to acquire loan funded shares in the Company.

Although the Board does not consider that the giving of financial benefit under the LTIP will materially prejudice the interests of the Company or its Shareholders, or the Company's ability to pay its creditors, Shareholder approval is being sought under this Resolution to enable the Company to qualify for the special exemption offered by section 260C(4) of the Corporations Act.

Employee share scheme buy-back

Section 257B(1) of the Corporations Act sets out the procedure for various forms of share buy-backs, including an "employee share scheme buy-back". In order for the Company to undertake a buy-back of Shares under the LTIP using the employee share scheme buy-back procedure under the Corporations Act, the LTIP must be approved by Shareholders of the Company. Accordingly, Shareholder approval is being sought under this Resolution to approve the LTIP in order for the Company to undertake a buy-back of Shares under the LTIP in the future using the employee share scheme buy-back procedure under the Corporations Act.

Copy of the LTIP

A copy of the full terms and conditions of the LTIP is available for review by Shareholders at the registered address of the Company until the date of the Meeting. A copy of the LTIP can also be sent to Shareholders upon a written request being made with the Company. Shareholders are invited to contact the Company if they have any queries or concerns.

Directors Recommendation

The Board of Directors do not make any recommendations in respect of this Resolution given their eligibility to participate in the LTIP. The Chairman intends to vote all undirected proxies in favour of Resolution 15.

Ratification of Prior Issue of Fully Paid Ordinary Shares

Resolution 16 – Ratification of Prior Issue of Fully Paid Ordinary Shares

Background

As announced by the Company on 3 March 2022, the Company issued 6,624,204 fully paid ordinary shares utilising the Company's existing capacity under Listing Rule 7.1.

On 3 March 2022, the Company announced that it had completed the acquisition of the remaining 50% of the share capital of BikeExchange Colombia S.A.S ("**BECOL**") for AUD\$1.24 million in a majority equity transaction.

The acquisition was funded through the issuance of 6,624,204 fully paid ordinary shares in BikeExchange Limited and \$0.2m in cash

Accordingly, as part of the consideration, on 3 March 2022, the Company issued 6,624,204 Shares to the vendors of BECOL at a deemed issue price of \$0.157 (15.7 cents) per Share (**BECOL Shares**) by utilising the Company's existing capacity under Listing Rule 7.1.

Shares were issued as part of the consideration payable by the Company to acquire the issued capital of BECOL, accordingly, no funds were raised as part of the issue of BECOL Shares.

The BECOL Shares are subject to a voluntary escrow period with 50% of the BEX shares escrowed until 12 months after completion, and the remaining 50% escrowed for 24 months after

completion.

ASX Listing Rule 7.1

This Resolution proposes that Shareholders of the Company approve and ratify the prior issue and allotment of 6,624,204 fully paid ordinary shares, which was issued on 3 March 2022 (**Issue Date**).

All of the BECOL shares were issued by utilising the Company's existing capacity under Listing Rule 7.1.

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

The issue of BECOL shares did not fit within any of the exceptions to Listing Rule 7.1 and, as it has not been approved by the Company's Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the Issue Date.

Listing Rule 7.4 allows the Shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1.

The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

To this end, this Resolution seeks Shareholder approval to subsequently approve the issue of BECOL shares for the purposes of Listing Rule 7.4.

If this Resolution is passed, the issue of BECOL shares will be excluded in calculating the Company's 15% capacity to issue equity securities under Listing Rule 7.1 without Shareholder approval over the 12 month period following the Issue Date.

If this Resolution is not passed, the issue of BECOL shares will be included in calculating the Company's 15% capacity to issue equity securities under Listing Rule 7.1 without Shareholder approval over the 12 month period following the Issue Date.

Information required by ASX Listing Rule 7.5

The following information is provided to Shareholders for the purposes of Listing Rule 7.5.

- (a) The fully paid ordinary shares were issued to the vendors of BikeExchange Colombia S.A.S.
- (b) The Company issued 6,624,204 fully paid ordinary shares.
- (c) The Shares were fully paid on issue and ranked equally in all aspects with all existing fully paid ordinary shares previously issued by the Company.
- (d) The shares were issued on 3 March 2022.
- (e) Each of the shares were issued at an issue price of \$0.157 per share.
- (f) Funds were not raised from the issue of the shares as the shares were issued to complete the acquisition of BikeExchange Colombia S.A.S.
- (g) The shares were issued under an agreement between BikeExchange Limited and the vendors of BikeExchange Colombia S.A.S. The material terms of the agreement are as

follows:

Parties to the Agreement	BikeExchange Limited and the vendors of BikeExchange Colombia S.A.S
Purpose of the agreement	The remaining 50% of the share capital of BikeExchange Colombia S.A.S
Purchase Price of the acquisition	Aggregate of: (a) Completion payment; (b) Completion shares;
Completion Payment	\$200,000
Completion Shares	6,624,204 fully paid ordinary shares in BikeExchange Limited
Restriction on Securities Issued	(a) In relation to 50% of the BikeExchange Limited Shares issued, the period commencing on the Issue Date being 3 March 2022 and ending on (and including) 3 March 2023 which is 12 months from the Issue Date, being 3 March 2023. (b) In relation to 50% of the BikeExchange Limited Shares issued, the period commencing on the Issue Date, being 3 March 2022 and ending on (and including) 3 March 2024 which is 24 months from the Issue Date.

Directors' recommendation

The Board of Directors recommend that Shareholders vote for this Resolution.

Enquiries

Shareholders are asked to contact the Company Secretary on +61 2 8072 1400 if they have any queries in respect of the matters set out in these documents.

Glossary

AEDT means Australian Eastern Daylight Time as observed in Sydney, New South Wales.

Annual Financial Report means the 2022 Annual Report to Shareholders for the period ended 30 June 2022 as lodged by the Company with ASX on 31 August 2022.

Annual General Meeting or **AGM** or **Meeting** means an Annual General Meeting of the Company and, unless otherwise indicated, means the meeting of the Company's members convened by this Notice of Meeting.

ASIC means Australian Securities and Investment Commission.

Associate has the meaning given to it by the ASX Listing Rules.

ASX means ASX Limited ACN 008 624 691 or the financial market operated by it, as the context requires, of 20 Bridge Street, Sydney, NSW 2000.

ASX Listing Rules or **Listing Rules** means the official ASX Listing Rules of the ASX and any other rules of the ASX which are applicable while the Company is admitted to the official list of the ASX, as amended or replaced from time to time, except to the extent of any express written waiver by the ASX.

Auditor's Report means the auditor's report of Deloitte Touche Tohmatsu dated 31 August 2022 as included in the Annual Financial Report

Board means the current board of Directors of the Company.

Business Day means a day on which trading takes place on the stock market of ASX.

Chair means the person chairing the Meeting.

Closely Related Party of a member of the KMP means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependant of the member or of 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 dealings with the Company;
- (e) a company the member controls; or
- (f) a person prescribed by the *Corporation Regulations 2001* (Cth).

Company means BikeExchange Limited ACN 625 305 240.

Constitution means the Company's constitution.

Corporations Act means the *Corporations Act 2001* (Cth) as amended or replaced from time to time.

Director means a current director of the Company.

Directors' Report means the report of Directors as included in the Annual Financial Report.

Dollar or **"\$"** means Australian dollars.

Explanatory Statement means the explanatory statement accompanying this Notice of Meeting.

KMP means key management personnel (including the Directors) whose remuneration details are included in the Remuneration Report.

Listing means admission of the Company to the official list of the ASX.

LTIP or **Long Term Incentive Plan** means the Company's proposed employee incentive scheme

that is the subject of Resolution 14.

Notice of Meeting or **Notice of Annual General Meeting** means this notice of annual general meeting dated 27 September 2022 including the Explanatory Statement.

Option means an option, which subject to its terms, could be exercised into a Share.

Ordinary Resolution means a resolution that can only be passed if at least 50% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the meeting.

Proxy Form means the proxy form attached to this Notice of Meeting.

Remuneration Report means the remuneration report as set out in the Annual Financial Report.

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

Restricted Voter means a member of the Company's KMP and any Closely Related Parties of those members.

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

Shareholder means a holder of a Share.

Share Registry means Automic Registry Services.

Special Resolution means a resolution that can only be passed if at least 75% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the meeting.

Spill Meeting means the meeting that will be convened within 90 days of the 2023 AGM if a threshold of votes is cast against the adoption of the Remuneration Report at the Meeting and the 2023 AGM.

Spill Resolution means the resolution required to be put to Shareholders at the 2023 AGM if a threshold of votes is cast against the adoption of the Remuneration Report at the Meeting and the 2023 AGM.

VWAP means the volume weighted average market (closing) price, with respect to the price of Shares.

Annexure A – Terms of Adviser Options

Type of Security:	Option								
Issue Date:	The issue of the Options to Flare Ventures Pty Ltd (Adviser) (or their nominee), are subject to shareholder approval at the 2022 Annual General Meeting. The Options will be issued within one month of the shareholders approving the issue of the Adviser Options.								
Number of Options:	<p>The number of Options will be issued in 3 tranches as follows:</p> <table> <tr> <th>Tranche</th><th>Number of Options</th></tr> <tr> <td>Tranche 1</td><td>10 million</td></tr> <tr> <td>Tranche 2</td><td>10 million</td></tr> <tr> <td>Tranche 3</td><td>10 million</td></tr> </table>	Tranche	Number of Options	Tranche 1	10 million	Tranche 2	10 million	Tranche 3	10 million
Tranche	Number of Options								
Tranche 1	10 million								
Tranche 2	10 million								
Tranche 3	10 million								
Exercise Price:	<p>The exercise price of each Option tranche will be as follows:</p> <table> <tr> <th>Tranche</th><th>Exercise Price</th></tr> <tr> <td>Tranche 1</td><td>3 cents (\$0.03)</td></tr> <tr> <td>Tranche 2</td><td>6 cents (\$0.06)</td></tr> <tr> <td>Tranche 3</td><td>9 cents (\$0.09)</td></tr> </table>	Tranche	Exercise Price	Tranche 1	3 cents (\$0.03)	Tranche 2	6 cents (\$0.06)	Tranche 3	9 cents (\$0.09)
Tranche	Exercise Price								
Tranche 1	3 cents (\$0.03)								
Tranche 2	6 cents (\$0.06)								
Tranche 3	9 cents (\$0.09)								
Vesting Date:	The Options will vest upon the satisfaction of continued contract with the Company for a period of 12 months from the Issue Date, or in a capacity as agreed by the Board.								
Expiry Date:	<p>The expiry date of each Option is 5 years from the Issue Date.</p> <p>Any unexercised Options on issue at the Expiry Date will automatically lapse on the Expiry Date, unless forfeited or lapsed earlier.</p>								
Notice of Exercise:	<p>The Options may be exercised in whole or in part prior to the Expiry Date by notice in writing to the Company and accompanied by payment of the Exercise Price for each Option being exercised. A Notice of Exercise can be obtained from and forward to the Company Secretary and must be received prior to the Expiry Date.</p> <p>A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the applicable Exercise Price for each Option being exercised in cleared funds (Exercise Date).</p>								

Timing of issue of Shares:	As soon as practicable after the relevant Exercise Date, the Company must: <ul style="list-style-type: none"> i. allot and issue the Share; and ii. do all such acts matters and things to obtain the grant of quotation for the Share on ASX.
Share issued on Exercise:	Shares issued on exercise of the Options will rank equally with the other issued Shares.
Quotation of Shares on exercise:	Application will be made by the Company to ASX for official quotation of the Shares issued upon the exercise of the Options.
Unlisted options:	The Company will not apply for quotation of the Options.
Participation in new issues:	There are no participation rights or entitlements inherent in the Options and the holder will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options.
Adjustment for bonus issues of Shares:	In the event the Company proceeds with a bonus issue of Shares to Shareholders after the date of the Options, the number of Shares over which an Option is exercisable may be increased in the manner permitted by the ASX Listing Rules applying at the time of the bonus issue.
Adjustment for reorganisation:	If there is any reconstruction of the issued share capital of the Company, the rights of the holder may be varied to comply with the ASX Listing Rules which apply to the reconstruction at the time of the reconstruction.
Options not transferable	The Options are not transferable without the prior written consent of the Board.
Change of Control Event:	On the occurrence of a Change of Control Event, the Options will immediately vest and become exercisable in whole. Change of Control Event means: <ul style="list-style-type: none"> i. where a person or entity becomes a legal or beneficial owner of 50% or more of the issued share capital of the Company; ii. where a person or entity becomes entitled to, acquires, holds or has an equitable interest in more than 50% of the issued share capital of the Company; or iii. the Board determines that there are circumstances that have occurred or are likely to occur which will result in significant changes to the structure or control of the Company which may adversely affect the value of Options.
Forfeiture Conditions:	Where in the reasonable opinion of the Board, the Adviser has obtained an unfair benefit as a result of an act which constitutes fraud, dishonest or gross misconduct, a breach of their duties to the Group,

	wilful disobedience or any other conduct justifying termination of the Engagement without notice, the Board may deem all unvested Options held by the Adviser to be lapsed.
--	---

Annexure B – Summary of Long Term Incentive Plan

Under the rules of the LTIP, the Board has a discretion to offer any of the following awards to senior management, directors or other nominated key employees:

- options to acquire Shares;
- performance rights to acquire Shares; and/or
- Shares, including to be acquired under a limited recourse loan funded arrangement,

in each case subject to service-based conditions and/or performance hurdles (collectively, the **Awards**).

The terms and conditions of the LTIP are set out in comprehensive rules. A summary of the rules of the LTIP is set out below:

- The LTIP is open to Directors, senior management, and any other employees of the Company, as determined by the Board. Participation is voluntary.
- The Board may determine the type and number of Awards to be issued under the LTIP to each participant and other terms of issue of the Awards, including:
 - what service-based conditions and/or performance hurdles must be met by a participant in order for an Award to vest (if any);
 - the fee payable (if any) to be paid by a participant on the grant of Awards;
 - the exercise price of any option granted to a participant;
 - the period during which a vested option can be exercised; and
 - any forfeiture conditions or disposal restrictions applying to the Awards and any Shares that a participant receives upon exercise of their options or performance rights.
- The Board may, in its discretion, also determine that the Company will issue limited recourse loans to participants to use for the purchase of Shares as part of a Share Award under the LTIP.
- When any service-based conditions and/or performance hurdles have been satisfied, participants will receive fully vested Shares, or their options/performance rights will become vested and will be exercisable over Shares (as applicable).
- Each vested option and performance right enables the participant to be issued or to be transferred one Share upon exercise, subject to the rules governing the LTIP and the terms of any particular offer.
- Participants holding options or performance rights are not permitted to participate in new issues of securities by the Company but adjustments may be made to the number of Shares over which the options or performance rights are granted and/or the exercise price (if any) to take into account changes in the capital structure of the Company that occur by way of pro rata and bonus issues in accordance with the rules of the LTIP and the Listing Rules.
- The LTIP limits the number of Awards that the Company may grant (pursuant to the terms of the LTIP) without Shareholder approval, such that the sum of all Awards on issue (assuming all options and performance rights were exercised) do not at any time exceed in aggregate 10% of the total issued capital of the Company as at the date of

commencement of the LTIP.

- The Board may delegate management and administration of the LTIP, together with any of their powers or discretions under the LTIP, to a committee of the Board or to any one or more persons selected by them as the Board thinks fit.



Bike Exchange Limited | ACN 625 305 240

Proxy Voting Form

If you are attending the virtual Meeting please retain this Proxy Voting Form for online Securityholder registration.

[EntityRegistrationDetailsLine1Envelope]
[EntityRegistrationDetailsLine2Envelope]
[EntityRegistrationDetailsLine3Envelope]
[EntityRegistrationDetailsLine4Envelope]
[EntityRegistrationDetailsLine5Envelope]
[EntityRegistrationDetailsLine6Envelope]

[HolderNumber]

Holder Number:
[HolderNumber]

Your proxy voting instruction must be received by **10.00am (AEDT) on Tuesday, 25 October 2022**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

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 Shareholders should sign.

Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

Lodging your Proxy Voting Form:

Online:

Use your computer or smartphone to appoint a proxy at
<https://investor.automic.com.au/#/login>

or scan the QR code below using your smartphone

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

PHONE: 1300 288 664 (Within Australia)
+61 2 9698 5414 (Overseas)

