

Tymlez Group Limited

ACN: 622 817 421

Notice of Annual General Meeting

Date: Tuesday 14 May 2019

Time: 11:00 am (AEST)

Venue: Seasons Botanic Gardens Melbourne

Address: 348 St Kilda Road Melbourne VIC 3004

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.

Tymlez Group Limited
ACN 622 817 421
Notice of Annual General Meeting

MEETING DETAILS

Notice is hereby given that the Annual General Meeting of Tymlez Group Limited ACN 622 817 421 will be held at Seasons Botanic Gardens Melbourne, 348 St Kilda Road Melbourne VIC 3004 on Tuesday, 14 May 2019 at 11:00 am AEST.

Important notes:

1. You may vote on the items of business to be considered at the Meeting, either in person at the Meeting or by completing and returning the proxy enclosed herein.
2. If you attend the meeting, you will need to register at the registration desk on the day. Registration will commence at 10:45 am.
3. Discussion will take place on all the items of business set out below.
4. The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Meeting. The Explanatory Statement and the Proxy Form are part of this Notice of Meeting.
5. Terms and abbreviations used in this Notice of Meeting and Explanatory Memorandum are defined in the Glossary.
6. As explained in the 'voting exclusion statement' below, certain shareholders are excluded from voting in relation to particular resolutions and the Company must disregard any votes cast by those shareholders. Please do not vote if your vote must be disregarded.

1. AGENDA FOR THE MEETING

Item 1- Financial statements and reports

The Meeting will consider the financial statements and reports of the Company including the income statement, balance sheet, statement of changes in equity, cash flow statement, the notes to the financial statements, the Directors' declaration and the reports of the Directors and Auditors for the financial year ended 31 December 2018.

While no resolution is required in relation to this item, Shareholders will be given the opportunity to ask questions and make comments on the financial statements and reports.

A representative of the Company's external auditor, HLB Mann Judd, will be present at the Meeting and Shareholders will be given a reasonable opportunity to ask the Company's external auditor questions in relation to the conduct of the audit, the auditor's report, the accounting policies adopted by the Company in relation to the preparation of financial statements, and the independence of the auditor.

The Company's 2018 Annual Report can be viewed online at www.tymlez.com and on the ASX website www.asx.com.au.

Shareholders are requested to submit any written questions relating to the content of the audit report or the conduct of its audit of the Company's financial report for the period ended 31 December 2018 to the Company's external auditor by no later than 11:00 am AEST on 7 May 2019. A representative of HLB Mann Judd will provide answers to the questions at the Meeting.

Item 2- Ordinary Resolutions

Resolution 1: Adoption of Remuneration Report

To consider and if thought fit, pass the following resolution as a non-binding resolution:

"That for the purposes of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report for the year ended 31 December 2018 and included in the Directors' Report, which is attached to the Financial Statements as required under section 300A of the Corporations Act, be adopted by the Company."

Voting Exclusion Statement: In accordance with the Corporations Act the Company will disregard any votes cast in relation to this resolution by or on behalf of the Key Management Personnel, which includes the Directors and executives in the consolidated group whose remuneration is included in the Remuneration Report and their closely related parties ("Excluded Persons"). However, the Company need not disregard a vote if:

- it is cast by an Excluded Person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Resolution 2: Re-election of Mr Daniel Dickens as a Director

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

"That, Mr Daniel Dickens, who was appointed a Director of the Company on 13 November 2017, retires in accordance with the Company's Constitution and offers himself for re-election, and being eligible, is re-elected as a Director."

Resolution 3: Re-election of Mr Rodney Hannington as a Director

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

"That, Mr Rodney Hannington, who was appointed a Director of the Company on 11 July 2018, retires in accordance with the Company's Constitution and offers himself for re-election, and being eligible, is re-elected as a Director."

Resolution 4: Non-Executive Directors Remuneration

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

"That, for the purposes of ASX Listing Rule 10.17 and all other purposes, Shareholders approve the maximum total aggregate amount that may be paid to Non-Executive Directors as remuneration for their

services in each financial year to be set at \$400,000 which may be divided among those Directors in the manner determined by the Board of the Company from time to time.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of this resolution by or on behalf of a Director of the Company and any of their associates. However, the Company will not disregard a vote if:

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

Resolution 5: Appointment of Auditor

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

“That, for the purpose of Section 327B of the Corporations Act and for all other purposes, HLB Mann Judd (Vic) Partnership, being qualified and having been nominated by a Shareholder and consented in writing to act in the capacity of auditor, be appointed as an auditor of the Company.”

Resolution 6: Issue of Options to Rodney Hannington

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

“That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue 90,000 Options to Mr. Rodney Hannington (or his nominee) pursuant to the Company’s Employee Share Option Plan on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of any director of the Company (or their nominees) or any of their associates. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Voting Prohibition Statement:

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

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

However, the above prohibition does not apply if:

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

Resolution 7: Issue of Options to Daniel Dickens

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

“That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue 70,000 Options to Mr. Daniel Dickens (or his nominee) pursuant to the Company’s Employee Share Option Plan on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of any director of the Company (or their nominee) or any of their associates. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Voting Prohibition Statement:

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

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

However, the above prohibition does not apply if:

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

Resolution 8: Issue of Options to Michael Reh

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

“That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue 150,000 Options to Mr. Michael Reh (or his nominee) pursuant to the Company’s Employee Share Option Plan on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of any director of the Company (or their nominees) or any of their associates. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Voting Prohibition Statement:

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

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

However, the above prohibition does not apply if:

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

Resolution 9: Issue of Options to Reinier Van Der Drift

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

“That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue 150,000 Options to Mr. Reinier Van Der Drift (or his nominee) pursuant to the Company’s Employee Share Option Plan on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of any director of the Company (or their nominees) or any of their associates. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Voting Prohibition Statement:

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

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

However, the above prohibition does not apply if:

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

Resolution 10: Approval of 10% Placement Capacity

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

“That, for the purposes of ASX Listing Rule 7.1A and for all other purposes, approval is given for the issue of Equity Securities totalling 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 on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of this resolution by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or their associates. However, the Company will not disregard a vote if:

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

2. Information for shareholders

Entitlement to attend and vote at the Meeting

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001 (Cth)* that for the purpose of ascertaining a person’s entitlement to vote at the Meeting, a person will be recognized as a shareholder and the holder of Shares and will be entitled to vote at the Meeting if that person is registered as a holder of those Shares at 7:00 pm AEST on 12 May 2019.

Votes

Unless a poll is demanded in advance of voting on a resolution, voting on each resolution will initially be by way of a show of hands. On a show of hands, each member present in person or by proxy or, in the case of a body corporate, by a representative, shall have one vote.

On a poll, every member present in person or by attorney or by proxy or, in the case of a body corporate, by a representative, shall have one vote for each share held by him, her or it.

In the case of joint shareholders, all holders may attend the Meeting but only one holder may vote at the Meeting in respect of the relevant shares (including by proxy). If more than one joint holder is present, and more than one of the joint holders vote in respect of the relevant shares, only the vote of the joint holder whose name stands first in the register in respect of the relevant shares is counted.

Proxies

A Shareholder entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of the Shareholder.

Where the Shareholder is entitled to cast two or more votes, the Shareholder may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise.

A proxy need not be a Shareholder and may be a body corporate.

If a Shareholder appoints a body corporate as a proxy, that body corporate will need to ensure that it appoints an individual as its corporate representative to exercise its powers at the Meeting and provide satisfactory evidence of the appointment of its corporate representative prior to the commencement of the Meeting.

If a Shareholder appoints two proxies and the appointment does not specify the proportion or number of the Shareholder's votes each proxy may exercise, each proxy may exercise half of the votes.

If you choose to appoint a proxy, you are encouraged to direct your proxy how to vote on the Resolutions by marking either "For", "Against" or "Abstain" on the form of proxy for that item of business. An instrument of proxy deposited or received at the registered office of the Company in which the name of the appointee is not filed in will be deemed to be given in the favour of the Chairman of the Meeting.

Voting by Proxy if appointment specifies way to vote:

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

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

Transfer of non – chair proxy to chair in certain circumstances:

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

- (a) an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and
- (b) the appointed proxy is not the chair of the meeting; and
- (c) at the meeting, a poll is duly demanded on the resolution; and
- (d) either of the following applies:
 - (i) if a record of attendance is made for the meeting – the proxy is not recorded as attending the meeting;
 - (ii) the proxy does not vote on the resolution,

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

Undirected vote – Resolutions 2, 3, 5 and 10

Subject to the voting restrictions set out in the Voting Exclusion Statements, the Chairperson will vote undirected proxies on, and in favour of Resolutions 2, 3, 5 and 10.

Direction to Chairman for Resolutions 1, 4 and 6 to 9

If the proxy is the Chairman, the Chairman can also vote undirected proxies on the Resolutions 1, 4 and 6 to 9 provided that proxy form expressly authorises the Chairman to vote on Resolutions 1, 4 and 6 to 9 even though Resolutions 1, 4 and 6 to 9 are connected with the remuneration of key management personnel.

The Chairman will not vote any undirected proxies in relation to Resolutions 1, 4 and 6 to 9 unless the Shareholder expressly authorises the Chairman to vote in accordance with the Chairman's stated voting intentions in their proxy form – Subject to the voting restrictions set out in the Voting Exclusion Statements, the Chairperson intends to, and, if so authorized by a Shareholder, will, vote undirected proxies on, and in favour of Resolutions 1, 4 and 6 to 9.

A form of proxy accompanies this Notice.

A corporate shareholder must sign the proxy form in accordance with its constitution or otherwise in accordance with the Corporations Act.

To be effective, the instrument of appointment of a proxy (and power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority) must be received by the Company, by mail at Automic GPO Box 5193 Sydney NSW 2001, in person Level 5, 126 Phillip Street Sydney NSW 2000 or by email at meetings@automicgroup.com.au by 11:00 am AEST on 12 May 2019.

Proxy Forms received later than this time will be invalid.

Questions

The Meeting is intended to give shareholders an opportunity to hear both the Chairman and the Group Chief Executive Officer to talk about the year that has just passed and also give some insight into the Company's prospects for the year ahead.

A reasonable opportunity will be given to Shareholders to ask questions and/or make comments on the management of the Company at the Meeting.

A reasonable opportunity will be given for Shareholders to ask questions of the Company's external auditor, HLB Mann Judd. These questions should be relevant to:

- a) the conduct of the audit;
- b) the preparation and contents of the audit report;
- c) the accounting policies adopted by the Company in relation to the preparation of its financial statements; and
- d) the independence of the auditor in relation to the conduct of the audit.

If you have any questions in regard to this Notice, please contact the Company Secretary, Justyn Stedwell, on +61(0) 3 9191 0135.

EXPLANATORY STATEMENT

This Explanatory Statement is intended to provide Shareholders with sufficient information to assess the merits of the Resolutions contained in this Notice.

The Directors recommend that Shareholders read this Explanatory Statement in full before making any decision in relation to the Resolutions.

Item 1 – Annual Report

As required by section 317 of the Corporations Act, the Financial Report, Directors' Report and Auditor's Report of the Company for the most recent financial year will be laid before the Meeting. These reports are contained in the Annual Report, which is available online at www.tymlez.com and on the ASX website www.asx.com.au.

During this item of business, Shareholders will be given the opportunity to ask questions about, or make comments on, the management of the Company generally but there will be no formal resolution put to the Meeting.

Similarly, a reasonable opportunity will be given to shareholders, as a whole, to ask the Company's Auditor, HLB Mann Judd, questions relevant to the conduct of the audit, the preparation and content of the Auditor's report, the accounting policies adopted by the Company in relation to the preparation of its financial statements and the independence of the Auditor in relation to the audit for the financial year ended 31 December 2018.

Shareholders are requested to submit written questions relating to the content of the audit report or the conduct of its audit of the Company's financial report for the financial year ended 31 December 2018 to the Company's external Auditor no later than 11:00 am AEST on 7 May 2019. A representative of HLB Mann Judd will provide answers to the questions at the Meeting.

Item 2 – Resolutions

Resolution 1: Adoption of remuneration report

In accordance with Section 300A(1) of the Corporations Act the Remuneration Report is included in the Directors Report for the financial year ended 31 December 2018.

The Remuneration Report sets out details of the remuneration received by the directors and key Company executives, in addition to describing Board policy in respect of remuneration. Resolution 1 seeks shareholder approval of the adoption of the Remuneration Report by the Company.

The outcome of this resolution is not binding on the Company or the Board. However, sections 250U to 250Y of Corporations Act set out a 'two strikes and re-election' process in relation to the shareholder vote on the Remuneration Report which provide that:

- A 'first strike' will occur if this Remuneration Report resolution receives a 'no' vote of 25% or more. If this occurs, the Company's subsequent remuneration report will contain an explanation of the Board's proposed action in response to the 'no' vote or an explanation of why no action has been taken by the Board.
- A 'second strike' will occur if the resolution to adopt the Remuneration Report at the following Company Annual General Meeting also receives a 'no' vote of 25% or more. If this occurs, shareholders will vote at that Annual General Meeting to determine whether the Directors will

need to stand for re-election at a separate, subsequent meeting (the 'spill resolution'). If the spill resolution passes with 50% or more of eligible votes cast, the spill meeting must take place within 90 days.

The Board believes the Remuneration of the Company's key management personnel (KMP) is appropriate and in line with market rates. The Remuneration Report is set out in the Company's 2018 Annual Report. The 2018 Annual Report can be online at www.tymlez.com and on the ASX website www.asx.com.au, (ASX Code: TYM).

Resolution 2: Re-election of Mr Daniel Dickens as a Director

Mr Daniel Dickens, a Director appointed on 13 November 2017 retires at the close of this Annual General Meeting and, being eligible for re-election offers himself for re-election as a Director pursuant to Article 104 of the Company's Constitution.

Daniel Dickens has had a long career working with business and technology as a consultant, a leader of teams, and as an entrepreneur. In the years since starting his first consulting organisation in 2004, Daniel has developed and grown many technology businesses, and has won multiple awards for his work from major software vendors Microsoft and Sage.

Daniel is a proven business leader, and currently retains the position of Chief Technology Officer for Cromwell Property Group – an ASX200 listed fund manager with over AUD 10 billion in assets under management. At Cromwell, he has been instrumental in driving business adoption of cloud technologies and is regularly invited to speak at events such as Amazon's AWS Summit and the Chief Information Security Officer Forum. Daniel also oversees internal technology compliance and risk management as part of this role and is a graduate of the Australian Institute of Company Directors (GAICD).

As an investor, Daniel has participated in numerous ventures from seed to IPO, regularly taking an active interest in the development of the organisation. His industry connections and network have helped many organisations attract and retain long-term clients.

Resolution 2 seeks approval for the re-election of Daniel Dickens as a Director of the Company.

Resolution 3: Re-election of Mr Rodney Hannington as a Director

Mr Rodney Hannington, a Director appointed on 11 July 2018 retires at the close of this Annual General Meeting and, being eligible for re-election offers himself for re-election as a Director pursuant to Article 104 of the Company's Constitution.

Rodney has been working in marketing and strategy services in consumer health and fast moving consumer goods in Asia Pacific for over 15 years and has recently joined the board as non-executive chairman. He has valuable international experience in Australia, China, Japan, South Korea and South East Asia, Middle East / Africa, Russia and Ukraine markets. Working with Consulting Companies, and at Mondelez and Novartis he has extensive market experience including living in Australia, China and Singapore with a very strong network in the health and food industries.

Rodney is a strategic and innovative marketer with deep experience in Asia and Australia. He has led and been a part of several significant company acquisitions and new product launches in China and Australia as a board member, consultant and employee. He has led and overseen the implementation of digital applications for patient engagement in metabolic syndrome diseases and the extension of digital platforms into the operation and data collection for clinical trials. He has strong interpersonal skills with broad cultural experience dealing with diverse cross-functional teams.

After two decades of overseas living and travel Rodney is now located Australia and brings both his Asia Pacific experience and Australian knowledge and expertise to the board.

Rodney is currently a non-executive director of ASX-listed, Eagle Health Holdings Limited (ASX:EHH) and is the Non-Executive Chairman of ASX-listed, Lifespot Health Limited (ASX:LSH). Rodney has been a member of the Monash University Department of Marketing Industry Advisory Board since 2013.

Resolution 3 seeks approval for the re-election of Rodney Hannington as a Director of the Company.

Resolution 4: Non-Executive Directors Remuneration

ASX Listing Rule 10.17 requires that the maximum total aggregate remuneration that may be paid to Non-Executive Directors of the Company be set by the Shareholders at a general meeting.

Resolution 4 seeks Shareholder approval to set the total aggregate remuneration that may be paid to Non-Executive Directors to \$400,000 per annum. This has been determined after reviewing similar companies listed on ASX and the Directors believe that this level of remuneration is in line with corporate remuneration of similar companies. As this is the Company's first general meeting, no maximum total aggregate amount that may be paid to Non-Executive Directors of the Company has been approved previously.

It is noted that it is not presently intended to increase Non-Executive Directors remuneration or distribute all of the \$400,000 (if approved) in the current year, rather it will assist in accommodating any increase in the number of Directors and provide the flexibility to allow payment of appropriate fees over time.

No Company securities have been issued to a Non-Executive Director under ASX listing rule 10.11 or 10.14 with the approval of the holders of the Company's ordinary securities at any time within the preceding 3 years.

Resolution 5: Appointment of Auditor

Section 327B(1) of the Act provides that a public company must appoint an auditor at its first annual general meeting and thereafter to fill a vacancy in the office of auditor at each subsequent annual general meeting.

In accordance with Section 328B(1) of the Act, the Company has sought and obtained a nomination from a Shareholder for HLB Mann Judd to be appointed as the Company's auditor. A copy of this nomination is enclosed with this Notice of Meeting as Annexure A.

HLB Mann Judd has given its written consent to act as the Company's auditor subject to Shareholder approval of this Resolution 5.

If Resolution 5 is passed, the appointment of HLB Mann Judd as the Company's auditor will take effect at the close of this Meeting.

Resolution 6: Issue of Options to Rodney Hannington

Background

The Company proposes to issue 90,000 Options to Mr. Rodney Hannington and/or his nominee pursuant to the Company's Employee Share Option Plan (ESOP) on the terms and conditions set out below. The issue of options to Directors as a form of incentive-based remuneration is common practice in listed companies and further encourages and rewards efforts by directors to improve the performance of their company for the commercial benefit of all shareholders.

The Board believes it is important to offer these Options to continue to attract and maintain highly experienced and qualified Board members and executives in a competitive market (in a way that allows the Company to utilise its available cash for other preferred purposes).

Chapter 2E of the Corporations Act

Pursuant to Chapter 2E of the Corporations Act, a public company cannot give a 'financial benefit' to a 'related party' unless one of the exceptions set out in Sections 210 to 216 of the Corporations Act apply, or shareholders have in a general meeting approved the giving of that financial benefit to that related party. The issue of Shares to Mr. Rodney Hannington (or his nominee) constitutes giving a financial benefit and Mr. Rodney Hannington is a related party by virtue of being a Director.

The Directors (other than Mr. Rodney Hannington who has a material personal interest in Resolution 6) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of Options to Mr. Rodney Hannington because the Options form part of Rodney's remuneration as an officer of the Company and the remuneration is reasonable given Rodney's circumstances and the circumstances of the Company.

The Options granted are intended to provide reward and incentive for future services provided to the Company to further the progress of the Company and to deliver growth and Shareholder value. In the Company's circumstances, the Directors considered that the allotment of the Options to Mr. Rodney Hannington provides a cost effective and efficient incentive as opposed to alternative forms of incentives (such as cash bonuses or increased salary or board fees).

Accordingly, approval will not be sought under Chapter 2E for the issue of these Options to Mr. Rodney Hannington as the issue of the Options constitutes 'reasonable remuneration' in accordance with Section 211 of the Corporations Act.

ASX Listing Rule 10.14

Notwithstanding that approval will not be sought from Shareholders under Chapter 2E of the Corporations Act, under ASX Listing Rule 10.11, shareholder approval is required for the issue of any equity securities to a related party of a listed company. One of the exceptions to ASX Listing Rule 10.11 (being in Rule 10.12, Exception 4) is that the relevant equity securities are issued under an employee incentive scheme with ordinary shareholder approval under ASX Listing Rule 10.14. As noted above, it is intended that the Options will be issued to or for the benefit of Rodney Hannington pursuant to the ESOP. Accordingly, the Company seeks Shareholder approval for and in relation to the Options under ASX Listing Rule 10.14. Therefore, the issue of Shares to Mr. Rodney Hannington under Resolution 6 (if passed) will not reduce any of the Company's 15% Capacity under Listing Rule 7.1.

Information required by ASX Listing Rule 10.15

In compliance with the information requirements of Listing Rule 10.15, Shareholders are advised of the following particulars of the allotment and issue contemplated by Resolution 6:

Maximum number of securities to be issued	90,000 Options
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Date of issue	If Shareholder approval is obtained, it is intended that the issue of the unlisted options will occur as soon as possible after shareholder approval is obtained and, in any event, within 12 months of the date of the Meeting.
Issue price per security	Options will be issued for nil consideration
Terms of issue	The Options are exercisable at \$0.35 and expire on 15 March 2021. The terms and conditions of the Options are set out in Annexure B.
Persons to whom securities have been issued under the ESOP since last approval	No securities have been issued under the ESOP to date.
Persons referred to in ASX Listing Rule 10.14 entitled to participate in the ESOP	Each Director of the Company is an "Eligible Person" under the ESOP and therefore potentially entitled to participate in the ESOP.
Persons to whom securities will be issued	Mr. Rodney Hannington (a director of the Company), or his nominee.
Intended use of funds	No funds will be raised from the issue of these Options.

Details of any securities issued under the scheme will be published in the annual report of the entity relating to a period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14.

Any additional persons covered by Listing Rule 10.14 who become entitled to participate in the scheme after the resolution is approved and who were not named in the notice of meeting will not participate until approval is obtained under that rule.

Resolution 7: Issue of Options to Daniel Dickens

Background

The Company proposes to issue 70,000 Options to Mr. Daniel Dickens and/or his nominee pursuant to the Company's ESOP on the terms and conditions set out below. The issue of options to Directors as a form of incentive-based remuneration is common practice in listed companies and further encourages and rewards efforts by directors to improve the performance of their company for the commercial benefit of all shareholders.

The Board believes it is important to offer these Options to continue to attract and maintain highly experienced and qualified Board members and executives in a competitive market (in a way that allows the Company to utilise its available cash for other preferred purposes).

Chapter 2E of the Corporations Act

Pursuant to Chapter 2E of the Corporations Act, a public company cannot give a 'financial benefit' to a 'related party' unless one of the exceptions set out in Sections 210 to 216 of the Corporations Act apply, or shareholders have in a general meeting approved the giving of that financial benefit to that related party. The issue of Shares to Mr. Daniel Dickens (or his nominee) constitutes giving a financial benefit and Mr. Daniel Dickens is a related party by virtue of being a Director.

The Directors (other than Mr. Daniel Dickens who has a material personal interest in Resolution 7) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of Options to Mr. Daniel Dickens because the Options form part of Daniel's remuneration as an officer of the Company and the remuneration is reasonable given Daniel's circumstances and the circumstances of the Company.

The Options granted are intended to provide reward and incentive for future services provided to the Company to further the progress of the Company and to deliver growth and Shareholder value. In the Company's circumstances, the Directors considered that the allotment of the Options to Mr. Daniel Dickens provides a cost effective and efficient incentive as opposed to alternative forms of incentives (such as cash bonuses or increased salary or board fees).

Accordingly, approval will not be sought under Chapter 2E for the issue of these Options to Mr. Daniel Dickens as the issue of the Options constitutes 'reasonable remuneration' in accordance with Section 211 of the Corporations Act.

ASX Listing Rule 10.14

Notwithstanding that approval will not be sought from Shareholders under Chapter 2E of the Corporations Act, under ASX Listing Rule 10.11, shareholder approval is required for the issue of any equity securities to a related party of a listed company. One of the exceptions to ASX Listing Rule 10.11 (being in Rule 10.12, Exception 4) is that the relevant equity securities are issued under an employee incentive scheme with ordinary shareholder approval under ASX Listing Rule 10.14. As noted above, it is intended that the Options will be issued to or for the benefit of Daniel Dickens pursuant to the ESOP. Accordingly, the Company seeks Shareholder approval for and in relation to the Options under ASX Listing Rule 10.14. Therefore, the issue of Shares to Mr. Daniel Dickens under Resolution 7 (if passed) will not reduce any of the Company's 15% Capacity under Listing Rule 7.1.

Information required by ASX Listing Rule 10.15

In compliance with the information requirements of Listing Rule 10.15, Shareholders are advised of the following particulars of the allotment and issue contemplated by Resolution 7:

Maximum number of securities to be issued	70,000 Options
Date of issue	If Shareholder approval is obtained, it is intended that the issue of the unlisted options will occur as soon as possible after shareholder approval is obtained and, in any event, within 12 months of the date of the Meeting.

Issue price per security	Options will be issued for nil consideration
Terms of issue	The Options are exercisable at \$0.35 and expire on 15 March 2021. The terms and conditions of the Options are set out in Annexure B.
Persons to whom securities have been issued under the ESOP since last approval	No securities have been issued under the ESOP to date.
Persons referred to in ASX Listing Rule 10.14 entitled to participate in the ESOP	Each Director of the Company is an "Eligible Person" under the ESOP and therefore entitled to participate in the ESOP.
Persons to whom securities will be issued	Mr. Daniel Dickens (a director of the Company), or his nominee.
Intended use of funds	No funds will be raised from the issue of these Options.

Details of any securities issued under the scheme will be published in the annual report of the entity relating to a period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14.

Any additional persons covered by Listing Rule 10.14 who become entitled to participate in the scheme after the resolution is approved and who were not named in the notice of meeting will not participate until approval is obtained under that rule.

Resolution 8: Issue of Options to Michael Reh

Background

The Company proposes to issue 150,000 Options to Mr. Michael Reh and/or his nominee pursuant to the Company's ESOP on the terms and conditions set out below. The issue of options to Directors as a form of incentive-based remuneration is common practice in listed companies and further encourages and rewards efforts by directors to improve the performance of their company for the commercial benefit of all shareholders.

The Board believes it is important to offer these Options to continue to attract and maintain highly experienced and qualified Board members and executives in a competitive market (in a way that allows the Company to utilise its available cash for other preferred purposes).

Chapter 2E of the Corporations Act

Pursuant to Chapter 2E of the Corporations Act, a public company cannot give a 'financial benefit' to a 'related party' unless one of the exceptions set out in Sections 210 to 216 of the Corporations Act apply,

or shareholders have in a general meeting approved the giving of that financial benefit to that related party. The issue of Shares to Mr. Michael Reh (or his nominee) constitutes giving a financial benefit and Mr. Michael Reh is a related party by virtue of being a Director.

The Directors (other than Mr. Michael Reh who has a material personal interest in Resolution 8) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of Options to Mr. Michael Reh because the Options form part of Michael's remuneration as an officer of the Company and the remuneration is reasonable given Michael's circumstances and the circumstances of the Company.

The Options granted are intended to provide reward and incentive for future services provided to the Company to further the progress of the Company and to deliver growth and Shareholder value. In the Company's circumstances, the Directors considered that the allotment of the Options to Mr. Michael Reh provides a cost effective and efficient incentive as opposed to alternative forms of incentives (such as cash bonuses or increased salary or board fees).

Accordingly, approval will not be sought under Chapter 2E for the issue of these Options to Mr. Michael Reh as the issue of the Options constitutes 'reasonable remuneration' in accordance with Section 211 of the Corporations Act.

ASX Listing Rule 10.14

Notwithstanding that approval will not be sought from Shareholders under Chapter 2E of the Corporations Act, under ASX Listing Rule 10.11, shareholder approval is required for the issue of any equity securities to a related party of a listed company. One of the exceptions to ASX Listing Rule 10.11 (being in Rule 10.12, Exception 4) is that the relevant equity securities are issued under an employee incentive scheme with ordinary shareholder approval under ASX Listing Rule 10.14. As noted above, it is intended that the Options will be issued to or for the benefit of Michael Reh pursuant to the ESOP. Accordingly, the Company seeks Shareholder approval for and in relation to the Options under ASX Listing Rule 10.14. Therefore, the issue of Shares to Mr. Michael Reh under Resolution 8 (if passed) will not reduce any of the Company's 15% Capacity under Listing Rule 7.1.

Information required by ASX Listing Rule 10.15

In compliance with the information requirements of Listing Rule 10.15, Shareholders are advised of the following particulars of the allotment and issue contemplated by Resolution 8:

Maximum number of securities to be issued	150,000 Options
Date of issue	If Shareholder approval is obtained, it is intended that the issue of the unlisted options will occur as soon as possible after shareholder approval is obtained and, in any event, within 12 months of the date of the Meeting.
Issue price per security	Options will be issued for nil consideration
Terms of issue	The Options are exercisable at \$0.35 and expire on 15 March 2021. The terms and conditions of the Options are set out in Annexure B.

Persons to whom securities have been issued under the ESOP since last approval	No securities have been issued under the ESOP to date.
Persons referred to in ASX Listing Rule 10.14 entitled to participate in the ESOP	Each Director of the Company is an "Eligible Person" under the ESOP and therefore entitled to participate in the ESOP.
Persons to whom securities will be issued	Mr. Michael Reh (a director of the Company), or his nominee.
Intended use of funds	No funds will be raised from the issue of these Options.

Details of any securities issued under the scheme will be published in the annual report of the entity relating to a period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14.

Any additional persons covered by Listing Rule 10.14 who become entitled to participate in the scheme after the resolution is approved and who were not named in the notice of meeting will not participate until approval is obtained under that rule.

Resolution 9: Issue of Options to Reinier Van Der Drift

Background

The Company proposes to issue 150,000 Options to Mr. Reinier Van Der Drift and/or his nominee pursuant to the Company's ESOP on the terms and conditions set out below. The issue of options to Directors as a form of incentive-based remuneration is common practice in listed companies and further encourages and rewards efforts by directors to improve the performance of their company for the commercial benefit of all shareholders.

The Board believes it is important to offer these Options to continue to attract and maintain highly experienced and qualified Board members and executives in a competitive market (in a way that allows the Company to utilise its available cash for other preferred purposes).

Chapter 2E of the Corporations Act

Pursuant to Chapter 2E of the Corporations Act, a public company cannot give a 'financial benefit' to a 'related party' unless one of the exceptions set out in Sections 210 to 216 of the Corporations Act apply, or shareholders have in a general meeting approved the giving of that financial benefit to that related party. The issue of Shares to Mr. Reinier Van Der Drift (or his nominee) constitutes giving a financial benefit and Mr. Reinier Van Der Drift is a related party by virtue of being a Director.

The Directors (other than Mr. Reinier Van Der Drift who has a material personal interest in Resolution 9) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of Options to Mr. Reinier Van Der Drift because the Options form part of Reinier's

remuneration as an officer of the Company and the remuneration is reasonable given Reinier's circumstances and the circumstances of the Company.

The Options granted are intended to provide reward and incentive for future services provided to the Company to further the progress of the Company and to deliver growth and Shareholder value. In the Company's circumstances, the Directors considered that the allotment of the Options to Mr. Reinier Van Der Drift provides a cost effective and efficient incentive as opposed to alternative forms of incentives (such as cash bonuses or increased salary or board fees).

Accordingly, approval will not be sought under Chapter 2E for the issue of these Options to Mr. Reinier Van Der Drift as the issue of the Options constitutes 'reasonable remuneration' in accordance with Section 211 of the Corporations Act.

ASX Listing Rule 10.14

Notwithstanding that approval will not be sought from Shareholders under Chapter 2E of the Corporations Act, under ASX Listing Rule 10.11, shareholder approval is required for the issue of any equity securities to a related party of a listed company. One of the exceptions to ASX Listing Rule 10.11 (being in Rule 10.12, Exception 4) is that the relevant equity securities are issued under an employee incentive scheme with ordinary shareholder approval under ASX Listing Rule 10.14. As noted above, it is intended that the Options will be issued to or for the benefit of Michael Reh pursuant to the ESOP. Accordingly, the Company seeks Shareholder approval for and in relation to the Options under ASX Listing Rule 10.14. Therefore, the issue of Shares to Mr. Reinier Van Der Drift under Resolution 9 (if passed) will not reduce any of the Company's 15% Capacity under Listing Rule 7.1.

Information required by ASX Listing Rule 10.15

In compliance with the information requirements of Listing Rule 10.15, Shareholders are advised of the following particulars of the allotment and issue contemplated by Resolution 9:

Maximum number of securities to be issued	150,000 Options
Date of issue	If Shareholder approval is obtained, it is intended that the issue of the unlisted options will occur as soon as possible after shareholder approval is obtained and, in any event, within 12 months of the date of the Meeting.
Issue price per security	Options will be issued for nil consideration
Terms of issue	The Options are exercisable at \$0.35 and expire on 15 March 2021. The terms and conditions of the Options are set out in Annexure B.
Persons to whom securities have been issued under the ESOP since last approval	No securities have been issued under the ESOP to date.

Persons referred to in ASX Listing Rule 10.14 entitled to participate in the ESOP	Each Director of the Company is an "Eligible Person" under the ESOP and therefore entitled to participate in the ESOP.
Persons to whom securities will be issued	Mr. Reinier Van Der Drift (a director of the Company), or his nominee.
Intended use of funds	No funds will be raised from the issue of these Options.

Details of any securities issued under the scheme will be published in the annual report of the entity relating to a period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14.

Any additional persons covered by Listing Rule 10.14 who become entitled to participate in the scheme after the resolution is approved and who were not named in the notice of meeting will not participate until approval is obtained under that rule.

Resolution 10: Approval of 10% Placement Capacity

ASX Listing Rule 7.1A

ASX Listing Rule 7.1A enables certain 'eligible entities' to issue equity securities of up to 10% of their issued share capital through placements over a 12-month period commencing after the annual general meeting (Additional Placement Capacity). ASX Listing Rules require that Shareholders approve the Additional Placement Capacity by special resolution, at an annual general meeting before any equity securities are issued under the Additional Placement Capacity.

For the purposes of ASX Listing Rule 7.1A an 'eligible entity' is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company is an 'eligible entity'. The Additional Placement Capacity is in addition to the Company's 15% placement capacity under ASX Listing Rule 7.1. Therefore, if the Additional Placement Capacity is approved, the Directors will be allowed to issue equity securities of up to 10% of the Company's issued share capital pursuant to ASX Listing Rule 7.1A and up to 15% pursuant to ASX Listing Rule 7.1. If the Additional Placement Capacity is not approved, the Directors will still be allowed to issue equity securities of up to 15% of the Company's issued capital pursuant to ASX Listing Rule 7.1.

The Company seeks Shareholder approval by way of a special resolution to have the ability to issue equity securities under the Additional Placement Capacity should the need arise.

Formula for calculating 10% Placement Facility

Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an annual general meeting may issue or agree to issue, during the 12 month period after the date of the annual general meeting, a number of equity securities calculated in accordance with the following formula:

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

A is the number of shares on issue 12 months before the date of issue or agreement:

- a) plus the number of fully paid shares issued in the 12 months under an exception in Listing Rule 7.2;
- b) plus the number of partly paid shares that became fully paid in the 12 months;
- c) plus the number of fully paid shares issued in the 12 months with approval of holders of shares under Listing Rule 7.1 and 7.4. This does not include an issue of fully paid shares under the entity's 15% placement capacity without shareholder approval;
- d) less the number of fully paid shares cancelled in the 12 months.
- e) Note that A is has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement capacity.

D is 10%

E is the number of equity securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of shareholders under Listing Rule 7.1 or 7.4.

ASX Listing Rule 7.3A

In accordance with ASX Listing Rule 7.3A the Company provides the following information.

Any securities issued under the Additional Placement Capacity will be in the same class as existing quoted securities of the Company.

The issue price for each security issued under the Additional Placement Capacity will not be less than 75% of the volume weighted average price for securities in that class over the 15 trading days on which trades in that class were recorded immediately before:

- the date on which the price at which the securities are to be issued is agreed; or
- if the securities are not issued within 5 trading days of the date above, the date on which the securities are issued.

The issue of equity securities under the Additional Placement Capacity may result in voting dilution of existing ordinary shareholders (as shown in Table 1). There is also the risk that:

- the market price for equity securities in that class may be significantly lower on the issue date than on the date of the Meeting; and
- the equity securities may be issued at a price that is at a discount to the market price for those equity securities on the issue date.

Equity securities under the Additional Placement Capacity may be issued until the earlier of:

- 1 year from the date of the Meeting; and

- the date of approval by ordinary shareholders of a significant change to the Company's activities under ASX Listing Rule 11.1.2 or the date of approval by ordinary shareholders of a disposal of a major asset under ASX Listing Rule 11.2.

Any approval of the Additional Placement Capacity at this Meeting will cease to be valid in the event that ordinary shareholders approve a transaction under ASX Listing Rule 11.1.2 or 11.2.

The Company may issue equity securities under the Additional Placement Capacity for the following purposes:

- non-cash consideration: for the acquisition of new assets and investments (in such circumstances the Company will provide a valuation of the non-cash consideration as required by ASX Listing Rules); or
- cash consideration: to raise funds for working capital, to fund due diligence on potential acquisitions and/or to fund cash consideration for acquisitions.

The Company's allocation policy for issues under the Additional Placement Capacity is dependent on prevailing market conditions at the time of any proposed issue.

The identity of the allottees of the equity securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:

- the methods of raising funds that are available to the Company, including rights issues or other issues in which existing shareholders may participate;
- the effect of the issue of the equity securities on the control of the Company;
- the financial position of the Company; and
- advice from the Company's advisors.

The allottees under the Additional Placement Capacity have not yet been determined but allottees may include existing shareholders, existing substantial shareholders and/or new shareholders who are not related parties or associates of a related party of the Company.

A voting exclusion statement is included in this Notice. In accordance with ASX Listing Rule 14.11.1 and the relevant Note under that rule concerning Rule 7.1A, as at the date of this Notice of Meeting it is not known who may participate in the proposed issue (if any). On that basis, no security holders are currently excluded.

Table 1 below shows the dilution of Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in Listing Rule 7.1A(2).

The table also shows:

- I. two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or

- future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- II. two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

Table 1

Variable 'A' in Listing Rule 7.1A.2		Dilution		
		\$0.115 50% decrease in Issue Price	\$0.23 Issue Price	\$0.46 100% increase in Issue Price
Variable A - 130,679,971 Shares	10% Voting Dilution	13,067,997 Shares	13,067,997 Shares	13,067,997 Shares
	Funds Raised	\$ 1,502,820	\$ 3,005,639	\$ 6,011,279
50% increase in Variable A - 196,019,957 Shares	10% Voting Dilution	19,601,996 Shares	19,601,996 Shares	19,601,996 Shares
	Funds Raised	\$2,254,229	\$ 4,508,459	\$9,016,918
100% increase in Variable A 261,359,942 Shares	10% Voting Dilution	26,135,994 Shares	26,135,994 Shares	26,135,994 Shares
	Funds Raised	\$ 3,005,639	\$ 6,011,279	\$12,022,557

Table 1 has been prepared based on the following assumptions:

- Variable A is based on the number of Shares on issue at 27 March 2019.
- The Company issues the maximum number of equity securities available under the Additional Placement Capacity.
- The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue.
- The table shows only the issue of equity securities under the Additional Placement Capacity and not under ASX Listing Rule 7.1.
- The issue of equity securities under the additional placement capacity includes only shares.
- The issue price of \$0.23 was the closing price of Shares as traded on ASX as at 26 March 2019. This price may fluctuate between the time of preparing this Notice and the date of the Meeting.

The Company has not previously sought approval for the Additional Placement Capacity

A voting exclusion statement is included in this Notice. In accordance with ASX Listing Rule 14.11.1 and the relevant Note under that rule concerning Rule 7.1A, as at the date of this Notice of Meeting it is not known who may participate in the proposed issue (if any). On that basis, no security holders are currently excluded.

Justyn Stedwell
Company Secretary
 On behalf of the Board of Directors
 Tymlez Group Limited

GLOSSARY

In the Notice of Meeting and Explanatory Statement the following terms have the following meanings:

AEST means Australian Eastern Standard Time.

Annual Report means the Directors' Report, Financial Report and Independent Auditor's Report in respect of the period ended 31 December 2018.

ASX means ASX Limited ACN 008 624 691 or, as the context requires, the Australian Securities Exchange operated by ASX Limited.

Board means the Board of Directors of the Company.

Company means Tymlez Group Limited ACN 622 817 421.

Constitution means the constitution of the Company.

Corporations Act means Corporations Act 2001 (Cth).

Directors means the current directors of the Company.

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

Explanatory Statement means the explanatory statement to this notice of Annual General Meeting.

Meeting means the Annual General Meeting of the Shareholders of the Company to be held on 14 May 2019, to which the Notice of Meeting and Explanatory Statement relate.

Notice or **Notice of Meeting** means this notice of Annual General Meeting of the Company dated 12 April 2019.

Option means an option to acquire a Share.

Resolution means a resolution referred to in the Notice.

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

Shareholder means a holder of Shares.

Words importing the singular include the plural and vice versa.

9 April 2019

The Board of Directors
Tymlez Group Limited
1B/205-207 Johnston St
Fitzroy VIC 3065

Dear Directors

NOTICE AUDITOR NOMINATION

Pursuant to section 328B of the Corporations Act 2001, I, Daniel Dickens, being a Director of Tymlez Group Limited (Company), and a director of Elysium Business Systems Pty Ltd, a shareholder of the Company, hereby nominate HLB Mann Judd (Vic) Partnership of Level 9, 575 Bourke St, Melbourne VIC 3000 for appointment as Auditor of the Company.

Yours faithfully



Daniel Dickens

Annexure B
Terms and Conditions of Options

- a) Each Option entitles its holder to subscribe in cash for one Share.
- b) Each Option is exercisable at an exercise price of \$0.35, at any time prior to the Expiry Date of 15 March 2021, by completing an option exercise form and delivering it, together with payment for the number of Shares in respect of which the Option is exercised, to the registered office of the Company. Any Option that has not been exercised prior to the Expiry Date automatically lapses.
- c) An Option automatically lapses without any claim against the Company on the occurrence of any of the following events:
 - a. upon the bankruptcy, liquidation or winding up of the holder or the happening of any other event that results in the holder being deprived of the legal or beneficial ownership of the Option; or
 - b. upon the liquidation or winding up of the Company for any reason other than by the way of members' voluntary winding up.
- d) The Company will not apply for official quotation by ASX of the Options.
- e) Subject to the Corporations Act, the ASX Listing Rules, and the constitution of the Company, each Option is freely transferable.
- f) Shares issued upon the exercise of the Options will rank pari passu with the Company's existing Shares.
- g) The Company will apply for official quotation by ASX of the Shares issued upon exercise of Options, subject to any restriction obligations imposed by ASX.
- h) The Options will not give any right to participate in dividends unless and until Shares are issued upon exercise of the relevant Options.
- i) There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the life of the Option. The Company will ensure that holders will be given at least seven business days' notice to allow for the exercise of Options prior to the record date in relation to any offers of securities made to Shareholders.
- j) In the event of any reconstruction (including consolidation, subdivision, reduction or return) of the issued capital of the Company prior to the Expiry Date, the number of Options or the rights attaching to the Options or both will be reconstructed in accordance with the ASX Listing Rules applying to a reorganisation of capital at the time of the reconstruction.
- k) If there is any inconsistency between any of the preceding terms and conditions and the ASX Listing Rules, then the ASX Listing Rules prevail to the extent of the inconsistency.



Tymlez Group Limited | ACN 622 817 421

AGM Registration Card

If you are attending the meeting in person, please bring this with you for Securityholder registration.

Vote by Proxy: [TYM]

Your proxy voting instruction must be received by **11:00am (AEST) on Sunday, 12th May 2019**, 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 VOTE ONLINE

Vote online at <https://investor.automic.com.au/#/loginsah>

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

- ✓ **Save Money:** help minimise unnecessary print and mail costs for the Company.
- ✓ **It's Quick and Secure:** provides you with greater privacy, eliminates any postal delays and the risk of potentially getting lost in transit.
- ✓ **Receive Vote Confirmation:** instant confirmation that your vote has been processed. It also allows you to amend your vote if required.



SUBMIT YOUR PROXY VOTE BY PAPER

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.

VOTING UNDER STEP 1 - APPOINTING A PROXY

If you wish to appoint someone other than the Chairman 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 Chairman of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chairman 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

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

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

You must sign this form as follows in the spaces provided

Individual: Where the holding is in one name, the Shareholder must sign.

Joint holding: Where the holding is in more than one name, all of the Shareholders should sign.

Power of attorney: If you have not already 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>.

ATTENDING THE MEETING

Completion of a Proxy Voting Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Voting Form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.

POWER OF ATTORNEY

If a representative as power of attorney of a Shareholder of the Company is to attend the Meeting, a certified copy of the Power of Attorney, or the original Power of Attorney, must be received by the Company in the same manner, and by the same time as outlined for proxy forms.



