

16 November 2020

Annual General Meeting – Notice and Proxy Form

Dear Shareholder,

The 2020 Annual General Meeting of Shareholders of Cycliq Group Limited ("Company") will be held virtually via Advanced Share Registry's virtual meeting facility at 11.00am (AWST) on Tuesday, 15 November 2020 ("Meeting").

In accordance with section 5(1) of the Corporations (Coronavirus Economic Response) Determination No. 3 2020 (Cth), the Notice of Meeting and accompanying explanatory memorandum are being made available to Shareholders electronically. You will be able to access the Notice of Meeting and explanatory memorandum via the Company's website (<https://cycliq.com/>) or the ASX market announcements platform.

With regards to the COVID-19 pandemic, the Company will adhere to all social distancing measures prescribed by government authorities at the Meeting, and Shareholders attending the Meeting will need to ensure they comply with the protocols. We are concerned for the safety and health of Shareholders, staff and advisers, so we have therefore put in place certain measures including social distancing requirements and limiting non-shareholder visitors. Refreshments will not be served, and all attendees are kindly requested to leave the venue immediately on conclusion of the meeting.

Shareholders are encouraged to vote by lodging the attached proxy form. As the situation regarding the management of COVID-19 is evolving rapidly, Shareholders are encouraged to monitor the Company's website for any further updates in relation to the arrangements for the Meeting.

The Directors appreciate the understanding of Shareholders under the current circumstances.

Yours faithfully

Craig Smith-Gander
Chairman
Cycliq Group Limited



LODGE YOUR PROXY APPOINTMENT ONLINE



ONLINE PROXY APPOINTMENT

www.advancedshare.com.au/investor-login



MOBILE DEVICE PROXY APPOINTMENT

Lodge your proxy by scanning the QR code below, and enter your registered postcode.

It is a fast, convenient and a secure way to lodge your vote.

2020 ANNUAL GENERAL MEETING PROXY FORM

I/We being shareholder(s) of Cycliq Group Limited and entitled to attend and vote hereby:

APPOINT A PROXY

☐ The Chair of the meeting

OR

☐

PLEASE NOTE: If you leave the section blank, the Chair of the Meeting will be your proxy.

or failing the individual(s) or body corporate(s) named, or if no individual(s) or body corporate(s) named, the Chair of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf, including to vote in accordance with the following directions (or, if no directions have been given, and to the extent permitted by law, as the proxy sees fit), at the Meeting of the Company to be held at **Unit A14, Level 2, 435 Roberts Road, Subiaco, WA 6008 on 15 December 2020 at 11:00am (AWST)** and at any adjournment or postponement of that Meeting.

Chair authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chair of the Meeting as my/our proxy (or the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 1, 5(a), 5(b), 5(c), 6, 7, 9(a), 9(b), 9(c), 12(a), 12(b) & 12(c) (except where I/we have indicated a different voting intention below) even though these resolutions are connected directly or indirectly with the remuneration of a member(s) of key management personnel, which includes the Chair. I/we acknowledge the Chair of the Meeting intends to vote all undirected proxies available to them in favour of each Resolution of Business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any Resolution, in which case an ASX announcement will be made immediately disclosing the reasons for the change.

VOTING DIRECTIONS

Resolutions

	For	Against	Abstain*
1 Remuneration Report	☐	☐	☐
2 Re-election of Director – Mr Daniel Kennedy	☐	☐	☐
3 Election of Director – Mr Craig Smith-Gander	☐	☐	☐
4 Election of Director – Mr Xavier Kris	☐	☐	☐
5(a) Ratification of prior issues of Fee Shares - 49,940,374 Shares	☐	☐	☐
5(b) Ratification of prior issues of Fee Shares - 3,260,836 Shares	☐	☐	☐
5(c) Ratification of prior issues of Fee Shares - 60,000,000 Shares	☐	☐	☐
6 Ratification of prior issue of Fee Shares - 15,450,000 Shares	☐	☐	☐
7 Ratification of prior issue of Fee Shares - 85,937,500 Shares	☐	☐	☐
8 Approval of Employee Securities Incentive Plan	☐	☐	☐
9(a) Approval to issue Incentive Options to Directors - 30,000,000 Incentive Options	☐	☐	☐
9(b) Approval to issue Incentive Options to Directors - 26,000,000 Incentive Options	☐	☐	☐
9(c) Approval to issue Incentive Options to Directors - 26,000,000 Incentive Options	☐	☐	☐
10 Approval to issue Shares to Ms Diane Smith-Gander - 2,109,405 Shares	☐	☐	☐
11 Approval to issue Shares to Mr Chris Singleton - \$100,000	☐	☐	☐
12(a) Approval to issues of Shares to Directors - 12,656,433 Shares to Craig Smith-Gander	☐	☐	☐
12(b) Approval to issues of Shares to Directors - 10,848,371 Shares to Xavier Kris	☐	☐	☐
12(c) Approval to issues of Shares to Directors - 46,848,372 Shares to Daniel Kennedy	☐	☐	☐
13 Replacement of Constitution	☐	☐	☐
14 Approval of the Additional 10% Placement Capacity	☐	☐	☐

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

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, all the shareholder should sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the Corporations Act 2001 (Cth).

Email Address

☐ Please tick here to agree to receive communications sent by the company via email. This may include meeting notifications, dividend remittance, and selected announcements.

COVID-19: CYCLIQ GROUP LIMITED ANNUAL GENERAL MEETING

A live webcast and electronic voting via www.advancedshare.com.au/virtual-meeting will be offered to allow Shareholders to listen to the Meeting and vote online.

Please refer to the Meeting ID and Shareholder ID on your personalised proxy form to login to the website.

Shareholders may submit questions ahead of the Meeting via the portal.

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**

CHANGE OF ADDRESS

This form shows your address as it appears on Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes.

APPOINTMENT OF A PROXY

If you wish to appoint the Chair as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chair, please write that person's name in the box in Step 1. A proxy need not be a shareholder of the Company. A proxy may be an individual or a body corporate.

DEFAULT TO THE CHAIR OF THE MEETING

If you leave Step 1 blank, or if your appointed proxy does not attend the Meeting, then the proxy appointment will automatically default to the Chair of the Meeting.

VOTING DIRECTIONS – PROXY APPOINTMENT

You may direct your proxy on how to vote by placing a mark in one of the boxes opposite each resolution of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any resolution by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given resolution, your proxy may vote as they choose to the extent they are permitted by law. If you mark more than one box on a resolution, your vote on that resolution will be invalid.

PROXY VOTING BY KEY MANAGEMENT PERSONNEL

If you wish to appoint a Director (other than the Chair) or other member of the Company's key management personnel, or their closely related parties, as your proxy, you must specify how they should vote on Resolutions 1, 5(a), 5(b), 5(c), 6, 7, 9(a), 9(b), 9(c), 12(a), 12(b) & 12(c), by marking the appropriate box. If you do not, your proxy will not be able to exercise your vote for Resolutions 1, 5(a), 5(b), 5(c), 6, 7, 9(a), 9(b), 9(c), 12(a), 12(b) & 12(c).

PLEASE NOTE: If you appoint the Chair as your proxy (or if they are appointed by default) but do not direct them how to vote on a resolution (that is, you do not complete any of the boxes "For", "Against" or "Abstain" opposite that resolution), the Chair may vote as they see fit on that resolution.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning Advanced Share Registry Limited or you may copy this form and return them both together.

To appoint a second proxy you must:

- On each Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- Return both forms together.

COMPLIANCE WITH LISTING RULE 14.11

In accordance with Listing Rule 14.11, if you hold shares on behalf of another person(s) or entity/entities or you are a trustee, nominee, custodian or other fiduciary holder of the shares, you are required to ensure that the person(s) or entity/entities for which you hold the shares are not excluded from voting on resolutions where there is a voting exclusion. Listing Rule 14.11 requires you to receive written confirmation from the person or entity providing the voting instruction to you and you must vote in accordance with the instruction provided.

By lodging your proxy votes, you confirm to the company you are in compliance with Listing Rule 14.11.

CORPORATE REPRESENTATIVES

If a representative of a nominated corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A Corporate Representative Form may be obtained from Advanced Share Registry.

SIGNING INSTRUCTIONS ON THE PROXY FORM

Individual:

Where the holding is in one name, the security holder must sign.

Joint Holding:

Where the holding is in more than one name, all of the security holders should sign.

Power of Attorney:

If you have not already lodged the Power of Attorney with Advanced Share Registry, please attach the original or a certified photocopy of the Power of Attorney to this form when you return it.

Companies:

Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held.

LODGE YOUR PROXY FORM

This Proxy Form (and any power of attorney under which it is signed) must be received at an address given below by 11:00am (AWST) on 13 December 2020, being not later than 48 hours before the commencement of the Meeting. Proxy Forms received after that time will not be valid for the scheduled meeting.



ONLINE PROXY APPOINTMENT

www.advancedshare.com.au/investor-login



BY MAIL

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



BY FAX

+61 8 6370 4203



BY EMAIL

admin@advancedshare.com.au



IN PERSON

Advanced Share Registry Limited
110 Stirling Hwy, Nedlands WA 6009



ALL ENQUIRIES TO

Telephone: +61 8 9389 8033