Cirralto Limited
ABN 67 099 084 143

Notice of 2019 Annual General Meeting

Notice is hereby given that the 2019 Annual General Meeting of Cirralto Limited ACN 099 084 143 will be held at The Country Women's Association of Western Australia, 1176 Hay Street, West Perth, Western Australia on Wednesday, 27 November 2019 at 11:00am AWST.

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.

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

1. Agenda for the Meeting

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 30 June 2019.

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 Company's auditor, Nexia Perth Audit Services Pty Ltd (Nexia), will be present at the Meeting and Shareholders will have an opportunity to ask the auditor questions in relation to the conduct of the audit, the auditor's report, the Company's accounting policies, and the independence of the auditor.

The Company's 2019 Annual Report can be viewed online at www.cirralto.com.au and on the ASX website www.asx.com.au.

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 30 June 2019 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 - Election of Howard Digby as a Director

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

"That, Howard Digby, having been appointed a Director by a resolution of the Board of Directors on 30 July 2019, offers himself for election pursuant to clause 20.3 of the Constitution and being eligible, is elected as a Director."

Resolution 3 – Re-election of Stephen Dale as a Director

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

"That Stephen Dale, being a Director, retires pursuant to clause 22.1 of the Constitution, and having offered himself for re-election and being eligible, is re-elected as a Director."

Resolution 4 – Approve the issue of up to 200,000,000 Shares

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 7.1 and all other purposes, approval is given for the Company to issue up to 200,000,000 Shares on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by any person who may participate in the proposed issue and a person who might obtain a material benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution is passed and any associates of those persons. However, the Company need not disregard a vote if:

- it is cast by a 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 5 – Approval of additional capacity to issue shares under ASX Listing Rule 7.1A

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

"That, pursuant to and in accordance with Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of equity securities up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Statement."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of this Resolution by 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 entity) if this Resolution is passed, and any associates of those persons. 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. Determination of voting entitlement

For the purpose of determining a person's entitlement to vote at the Meeting, a person will be recognized as a shareholder and the holder of Shares if that person is registered as a holder of those Shares at 7:00pm AWST on 25 November 2019.

3. 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.

4. 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.

If the 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. A proxy need not be a Shareholder.

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 Cirralto Limited PO Box 305 Fitzroy Victoria 3065, in person at Unit 1B, 205-207 Johnston Street, Fitzroy Victoria or by facsimile on + 61 (0) 3 8678 1747 by 11:00am AWST on 25 November 2019.

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.

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

If the proxy is the Chairman, the Chairman can also vote undirected proxies on Resolution 1 to adopt the Remuneration Report provided that proxy form expressly authorises the Chairman to vote on Resolution 1 even though Resolution 1 is connected with the remuneration of key management personnel.

A form of proxy accompanies this Notice.

5. Questions and Comments by Shareholders

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, Nexia. These questions should 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.

Shareholders may also submit a written question to Nexia if the question is relevant to the content of the audit report or the conduct of its audit of the Company's financial report for the year ended 30 June 2019. Relevant written questions for Nexia must be received by the Company no later than 11:00am AWST on 20 November 2019. A representative of Nexia will provide answers to the questions at the Meeting.

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.

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 30 June 2019.

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 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 Company did not receive a first strike at its 2018 Annual General Meeting. The Board believes the Remuneration of the Company's key management personnel (KMP) is appropriate and in line with market rates for a listed company of its size and scale of operations.

The Remuneration Report is set out in the Company's 2019 Annual Report. The 2019 Annual Report can be viewed online at the Company's website, www.cirralto.com.au, and the ASX website, www.asx.com.au (ASX Code: CRO).

Resolution 2 - Election of Howard Digby as a Director

Howard Digby, a Director appointed by a resolution of the Board of Directors on 30 July 2019 retires at this Meeting and offers himself for election as a Director.

Howard is a professional business leader with wide ranging international experience across a variety of industries and markets and has a proven track record in starting and growing businesses. Howard's recent director experience includes exposure to disruptive early stage technology, Israeli based provision of high security and bandwidth data voice and video communications technology, IT services, including cloud migration and cybersecurity, cloud-based application software in the healthcare sector, and a Silicon

Valley based next generation memory technology. Howard holds a Bachelor of Engineering (Hons), Mechanical Major from the University of W.A.

Resolution 3: Re-election of Stephen Dale as a Director

In accordance with clause 22.1 of the Constitution, Stephen Dale, a Director appointed on 8 April 2014 retires at the close of this Annual General Meeting and offers himself for election as a Director.

Details of Mr. Dale's qualifications, experience and special responsibilities are set out in the Company's 2019 Annual Report.

Resolution 4 – Approve the issue up to 200,000,000 Shares

General

Resolution 4 seeks Shareholder approval pursuant to Listing Rule 7.1 for a proposed placement, being the issue of up to 200,000,000 Shares. The issue price per Share under the proposed placement will be determined by the Company, but in any event will be not less than $0.009 per Share.

There are currently plans for the Company to issue Shares under the proposed placement and shareholder approval is being sought for the issue of Shares under the proposed placement in order to provide the Company with flexibility to issue Shares in the future without diminishing the Company's placement capacity under Listing Rule 7.1 and/or 7.1A.

Information required by ASX Listing Rule 7.3

In compliance with the information requirements of ASX Listing Rule 7.3, Shareholders are advised of the following particulars on the allotment and issue:

Maximum number of securities to be issued	Up to 200,000,000 Shares.
Date of issue	If Shareholder approval is obtained, the issue of the Shares will occur no later than three months after the date of the Annual General Meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules).
Issue price per security	Not less than $0.009 per Share.
Terms of issue	Ordinary Fully paid Shares.
Persons to whom securities will be issued	The Shares under the Proposed Placement will be placed to retail and institutional investors and clients of Australian stockbroking firms.
Intended use of funds	Funds raised will be applied towards general working capital and to support the rollout of the Company's PoolBox software solution across Australia and New Zealand and for further development work relating to the Company's Australian payments solution.

Resolution 5 – Approval of additional capacity to issue Shares under ASX Listing Rule 7.1A

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 x 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**		
		$0.0045 50% decrease is Issue Price	$0.009 Issue Price	$0.018 100% increase in Issue Price
Variable A - 660,257,705 Shares	10% Voting Dilution	66,025,771 Shares	66,025,771 Shares	66,025,771 Shares
	Funds Raised	$ 297,116	$ 594,232	$ 1,188,464
50% increase in Variable A - 990,386,558 Shares	10% Voting Dilution	99,038,656 Shares	99,038,656 Shares	99,038,656 Shares
	Funds Raised	$ 445,674	$ 891,348	$ 1,782,696
100% increase in Variable A 1,320,515,410 Shares	10% Voting Dilution	132,051,541 Shares	132,051,541 Shares	132,051,541 Shares
	Funds Raised	$ 594,232	$ 1,188,464	$ 2,376,928

Table 1 has been prepared based on the following assumptions:

- Variable A is based on the number of Shares on issue at the date of this Notice.

- 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 $0.009 was the closing price of Shares as traded on ASX as at 14 October 2019. This price may fluctuate between the time of preparing this Notice and the date of the Meeting.

As at the date of this Notice, in the 12 months preceding the date of the Meeting, the Company has issued 303,607,066 Equity Securities representing 68.6% of Equity Securities on issue 12 months prior to the proposed date of the Meeting.

The information below is provided in accordance with ASX Listing Rule 7.3A.6 (b) and details Equity Securities issued by the Company in the 12 months prior to the Meeting.

Table 2 below, details Shares (and total Equity Securities) issued by the Company in the 12 months prior to the proposed date of the Meeting. As at the date of the Notice, the Company has raised approximately $2.2 million from the issue of Shares in the 12 months prior to the date of the Meeting. These funds have all been used for working capital purposes and to support the rollout of the Company's PoolBox software solution across Australia and New Zealand and for further development work relating to the development and Australian certification of the Company's payments solution.

Table 2

Date of Issue	Number and class of securities	Issue Price ($)	Closing Price*	Discount or premium of Issue Price to Closing Price	Issued to / basis of issue	Cash / Non-Cash	Funds Raised or estimated value if Non-Cash
02/05/2019	27,635,167 Shares	$0.0095	$0.008	18.75%	Issued to eligible employees under the Company's Employee Share Plan	Non-Cash	$262,534
02/05/2019	22,842,106 Shares	$0.0095	$0.008	18.75%	Share Purchase Plan to eligible shareholders.	Cash	$217,000
02/05/2019	10,947,013 Shares	$0.0095	$0.008	18.75%	Issued to Company Director Adrian Floate as approved by shareholders on 4 April 2019	Non-Cash	$103,996
02/05/2019	2,105,263 Shares	$0.0095	$0.008	18.75%	Issued to Company Director Peter Richards as approved by shareholders on 4 April 2019	Cash	$20,000
02/05/2019	70,053,699 Shares	$0.0095	$0.008	18.75%	Tranche 2 of private placement to institutional, sophisticated and professional investors.	Cash	$665,510
02/05/2019	32,000,000 Unlisted Options with an exercise price of $0.025 and an expiry date of 02/05/2021	Nil	N/A	N/A	Issued to Hartleys Limited in consideration for corporate advisory and capital raising services provided to the Company.	Non-Cash	$96,000
25/03/2019	29,789,471 Shares	$0.0095	$0.009	5.5%	Share Purchase Plan to eligible shareholders.	Cash	$283,000

28/02/2019	5,000,000 Unlisted Options with an exercise price of $0.04 and an expiry date of 28/02/2022	Nil	N/A	N/A	Issued to Hartleys Limited in consideration for corporate advisory and capital raising services provided to the Company.	Non-Cash	$20,000
14/02/2019	99,219,067 Shares	$0.0095	$0.01	5%	Private placement to institutional, sophisticated and professional investors.	Cash	$942,581
24/12/2018	3,225,806 Shares	$0.031	$0.014	121%	Issued to Company Directors Peter Richards and Adrian Floate as approved by shareholders on 29 November 2018.	Cash	$100,000

* Closing Price: Closing price of Shares as traded on ASX on Date of Issue.

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
Cirralto Limited

GLOSSARY

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

AWST means Australian Western Standard Time.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited.

ASX Listing Rules means the listing rules of ASX.

Board means the board of directors of the Company.

Company or Cirralto means Cirralto Limited ABN 67 099 084 143.

Constitution means the constitution of the Company.

Corporations Act means Corporations Act 2001 (Cth).

Director means a current director of the Company.

Equity Security means a Share or any security convertible into a Share including Convertible Notes and Options.

Explanatory Statement means the explanatory statement to this notice of general meeting.

Meeting means the 2019 Annual General Meeting of the Shareholders of the Company to be held on 27 November 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 24 October 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.

All references to currency are in Australian dollars

Cirralto Limited ACN 099 084 143
PROXY FORM FOR ANNUAL GENERAL MEETING

I/We ____

of ____

am/are a member **Cirralto Limited ACN 099 084 143** and I/we appoint as my/our proxy:

____

of ____

Or failing him or her, or if no person is named, the Chairman of the Annual General Meeting of the Company, to be held on 27 November 2019 at The Country Women's Association of Western Australia, 1176 Hay Street, West Perth, Western Australia at 11:00 am AWST to vote for me/us at the meeting and at any adjournment of it. If 2 proxies are being appointed the proportion of voting rights this proxy is authorised to exercise is …………..%. (The Company will supply an additional form on request).

Voting directions to your proxy – please tick box to indicate your directions

		For	Against	Abstain
Resolution 1	Adoption of Remuneration Report	☐	☐	☐
Resolution 2	Election of Howard Digby as a Director	☐	☐	☐
Resolution 3	Re-election of Stephen Dale as a Director	☐	☐	☐
Resolution 4	Approve the issue of up to 200,000,000 Shares	☐	☐	☐
Resolution 5	Approval of additional capacity to issue shares under ASX Listing Rule 7.1A	☐	☐	☐

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

The Chairman will not vote any undirected proxies in relation to Resolution 1 unless you specifically authorise the Chairman to vote in accordance with the Chairman's stated voting intentions. The Chairman intends to vote all undirected proxies in favour of all resolutions, including Resolution 1. If you do not wish to direct your proxy on how to vote, please tick the box: ☐

By ticking this box, I/we direct and specifically authorize, the Chairman of the Meeting to vote in accordance with the Chairman's voting intentions on the Resolutions (including Resolution 1) (except where I/we have indicated a different voting intention above).

If you do not mark this box, and you have not directed your proxy how to vote, the Chairman will not cast your votes on the Resolutions and your votes will not be counted in calculating the required majority if a poll is called on the resolution.

Signature of Member(s) Date:…………………………………………

Individual or Member 1	Member 2	Member 3
Sole Director/Company Secretary	**Director**	**Director/Company Secretary**

Contact Name: ………………………………………… Contact Ph (daytime): ……………………………

Cirralto Limited ACN 099 084 143
PROXY FORM FOR ANNUAL GENERAL MEETING

PROXY INSTRUCTIONS

A member entitled to attend and vote at a meeting is entitled to appoint not more than 2 proxies.

Where more than 1 proxy is appointed, each proxy may be appointed to represent a specific portion of the member's voting rights.

A proxy need not be a member of the Company.

A proxy form must be signed by the member or his or her attorney. Proxies given by corporations must either be signed in accordance with its constitution or the Corporations Act.

To be valid, the form appointing the proxy and the Power of Attorney or other authority (if any) under which it is signed (or a certified copy) must be lodged with the Company by mail at PO Box 305 Fitzroy VIC 3065 or in person at 1B 205-207 Johnston Street Fitzroy VIC 3065 or by facsimile on + 61 (0) 3 8678 1747 by no later than 11:00 am AWST on 25 November 2019. Proxy forms received after this time will be invalid.