Cirralto Limited

ACN 099 084 143

Addendum to Notice of General Meeting

Cirralto Limited (ACN 099 084 143) (**Company**), hereby gives notice to the shareholders of the Company, that in relation to the Notice of General Meeting dated 23 June 2020 (**Notice of General Meeting**) in respect of a General Meeting to be held on Friday 24 July 2020 at 11:00am (AEST), the Directors have determined to issue this addendum to the Notice of General Meeting (**Addendum**) for the purposes set out below:

1 Amendment of location of meeting

1.1 The location of the General Meeting will be amended to Suite 103, Level 1, 2 Queen Street, Melbourne VIC 3000

2 **Amendment of Resolution 12**

2.1 Resolution 12 of the Notice of General Meeting will be amended to

2.1.1 reduce the total amount of convertible notes to be issued to Obsidian Global GP, LLC by 192,000

3 Replacement Proxy Form

Annexed to this Addendum is a new Proxy Form. Shareholders should be aware that:

3.1 If you have already completed and returned the Proxy Form which was annexed to the original Notice of General Meeting [or have already submitted a proxy vote online] and you **wish to change your vote on the amended Resolution 12** or otherwise change your proxy vote, please complete and return the new Proxy Form annexed to this Addendum [or otherwise amend your online proxy vote by following the instructions on the Proxy Form which was annexed to the original Notice of General Meeting] by **11:00am (AEST) on 22 July 2020.**

3.2 If you have already completed and returned the Proxy Form which was annexed to the original Notice of General Meeting [or have already submitted your proxy vote online] and **you do not wish to change your vote on the amended Resolution 12,** you are not required to take any action. The Proxy Form you have previously submitted will remain valid.

3.3 If you have not yet completed and returned a Proxy Form and you wish to vote on the Resolutions in the Notice of General Meeting (as amended by the Addendum), please complete and return the new Proxy Form annexed to this Addendum [or otherwise submit your proxy vote online vote by following the instructions on the Proxy Form which was annexed to the original Notice of General Meeting] by **11:00am (AEST) on 22 July 2020.**

<u>Proxy Forms must be received by the Company's share registry, Automic by **11:00am (AEST) on 22 July 2020.**</u>

4 Effect of Addendum

By this Addendum to the Notice of General Meeting, the Notice of General Meeting and the Explanatory Statement to the Notice of General Meeting are amended and supplemented by the information set out in this Addendum.

Definitions contained in the Notice of General Meeting have the same meaning in this Addendum. This Addendum is supplemental to the original Notice of General Meeting and should be read in conjunction with the original Notice of General Meeting.

Supplementary notice of meeting

The location of the General Meeting is amended to Suite 103, Level 1, 2 Queen Street, Melbourne VIC 3000.

Note: Due to the current Victorian Government COVID-19 non-essential gathering limits and social distancing requirements, the Company encourages shareholders to vote on resolutions via proxy form and join the Meeting via web conference facility rather than attending the Meeting in person as physical attendance at the Meeting may be restricted to comply with the current Government COVID-19 requirements. No shareholder will be permitted entry into the Meeting in person if their attendance would result in the Company contravening the restrictions imposed by the Victorian government at the time of the Meeting.

A conference facility will be set up to allow shareholders to join the meeting via phone or web conference. To join the meeting via conference facility please register to attend by 11:00 am AEST on 21 July 2020 by contacting the Company Secretary Justyn Stedwell by email to justyn@stedwell.com.au or by calling (03) 8395 5446.

Resolution 12 of the Notice of General Meeting is amended as follows:

Resolution 12 – Approve the issue of Convertible Notes to Obsidian Global GP, LLC

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

"That, for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of 608,000 Convertible Notes to Obsidian Global GP, LLC on the terms and conditions set out in the Explanatory Statement."

Supplementary Explanatory Statement

1 Introduction to the Resolutions

1.1 The reference on page 15 to the number of shares to be issued under Resolution 12 is replaced as follows: “Between - 78,000,000 and 926,933,334” is replaced with “Between 60,000,000 and 642,000,000”.

1.2 The reference to the total number of shares proposed to be issued on page 15 under all resolutions is replaced as follows: “Up to 2,483,320,810” is replaced with “Up to 2,198,387,476”.

1.3 The reference to the number of Ordinary fully paid shares on Issue if each Resolution under the Notice is passed by Shareholders on page 16 is replaced as follows: “Up to 3,306,680,909” is replaced with “Up to 3,021,747,575”.

2 Resolution 12

2.1 Any reference to the number of convertible notes that Obsidian Global GP, LLC is proposed to receive is replaced as follows: “800,000 convertible notes” is replaced with “608,000 convertible notes”.

2.2 The table and associated notes provided in section 12.3 is replaced as follows:

Exchange rate	Conversion Price						
	0.15c	**0.2c**	**0.3c**	**0.4c**	**0.5c**	**0.9c**	**1.3c**
Current exchange rate: USD:AUD 1.44	583m	438m	292m	219m	175m	97m	67m
5% appreciation of the AUD	554m	416m	277m	208m	166m	92m	64m
10% appreciation of the AUD	525m	394m	262m	197m	157m	87m	60m
5% depreciation of the AUD	613m	459m	306m	230m	184m	102m	71m
10% depreciation of the AUD	642m	481m	321m	241m	192m	107m	74m

Notes:

1. *Appreciation/depreciation based against the Current Exchange Rate stated above.*

2. *The Company has used 0.15c as the lowest Conversion Price for this table based on past performance of the share price over the past 30 trading days to 28 May 2020. 0.15c represents a 25% discount to the lowest traded share price during this period.*

3. *The table uses 1.3c as the highest Conversion Price. Conversions are made based on the lower of (i) a 10% discount to the lowest VWAP in a 10-day period prior to conversion or (ii) $0.01 per Share.*

4. *The face value (being US$1 per Convertible Note) has been used to determine the potential dilution in the table above.*

2.3 Any reference to the amount of Debt repayable to Obsidian Global GP LLC in an Event of Default or redemption*,* the amount payable is amended to *"US$668,800".*

3 Resolution 13

3.1 Any reference to the number of convertible notes that Obsidian Global GP, LLC is proposed to receive is replaced as follows: "800,000 convertible notes" is replaced with "608,000 convertible notes".

3.2 Any reference to the amount of Debt repayable to Obsidian Global GP LLC in an Event of Default or redemption, the amount payable is amended to "US$668,800".

4 Resolution 14

4.1 Any reference to the amount of Debt repayable to Obsidian Global GP LLC in an Event of Default or redemption*,* the amount payable is amended to *"US$668,800".*

DATED 17 JULY 2020

JUSTYN STEDWELL
COMPANY SECRETARY

Enquiries: Should you wish to discuss the matters in this Addendum to Notice of General Meeting please do not hesitate to contact the Company Secretary on +61 3 8395 5446.

Cirralto Limited | ACN: 099 084 143

GM Registration Card

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

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

[HolderNumber]

Holder Number:
[HolderNumber]

Vote by Proxy: **CRO**

Your proxy voting instruction must be received by **11:00AM (AEST) on Wednesday 22 July 2020** 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.

Contact

Return your completed form

BY MAIL
Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON
Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL
meetings@automicgroup.com.au

All enquiries to Automic

WEBCHAT
https://automic.com.au/

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

AUTOMIC

STEP 1: Appoint Your Proxy

Complete and return this form as instructed only if you do not vote online

I/We being a Shareholder entitled to attend and vote at the **General Meeting of Cirralto Limited,** to be held at **11:00AM (AEST) on Friday 24 July 2020 at Suite103, Level 1, 2 Queen Street, Melbourne VIC 3000** hereby:

Appoint the Chairman of the Meeting (Chair) OR if you are not appointing the Chairman of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your proxy or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit and at any adjournment thereof.

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.

Unless indicated otherwise by ticking the "for"," against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.

AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS

Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 1,2,11 & 15 (except where I/we have indicated a different voting intention below) even though Resolutions 1,2,11 & 15 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

STEP 2: Your Voting Direction

Resolutions	For	Against	Abstain
1. Issue of Shares to related party – Mr. Peter Richards in lieu of fees payable			
2. Issue of Shares to related party – Mr. Howard Digby in lieu of fees payable			
3. Ratification of Prior Issue of Shares under Listing Rule 7.1			
4. Ratification of Prior Issue of Shares under Listing Rule 7.1A			
5. Ratification of Issue of Conversion Shares to Non-related Parties			
6. Approval of Issue of Shares to Related Party - Participation in Placement - Mr. Peter Richards			
7. Approval of Issue of Shares to Related Party - Participation in Placement – Mr. Adrian Floate			
8. Approval of Issue of Shares to Related Party - Participation in Placement – Mr. Howard Digby			
9. Approval of Issue of Shares to Related Party - Participation in Placement – Mr. Francis DeSouza			
10. Approve the issue of up to 1,000,000,000 Shares			
11. Approve the issue of 4,500,000 Options to Howard Digby			

Resolutions	For	Against	Abstain
12. Approve the issue of Convertible Notes to Obsidian Global GP, LLC			
13. Approve the issue of Collateral Shares to Obsidian Global GP, LLC			
14. Approve the issue of Options to Obsidian Global GP, LLC			
15. Issue of Shares to related party – Appstablishment Pty Ltd in lieu of fees payable			
16. Approval of Issue of Shares to Related Party - Baga River Pty Ltd			
17. Approval of Issue of Shares to Temorex Pty Ltd			
18. Approve the issue of 4,500,000 Shares to Canary Capital Pty Ltd			
19. Approve the issue of Options to Canary Capital Pty Ltd			
20. Approve the issue of 24,582,681 Shares to Canary Capital Pty Ltd			
21. Issue of Conversion Shares to Non-Related Party Investors			

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.*

STEP 3: Sign Here + Contact Details

SIGNATURE OF SECURITYHOLDERS – THIS MUST BE COMPLETED

Individual or Securityholder 1	Securityholder 2	Securityholder 3
Sole Director and Sole Company Secretary	Director	Director / Company Secretary

Contact Name:

Email Address:

Contact Daytime Telephone

Date (DD/MM/YY)

/ /

By providing your email address, you elect to receive all of your communications despatched by the Company electronically (where legally permissible).

[HolderNumber] CRO

[HolderNumber]