



KYCKR LIMITED

ACN 609 323 257

NOTICE OF 2018 EXTRAORDINARY GENERAL MEETING

Including Explanatory Notes and Proxy Form

To be held on:

6 August 2018

1:00pm (AEST) (registration commencing at 12:30pm)

At:

Nexia Sydney, Level 16, 1 Market Street, Sydney, NSW, 2000, Australia

This is an important document. It should be read in its entirety. If you are in doubt as to the course you should follow, consult your financial or professional adviser.

Kyckr Limited
ACN 609 323 257
NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that the Extraordinary General Meeting of Kyckr Limited ACN 609 323 257 (**Company**) will be held at Nexia Sydney, Level 16, 1 Market Street, Sydney, NSW, 2000, Australia on Monday 6 August 2018 at 1:00pm (AEST), for the purposes of transacting the following business.

The Explanatory Notes and Proxy Form accompanying this Notice of Extraordinary General Meeting are incorporated in and comprise part of this Notice of Extraordinary General Meeting.

AGENDA

To consider, and if thought fit, to pass the following **ordinary resolutions**:

Resolution 1: Ratification of prior issue of Tranche 1 Shares issued

"That for the purposes of ASX Listing Rule 7.4 and for all other purposes, approval be given for the prior allotment, issue and placement on 27 June 2018 of 28,181,723 Fully Paid Ordinary Shares at an issue price of \$0.14 per Share, issued under a placement to sophisticated and professional investors as part of the placement announced by the Company on 21 June 2018."

Voting Exclusion Statement

The Company will disregard any votes cast in favour of Resolution 1 by or on behalf of:

- (a) a person who participated in the issue; and
- (b) an associate of any of those persons.

However, the Company need not disregard any votes on Resolution 1 if it is cast by:

- (a) a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) 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.

Further Information

Further details in respect of Resolution 1 are set out in the Explanatory Notes accompanying this Notice of Extraordinary General Meeting.

Resolution 2: Approval of proposed issue of Tranche 2 Shares

"That for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval be given for the proposed allotment, issue and placement of 9,056,271 Fully Paid Ordinary Shares at an issue price of \$0.14 per Share, issued under a placement to sophisticated and professional investors as part of the placement announced by the Company on 21 June 2018."

Voting Exclusion Statement

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

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

However, the Company need not disregard any votes on Resolution 2 if it is cast by:

- (a) a person as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form; or
- (b) 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.

Further Information

Further details in respect of Resolution 2 are set out in the Explanatory Notes accompanying this Notice of Extraordinary General Meeting.

Resolution 3: Approval of proposed issue of Shares to a related party

"That for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval be given for the allotment, issue and placement of 1,000,000 Fully Paid Ordinary Shares at an issue price of \$0.14 per Share, to be issued to a Director of the Company, Benny Higgins as part of the placement announced by the Company on 21 June 2018."

Voting Exclusion Statement

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

- (a) Benny Higgins; and
- (b) an associate of Benny Higgins.

However, the Company need not disregard any votes on Resolution 3 if it is cast by:

- (a) a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form;
or
- (b) 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.

Further Information

Further details in respect of Resolution 3 are set out in the Explanatory Notes accompanying this Notice of Extraordinary General Meeting.

Resolution 4: Grant of Options to Mr Benny Higgins

"That subject to the affirmation vote in respect of Resolution 4, for the purposes of Listing Rule 10.11, Part 2E of the Corporations Act and for all other purposes, the Company approves and authorises the issue of 2,000,000 Options over 2,000,000 fully paid ordinary shares in the Company to Mr Benny Higgins and/or his nominee within 1 month after the date of this Extraordinary General Meeting, on the terms and conditions set out in the Explanatory Notes. The Options are proposed to be issued to or for the benefit of Mr Benny Higgins as remuneration for his services as director of the Company in addition to cash remuneration for Director Fees."

Further Information

Further details in respect of Resolution 4 are set out in the Explanatory Notes accompanying this Notice of Extraordinary General Meeting.

Voting Exclusion Statement

The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of:

- (a) Mr Benny Higgins; and
- (b) any associate of Benny Higgins.

However, the Company need not disregard a vote cast by:

- (a) a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form;
or
- (b) 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.

PROXIES

Appointing a proxy

Members are entitled to appoint up to two proxies to act generally at the Extraordinary General Meeting on their behalf, and to vote in accordance with their directions on the Proxy Form. A proxy need not be a member. A personalised Proxy Form is attached to this Notice of Extraordinary General Meeting.

Where two proxies are appointed, each proxy can be appointed to represent a specified proportion or number of the votes of the member. If no number or proportion of votes is specified, each proxy may exercise half of the member's votes. Neither proxy is entitled to vote on a show of hands if more than one proxy attends the Extraordinary General Meeting.

If you appoint a proxy, the Company encourages you to direct your proxy how to vote on each resolution by marking the appropriate boxes on the Proxy Form.

Completed Proxy Forms (together with any authority under which the Proxy Form was signed, or a certified copy of the authority) must be returned by 1:00pm (AEST) on Saturday 4 August 2018:

- by mail to Boardroom Pty Limited, GPO Box 3993, Sydney, NSW, 2001;
- personally to Boardroom Pty Limited at Level 12, 225 George Street, Sydney, NSW, 2000;
- by facsimile to + 61 2 9290 9655; or
- online at www.votingonline.com.au/kyckregm2018

Further instructions are on the reverse of the Proxy Form.

Undirected proxies

Where permitted, the Chairman of the Meeting will vote undirected proxies in favour of all Resolutions, even though Resolutions 3 & 4 are connected with the remuneration of the KMP. **Accordingly, if you want to vote against or abstain from voting on any of these Resolutions, you should direct your proxy how to vote in respect of that Resolution by completing the vote directions in Step 2 of the Proxy Form.**

Corporate representatives

A corporation which is a member, or which has been appointed a proxy, may appoint an individual to act as a representative to vote at the Extraordinary General Meeting. The appointment must comply with section 250D of the Corporations Act. The representative should bring to the Extraordinary General Meeting evidence of his or her appointment unless it has previously been provided to the Share Registry.

VOTING EXCLUSION

Where a voting exclusion applies, 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 Chairperson of 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.

ENTITLEMENT TO ATTEND AND VOTE AT THE EXTRAORDINARY GENERAL MEETING

All members may attend the Extraordinary General Meeting. The Directors have determined that for the purposes of voting at the Meeting, Shares will be taken to be held by the persons who are registered as the holders of those Shares as at 7:00pm (AEST) on Saturday 4 August 2018.

Dated: 6 July 2018

By the order of the Board



Karl Pechmann
Company Secretary

The accompanying Explanatory Notes and Proxy Form including Voting Instructions form part of this Notice of Extraordinary General Meeting.

Kyckr Limited

ACN 609 323 257

EXPLANATORY NOTES TO NOTICE OF EXTRAORDINARY GENERAL MEETING

These Explanatory Notes accompany and form part of the Kyckr Limited Notice of Extraordinary General Meeting to be held on Monday 6 August 2018 at 1:00pm (AEST). The Notice of the Extraordinary General Meeting should be read together with these Notes.

BUSINESS

Resolution 1: Ratification of prior allotment and issue of Tranche 1 placement Shares

1.1 General

Resolution 1 seeks member ratification of the issue of the shares listed below in accordance with Listing Rule 7.4, those shares issued and allotted in a placement to sophisticated and professional investors which completed on 27 June 2018, and would otherwise count toward the 15% placement capacity under Listing Rule 7.1.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

ASX Listing Rule 7.4 provides that where a company in general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1 (and provided that the previous issue did not breach ASX Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1.

By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

Where an eligible entity obtains shareholder approval to increase its placement capacity under ASX Listing Rule 7.1A, any equity securities issued under that additional placement capacity will not be counted in the variable upon which the 10% placement capacity is based until that issue has been ratified under ASX Listing Rule 7.4 (or 12 months has passed since their issue). In addition, any equity securities issued under that additional placement capacity will reduce the balance of equity securities able to be issued under that additional capacity without prior shareholder approval until that issue has been ratified under ASX Listing Rule 7.4 (or 12 months has passed since their issue).

By ratifying this issue, the Company will increase the variable upon which the 10% placement capacity is based and retain the flexibility to issue equity securities in the future up to the 10% placement capacity set out in ASX Listing Rule 7.1A without the requirement to obtain prior Shareholder approval.

Listing Rule 7.5 sets out a number of items which must be included in a notice of meeting proposing subsequent approval of any issue of securities under Listing Rule 7.4. For the purposes of Listing Rule 7.5, the following information is provided to members:

Information	Disclosure
Date of Issue	27 June 2018
Number of Shares issued by the Company	28,181,723
Price at which the Shares were issued	\$0.14 (14 cents) per share
Terms of the Shares	The Shares were issued as fully paid ordinary shares, ranking equally with all other ordinary shares and having identical rights to existing ordinary shares and are quoted on the ASX.
Persons to whom the Shares were issued	Institutional and sophisticated investors identified by our lead manager Bell Potter.
The intended use of funds raised	<ul style="list-style-type: none">• Additional business development and account management resources to meet the needs of large blue-chip clients contracted to Kyckr• Continued development of Kyckr's products including the application of machine learning and artificial intelligence• General working capital purposes

1.2 Directors' recommendation

The non-executive Directors recommend that members vote in favour of Resolution 1.

Resolution 2: Approval of proposed allotment and issue of Tranche 2 placement Shares

2.1 General

Resolution 2 proposes that members approve the allotment and issue of Tranche 2 Shares to sophisticated and professional investors, comprising the allotment of 9,056,271 ordinary shares.

ASX Listing Rule 7.1 provides that a company must not issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period unless such issue is approved by an ordinary resolution of shareholders. Resolution 2 seeks such approval by an ordinary resolution of Shareholders.

If Resolution 2 is passed, the Tranche 2 Shares will be issued with Shareholder approval, and accordingly these securities will not be counted towards the 15% limit on the issue of securities without Shareholder approval pursuant to ASX Listing Rule 7.1 or the 10% additional placement capacity to issue securities without Shareholder approval pursuant to ASX Listing Rule 7.1A (as approved by the Shareholders at the 2017 AGM).

If Resolution 2 is not passed, the Company will not issue the Tranche 2 Shares.

Listing Rule 7.3 sets out a number of items which must be included in a notice of meeting in respect to the approval of the proposed allotment of the Tranche 2 Shares as set out below:

(i) Maximum number of Tranche 2 Shares to be issued:

The Tranche 2 Shares comprise up to a maximum of 9,056,271 ordinary shares.

(ii) When the securities will be issued:

The Tranche 2 Securities will be issued no later than three months after the date of this Meeting.

(iii) Price at which the Tranche 2 Shares are to be issued:

The issue price of each Share will be \$0.14 per Fully Paid Ordinary Share.

(iv) Names of the allottees or the basis on which allottees will be identified or selected:

The Tranche 2 Shares were nominated to be issued and allotted to various sophisticated and professional investors, identified by our lead manager, Bell Potter.

Terms of the Tranche 2 Shares:

The Shares will be issued as fully paid ordinary shares in the capital of the Company and on the same terms as the Company's existing Shares.

(v) Intended use of the funds raised:

The allotment and issue of the Tranche 2 Shares will raise up to \$1.27 million, which will be used by the Company for:

- Additional business development and account management resources to meet the needs of large blue-chip clients contracted to Kyckr
- Continued development of Kyckr's products including the application of machine learning and artificial intelligence
- General working capital purposes

(vi) Issue date:

The Tranche 2 Shares will be issued on the business day following the day cleared funds for the Tranche 2 Securities are received by the Company following shareholder approval. This is expected to occur on 8 August 2018.

2.2 Directors' recommendation

The non-executive Directors recommend that members vote in favour of Resolution 2.

Resolution 3: Approval of the proposed issue of Shares to related parties

3.1 General

Resolution 3 proposes that Shareholders approve the allotment and issue of the Shares in the Company to Mr Benny Higgins (or his associates), on the same terms and conditions as the Tranche 1 Shares and the Tranche 2 Shares.

ASX Listing Rule 10.11 requires Shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a related party, or a person whose relationship with the Company or a related party, is in the ASX's opinion, such that approval should be obtained from the Shareholders of the Company, unless an exception in ASX Listing Rule 10.12 applies. Mr Higgins is a related party of the Company by virtue of his position as a Director of the Company and the exceptions set out in ASX Listing Rule 10.12 do not apply.

Accordingly, Shareholder approval for the issue of Shares to Mr Higgins is required.

ASX Listing Rule 7.2 provides that Shareholder approval under ASX Listing Rule 7.1 is not required for the issue of securities to related parties which are approved under ASX Listing Rules 10.11 (exception 14).

If Resolution 3 is passed Shares will be issued to Mr Higgins. As the issue of Shares will be made with Shareholder approval, those Shares will not be counted towards the 15% limit on the issue of securities without Shareholder approval pursuant to ASX Listing Rule 7.1 or the 10% additional placement capacity to issue securities without Shareholder approval pursuant to ASX Listing Rule 7.1A (as approved by the Shareholders at the 2017 AGM).

If Resolution 3 is not passed, the Company will not issue Shares to Mr Higgins.

Shareholder approval under Chapter 2E of the Corporations Act is not sought.

For a public company to give a financial benefit to a related party of the public company, the public company or entity must:

- Obtain the approval of the public company's members in the manner set out in sections 221 to 227 of the Corporations Act; and
- Give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exemption set out in sections 210 to 216.

The issue of the Shares to Mr Higgins falls within the definition of a "financial benefit" for the purposes of the Corporations Act, as Mr Higgins who will receive Shares is a related party of the Company.

Section 210 of the Corporations Act provides an exemption for transactions that are on terms that would be reasonable if the Company and the related party were dealing at arm's length. The Shares will be offered to Mr Higgins (or his nominees) on the same terms as those applicable to the allottees (who are each non-related parties) in the placement of the Tranche 1 Shares and the Tranche 2 Shares.

As the Shares will be issued on the same arm's length terms as apply to the Tranche 1 Shares and Tranche 2 Shares, the exemption in section 210 of the Corporations Act applies to the participation of Mr Higgins (or his nominees) in the placement of the Shares. Therefore, Shareholder approval for the purposes of Chapter 2E of the Corporations Act is not being sought.

Information required by ASX Listing Rule 10.13

The information required by ASX Listing Rule 10.13 in respect of the Shares to be issued to Mr Higgins is set out below:

- (i) The names of the Relevant Directors (or nominees), and the maximum amount of Shares to be issued to each Relevant Director (or nominees)

The Relevant Director is Mr Benny Higgins and the maximum amount of Shares to be issued is 1,000,000 Fully Paid Ordinary Shares.

- (ii) When the securities will be issued:

The Shares will be issued on the same date as the Tranche 2 Shares are issued and, in any event, no later than one month from the date of this meeting.

- (iii) Price at which the Shares are to be issued:

The issue price of each Share will be \$0.14 per Share.

(iv) Terms of Shares

The Shares will be issued as fully paid ordinary shares in the capital of the Company and on the same terms as the Company's existing Shares.

(v) Intended use of the funds raised

The allotment and issue of the Shares will raise up to \$140,000, which will be used by the Company for:

- Additional business development and account management resources to meet the needs of large blue-chip clients contracted to Kyckr
- Continued development of Kyckr's products including the application of machine learning and artificial intelligence
- General working capital purposes

3.2 Directors' Recommendation

The Board recommends that members vote in favour of Resolution 3.

Resolution 4: Grant of Options to Mr Benny Higgins

4.1 General

Subject to an affirmative vote in respect of Resolution 4, the Board intends to issue Mr Benny Higgins and/or his nominee 2,000,000 Options to subscribe for 2,000,000 fully paid ordinary shares in the Company on the terms and conditions set out in Annexure A to these Explanatory Notes. The Options are proposed to be issued to or for the benefit of Mr Benny Higgins as remuneration for his services as director of the Company in addition to cash remuneration for Director's fees.

Related Party Transactions Generally

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

- (a) the giving of the financial benefit falls within one of the nominated exceptions to the relevant provisions of the Corporations Act; or
- (b) prior member approval is obtained to the giving of the financial benefit.

The grant of the Options to Mr Benny Higgins constitutes a "financial benefit" as defined in the Corporations Act (section 229).

Section 211(1) of the Corporations Act provides an exception to Chapter 2E, if the financial benefit is remuneration to a director of a public company and the remuneration is reasonable given the circumstances of the public company and the director.

The Options are being granted to Mr Benny Higgins for the sole purpose of remunerating him for his services as director of the Company in addition to cash remuneration of GBP£60,000 per annum (noting however that this does not include cash reimbursements when expenses are incurred under clause 4.6(e) of the Company's Constitution).

The grant of Director Options is reasonable to Mr Benny Higgins as the value of the Options will be moderated in accordance with the terms set out in Annexure A. The grant of the Option is similarly reasonable to the Company, as the Options will allow for the preservation of cash reserves, and will not substantially dilute the remaining member's shareholdings.

The directors have therefore formed the view that Resolution 4 is not subject to Chapter 2E of the Corporations Act, as the Options fall under the exception provided for in section 211(1) of the Corporations Act.

Listing Rule 10.11

Listing Rule 10.11 requires a listed company to obtain member approval by ordinary resolution prior to the issue of securities (including the grant of options) to a related party of the Company. Mr Benny Higgins is a related party of the Company by virtue of being a director.

Accordingly, approval for the grant of the Options to Mr Benny Higgins is required pursuant to Listing Rule 10.11. If approval is given under Listing Rule 10.11, separate approval is not required under Listing Rule 7.1. The members should therefore note that if the issue of Options to Mr Benny Higgins is approved under Listing Rule 10.11, the issue will not be included in the 15% calculation for the purposes of Listing Rule 7.1.

Listing Rule 10.13 sets out a number of items which must be included in a notice of meeting proposing an approval under

Listing Rule 10.11. For the purposes of Listing Rule 10.13, the following information is provided to the members:

- (a) the Options will be offered, and if accepted, granted to Mr Benny Higgins and/or his nominee;
- (b) the maximum number of Options to be issued is 2,000,000;
- (c) the Options will be offered and, if accepted, granted on a date which will be no later than one month after the date of the Extraordinary General Meeting;
- (d) the Options will be granted in addition to the payment of Directors fees;
- (e) no funds will be raised by the grant of the Options as the Options will be issued for nil consideration; and
- (f) the terms and conditions of the Options are set out in Annexure A to this Explanatory Memorandum.

From an economic and commercial point of view, the Directors do not consider that there are any material costs or detriments for the Company or benefits foregone by the Company in granting the Options pursuant to Resolution 4.

The Options are being granted with the consent of the Remuneration Committee and in accordance with the Company's remuneration policy and framework, namely that the remuneration is:

- (a) competitive and reasonable, enabling the Company to attract and retain key talent from both the domestic and international market places;
- (b) aligned to the Company's strategic and business objectives and the creation of member value; and
- (c) acceptable and transparent to members.

GLOSSARY

In these Explanatory Notes, the following words have the following meanings:

ASIC means the Australian Securities & Investments Commission;

ASX means ASX Limited ACN 008 624 691;

ASX Listing Rules means the listing rules of ASX;

Board means the board of Directors from time to time, as the context requires;

Corporations Act means the *Corporations Act 2001* (Cth);

Company means Kyckr Limited ACN 609 323 257;

Director means a director of the Company;

KMP means a member of the key management personnel named in the Remuneration Report;

Meeting means this Extraordinary General Meeting;

Options means an option over an unissued Share;

Related Party has the meaning set out in the ASX Listing Rules;

Shares means ordinary shares in the Company

Securities means equity securities as that term is defined in the ASX Listing Rules; and

VWAP means Volume Weighted Average Market Price.

Annexure A

Terms and Conditions of Options to be issued to Mr Benny Higgins

Number of Options	2,000,000
Vesting Conditions	Service Only. 1,000,000. Immediate 1,000,000. 1 March 2019 (being service from 1 March 2018 to 28 February 2019)
Expiry Date	4 years from the date of issue
Option exercise price	\$0.20 for the options which immediately vest \$0.26 for the options which vest on 1 March 2019
Lapse/forfeiture	Options issued will lapse on the earliest of: <ul style="list-style-type: none"> • The expiry date • Any date the Board determines that the vesting conditions are not met and cannot be met • The Director dealing in respect of the Options in contravention of the deal or hedging restrictions; and • The Board determining that Mr Higgins has acted dishonestly, fraudulently or in material breach of his material obligations to the Company.
Change of control	On the occurrence of a Change of Control (as defined under the Corporations Act), the remaining unvested portion of the Director Options will immediately vest.
Cessation of employment	Pro-rata vesting as to service provided relative to the Vesting Conditions.
No dealing or hedging	Dealing restrictions apply to Options in accordance with the Company's securities trading policy. The Director is prohibited from hedging or otherwise protecting the value of any unvested Options held.
Rights attaching to shares	Shares issued on exercise of Options will rank equally for dividends and other entitlements and rank equally with existing ordinary Shares on issue at the time of allotment.
Company may issue or acquire shares	For the avoidance of doubt the Company may, in its absolute discretion, either issue new shares or acquire shares already on issue, or a combination of both, to satisfy the Company's obligations.
Loans	No loan will be provided by the Company in relation to the grant or exercise of the Options.
Adjustments	Prior to the allocation of Shares upon vesting or exercise of the Options, the Board may make any adjustment it considers appropriate to the terms of securities in order to minimise or eliminated any material advantage or disadvantage resulting from a corporate action such as a capital raising or capital reconstruction.
Change of rights in event of reorganisation of capital	In accordance with Listing Rule 6.16, Mr Higgin's rights in respect of the Options will be changed to the extent necessary to comply with the listing rules applying to a reorganisation of capital at the time of reorganisation.
Right to participate in new issues of Company securities	In accordance with Listing Rule 6.19, the Options do not provide a right to participate in any new issues of Company securities unless and until any vested Options are exercised.



All Correspondence to:

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia

📠 **By Fax:** +61 2 9290 9655

💻 **Online:** www.boardroomlimited.com.au

☎ **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 1:00pm (AEST) on Saturday 4 August 2018.**

🖥 TO VOTE ONLINE

- STEP 1: VISIT <https://www.votingonline.com.au/kyckregm2018>
- STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)
- STEP 3: Enter your Voting Access Code (VAC):

📱 BY SMARTPHONE



Scan QR Code using smartphone
QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.
If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- (a) complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities 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.
- (b) return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

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

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

Joint Holding: where the holding is in more than one name, all the securityholders should sign.

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **1:00pm (AEST) on Saturday 4 August 2018.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

🖥 **Online** <https://www.votingonline.com.au/kyckregm2018>

📠 **By Fax** + 61 2 9290 9655

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia

👤 **In Person** Boardroom Pty Limited
Level 12, 225 George Street,
Sydney NSW 2000 Australia

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

Your Address
This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of Kyckr Limited (Company) and entitled to attend and vote hereby appoint:

the Chair of the Meeting (mark box)

OR if you are NOT appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Extraordinary General Meeting of the Company to be held at **Nexia Sydney, Level 16, 1 Market Street, Sydney, NSW, 2000, Australia on Monday 6 August 2018 at 1:00pm (AEST)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

The Chair of the Meeting intends to vote undirected proxies in favour of each of the items of business.

STEP 2 VOTING DIRECTIONS
* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	Ratification of prior issue of Tranche 1 Shares issued	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Approval of proposed issue of Tranche 2 Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approval of proposed issue of Shares to a related party	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Grant of Options to Mr Benny Higgins	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SECURITYHOLDERS
This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1	Securityholder 2	Securityholder 3
<div style="border: 1px solid black; height: 30px; width: 100%;"></div>	<div style="border: 1px solid black; height: 30px; width: 100%;"></div>	<div style="border: 1px solid black; height: 30px; width: 100%;"></div>
Sole Director and Sole Company Secretary	Director	Director / Company Secretary

Contact Name..... Contact Daytime Telephone..... Date / / 2018