

ACTCELERATE INTERNATIONAL GROUP LTD.

ARBN 621 882 424

Notice of Annual General Meeting

The Annual General Meeting of the Company will be held via Zoom videoconference on Wednesday 25 May 2022 at 11am (WST).

This notice of annual general meeting should be read in its entirety. If Shareholders are in any doubt as to how they should vote, they should seek advice from their professional advisor prior to voting.

Please contact the Company Secretary on (+61 8) 9486 4036 if you wish to discuss any matter concerning the Meeting.

Actcelerate International Group Ltd.
ARBN 621 882 424

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of the Shareholders of Actcelerate International Group Ltd will be held via Zoom videoconference on Wednesday, 25 May 2022 at 11 am (Western Standard Time) (**Meeting**). In response to the ongoing Covid-19 pandemic, and subject to the latest government restrictions and public health laws, the Company intends to hold the Meeting virtually (**Virtual Meeting**).

The Chairman may adjourn the Meeting if required by public health laws. For that reason, Shareholders wishing to attend the Meeting are encouraged to do so by electronic means.

The Board encourages Shareholders to monitor the NSX and the Company's website for any updates in relation to the Meeting that may be provided. In the meantime, the Board encourages Shareholders to submit their proxies as early as possible, even if they intend to attend the Virtual Meeting, as the situation may change.

The Explanatory Memorandum to this Notice of Meeting provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and Proxy Form form part of this Notice of Meeting.

The Directors have determined that the persons eligible to vote at the Meeting are those who are registered as Shareholders at 11am (WST) on 23 May 2022.

Any Shareholder entitled to attend and vote at the Meeting is also entitled to appoint one or more proxies (who need not also be a Shareholder) to attend and vote instead of such Shareholder. To be effective, a validly executed proxy form must be received by the Company not less than 48 hours prior to commencement of the Meeting, being 11am (WST) on 23 May 2022, in accordance with the instructions set out in the Explanatory Memorandum.

Terms and abbreviations used in this Notice and Explanatory Memorandum are defined in Schedule 1 of the Explanatory Memorandum.

TIME AND PLACE OF MEETING AND HOW TO VOTE

VENUE

The Directors have determined that as most Shareholders reside in Malaysia, the most convenient time and place to hold the Meeting is in Malaysia.

In light of the evolving COVID-19 pandemic and the Malaysian Government's public health laws and restrictions on public gatherings in place at the date of this Notice of Meeting, the Directors have made a decision that there will not be a physical meeting where Shareholders can attend in person. Shareholders are therefore strongly urged to either lodge a proxy as soon as practicable or attend the Meeting via the Virtual Meeting Facility (see below).

The current situation is evolving and the Malaysian Government may change current restrictions or implement further measures relating to the holding of general meetings during the affected period. The Company will make any further announcement(s) that may be required by way of an announcement on NSX and the Company's website.

YOUR VOTE IS IMPORTANT

The business of the Annual General Meeting affects your shareholding and your vote is important.

VOTING AND PARTICIPATING IN THE MEETING BY VIRTUAL MEETING FACILITY

Virtual Meeting Facility

Shareholders who wish to participate in the Annual General Meeting to be held on **25 May 2022 at 11 am (WST time)** may do so by dialling into the virtual meeting facility (**Virtual Meeting Facility**).

To dial into the Zoom Virtual Meeting Facility please follow the below steps:

- Copy the following link to your web browser:
<https://zoom.us/j/2659187498?pwd=emxWT1FuRFluTEc4cFFubktrdXNJQT09Meetin g ID: 265-918-7498>.
- Password: 555555.
- One tap mobile:
 - Australia: +61 8 7150 1149; +61 2 8015 6011; +61 3 7018 2005
 - Malaysia: + +60 3 9212 1727; +60 3 3099 2229
 - Singapore: +65 3165 1065; +65 3158 7288

The Company appreciates the understanding of its Shareholders during this difficult situation due to the COVID-19 pandemic.

Shareholders who attend the Meeting virtually will be able to watch, listen, submit written questions and participate in all poll votes put to the Meeting.

Shareholders who intend to participate and vote on a poll at the Meeting must contact the Company at dan.smith@minervacorporate.com.au notifying the Company that you intend to participate and vote on a poll at the Meeting by emailing the Company a poll form. You will also need to register and access the Meeting by videoconference to follow the meeting and

timing of the poll as set out above. After receiving such notice and after 11.30 am (WST time) on the day of the Meeting, the Company will send you a personalised poll form. The personalised poll form must be completed and returned to the Company after the poll has been called and prior to the close of polling. During the Meeting, the Chairman will notify you when and how you are able to complete and return the personalised poll form. The results of the Meeting are then expected to be announced on NSX later that day.

Asking Questions at the Meeting

The Virtual Meeting Facility will include the ability for Shareholders to ask questions in relation to the business of the Meeting.

Shareholders are also invited to submit questions in advance of the Meeting. You may send questions in writing to the share registry at the address set out on the proxy form or email your questions to the Company Secretary at: dan.smith@minervacorporate.com.au.

Please ensure that your questions are received no later than 11.00 am (WST time) on 23 May 2022.

Further information and support on how to use the Virtual Meeting Facility is available on the Company's website.

VOTING IN PERSON

In light of the status of the evolving COVID-19 situation and Malaysian Government restrictions on public gatherings in place at the date of this Notice of Meeting, the Directors have made a decision that there will not be a physical meeting where Shareholders can attend in person.

Accordingly, the Directors strongly encourage all Shareholders to either lodge a directed proxy form or vote online prior to the Meeting. Shareholders who attend the Meeting virtually will be able to watch, listen, submit written questions and participate in all poll votes put to the Meeting.

VOTING BY PROXY

Shareholders are strongly urged to appoint the Chairman of the Meeting as their proxy. Shareholders can complete the proxy form to provide specific instructions on how a Shareholder's vote is to be cast on each item of business, and the Chairman of the Meeting must follow your instructions.

Agenda

ANNUAL REPORT

To receive and consider the financial statements of the Company and the reports of the Directors and Auditors for the financial year ended 31 December 2021.

RESOLUTION 1 - RE-ELECTION OF DIRECTOR - DERRICK DE SOUZA

To consider, and if thought fit, to pass the following as an **ordinary resolution**:

“That, for the purpose of article 29.3(a) of the Articles of the Company and NSX Listing Rule 6.47, Derrick De Souza, who retires pursuant to and in accordance with article 29.3(b)(ii) of the Articles of the Company and NSX Listing Rule 6.47 and being eligible, offers himself for election, be elected as a Director.”

RESOLUTION 2 - RATIFICATION OF ISSUE OF PRIOR PLACEMENT

To consider, and if thought fit, to pass the following as an **ordinary resolution**:

“That, for the purpose of NSX Listing Rule 6.25, and for all other purposes, Shareholders ratify the allotment and issue of 2,200,000 fully paid ordinary shares on 13 September 2021, details of which are set out in the explanatory statement accompanying this notice of meeting.”

Voting Prohibition Statement:

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

- a) A person who participated in the above issue and any of the associates of such person;

However, the Company needs not disregard a vote if:

- b) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the direction on the Proxy Form; or
- c) it is cast by the person chairing the Meeting as proxy for the person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

RESOLUTION 3 - RATIFICATION OF ISSUE OF PRIOR PLACEMENT

To consider, and if thought fit, to pass the following as an **ordinary resolution**:

“That, for the purpose of NSX Listing Rule 6.25, and for all other purposes, Shareholders ratify the allotment and issue of 7,300,000 fully paid ordinary shares on 17 December 2021, details of which are set out in the explanatory statement accompanying this notice of meeting.”

Voting Prohibition Statement:

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

- a) A person who participated in the above issue and any of the associates of such person;

However, the Company needs not disregard a vote if:

- b) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the direction on the Proxy Form; or
- c) it is cast by the person chairing the Meeting as proxy for the person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

By order of the Board of Directors



James Huey

Non-executive Chairman

Actcelerate International Group Ltd

22 April 2022

Actcelerate International Group Ltd.
ARBN 621 882 424

Explanatory Memorandum

INTRODUCTION

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Annual General Meeting of the Company to be conducted virtually on Wednesday, 25 May 2022 at 11am. The purpose of this Explanatory Memorandum is to provide information to Shareholders in deciding how to vote on the Resolutions set out in the Notice.

The Explanatory Memorandum forms part of the Notice which should be read in its entirety. The Explanatory Memorandum contains the terms and conditions on which the Resolutions will be voted.

The Explanatory Memorandum includes the following information to assist Shareholders in deciding how to vote on the Resolutions:

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A Proxy Form is located at the end of this Explanatory Memorandum.

1 ACTION TO BE TAKEN BY SHAREHOLDERS

Shareholders should read the Notice and this Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

A Proxy Form is enclosed with the Notice. This may be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return the Proxy Form to the Company in accordance with the instructions thereon. Lodgment of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Please note that:

- (a) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint one or more proxies;
- (b) a proxy need not be a member of the Company; and

- (c) a member of the Company may appoint multiple proxies and may specify the proportion or number of shares in respect of which each proxy is appointed. However, multiple proxies may not be appointed in respect of the same share. Where a member appoints multiple proxies but does not specify the proportion or number of shares in respect of which each proxy is appointed, each proxy shall be deemed to be appointed in respect of an equal proportion of such member's shares.

A Proxy Form may be lodged in the following ways:

By Mail	PO Box 5638, St Georges Terrace, Perth WA 6831 Australia
By Hand	Level 8, 99 St Georges Terrace, Perth WA 6000 Australia
By Email	dan.smith@minervacorporate.com.au

The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

2 FINANCIAL STATEMENTS AND REPORTS

In accordance with the Articles, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 31 December 2021 together with the statement by directors' and the auditor's report.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at <http://actcelerategroup.com/>.

3 RESOLUTION 1 - RE-ELECTION OF DIRECTOR

3.1 General

Article 29.3(b) of the Articles of the Company requires any director appointed by the Directors, either to fill a vacancy or as an addition to the existing Directors, shall, if still a Director, retire at the next annual general meeting after his appointment and be eligible to stand for election as a Director at such meeting.

NSX Listing Rule 6.47 requires a person appointed by the Directors to fill a casual vacancy on, or as an addition to, the board must retire from office at, or at the end of, the next following annual general meeting of the Company, and will then be eligible to stand for election.

3.2 Resolution

Mr Derrick De Souza was appointed as a director by the Directors on 23 March 2020.

Mr De Souza retires from office at this Meeting in accordance with Article 29.3(b)(ii) of the Articles and NSX Listing Rule 6.47 and offers himself for re-election.

Resolution 1 seeks shareholder approval for the appointment of Derrick De Souza as a director of the Company.

The qualifications and background of Mr De Souza can be found within the Company's Annual Report.

3.3 Directors' recommendations and additional information

The Board (excluding Mr De Souza) recommends that Shareholders vote in favour of Resolution 1.

Resolutions 1 is an ordinary resolution.

The Chair intends to cast all undirected proxies in favour of Resolution 1. If the Chair of the Meeting is appointed as your proxy and you have not specified the way the Chair is to vote on Resolution 1, by signing and returning the Proxy Form, you are considered to have provided the Chair with an express authorisation for the Chair to **vote the proxy in accordance with the Chair's intention.**

4 RESOLUTIONS 2&3 - RATIFICATION OF ISSUE OF PRIOR PLACEMENTS

On 13 September 2021, the Company announced that it had issued 2,200,000 fully paid ordinary shares in the Company at an issue price \$0.05 each pursuant to a placement offer made to a sophisticated investor (**September 2021 Placement**).

On 17 December 2021, the Company announced that it had issued 7,300,000 fully paid ordinary shares in the Company at an issue price \$0.07 each pursuant to a placement offer made to a sophisticated investor (**December 2021 Placement**).

NSX Listing Rule 6.25 provides that a listed company must not, without shareholder approval, 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 Equity Securities on issue at the commencement of that 12 month period (subject to specified exceptions). The passing of this resolution will mean that the shares described below do not count towards the 15% limit, thereby providing the Company with considerable flexibility in meeting any short-term requirements for raising additional capital should it be necessary.

The following information is provided to Shareholders for the purposes of Listing Rule 6.25:

- a. The total number of securities issued was 9,500,000 ordinary Shares.
- b. As announced to the NSX on various dates prior to the date of this Notice the following Equity Securities have been issued:

Date of Issue	Equity Security	Number Issued	Issue Price	Funds Raised
13 September 2021	Shares	2,200,000	\$0.05	\$110,000
17 December 2021	Shares	7,300,000	\$0.07	\$511,000

- a. The Shares have been issued on the same terms as the Company's existing ordinary shares. The issued ordinary shares will rank equally in all respects with the Shares already on issue.
- b. The Shares were allotted to various professional and sophisticated investors. No Shares were issued to any related parties or associates of the Company.
- c. The Company successfully applied for quotation of the 9,500,000 Shares on NSX.
- d. The Company has used the funds raised from these share placements towards general working capital and investment for the Company.
- e. A voting exclusion statement is included in the Notice of Meeting.

As Resolutions 2 and 3 are ordinary resolutions, they must be approved by more than 50% of the total number of votes cast by Shareholders entitled to vote on the resolutions.

The Directors unanimously recommend that Shareholders vote in favour of Resolutions 2 and 3 to ratify the September 2021 Placement and the December 2021 Placement.

The Chairman of the Meeting will cast undirected proxies in favour of Resolutions 2 and 3. If the Chair of the Meeting is appointed as your proxy and you have not specified the way the Chair is to vote on Resolutions 2 and 3, by signing and returning the Proxy Form, you are considered to have provided the Chair with an express authorisation for the Chair to vote the proxy in accordance with the Chair's intention.

SCHEDULE 1 - DEFINITIONS

In the Notice, words importing the singular include the plural and vice versa.

Article	means the Company's Memorandum and Articles of Association.
Board or the Directors	means the board of Directors.
Chair or Chairperson	means the chair of the Company.
Corporations Act	means the <i>Corporations Act 2001</i> (Cth) as amended.
Director	means a director of the Company.
Explanatory Memorandum	means this explanatory memorandum.
Listing Rule	means the listing rules of the NSX.
Meeting	means the meeting convened by this Notice (as adjourned from time to time).
Notice	means this notice of meeting.
NSX	means the National Stock Exchange of Australia.
Proxy Form	means the proxy form attached to this Notice.
Resolution	means a resolution set out in the Notice.
Share	means a fully paid ordinary share in the capital of the Company.
Shareholder	means a holder of a Share.
WST	means Western Standard Time.

PROXY FORM

The Secretary

Actcelerate International Group Ltd.

By delivery:

Level 8, 99 St Georges Terrace,
Perth WA 6000 Australia

By post:

PO Box 5638, St Georges Terrace,
Perth WA 6831 Australia

By email:

Dan.smith@minervacorporate.com.au

Name of
Shareholder ¹:

Address of
Shareholder:

Number of Shares
entitled to vote:

Please mark to indicate your directions. Further instructions are provided overleaf.

Proxy appointments will only be valid and accepted by the Company if they are made and received no later than 48 hours before the meeting.

Step 1 - Appoint a Proxy to Vote on Your Behalf

The Chairman of the
Meeting (mark box)

OR if you are NOT appointing the
Chairman of the meeting as your proxy,
please write the name of the person or
body corporate (excluding the registered
shareholder) you are appointing as your
proxy ²

or failing the person/body corporate named, or if no person/body is named, the Chairman 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 Annual General Meeting of the Company to be held virtually on Wednesday, 25 May 2022 at 11.00am WST.

Important - If the Chairman of the Meeting is your proxy or is appointed your proxy by default

Where you have appointed the Chairman of the Meeting as your proxy (or the Chairman becomes your proxy by default), you expressly authorise the Chairman to exercise your proxy.

Step 2 - Instruction as to Voting on Resolutions

The proxy is to vote for or against the Resolutions referred to in the Notice as follows:

	FOR	AGAINST	ABSTAIN
Resolution 1 - Re-election of Mr Derrick De Souza	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 - Ratification of Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 - Ratification of Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote all undirected proxies in favour of each Resolution.

Authorised signature/s

This section must be signed in accordance with the instructions overleaf to enable your voting instructions to be implemented.

<p>Individual or Shareholder 1</p> <div style="border: 1px solid black; height: 40px; width: 100%;"></div> <p style="text-align: center;">Sole Director and Sole Company Secretary</p> <div style="border: 1px solid black; height: 20px; width: 100%;"></div> <p>Contact Name</p>	<p>Shareholder 2</p> <div style="border: 1px solid black; height: 40px; width: 100%;"></div> <p style="text-align: center;">Director</p> <div style="border: 1px solid black; height: 20px; width: 100%;"></div> <p>Contact Daytime Telephone</p>	<p>Shareholder 3</p> <div style="border: 1px solid black; height: 40px; width: 100%;"></div> <p style="text-align: center;">Director/Company Secretary</p> <div style="border: 1px solid black; height: 20px; width: 100%;"></div> <p>Date</p>
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¹Insert name and address of Shareholder ²Insert name and address of proxy Shareholder

Proxy Notes:

A Shareholder entitled to attend and vote at the Meeting may appoint a natural person as the Shareholder’s proxy to attend and vote for the Shareholder at that Meeting. If the Shareholder is entitled to cast two or more votes at the Meeting the Shareholder may appoint not more than two proxies. Where the Shareholder appoints more than one proxy the Shareholder may specify the proportion or number of votes each proxy is entitled to exercise. If such proportion or number of votes is not specified each proxy may exercise half of the Shareholder’s votes. A proxy may, but need not be, a Shareholder of the Company.

If a Shareholder appoints a body corporate as the Shareholder’s proxy to attend and vote for the Shareholder at that Meeting, the representative of the body corporate to attend the Meeting must produce the Certificate or Appointment of Representative prior admission. A form of the certificate may be obtained from the Company’s share registry.

You must sign this form as follows in the spaces provided:

- Joint Holding: where the holding is in more than one name all of the holders must sign.
- Power of Attorney: if signed under a Power of Attorney, you must have already lodged it with the registry, or alternatively, attach a certified photocopy, of the Power of Attorney to this Proxy Form when you return it.
- Companies: a Director can sign jointly with another Director or Company Secretary. A sole Director who is also a sole Company Secretary can also sign. Please indicated the office held by signing in the appropriate space.

If a representative of the corporation is to attend the Meeting the appropriate “Certificate of Appointment of Representative” should be produced prior to admission. A form of the certificate may be obtained from the Company’s Share Registry.

Proxy Forms (and the power of attorney or other authority, if any, under which the Proxy Form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the Proxy Form (and the power of attorney or other authority) must be deposited at or received at the Perth office of the Company at PO Box 5638, St Georges Terrace, Perth WA 6831 Australia or Facsimile +61 8 9486 4799 not less than 48 hours prior to the time of commencement of the Meeting.