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**CILO CYBIN SHAREHOLDERS' RESOLUTIONS PASSED ON 2 AUGUST 2022 AT ANNUAL GENERAL MEETING**


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The following resolutions, as contained in the notice of the annual general meeting, were tabled for approval at the Cilo Cybin annual general meeting held on 2 August 2022. It was noted that the draft Prospectus and the Annual Financial Statements (AFS) were attached to the annual general meeting notice for reference.

Ordinary Resolutions	Description	Approval
1	Waiver for notice period for the annual general meeting	<b><i>It was resolved that</i></b> the Shareholder waived the required minimum notice period for the annual general meeting, as contemplated in section 62 (2A) of the Act.
2	Approval of annual financial statements for the period ending 31 March 2022	<b><i>It was resolved that</i></b> the audited Annual Financial Statements, including the Report of the Board of Directors of the Company (Board) and the Report of the Independent Auditor, of the Company for the financial period ended 31 March 2022, be accepted and approved by the shareholder.
3	Reappointment of independent auditors	<b><i>It was resolved that</i></b> the shareholder approved that Mazars, who is independent from the Company, be appointed as independent auditors of the Company for the ensuing year and that Ms Susan Truter be appointed as the designated auditor for the ensuing year.
4	Rotation of directors	<b><i>It was resolved that</i></b> the shareholder approved the re-election of the following directors in terms of clause 26.19 of the Memorandum of Incorporation (MOI) of the Company and who are available: <ul style="list-style-type: none"> <li>i. GC Theron</li> <li>ii. HB Aucamp</li> <li>iii. RL Mabece</li> <li>iv. PP van der Westhuizen</li> <li>v. S Baduza</li> </ul>
5	Election of members of the Audit and Risk Committee	<b><i>It was resolved that</i></b> the shareholder approved the re-election of the following directors to serve on the Audit and Risk Committee and who are available: <ul style="list-style-type: none"> <li>i. RL Mabece</li> <li>ii. PP van der Westhuizen</li> <li>iii. S Baduza</li> </ul>
6	Authorisation to implement resolutions	<b><i>It was resolved that</i></b> the shareholder approved that any director of the Company be and is hereby authorised to do all such things and sign all documents and take all such actions as he/she considers necessary to implement all resolutions passed at this meeting.
7	Placing of the authorised but unissued shares under the control of the directors	<b><i>It was resolved that</i></b> the shareholder approved that, in terms of the MOI, the Shares in the authorised but unissued share capital of the Company be and are hereby placed under the control of the Directors for the purpose of implementing the proposed IPO, subject to the provisions of the Companies Act, the MOI and the Listings Requirements until the next AGM is held.

Ordinary Resolutions	Description	Approval
8	Mandatory offer and waiver	<p><b>It was resolved that</b> the shareholder approved that the requirement and any and all obligations that a Mandatory Offer in terms of section 123(2) be made by any person to GC Theron ("the Founder") by reason of that person or any persons acting in concert acquiring a beneficial interest in voting rights attaching to Shares which result in that person (together with its related or inter-related parties or any person acting in concert with it) being able to exercise 35% or more of the voting rights attaching to the issued Shares:</p> <ul style="list-style-type: none"> <li>• as a consequence of the implementation of the IPO, be and is hereby waived in terms of Regulation 86(4); and / or</li> <li>• as a result of the Specific Buy Back of Shares from the Founder in terms of Special Resolution number 3.</li> </ul> <p>In addition, the shareholder approved that any and all rights which may arise for the Founder in terms of Sections 114 and 115 of the Companies Act as a result of the IPO process as set out in the Prospectus be irrevocably waived by the Founder.</p>
Special Resolutions	Description	Approval
1	Approval of Directors' remuneration	<p><b>It was resolved that</b> the shareholder approved that the directors' fees for services rendered (excluding VAT) as directors for the financial year ending 31 March 2023 be determined on the following basis: From the date of successful listing until such time as the Company Completes an acquisition of Viable Assets, each non-executive Director will receive R25 000 per meeting attended as remuneration for services rendered to the Company in his capacity as a Director and R20 000 per meeting for members of the Audit and Risk Committee. The Chief Executive Officer and the Chief Financial Officer will not receive remuneration for services rendered in their capacity as Directors until such time as the Company Completes an Acquisition of Viable Assets.</p>
2	Authority to issue shares in terms of Section 41(3) of the Companies Act	<p><b>It was resolved that</b> the shareholder approved that, in accordance with the provisions of sections 41(3) of the Companies Act, and subject to passing ordinary resolution 7 above, the directors are authorised to allot and issue up to a maximum of 1 900 000 000 new shares in the authorised but unissued share capital of the company, to the subscribers for an issue price of R1 each, pursuant to the terms set out in the Prospectus.</p>
3	Repurchase of the Founder's Initial Ordinary Shares from a director in terms of Section 48(8)(a) of the Companies Act	<p><b>It was resolved that</b> the shareholder approved that, subject to raising the Minimum Amount and or the Alt: Minimum Amount and the issue of Ordinary Shares pursuant to the IPO and subsequent Listing on the JSE, the repurchase and cancellation by the Company of so many of the Founder's Initial Ordinary Shares from the Founder, GC Theron, who is a Director (as defined in the Companies Act), to the extent that will result in the number of Founders' Initial Ordinary Shares in issue upon the Listing, equalling 5% of the total number of Ordinary Shares (including the Founders' Initial Ordinary Shares) in issue immediately after the issue of Ordinary Shares pursuant to the IPO, in exchange for the FIOS Subscription Price of R0.0001 per share, be and is hereby approved in terms of section 48(8)(a) of the Companies Act. This reduction will be implemented by way of a Share repurchase immediately prior to the Listing.</p>

