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Copies of this Document, the Form of Proxy and Form of Instruction are being made available to Shareholders by way of publication on the Company's website at <http://mmx.co/investors/circulars>.

The distribution of this Document in jurisdictions other than the UK may be restricted by law and therefore persons into whose possession this Document comes should inform themselves about and observe such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction. This Document does not constitute any offer to issue or sell or a solicitation of any offer to subscribe for or buy ordinary shares in Minds + Machines Group Limited (the "**Company**").

MINDS + MACHINES GROUP LIMITED

(Incorporated and registered in the British Virgin Islands with registered number 1412814)

Notice of 2020 Annual General Meeting

to be held virtually via the 'Investor Meet Company' digital platform

at 2:00 p.m. BST on 27 August 2020

PLEASE NOTE THAT AS VOTING ON THE RESOLUTIONS CANNOT BE FACILITATED VIA THE DIGITAL PLATFORM, THE BOARD STRONGLY ENCOURAGES ALL SHAREHOLDERS TO VOTE ON THE RESOLUTIONS BY PROXY BEFORE THE DEADLINE OF 2:00 P.M. ON 25 AUGUST 2020.

To be valid, Forms of Proxy and any power of attorney or other authority under which it is signed must be lodged with ONE Advisory Limited, 201 Temple Chambers, 3-7 Temple Avenue, London EC4Y 0DT or by email to co-sec@oneadvisory.london by not later than 2:00 p.m. on 25 August 2020.

To be valid, Forms of Instruction and any power of attorney or other authority under which it is signed must be lodged with Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS9 6ZY by not later than 2:00 p.m. on 24 August 2020

A summary of the action to be taken by Shareholders of the Company is set out in Part I of this Document.

PART I - LETTER FROM THE CHAIRMAN

MINDS + MACHINES GROUP LIMITED

(Incorporated and registered in the British Virgin Islands with registered number 1412814)

Directors:

Guy Elliott, *Non-Executive Chairman*
Toby Hall, *Chief Executive Officer*
Michael Salazar, *Chief Financial Officer and Chief Operating Officer*
Henry Turcan, *Non-Executive Director*
Bryan Disher, *Non-Executive Director*

Registered Office:

Craigmuir Chambers,
PO Box 71,
Road Town,
Tortola VG1110,
British Virgin Islands

30 July 2020

Dear Shareholder,

ANNUAL GENERAL MEETING 2020

I am writing to you to set out and explain the Resolutions to be proposed at this year's Annual General Meeting ("AGM"), which is set out in the Notice of Annual General Meeting at Part II of this Document. The AGM will be held at 2:00 p.m. on 27 August 2020 via the 'Investor Meet Company' digital platform. To access the AGM, please use the following link: <https://www.investormeetcompany.com/minds-machines-group-limited/register-investor>. Questions can be submitted pre-event via the 'Investor Meet Company' dashboard or any time during the live presentation via the "Ask a Question" function.

The Board strongly encourages all shareholders to vote on the resolutions by proxy before the deadline.

BUSINESS OF THE ANNUAL GENERAL MEETING TO BE HELD AT 2:00 P.M. ON 27 AUGUST 2020

Resolution 1 – Receiving and adopting the Accounts

The Board recommends the approval of the audited accounts for the financial period ended 31 December 2019, together with the Report of the Directors and the Auditor's Report.

Resolution 2 – Reappointment of Mazars LLP as auditors to the Company

The Board recommends the reappointment of Mazars LLP as auditors to the Company.

Resolution 3 – Reappointment of Toby Hall as a director of the Company

The Board recommends the reappointment of Toby Hall as a director of the Company.

Resolution 4 – Reappointment of Michael Salazar as a director of the Company

The Board recommends the reappointment of Michael Salazar as a director of the Company.

Resolution 5 – Reappointment of Guy Elliott as a director of the Company

The Board recommends the reappointment of Guy Elliott as a director of the Company.

Resolution 6 – Reappointment of Henry Turcan as a director of the Company

The Board recommends the reappointment of Henry Turcan as a director of the Company.

Resolution 7 – Reappointment of Bryan Disher as a director of the Company

The Board recommends the reappointment of Bryan Disher as a director of the Company.

ACTION TO BE TAKEN BY SHAREHOLDERS

The Form of Proxy and Form of Instruction are being made available to Shareholders by way of publication on the Company’s website at <http://mmx.co/investors/circulars>.

Shareholders holding their shares in certificated form should complete and sign a Form of Proxy and return it together with any power of attorney or other authority under which it is signed to ONE Advisory Limited, 201 Temple Chambers, 3-7 Temple Avenue, London EC4Y 0DT or by email to co-sec@oneadvisory.london by not later than 2:00 p.m. on 25 August 2020.

Shareholders holding their shares in uncertificated form should complete and sign a Form of Instruction and return it together with any power of attorney or other authority under which it is signed to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS9 6ZY by not later than 2:00 p.m. on 24 August 2020.

RECOMMENDATION

The Board considers the Resolutions are in the best interest of the Company and its shareholders as a whole. Your Board will be voting in favour of the Resolutions to the extent of their own shareholdings and they unanimously recommend that you should vote in favour of each of them as well.

Yours faithfully,

Guy Elliott
Non-Executive Chairman

PART II – NOTICE OF ANNUAL GENERAL MEETING

MINDS + MACHINES GROUP LIMITED

(Incorporated and registered in the British Virgin Islands with registered number 1412814)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of the shareholders of Minds + Machines Group Limited (the “**Company**”) will be held virtually via the ‘Investor Meet Company’ digital platform at 2:00 p.m. on 27 August 2020 for the purposes of considering and, if thought fit, approving the following resolutions (**Resolutions**):

RESOLUTION

1. Financial Report, Directors’ Report and Auditor’s Report

THAT the Financial Report in respect of the Company and its entities for the period ended 31 December 2019, together with the Directors’ Report in relation to that financial period and the Auditor’s Report in respect of the Financial Report be approved.

2. Reappointment of Auditors

THAT Mazars LLP be reappointed as Auditors to hold office until the conclusion of the next general meeting at which financial statements are laid before the Company.

3. Reappointment of Director

THAT Toby Hall be reappointed as a Director.

4. Reappointment of Director

THAT Michael Salazar be reappointed as a Director.

5. Reappointment of Director

THAT Guy Elliott be reappointed as a Director.

6. Reappointment of Director

THAT Henry Turcan be reappointed as a Director.

7. Reappointment of Director

THAT Bryan Disher be reappointed as a Director.

Registered Office
Craigmuir Chambers,
P O Box 71,
Road Town,
Tortola VG1110,
British Virgin Islands

30 July 2020

Guy Elliott, Non-Executive Chairman
by order of the Board

Notes:

- (i) A member of the Company entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him. A proxy need not be a member of the Company.
- (ii) To be valid, Forms of Proxy and any power of attorney or other authority under which it is signed must be lodged with ONE Advisory Limited, 201 Temple Chambers, 3-7 Temple Avenue, London EC4Y 0DT or by email to co-sec@oneadvisory.london by not later than 2:00 p.m. on 25 August 2020.
- (iii) To be valid, Forms of Instruction and any power of attorney or other authority under which it is signed must be lodged with Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS9 6ZY by not later than 2:00 p.m. on 24 August 2020.
- (iv) Completion and return of a Form of Proxy does not preclude a member from attending and voting at the AGM or at any adjournment thereof in person (if so entitled).
- (v) In the case of joint holders of Ordinary Shares, the signature of only one of the joint holders is required on the Form of Proxy but the vote of the first named on the register of members will be accepted to the exclusion of the other joint holders.
- (vi) To be entitled to attend and vote at the AGM (and for the purpose of the determination by the Company of the votes they may cast), a member of the Company must be entered in the register of members of the Company at close of business on 25 August 2020. For Depositary Interest holders, entitlement to attend and vote at the meeting and the number of votes which may be cast will be determined by reference to the Depositary Interest Register as at close of business on 24 August 2020.
- (vii) As at the close of business on 29 July 2020, the Company's issued share capital comprised 908,921,144 ordinary shares. Each ordinary share carries the right to one vote at a general meeting of the Company.
- (viii) The Form of Proxy and Form of Instruction are being made available to Shareholders by way of publication on the Company's website at <http://mmx.co/investors/circulars>.