



Mountain Bike Australia Limited Form of Appointment of Proxy

I _____
insert name of member

Of _____
insert address of member

being a current financial or life member of the Company and entitled to attend and vote at the AGM, hereby appoint

insert name of person you are appointing as your proxy, or Chair if you are appointing the Chair as your proxy.

If you are NOT appointing the Chair of the Meeting, write the name of the person you are appointing as your proxy to attend and vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit), and to act generally on your behalf, at the Annual General Meeting of the Company to be held at the Gold Coast Cycle Centre, 1 Hope Street, Nerang, Gold Coast, 11:00am (AEST), Saturday 30 November 2019 and at any adjournment of that meeting.

Please tick this box if you would like your Proxy to vote as they see fit on ALL the following resolutions.

If you tick this box then you cannot vote below.

Otherwise, please select the option below to indicate how you require your Proxy to vote on each Resolution. If you do not select any of the options below on a given item, your proxy may decide whether or how to vote on that item.

Ordinary Resolutions

For Against Abstain*

- | | | | | |
|---|---|--|--|--|
| 1 | To accept the minutes of the 2018 Annual General Meeting. | | | |
| 2 | To appoint Dickfos Dunn Adam, as the MTBA Auditor. | | | |

Special Resolution

For Against Abstain*

- | | | | | |
|---|---|--|--|--|
| 1 | THAT

a) the Voting Members approve the draft Constitution of the proposed company limited by guarantee "AusCycling Limited" as annexed to this Notice at Annexure B; and

b) the Voting Members authorise the board to transfer all assets and liabilities of Mountain Bike Australia Limited to the entity referred to as AusCycling; and

c) the Constitution of Mountain Bike Australia Limited be amended as set out in Annexure A to this Notice, effective from the date the below condition is met; and

d) the board is authorised to prepare and execute all necessary documents and take all necessary actions as are required to affect this resolution;

<i>subject to the voting members of one or both BMX Australia Ltd and/or Cycling Australia Ltd approve the transfer of the relevant entity's assets and liabilities to the new entity referred to as AusCycling.</i> | | | |
|---|---|--|--|--|

* 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.

Signature of Member (must be a written signature)

Signed: _____ Date: _____

Name: _____ MTBA Member Number: _____

INSTRUCTIONS FOR COMPLETION OF THIS PROXY FORM

1. Appointment of Proxy

If you wish to appoint the Chair of the Meeting as your proxy, write Chair where indicated on the proxy form. If the person you wish to appoint as your proxy is someone other than the Chair, write the name of that person where indicated on the proxy form. If you leave this section blank or your named proxy does not attend the Meeting, the Chair will be your proxy. A proxy need not be a member of Mountain Bike Australia Ltd.

2. Voting directions to your Proxy

You may direct your proxy how to vote on an item of business by placing a mark in one of the three boxes opposite that item of business. If you do not mark any of the boxes on a given item, your proxy may decide whether or how to vote on that item. If you mark more than one box on an item, your vote on that item will be invalid.

3. Signature of Members

You must sign this form where indicated. An unsigned form or a form with an electronic signature will be deemed ineligible.

4. Lodgement of Proxy

This proxy form must be received by the Company no later than **11:00am (AEST) Thursday 28 November 2019**. Any proxy form received after that time will not be valid for the scheduled meeting.

Proxy forms must be lodged by email, post or delivery to the Company at the address below:

Mountain Bike Australia Ltd

Email: secretary@mtba.org.au

Post: PO Box 377, Varsity Lakes, QLD 4227

Delivery: Level 1, 246 Varsity Parade, Varsity Lakes, QLD 4227