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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 ("MMX").

MINDS + MACHINES GROUP LIMITED

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

Notice of 2017 Annual General Meeting

to be held at 201 Temple Chambers, 3 – 7 Temple Avenue, London, EC4Y 0DT

at 2 p.m. GMT on 18 December 2017

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 liam@oneadvisory.london by not later than 2 p.m. on 14 December 2017.

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 p.m. on 13 December 2017.

A summary of the action to be taken by Shareholders of the Company is set out in Part I of this Document. The return of one or more completed Forms of Proxy will not prevent you from attending the AGM and voting in person if you wish to do so (and are so entitled). Those shareholders returning Forms of Instruction who wish to attend the AGM should contact Computershare Investor Services PLC either in writing or by email to [!UKALLDITeam2@computershare.co.uk](mailto:UKALLDITeam2@computershare.co.uk) regarding a Letter of Representation.

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*

Registered Office:

Craigmuir Chambers,

PO Box 71,

Road Town,

Tortola VG1110,

British Virgin Islands

8 December 2017

Dear Shareholder,

ANNUAL GENERAL MEETING 2017

I am writing to you to set out and explain the resolution 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 the offices of ONE Advisory Limited, 201 Temple Chambers, 3 – 7 Temple Avenue, London, EC4Y 0DT at 2 p.m. on 18 December 2017.

BUSINESS OF THE ANNUAL GENERAL MEETING TO BE HELD at 2 P.M ON 18 DECEMBER

Resolution 1 – Receiving and adopting the Accounts

The Board recommends the approval of the audited accounts for the financial period ended 31 December 2016, together with the Report of the Directors and the Auditor's Report.

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 liam@oneadvisory.london by not later than 2 p.m. on 14 December 2017.

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 p.m. on 13 December 2017.

The return of a Form of Proxy or Form of Instruction will not, however, prevent you from attending the AGM and voting, in person, should you wish to do so. Shareholders returning Forms of Instruction should, however, contact Computershare Investor Services PLC either in writing or by email to [!UKALLDITeam2@computershare.co.uk](mailto:UKALLDITeam2@computershare.co.uk) regarding a form of representation if they wish to attend and vote in person.

RECOMMENDATION

The Board considers the Resolution is in the best interest of the Company and its shareholders as a whole. Your Board will be voting in favour of the Resolution 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 at the offices of ONE Advisory Limited at 201 Temple Chambers, 3 – 7 Temple Avenue, London, EC4Y 0DT at 2 p.m. on 18 December 2017 for the purposes of considering and, if thought fit, approving the following resolution:

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 2016, together with the Directors’ Report in relation to that financial period and the Auditor’s Report in respect of the Financial Report be approved.

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

8 December 2017

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 liam@oneadvisory.london by not later than 2 p.m. on 14 December 2017.
- (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 p.m. on 13 December 2017.
- (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 14 December 2017.
- (vii) As at the close of business on 7 December 2017, the Company’s issued share capital comprised 699,857,562 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/>