

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR ATTENTION. It contains the proposals to be voted on at the 2013 Annual Meeting of Shareholders (the “Annual Meeting”) of MyCelx Technologies Corporation (the “Company”) to be held on Tuesday 14 May 2013. If you are in any doubt as to the action you should take, you are recommended to seek your own financial advice immediately and, if you are located in the United Kingdom, from an appropriately authorised independent financial adviser who is authorised under the Financial Services and Markets Act 2000.

MyCelx Technologies Corporation

(Incorporated in the State of Georgia, USA, Control Number K407884)

Notice of 2013 Annual Meeting

Notice is hereby given of the Annual Meeting of the Company, to be held at 10.00 a.m. (BST) on Tuesday 14 May 2013 at the offices of Addleshaw Goddard LLP, Milton Gate, 60 Chiswell Street, London EC1Y 4AG, United Kingdom. Holders of Common Shares will find enclosed a Proxy Form for use in connection with the Annual Meeting which should be completed and returned as soon as possible and, in any event, so as to reach the Company's registrars, Capita Registrars, PXS, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, United Kingdom, no later than 5.00 p.m. (BST) on Monday 13 May 2013. Holders of Depository Interests in the Common Shares will find enclosed a Form of Direction by which they can instruct Capita IRG Trustees Limited (“Capita”) to vote in respect of their interests. Completion and return of a Proxy Form or Form of Direction will not preclude shareholders from attending and voting at the Annual Meeting should they so wish.

This year you will be asked to vote on the following proposals:

- (1) the election of seven directors to the Board of Directors for a one-year term and until their successors are elected and qualified (Proposal 1); and
- (2) the ratification of the Board of Directors' appointment of Grant Thornton LLP as our independent registered public accounting firm for our 2013 fiscal year (Proposal 2).

The Board of Directors recommends a vote FOR Proposals 1 and 2. These proposals are described in the attached proxy statement, which you are encouraged to read fully. We will also consider any other business as may properly come before the Annual Meeting.

We appreciate your continued support.

Sincerely,

Mark Clark
Assistant Company Secretary

8 April 2013

Notes

1. The Board of Directors has fixed 1 April 2013 as the record date for the determination of shareholders entitled to notice of, and to vote at, the Annual Meeting and any adjournment or postponement thereof. Only holders of record of the Company's common stock (the "Common Shares") as of the close of business on the record date are entitled to notice of, and to vote at, the Annual Meeting.
2. A shareholder entitled to vote at the Annual Meeting is entitled to appoint one or more proxies to vote instead of him or her. A proxy need not be a shareholder of the Company but must attend the Annual Meeting to represent you. Details of how to appoint a proxy are set out in the accompanying proxy statement and a Proxy Form is enclosed. Completion and return of a Proxy Form will not prevent a shareholder from attending and voting in person if he or she so wishes. To be effective, the Proxy Form must be completed, signed and deposited with the Company at the offices of the Company's registrars, Capita Registrars, PXS, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, United Kingdom or returned by fax on +44 20 8639 2482 so as to be received by no later than 5.00 p.m. (BST) on Monday 13 May 2013.
3. If your shareholding in the Company is by way of a Depositary Interest, and you wish to instruct Capita to vote in respect of your interest, you should use the enclosed Form of Direction. The completed Form of Direction must be received by the Company's Registrars, Capita Registrars, PXS, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, United Kingdom, or returned by fax to +44 20 8639 2482, so as to be received not later than 10.00 a.m. on Saturday 11 May 2013.
4. To be elected as a director at the Annual Meeting (Proposal 1), each candidate for election must receive a plurality of the votes cast by the shareholders present in person or represented by proxy at the Annual Meeting. In a plurality vote, the director nominee with the most affirmative votes in favor of his or her election to a particular directorship will be elected to that directorship.
5. The affirmative vote of the holders of a majority of the votes represented at the Annual Meeting in person or by proxy is required to ratify the Board of Directors' appointment of Grant Thornton LLP as our independent registered public accounting firm for our 2013 fiscal year (Proposal 2).
6. With regards to Proposal 1 (election of directors), shares represented by proxies that are marked "WITHHOLD" and shares that are not voted as to one or more directors will be excluded entirely from the vote with respect to such director or directors and will have no effect on the outcome of this vote because the directors are elected by a plurality vote. With regards to Proposal 2 (ratification of Grant Thornton LLP's appointment as the Company's independent registered public accounting firm), shares marked as "ABSTAIN" and shares which are not voted will be considered present in person or represented by proxy at the Annual Meeting and will have the effect of a vote against the proposal because approval of the proposal requires the affirmative vote of the holders of a majority of the Common Shares present in person or represented by proxy at the Annual Meeting.
7. If you are a shareholder of record, you may revoke your proxy before it is voted by:
 - signing and returning to Capita Registrars in the manner described in Note 2 above a new Proxy Form with a later date. Your last Proxy Form received by 5.00 p.m. (BST) on Monday 13 May 2013 will be the only Proxy Form counted;
 - notifying the Assistant Secretary of the Company in writing (via mail, fax, courier service or other delivery method) so as to be received at the Company's offices at 470 Woods Mill Road, Gainesville, Georgia 30501 U.S.A. by 5.00 p.m. (BST) on Monday 13 May 2013 that you have revoked your proxy; or
 - voting in person at the Annual Meeting.If you hold your shares in a "street name," you must contact your bank, broker, or other nominee to revoke your proxy.
8. Copies of this notice and related information can be found on the Company's website at www.mycelx.com.

Mycelx Technologies Corporation
Proxy Statement
for the Annual Meeting of Shareholders
to be held on Tuesday 14 May 2013

Introduction

This proxy statement is furnished in connection with the solicitation of proxies by MyCelx Technologies Corporation, a Georgia corporation ("MyCelx" or the "Company"), on behalf of its Board of Directors for the 2013 Annual Meeting of Shareholders (the "Annual Meeting") to be held on Tuesday 14 May 2013 at 10.00 a.m. (British Summer Time) at the offices of Addleshaw Goddard LLP, Milton Gate, 60 Chiswell Street, London EC1Y 4AG, United Kingdom. Distribution of the notice of the Annual Meeting, this proxy statement, Forms of Proxy and Direction, and the MyCelx Annual Report to shareholders is scheduled to begin on 18 April 2013.

Matters to be Voted on at the Annual Meeting

This year you will be asked to vote on the following proposals:

- (1) the election of seven directors to the Board of Directors for a one-year term and until their successors are elected and qualified (Proposal 1); and
- (2) the ratification of the Board of Directors' appointment of Grant Thornton LLP as our independent registered public accounting firm for our 2013 fiscal year (Proposal 2).

You will also be voting on such other business as may properly come before the meeting or any adjournment thereof.

Recommendations of Our Board of Directors

Our Board of Directors recommends that you vote your shares as follows:

- (1) FOR the election of seven directors to the Board of Directors for a one-year term and until their successors are elected and qualified (Proposal 1); and
- (2) FOR the ratification of the Board of Directors' appointment of Grant Thornton LLP as our independent registered public accounting firm for our 2013 fiscal year (Proposal 2).

Shareholders Entitled to Vote at the Annual Meeting

Only shareholders of record of the Company's common shares, par value \$.025 per share (the "Common Shares"), as of the close of business on 1 April 2013 (the "Record Date") are entitled to receive notice of and to vote at the Annual Meeting. You are considered the shareholder of record with respect to your shares if your shares are registered directly in your name with Capita Registrars, the Company's stock transfer agent. If you are a shareholder of record, you can vote your shares in one of three ways:

Voting in Person

If you are a shareholder of record and choose to vote in person, you must attend the Annual Meeting, which will be held at 10.00 a.m. (BST), on Tuesday 14 May 2013 at the offices of Addleshaw Goddard LLP, Milton Gate, 60 Chiswell Street, London EC1Y 4AG, United Kingdom.

Voting Online

If you are a shareholder of record, you can vote online at www.capitashareportal.com and by following the instructions provided (you will need the investor code which you will find on your share certificate).

Voting by Proxy

If you are a shareholder of record, you can ensure that your shares are voted at the Annual Meeting by completing, signing, dating and returning the enclosed proxy in the envelope provided. Submitting your instructions or proxy will not affect your right to attend and vote at the meeting. We encourage shareholders to submit votes in advance of the meeting. If your shares are held for you in a brokerage, bank or other institutional account, you must obtain a proxy from that entity and bring it with you to hand in with your ballot in order to be able to vote your shares at the meeting.

To be effective, the accompanying Proxy Form for use in connection with the Annual Meeting must be completed, signed and deposited with the Company at the offices of the Company’s registrars, Capita Registrars, PXS, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, United Kingdom, or returned by fax on +44 20 8639 2482 so as to be received by no later than 5.00 p.m. (BST) on Monday 13 May 2013. Completion and return of a Proxy Form will not preclude you from attending and voting at the Annual Meeting should you so wish.

If you are a shareholder of record, you may revoke your proxy before it is voted by:

- signing and returning to Capita Registrars in the manner described in the prior paragraph a new Proxy Form with a later date. Your last Proxy Form received by 5.00 p.m. (BST) on Monday 13 May 2013 will be the only Proxy Form counted;
- notifying the Secretary of the Company in writing (via mail, fax, courier service or other delivery method) so as to be received at the Company’s offices at 470 Woods Mill Road, Gainesville, Georgia 30501 U.S.A. by 5.00 p.m. (BST) on Monday 13 May 2013 that you have revoked your proxy; or
- voting in person at the Annual Meeting.

If you hold your shares in “street name,” you must contact your bank, broker, or other nominee to revoke your proxy.

Depository Interests

If your shareholding in the Company is by way of a Depository Interest, and you wish to instruct Capita to vote in respect of your interest, you should use the enclosed Form of Direction. The completed Form of Direction must be received by the Company’s Registrars, Capita Registrars, PXS, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, United Kingdom, or returned by fax to +44 20 8639 2482, so as to be received not later than 10.00 a.m. on Saturday 11 May 2013.

Quorum

A “quorum” of shareholders is necessary to hold the Annual Meeting. A quorum will exist at the Annual Meeting if the holders of record of a majority of the number of shares of Common Shares outstanding as of the Record Date are present in person or represented by proxy at the Annual Meeting.

Vote Required for Election and Approval

To be elected as a director at the Annual Meeting (Proposal 1), each candidate for election must receive a plurality of the votes cast by the shareholders present in person or represented by proxy at the Annual Meeting. In a plurality vote, the director nominee with the most affirmative votes in favor of his or her election to a particular directorship will be elected to that directorship.

The affirmative vote of the holders of a majority of the votes represented at the Annual Meeting in person or by proxy is required to ratify the Board of Directors’ appointment of Grant Thornton LLP as our independent registered public accounting firm for our 2013 fiscal year (Proposal 2).

With regards to Proposal 1 (election of directors), shares represented by proxies that are marked “WITHHOLD” and shares that are not voted as to one or more directors will be excluded entirely from the vote with respect to such director or directors and will have no effect on the outcome of this vote because the directors are elected by a plurality vote. With regards to Proposal 2 (ratification of Grant Thornton LLP’s appointment as the Company’s independent registered accounting firm), shares marked as “ABSTAIN” and shares which are not voted will be considered present in person or represented by proxy at the Annual Meeting and will have the effect of a vote against the proposal because approval of the proposal requires the affirmative vote of the holders of a majority of the Common Shares present in person or represented by proxy at the Annual Meeting.

Board of Directors

Our Board of Directors currently consists of nine members, each of whom is serving a term that expires at the Annual Meeting. All of the current Board members, with the exception of Ian Johnson (Non-Executive Director) and Dr. Dale Threadgill (Non-Executive Director) who have advised that they will not be standing for election, are being presented for consideration by the shareholders for election at the Annual Meeting. Directors elected at the Annual Meeting will hold office until the 2014 Annual Meeting and until their successors have been elected and qualified or until their earlier death, resignation or removal. The nominees for election at the 2013 Annual Meeting are listed below, with brief biographies.

Tim Eggar: Non-Executive Chairman

Mr. Eggar joined MyCelx as Non-Executive Chairman in June 2011. Mr. Eggar was a member of Parliament in the United Kingdom from 1979 to 1997 and served in a number of ministerial positions including Minister for Energy from 1992 to 1996. Mr. Eggar has 30 years of extensive international experience in the oil and gas industry including being Global Head of ABN AMRO’s Global Energy Corporate Finance Group, Chief Executive Officer of Monument Oil and Gas plc, Chairman of Harrison Lovegrove, and Chairman of Indago Petroleum, Mr. Eggar is currently Chairman of Cape plc and 3 Legs Resources plc. Mr. Eggar holds an MA from Cambridge University and is qualified as a barrister.

Connie Mixon: Chief Executive Officer and Director

Ms. Mixon joined MyCelx in 2004 and was responsible for rapidly developing the commercial and financial infrastructure to provide MyCelx products to a global customer base. Prior to joining MyCelx in 2004, Ms. Mixon was Director for Global Markets for Deutsche Bank. Her career with investment banks included pioneering Deutsche Bank’s institutional presence in the southern region of the US. Before her tenure at Deutsche Bank, Connie was Vice President at Donaldson, Lufkin & Jenrette. Ms. Mixon holds an MBA from Emory University and a BA in politics from Wake Forest University. Ms. Mixon is married to Mark Mixon, the Company’s Chief Business Development Officer and Senior Vice President.

Mark Clark: Chief Financial Officer and Director

Mark Clark joined MyCelx in 2011 as the Corporate Controller and now serves as Chief Financial Officer and Assistant Secretary. Prior to joining MyCelx, Mark was Head of Management Reporting and Financial Systems at Invesco. He served in several finance roles during his 14 year career with Invesco, including managing the global implementation of Sarbanes Oxley, the U.S. federal law that established new or enhanced standards for U.S. public company boards, management and public accounting firms. Before his tenure with Invesco, Mark was an auditor with Arthur Andersen. Mark holds a Bachelor of Business Administration from the University of Louisiana – Monroe. Mark was appointed as Chief Financial Officer on 31 May 2012, and appointed as a director on 11 September 2012.

John Mansfield Sr.: Non-Executive Vice Chairman

Mr. Mansfield co-founded the Company with Hal Alper in 1994, and was instrumental in the Company’s early development, providing funding and serving as Chairman of the Board of Directors until June 2011. Mr. Mansfield has extensive experience in the Oil and Gas industry, having founded Mansfield Oil Company in 1957, which is today one of the largest petroleum distributors in the United States. In 2012, Mansfield Oil was ranked by Forbes Magazine as the 50th largest private company in the United States with revenues of over \$6 billion. Mr. Mansfield is Connie Mixon’s father.

Haluk (Hal) Alper: President, Chief Science Officer and Director

Mr. Alper co-founded the Company with John Mansfield Sr. in 1994. An inventor of chemistries and chemical processes, he has been responsible for numerous patents, including 60 in MyCelx oil removal chemistry and related applications. He has led the research and development of the Company since inception. He has developed many products and processes currently in use in electrochemistry, polymer chemistry and environmental technology.

A published author with over fifty scientific and technical papers to his credit, Mr. Alper is a member of numerous professional societies, including NYAS (New York Academy of Sciences), AAAS (American Association for the Advancement of Science), ASNE (American Society of Naval Engineers), SNAME (Society of Naval Architects and Marine Engineers), NDIA (National Defense Industrial Association), AFS (American Filtration and Separation Society), ACS (American Chemical Society), AIChE (American Institute of Chemical Engineers), WEF (Water Environmental Federation), the Planetary Society and the National Space Society.

In addition to being a Director of the Company, Mr. Alper is co-chair of the Society of Naval Architects' and Marine Engineers' Technical and Research Committee panel (EC-3) on Oily Wastewater and Bilgewater, the principal author on the IMO Guide to Diagnosing Contaminants in Oily Bilgewater, and also serves on the ASTM committee promulgating ASTM standard for shipboard oil prevention abatement systems (OPAS). Mr. Alper is a recipient of the 2005 Ronald Reagan Gold Medal from the NRCC for Technological Innovation, is on the editorial board of Filtration News Magazine and also serves on the technical advisory board of Environmental Protection Magazine.

Swinton Griffith: Non-Executive Director

Mr. Griffith joined the Board of MyCelx in January 2012. He had a 28 year career as a Certified Public Accountant at Ernst & Young, most recently holding the position of Partner. During his time at Ernst & Young he advised across a range of sectors and was also responsible for tax policy implementation and quality control of Ernst & Young's tax policy for the South Eastern United States. Mr Griffith holds a Bachelor of Business Administration from Valdosta State College and a Masters of Accountancy from the University of Georgia.

Brian Kevin Rochester: Non-Executive Director

Mr. Rochester joined the Board of MyCelx in 1998. He is currently the Executive Vice-President of Rochester Associates, a land surveying and civil engineering firm based in Gainesville, Georgia, and has extensive experience in marketing and business development for the firm throughout the United States and internationally. Mr. Rochester is a graduate of The Citadel, Charleston, South Carolina, where he graduated with a degree in Civil Engineering in 1987.

Independent Registered Public Accounting Firm

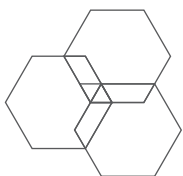
On behalf of MyCelx, the Board of Directors retained Grant Thornton LLP to audit our financial statements and our internal control over financial reporting for 2012. The Audit Committee has recommended that Grant Thornton, LLP be retained as the independent registered public accounting firm for MyCelx for 2013.

Manner for Voting Proxies

The shares represented by all valid proxies received will be voted in the manner specified. Where specific choices are not indicated, the shares represented by all valid proxies received will be voted:

- for the election of director nominees named earlier in this proxy statement, and
- for ratification of the Board of Directors' appointment of Grant Thornton LLP as our independent registered public accounting firm for our 2013 fiscal year.

Should any matter not described above be properly presented at the meeting, the persons named in the proxy form will vote in accordance with their judgment as permitted.



**MyCelx Technologies
Corporation**

470 Woods Mill Road
Gainesville, GA 30501
USA
P: 888-306-6843
P: 770-534-3118
F: 770-534-3117

