



## JATCORP LIMITED

ABN 31 122 826 242

### NOTICE OF GENERAL MEETING

**Time:** 11.00am (Sydney time)

**Date:** 3 June 2022

**Place:** The offices of ANMA at 29 Paramount Blvd,  
Derrimut VIC 3030 and Virtual

For personal use only

## **IMPORTANT INFORMATION**

### **Venue and Voting Information**

The General Meeting of Shareholders to which this Notice of Meeting relates will be held at 11:00 AM (Sydney time) on 3 June 2022 at the offices of ANMA at 29 Paramount Blvd, Derrimut VIC 3030 and as a virtual meeting.

Shareholders will be able to vote and ask questions at the virtual meeting. Shareholders are also encouraged to submit questions in advance of the Meeting to the Company. Questions must be submitted in writing to by email to [admin@jatcorp.com](mailto:admin@jatcorp.com) or by calling (03) 9090 7592 at least 48 hours before the AGM. The Company will also provide Shareholders with the opportunity to ask questions during the Meeting in respect to the formal items of business as well as general questions in respect to the Company and its business.

### **Your vote is important**

The business of the General Meeting affects your shareholding and your vote is important.

### **Voting virtually at the Meeting**

Shareholders who wish to vote virtually on the day of the AGM will need to login to the Automic website (<https://investor.automic.com.au/#/home>) with their username and password. Shareholders who do not have an account with Automic are strongly encouraged to register for an account as soon as possible and well in advance of the Meeting to avoid any delays on the day of the Meeting.

### **How do I create an account with Automic?**

To create an account with Automic, please go to the Automic website (<https://investor.automic.com.au/#/home>), click on 'register' and follow the steps. Shareholders will require their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) to create an account with Automic.

### **I have an account with Automic, what are the next steps?**

Shareholders who have an existing account with Automic (Note: with a username and password) are advised to take the following steps to attend and vote virtually on the day of the AGM:

1. Login to the Automic website (<https://investor.automic.com.au/#/home>) using your username and password.
2. (Registration on the day) If registration for the virtual meeting is open, click on 'Meeting open for registration' and follow the steps.
3. (Live voting on the day) If live voting for the virtual meeting is open, click on 'Meeting open for voting' and follow the steps.

For further information on the live voting process please see the Registration and Voting Guide at

[https://web.automic.com.au/er/public/api/documents/BCT?fileName=Virtual\\_Meeting\\_Shareholder\\_Registration\\_Voting\\_Guide\\_.pdf](https://web.automic.com.au/er/public/api/documents/BCT?fileName=Virtual_Meeting_Shareholder_Registration_Voting_Guide_.pdf)

### **Voting eligibility**

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the General Meeting are those who are registered as at 7.00pm (Sydney time) on 1 June 2022.

### **Voting by proxy**

To vote by proxy, please use one of the following methods:

- Online** Lodge the Proxy Form online at <https://investor.automic.com.au/#/loginsah> by following the instructions: Login to the Automic website using the holding details as shown on the Proxy Form. Click on 'View Meetings' – 'Vote'. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form.  
For further information on the online proxy lodgement process please see the **Online Proxy Lodgment Guide** at <https://www.automicgroup.com.au/virtual-agms/>
- By post** Automic, GPO Box 5193, Sydney NSW 2001
- By hand** Automic, Level 5, 126 Phillip Street, Sydney NSW 2000

Your Proxy instruction must be received not later than 48 hours before the commencement of the Meeting. Proxy Forms received later than this time will be invalid.

### **Power of Attorney**

If the proxy form is signed under a power of attorney on behalf of a shareholder, then the attorney must make sure that either the original power of attorney or a certified copy is sent with the proxy form, unless the power of attorney has already provided it to the Share Registry.

### **Corporate Representatives**

If a representative of a corporate shareholder or a corporate proxy will be attending the Meeting, the representative should provide the Share Registry with adequate evidence of their appointment, unless this has previously been provided to the Share Registry.

## **NOTICE OF GENERAL MEETING**

Notice is hereby given that a General Meeting of Shareholders of Jatcorp Limited ACN 122 826 242 will be held at 11:00 AM (AEDT) on 3 June 2022 at the offices of ANMA at 29 Paramount Blvd, Derrimut VIC 3030 and as a virtual meeting (**Meeting**).

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the General Meeting. The Explanatory Statements and the Proxy Form are part of this Notice of Meeting.

### **AGENDA**

#### **RESOLUTION 1 – RATIFY THE PREVIOUS ISSUE OF 271,812,500 SHARES**

To consider and, if thought fit, to pass the following as an **ordinary resolution**:

*“That for the purposes of ASX Listing Rule 7.4 and all other purposes, the previous issue of 271,812,500 Shares, as referred to in the Explanatory Statement, is approved.”*

#### **Voting Exclusion**

JAT will disregard any votes cast in favour of the resolution by or on behalf of a person who participated in the issue or an associate of those persons. However, this does not apply to a vote cast in favour of a resolution by a person as a proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or a holder acting solely in the nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided that the following conditions are met: the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting on the resolution; and the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

#### **RESOLUTION 2 – RATIFY THE PREVIOUS ISSUE OF 3,687,500 SHARES**

To consider and, if thought fit, to pass the following as an **ordinary resolution**:

*“That for the purposes of ASX Listing Rule 7.4 and all other purposes, the previous issue of 3,687,500 Shares, as referred to in the Explanatory Statement, is approved.”*

#### **Voting Exclusion**

JAT will disregard any votes cast in favour of the resolution by or on behalf of a person who participated in the issue an associate of those persons. However, this does not apply to a vote cast in favour of a resolution by a person as a proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or a holder acting solely in the nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided that the following conditions are met: the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting on the resolution; and the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

**RESOLUTION 3 – APPROVE THE ISSUE OF 275,500,000 OPTIONS TO PLACEMENT INVESTORS**

To consider and, if thought fit, to pass the following as an **ordinary resolution**:

*“That for the purposes of Listing Rule 7.1 and all other purposes, approval is given for the Company to issue of 275,500,500 Options to the Placement Investors, as referred to in the Explanatory Statement, is approved.”*

**Voting Exclusion**

JAT will disregard any votes cast in favour of the resolution by or on behalf of a person who is expected to participate in the issue of the Placement Options or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity) or an associate of those persons. However, this does not apply to a vote cast in favour of a resolution by a person as a proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or a holder acting solely in the nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided that the following conditions are met: the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting on the resolution; and the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

**RESOLUTION 4 – APPROVE THE ISSUE OF 250,000,000 OPTIONS TO EVERBLU CAPITAL PTY LTD**

To consider and, if thought fit, to pass the following as an **ordinary resolution**:

*“That for the purposes of Listing Rule 7.1 and all other purposes, the issue of 250,000,000 Options to Everblu Capital Pty Ltd, as referred to in the Explanatory Statement, is approved.”*

**Voting Exclusion**

JAT will disregard any votes cast in favour of the resolution by or on behalf of a person who is expected to participate in the issue (namely Everblu Capital Pty Ltd) or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity) or an associate of those persons. However, this does not apply to a vote cast in favour of a resolution by a person as a proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or a holder acting solely in the nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided that the following conditions are met: the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting on the resolution; and the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

**RESOLUTION 5 – APPROVE THE ISSUE OF 4,400,000 SHARES TO EVERBLU CAPITAL PTY LTD**

To consider and, if thought fit, to pass the following as an **ordinary resolution**:

*“That for the purposes of Listing Rule 7.1 and all other purposes, the issue of 4,400,000 Shares to Everblu Capital Pty Ltd, as referred to in the Explanatory Statement, is approved.”*

### **Voting Exclusion**

JAT will disregard any votes cast in favour of the resolution by or on behalf of a person who is expected to participate in the issue (namely Everblu Capital Pty Ltd) or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity) or an associate of those persons. However, this does not apply to a vote cast in favour of a resolution by a person as a proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or a holder acting solely in the nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided that the following conditions are met: the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting on the resolution; and the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

### **BY ORDER OF THE BOARD**

**Brett Crowley**

**Company Secretary**

## **EXPLANATORY STATEMENT**

This Explanatory Statement has been prepared for the information of the Shareholders of JAT in connection with the business to be conducted at the General Meeting to be held at 11 AM on 3 June 2022 at the offices of ANMA at 29 Paramount Blvd, Derrimut VIC 3030 and by virtual means.

The purpose of this Explanatory Statement is to provide information that the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

### **BACKGROUND**

On 31 March 2022, the Company announced completion of a private placement (**Placement**) raising \$4.4 million (before costs) from sophisticated and professional investors (**Placement Investors**) through the issue of 275,500,000 Shares (**Placement Shares**) at \$0.016 per Share and one free attaching option to acquire a Share exercisable at \$0.032 within two years of issue (**Placement Options**) for every one Placement Share issued.

On 6 April and 14 April 2022, JAT issued a total of 275,500,000 Placement Shares. Resolutions 1 and 2 seek shareholder ratification under listing rule 7.4 for the issue of the Placement Shares.

Resolution 3 seeks approval under listing rule 7.1 for the issue of Placement Options to the Placement Investors.

Resolutions 4 and 5 seek approval under listing rule 7.1 for the issue of shares and options to the lead manager, Everblu Capital Pty Ltd, (**Everblu**) of the Placement.

### **RESOLUTION 1 – RATIFY THE PREVIOUS ISSUE OF 271,812,500 SHARES**

As set out in Background above, JAT has issued a total of 275,500,000 Placement Shares in two tranches as follows:

- On 6 April 2022, the Company issued a total of 271,812,500 Shares (**Tranche 1 shares**) at an issue price of \$0.016 per Share to raise \$4,349,000 (before costs) to Placement Investors.
- On 14 April 2022, the Company issued a total of 3,687,500 Shares (**Tranche 2 shares**) at an issue price of \$0.016 per Share to raise \$59,000 (before costs) to Placement Investors.

The Shares were issued pursuant to the Company's capacity under ASX Listing Rule 7.1.

The Placement Investors are entitled, subject to shareholder approval to be issued 275,500,000 Placement Options (see Resolution 3).

Resolution 1 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of the Tranche 1 shares.

Resolution 2 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of the Tranche 2 shares.

## ASX Listing Rule 7.4

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12-month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12-month period.

ASX Listing Rule 7.4 provides that where a company in general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1 (and provided that the previous issue did not breach ASX Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1.

If Resolution 1 is passed, the issue will be excluded in calculating the Company's 15% limit in ASX Listing Rule 7.1, effectively increasing the number of Equity securities it can issue without Shareholder approval over the 12 month period following the issue date (6 April 2022).

If Resolution 1 is not passed, the issue will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without Shareholder approval under that rule over the 12-month period following the issue date (6 April 2022).

## Information required by ASX Listing Rule 7.5

In compliance with the information requirements of ASX Listing Rule 7.5, Shareholders are advised of the following particulars on the allotment and issue:

<b>The number of securities issued</b>	271,812,500 Shares				
<b>Issue price per security</b>	The Shares were issued for \$0.016 per share.				
<b>Terms of security</b>	The Shares issued were fully paid ordinary Shares in the capital of the Company and rank equally with all existing Shares on issue.				
<b>Persons whom securities were issued or basis of issue</b>	<p>The Shares were issued to sophisticated and/or professional investors who participated in the Placement who were known to the Company or were clients of Everblu Capital Pty Limited (<b>Tranche 1 Placement Investors</b>).</p> <p>The following Shares were issued to a substantial shareholder of JAT:</p> <ul style="list-style-type: none"><li>Gold Brick Capital Pty Ltd-125,000,000.</li></ul> <p>The Tranche 1 Placement Investors did not include any other substantial shareholders of JAT.</p> <p>None of the Tranche 1 Placement Investors are related parties of JAT, members of JAT's key management personnel or advisors to JAT (or an associate of any of these). The following are the Tranche 1 Placement Investors and the number of shares issued to each:</p> <table border="1"><tr><td>10 BAY STREET PTY LIMITED</td><td>125,000</td></tr><tr><td>789 PTY LTD</td><td>1,250,000</td></tr></table>	10 BAY STREET PTY LIMITED	125,000	789 PTY LTD	1,250,000
10 BAY STREET PTY LIMITED	125,000				
789 PTY LTD	1,250,000				



	ABN AMRO CLEARING SYDNEY	3,125,000
	AJM SUPER CO PTY LTD	125,000
	AM GROUP INVESTMENTS PTY LTD	125,000
	ANGLO MENDA PTY LTD	11,875,000
	ATLANTIC CAPITAL GROUP PTY LTD	12,500,000
	A VAN DER LINDEN PTY LTD	625,000
	BLJ TECHNOLOGIES PTY LTD	4,500,000
	BLUE HEELER CAPITAL PTY LTD	3,750,000
	BNP PARIBAS NOMINEES PTY LTD	9,375,000
	CHARUEM PTY LTD	125,000
	CHELSEA LANE CAPITAL PTY LTD	125,000
	CHIEU VAN TRAN PTY LTD	1,562,500
	CHIFLEY PORTFOLIOS PTY LTD	10,000,000
	MR PETER LEON CLAVIN	125,000
	DRH SUPERANNUATION PTY LTD	10,000,000
	MR SEAN DONAHUGH VANDERFIELD	1,250,000
	GENESIS 2000 PETROLEUM PTY LTD	625,000
	ORCA CAPITAL GMBH	5,000,000
	MR SHUBHAM GOYAL	125,000
	MISS HANA HABBOUCHE	125,000
	JAYART FUNDS MANAGEMENT PTY	1,750,000
	MR BENJAMIN LIAM JONES	125,000
	JONES WATERFRONT INVESTMENTS	125,000
	MR ADAM SIMON JOSEPH	125,000
	KARMIC TRADING PTY LTD	625,000
	KAVYA GLOBAL NETWORK	125,000
	MR NICHOLAS JAMES KELSO	125,000
	LANDPATH PTY LTD	125,000
	LANSO INTERNATIONAL PTY LTD	625,000
	MR PAUL LAY	1,250,000
	MR KEVIN DANIEL LEARY &	2,500,000
	MR GREGORY WILLIAM LOVELL	1,875,000

	LYCD NO 1 PTY LTD	1,875,000
	MATTHEW BURFORD SUPER FUND PTY	18,750,000
	MR RAHUL NAND	125,000
	NEAVE TRADING PTY LTD	1,875,000
	ONE57 HOLDINGS PTY LTD	125,000
	MR SHAISHAVKUMAR PATEL &	625,000
	PICKLES STREET INVESTMENTS PTY	125,000
	RAT CONSULTING PTY LTD	125,000
	MR JOHN RAWICKI	125,000
	MR CHRISTOPHER JOHN RICHARDS &	1,875,000
	RICK LOWEN PTY LIMITED	937,500
	RIYA INVESTMENTS PTY LTD	2,000,000
	ROTHERWOOD ENTERPRISES PTY	4,000,000
	SABA NOMINEES PTY LTD	125,000
	MR GEOFFREY LEIGH SAFFER &	1,250,000
	SEASIDE TECHNOLOGIES PTY LTD	125,000
	SJ CAPITAL PTY LTD	125,000
	SUBURBAN HOLDINGS PTY LTD	7,812,500
	TEKKATTE FAMILY CO PTY LTD	625,000
	MR JUSTIN TO	125,000
	MR STUART DAVIS VERON	125,000
	MR LACHLAN JAMES WILSON	125,000
	WOLF TRADING PTY LTD	1,250,000
	MR BASIL YOUNG	625,000
	GOLD BRICK CAPITAL PTY LTD	125,000,000
	HAJEK FT CUSTODIANS PTY LTD	3,125,000
	BINGHUI GONG	13,000,000
	<b>TOTAL</b>	<b>271,812,500</b>
<b>Use of funds raised</b>	Funds raised have been used to repay a loan to Topwei Two Pty Limited and to fund working capital.	

A voting exclusion statement is contained in the Notice of Meeting for Resolution 1.

## **RESOLUTION 2 – RATIFY THE PREVIOUS ISSUE OF 3,687,500 SHARES**

### **Background**

On 14 April 2022, the Company issued the Tranche 2 shares, being a total of 3,687,500 Shares at an issue price of \$0.016 per Share to raise \$59,000 (before costs). The Shares were issued pursuant to the Company's capacity under ASX Listing Rule 7.1.

Resolution 2 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of the Tranche 2 shares.

### **ASX Listing Rule 7.4**

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12-month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12-month period.

ASX Listing Rule 7.4 provides that where a company in general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1 (and provided that the previous issue did not breach ASX Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1.

If Resolution 2 is passed, the issue will be excluded in calculating the Company's 15% limit in ASX Listing Rule 7.1, effectively increasing the number of Equity securities it can issue without Shareholder approval over the 12 month period following the issue date (14 April 2022).

If Resolution 2 is not passed, the issue will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without Shareholder approval under that rule over the 12-month period following the issue date (14 April 2022).

### **Information required by ASX Listing Rule 7.5**

In compliance with the information requirements of ASX Listing Rule 7.5, Shareholders are advised of the following particulars on the allotment and issue:

<b>The number of securities issued</b>	3,687,500 Shares
<b>Issue price per security</b>	The Shares were issued for \$0.016 per share.
<b>Terms of security</b>	The Shares issued were fully paid ordinary Shares in the capital of the Company and rank equally with all existing Shares on issue.
<b>Persons whom securities were issued or basis of issue</b>	The Shares were issued to sophisticated and/or professional investors who participated in the Placement who were clients of Everblu Capital Pty Limited ( <b>Tranche 2 Placement Investors</b> ). None of the Tranche 2 Placement Investors are related parties of the Company, members of

	JAT's key management personnel, substantial holders in JAT or advisors to JAT (or an associate of any of these), or are associated with Everblu. The following are the Tranche 2 Placement Investors and the number of shares issued to each:	
	MS CARRIE JANETZKI	125,000
	MR WESLEY ROACH	125,000
	ROJAN TRADING PTY LTD	125,000
	ABLAZE CAPITAL PTY LTD	125,000
	MR ANDREW WESLEY ROACH	125,000
	JATHRO PTY LTD	125,000
	MRS PAMELA HELEN HUNTLEY	250,000
	EIGHT DORSET PTY LTD	125,000
	MRS CARRIE JANE ROACH	125,000
	BOZENA RAWICKA	375,000
	MRS JULIE MCQUARTERS	468,750
	MR WARREN DAVID MCQUARTERS	468,750
	ANDRE VAN DER LINDEN	625,000
	MR IAN BARRIE MURIE	500,000
<b>TOTAL</b>	<b>3,687,500</b>	
<b>Use of funds raised</b>	Funds raised have been used to repay a loan to Topwei Two Pty Limited and to fund working capital.	

A voting exclusion statement is contained in the Notice of Meeting for Resolution 2.

### **RESOLUTION 3 – APPROVE THE ISSUE OF 275,500,000 OPTIONS TO PLACEMENT INVESTORS**

On 6 April and 14 April 2022, the Company issued a total of 275,500,000 Shares pursuant to the Placement to the Placement Investors.

The Placement Investors are entitled, subject to shareholder approval, to be issued 275,500,000 Placement Options.

Resolution 3 seeks Shareholder approval for the issue of the total number of 275,500,000 Placement Options for the purposes of Listing Rule 7.1 and all other purposes.

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

The issue of 275,500,000 Placement Options contemplated by Resolution 3 does not fit within any of these exceptions and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of the Company's Shareholders under Listing Rule 7.1.

Resolution 3 seeks the required Shareholder approval to the issue of the 275,500,000 Placement Options under and for the purposes of Listing Rule 7.1.

If Resolution 3 is passed, it will permit the Directors to complete the issue of the Placement Options no later than 3 months after the date of the Meeting (or such longer period as allowed by ASX). In addition, the issue of the Placement Options will be excluded from the calculation of the number of Equity Securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

In the event that Shareholders do not approve Resolution 3, the Company will be unable to issue the Placement Options.

The following additional information is provided pursuant to the requirements of Listing Rule 7.3.

<b>The number of securities to be issued</b>	275,500,000 Placement Options
<b>Issue price per security</b>	The Placement Options are free attaching Options issued for nil consideration.
<b>Terms of security</b>	Each Placement Option will entitle the holder to subscribe for one Share in the Company and expire two years from the date of issue. Options are exercisable at \$0.032 per Option, and will otherwise be issued on the terms and conditions set out in Annexure A.
<b>Persons to whom securities will be issued or basis of issue</b>	The 275,000,000 Placement Options will be allotted and issued to the Placement Investors. Each Placement Investor will receive one Placement Option for each Placement Share. The Placement Investors are listed in the tables in Resolutions 1 and 2.
<b>Date of Issue</b>	Subject to Shareholder approval to Resolution 3 being obtained, the Placement Options will be issued no later than 3 months after the date of the Meeting or such later date as permitted by ASX.
<b>Use of funds raised</b>	Whilst no funds will be raised from the issue of Placement Options, should the Placement Options be exercised, the funds will principally be used by the Company to fund working capital.

A voting exclusion statement is contained in Resolution 3.

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**RESOLUTION 4 – APPROVE THE ISSUE OF 250,000,000 OPTIONS TO EVERBLU CAPITAL PTY LTD**

Everblu Capital Pty Ltd acted as lead manager to the Placement and is entitled to be issued 250,000,000 Options (**Lead Manager Options**), subject to the Company obtaining Shareholder approval to their issuance pursuant to Listing Rule 7.1.

Resolution 4 seeks Shareholder approval for the issue of the Lead Manager Options for the purposes of Listing Rule 7.1 and all other purposes.

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

The issue of the Lead Manager Options contemplated by Resolution 4 does not fit within any of these exceptions and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of the Company's Shareholders under Listing Rule 7.1.

Resolution 4 seeks the required Shareholder approval to the issue of the Lead Manager Options under and for the purposes of Listing Rule 7.1.

If Resolution 4 is passed, it will permit the Directors to complete the issue of the Placement Options no later than 3 months after the date of the Meeting (or such longer period as allowed by ASX). In addition, the issue of the Lead Manager Options will be excluded from the calculation of the number of Equity Securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

In the event that Shareholders do not approve Resolution 4, the Company will be unable to issue the Lead Manager Options. There is currently no agreement in place whereby a cash fee would be payable to Everblu Capital Pty Ltd in the event this resolution is not passed.

The following additional information is provided pursuant to the requirements of Listing Rule 7.3.

<b>The number of securities to be issued</b>	250,000,000 Lead Manager Options.
<b>Issue price per security</b>	The Lead Manager Options will be issued for nil consideration in part consideration for services provided to the Company in association with the Placement. The Company has valued the Lead Manager Options using a Black Scholes valuation method at \$0.00102 per Lead Manager Option.
<b>Terms of security</b>	Each Lead Manager Option will entitle the holder to subscribe for one Share in the Company and will expire two years after issue. The Options are exercisable at \$0.032 per Option, and will otherwise be issued on the terms and conditions set out in Annexure A.
<b>Summary of Agreement Terms</b>	The Lead Manager Options are to be issued pursuant to a Lead Manager Mandate entered into between the Company and Everblu Capital Pty Ltd on 30 March 2022.

	Under the Lead Manager Mandate, Everblu agreed to act as lead manager for the Company's Placement and the Company has agreed to pay Everblu Capital Pty Ltd a lead manager fee of 2% of the gross proceeds raised under the Placement, 4% of funds raised by Everblu and subject to shareholder approval, 4.4 million shares and 250,000,000 unlisted options the subject of this resolution.
<b>Persons to whom securities will be issued or basis of issue</b>	The Lead Manager Options will be allotted and issued to Everblu Capital Pty Ltd (or its nominee(s)), who are not a related party of the Company.
<b>Date of Issue</b>	Subject to Shareholder approval to Resolution 4 being obtained, the Lead Manager Options will be issued no later than 3 months after the date of the Meeting or such later date as permitted by ASX.
<b>Use of funds raised</b>	Whilst no funds will be raised from the issue of Lead Manager Options, should the Lead Manager Options be exercised, the funds raised will principally be used by the Company to fund working capital.

A voting exclusion statement is contained in Resolution 4.

#### **RESOLUTION 5 – APPROVE THE ISSUE OF 4,400,000 SHARES TO EVERBLU CAPITAL PTY LTD**

Everblu Capital Pty Ltd acted as lead manager to the Placement and is entitled to be issued 4,400,000 Shares (**Lead Manager Shares**), subject to the Company obtaining Shareholder approval to their issuance pursuant to Listing Rule 7.1.

Resolution 5 seeks Shareholder approval for the issue of the Lead Manager Shares for the purposes of Listing Rule 7.1 and all other purposes.

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

The issue of the Lead Manager Shares contemplated by Resolution 5 does not fit within any of these exceptions and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of the Company's Shareholders under Listing Rule 7.1.

Resolution 5 seeks the required Shareholder approval to the issue of the Lead Manager Shares under and for the purposes of Listing Rule 7.1.

If Resolution 5 is passed, it will permit the Directors to complete the issue of the Lead Manager Shares no later than 3 months after the date of the Meeting (or such longer period as allowed by ASX). In addition, the issue of the Lead Manager Shares will be excluded from the calculation of the number of Equity Securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

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In the event that Shareholders do not approve Resolution 5, the Company will be unable to issue the Lead Manager Shares. There is currently no agreement in place whereby a cash fee would be payable to Everblu Capital Pty Ltd in the event this resolution is not passed.

The following additional information is provided pursuant to the requirements of Listing Rule 7.3.

<b>The number of securities issued</b>	4,400,000 ordinary shares.
<b>Issue price per security</b>	The Lead Manager Shares will be issued for at an issue price of \$0.016 per share.
<b>Terms of security</b>	The Shares to be issued are fully paid ordinary Shares in the capital of the Company and rank equally with all existing Shares on issue.
<b>Summary of agreement terms</b>	<p>The Lead Manager Shares are to be issued pursuant to a Lead Manager Mandate entered into between the Company and Everblu on 30 March 2022.</p> <p>Under the Lead Manager Mandate, Everblu agreed to act as lead manager for the Company's Placement and the Company has agreed to pay Everblu a lead manager fee of 2% of the gross proceeds raised under the Placement, 4% of funds raised by Everblu and, subject to shareholder approval, 4,400,000 shares and 250,000,000 unlisted options.</p>
<b>Persons whom securities were issued or basis of issue</b>	The Lead Manager Shares will be allotted and issued to Everblu (or its nominee(s)), who are not a related party of the Company.
<b>Date of issue</b>	Subject to Shareholder approval to Resolution 5 being obtained, the Lead Manager Shares will be issued no later than 3 months after the date of the Meeting or such later date as permitted by ASX.
<b>Use of funds raised</b>	No funds will be raised from the issue of Lead Manager Shares.

A voting exclusion statement is contained in Resolution 5.



## Annexure A – Terms of Issue of Options

- a) Each Option entitles its holder to subscribe in cash for one Share.
- b) Each Option is exercisable at \$0.032 at any time within two years of date of issue (Expiry Date) by completing an option exercise form and delivering it, together with payment for the number of Shares in respect of which the Option is exercised, to the registered office of the Company. Any Option that has not been exercised prior to the Expiry Date automatically lapses.
- c) An Option automatically lapses without any claim against the Company on the occurrence of any of the following events:
  - a. upon the bankruptcy, liquidation or winding up of the holder or the happening of any other event that results in the holder being deprived of the legal or beneficial ownership of the Option; or
  - b. upon the liquidation or winding up of the Company for any reason other than by the way of members' voluntary winding up.
- d) The Company may apply for official quotation by ASX of the Options.
- e) Subject to the Corporations Act, the ASX Listing Rules, and the constitution of the Company, each Option is freely transferable.
- f) Shares issued upon the exercise of the Options will be issued within 5 Business Days after the valid exercise of the options.
- g) Shares issued upon the exercise of the Options will rank pari passu with the Company's existing Shares.
- h) The Company will apply for official quotation by ASX of the Shares issued upon exercise of Options within 10 business days after the date of the issue, subject to any restriction obligations imposed by ASX.
- i) The Options will not give any right to participate in dividends unless and until Shares are issued upon exercise of the relevant Options.
- j) There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the life of the Option. The Company will ensure that holders will be given at least seven business days' notice to allow for the exercise of Options prior to the record date in relation to any offers of securities made to Shareholders.
- k) In the event of any reconstruction (including consolidation, subdivision, reduction or return) of the issued capital of the Company prior to the Expiry Date, the number of Options or the rights attaching to the Options or both will be reconstructed in accordance with the ASX Listing Rules applying to a reorganisation of capital at the time of the reconstruction.
- l) If there is any inconsistency between any of the preceding terms and conditions and the ASX Listing Rules, then the ASX Listing Rules prevail to the extent of the inconsistency.

## Schedule 1 - Definitions

In this Explanatory Statement and Notice of General Meeting:

**Board** means the Board of Directors of the Company.

**Company** means Jatcorp Limited ACN 122 826 242.

**Corporations Act** means the Corporations Act 2001 (Cth).

**Director** means a current director of the Company.

**Equity Securities** includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

**Explanatory Statement** means the explanatory statement to the Notice.

**JAT** means Jatcorp Limited ACN 122 826 242.

**Notice** or **Notice of Meeting** means this Notice of General Meeting.

**Option** means an option to acquire Shares in the Company.

**Placement** means the Placement of 275,500,000 Shares announced on 31 March 2022 and issued on 6 April and 14 April 2022.

**Placement Investor** means any investor who applied for any Shares under the Placement and whose application was accepted by the Company.

**Proxy Form** means the proxy form attached to the Notice.

**Resolution** means a resolution referred to in the Notice.

**Share** means a fully paid ordinary share in the capital of the Company.

**Shareholder** means a holder of Shares.

Words importing the singular include the plural and vice versa.



Jatcorp Limited | ABN 31 122 826 242

# Proxy Voting Form

If you are attending the virtual Meeting please retain this Proxy Voting Form for online Securityholder registration.

Holder Number:

Your proxy voting instruction must be received by **11.00am (Sydney time) on Wednesday, 1 June 2022**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

## SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

### YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

### STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise, if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

### DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

### STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

### APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

### SIGNING INSTRUCTIONS

**Individual:** Where the holding is in one name, the Shareholder must sign.

**Joint holding:** Where the holding is in more than one name, all Shareholders should sign.

**Power of attorney:** If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

**Companies:** To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

**Email Address:** Please provide your email address in the space provided.

**By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.**

### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

### Lodging your Proxy Voting Form:

#### Online:

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/login>

or scan the QR code below using your smartphone

**Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.**



#### BY MAIL:

Automic  
GPO Box 5193  
Sydney NSW 2001

#### IN PERSON:

Automic  
Level 5, 126 Phillip Street  
Sydney NSW 2000

#### BY EMAIL:

[meetings@automicgroup.com.au](mailto:meetings@automicgroup.com.au)

#### BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

#### PHONE:

1300 288 664 (Within Australia)  
+61 2 9698 5414 (Overseas)



