
JATENERGY LIMITED

ABN 31 122 826 242

NOTICE OF 2017 ANNUAL GENERAL MEETING

TIME: 10.00am (AEST)

DATE: Tuesday, 28 November 2017

PLACE: c/- Hall Chadwick Level 40, 2 Park Street, Sydney NSW 2000

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 9571 8300

I. CONTENTS PAGE

Business of the Meeting (setting out the proposed resolutions)	4
Explanatory Statement (explaining the proposed resolutions)	6
Proxy Form	17

II. IMPORTANT INFORMATION

A. TIME AND PLACE OF MEETING AND HOW TO VOTE

The Annual General Meeting of the Shareholders of Jatenergy Limited to which this Notice of Meeting relates will be held at 10.00am (AEST) on Tuesday, 28 November 2017, at the offices of Hall Chadwick, Level 40, 2 Park Street, Sydney, New South Wales.

B. YOUR VOTE IS IMPORTANT

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

C. VOTING IN PERSON

To vote in person, attend the Annual General Meeting on the date and at the time and place set out above.

D. 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 annual general meeting are those who are registered Shareholders as at 9.00am (AEST) on Tuesday 28 November 2017.

E. VOTING BY PROXY

You may appoint any person to attend the Meeting and vote as your proxy, including the Chair. A proxy is not required to be a shareholder of the company. A proxy form is enclosed with this Notice.

Unless the proxy is required by law to vote, the proxy may decide whether or not to vote on any particular item of business. If the appointment of proxy directs the proxy to vote on an item of business in a particular way, the proxy may only vote on that item as directed. Any undirected proxies on a given resolution may be voted by the appointed proxy as they choose, subject to the voting exclusions described after each resolution.

A shareholder entitled to cast two or more votes may appoint two proxies. If you appoint two proxies, you may specify the proportion or number of votes each proxy is appointed to exercise. If no proportion or number of votes is specified, each proxy may exercise half of your votes (disregarding fractions).

To vote by proxy, please complete and sign the proxy form enclosed and send the proxy form by:

- (a) post to Jatenergy Limited, Level 4, Suite 6, 55 Miller Street, Pyrmont, NSW 2009;
- (b) facsimile to the Company on facsimile number (+61 2) 9571 8200; or
- (c) email to the Company at admin@jatenergy.com,

so that it is received not later than 10.00am (AEST) on Friday, 24 November 2017.

Proxy forms received later than this time will be invalid.

If the proxy form is signed by an attorney, the power of attorney or a certified copy of it must be sent with the proxy form.

Chair's intention

The Chair intends to vote all valid undirected proxies received in favour of each resolution subject to the voting exclusions after each resolution.

Privacy

Chapter 2C of the Corporations Act requires information about you (including your name, address and details of the shares you hold) to be included in the company's public register of members. This information must continue to be included in the public register if you cease to hold shares. These statutory requirements are not altered by the *Privacy Act 1988 (Cth)*. Information is collected to administer your shareholding by Security Transfer Registrars on behalf of the Company. Security Transfer Registrars privacy policy is available at www.securitytransfer.com.au

III. NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of Shareholders of Jatenergy Limited will be held at the offices of Hall Chadwick, Level 40, 2 Park Street, Sydney at 10.00am (AEST) on Tuesday, 28 November 2017.

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Statement and the proxy form are part of this Notice of Meeting.

Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

A. AGENDA

ORDINARY BUSINESS

Financial Statements and Reports

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2017 together with the declaration of the Directors, the Directors' report, the remuneration report and the auditor's report.

1. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **non-binding resolution**:

"That, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's annual financial report for the year ended 30 June 2017."

Note: the vote on this Resolution is advisory only and does not bind the Directors or the Company.

Voting Prohibition Statement:

A vote on this Resolution must not be cast (in any capacity) by or on behalf of any of the following persons:

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member.

However, a person described above may vote on this Resolution if:

- (a) the person does so as a proxy appointed by writing that specifies how the proxy is to vote on the Resolution; and
- (b) the vote is not cast on behalf of a person described in sub-paragraphs (a) or (b) above.

2. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR TONY CRIMMINS

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purpose of clause 13.2 of the Constitution and for all other purposes, Mr Tony Crimmins, a Director retires by rotation, and being eligible, is re-elected as a Director."

3. SPECIAL RESOLUTION 3 – CAPACITY TO ISSUE ADDITIONAL 10% OF SECURITIES

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **special resolution**:

"That, pursuant to and in accordance with Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of equity securities up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Statement."

Voting Exclusion: *The Company will disregard any votes cast on this resolution by any persons who may participate in the 10% Placement Facility and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities and any associates of those persons, if this Resolution is passed. However, the Company will not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote in accordance with the directions on the proxy form; or if it is cast by the person chairing the meeting as proxy for a person who is entitled to vote in accordance with a direction on the proxy form to vote as the proxy decides.*

BY ORDER OF THE BOARD

**GRAEME HOGAN
COMPANY SECRETARY**

IV. EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of the Shareholders of the Company in connection with the business to be conducted at the Annual General Meeting to be held at the offices of Hall Chadwick, Level 40, 2 Park Street, Sydney at 10.00am (AEST) on Tuesday, 28 November 2017.

This 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.

1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Constitution, the business of the Annual General Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2017 together with the declaration of the directors, the directors' report, the remuneration report and the auditor's report.

There is no requirement under the Corporations Act or the Constitution for Shareholders to approve these reports. However, the Chairman will allow a reasonable opportunity for Shareholders as a whole to ask questions or make comments on the management of the Company. Whilst the Company will not provide a hard copy of the Company's annual financial report unless specifically requested to do so, Shareholders may view the Company annual financial report on its website at www.jatenergy.com.

The Chairman will also allow a reasonable opportunity for Shareholders as a whole to ask the Company's auditor questions relevant to:

- The preparation and content of the Auditor's Report;
- The conduct of the audit;
- Accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- The independence of the auditor in relation to the conduct of the audit.

In addition to asking questions at the Meeting, Shareholders entitled to cast a vote at the Meeting may submit a written question to the Company's auditor if the question is relevant to:

- The content of the Auditor's Report to be considered at the Meeting; or
- The conduct of the audit of the financial Report to be considered at the Meeting.

Written questions must be submitted no later than Friday 24 November 2017 to:

Mr Anthony Crimmins
Executive Chairman
Jatenergy Limited, Level 4, Suite 6, 55 Miller Street, Pyrmont, NSW 2009

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

2.1 General

The remuneration report sets out the Company's remuneration arrangements for the Directors and senior management of the Company. The remuneration report is part of the Directors' report contained in the annual financial report of the Company for the financial year ending 30 June 2017.

A reasonable opportunity will be provided for discussion of the remuneration report at the Annual General Meeting.

Pursuant to Section 250R(2) of the Corporations Act, the Company is required to put the Remuneration Report to the vote of Shareholders. The vote on the resolution is advisory only and does not bind the Directors or the Company. However, the Corporations act provides that if the resolution receives a "no" vote of 25% or more of votes cast at the Meeting, the Company's subsequent Remuneration Report must explain the Board's proposed action in response or, if the Board does not propose any action, the Board's reasons for not making any changes. The Board will take the outcome of the resolution into account when reviewing the remuneration practices and policies of the Company.

2.2 Proxy Restrictions

Pursuant to the Corporations Act, if you elect to appoint the Chair, or another member of Key Management Personnel whose remuneration details are included in the Remuneration Report or any Closely Related Party of that member as your proxy to vote on this Resolution 1, **you must direct the proxy how they are to vote**. Where you do not direct the Chair, or another member of Key Management Personnel whose remuneration details are included in the Remuneration Report or Closely Related Party of that member on how to vote on this Resolution 1, the proxy is prevented by the Corporations Act from exercising your vote and your vote will not be counted in relation to this Resolution 1.

The Directors unanimously recommend Shareholders vote in favour of Resolution 1.

3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR TONY CRIMMINS

Clause 13.2 of the Company's Constitution requires that at the Company's annual general meeting in every year, one-third of the Directors for the time being, or, if their number is not a multiple of 3, then the number nearest one-third (rounded upwards in case of doubt), must retire from office, provided always that no Director (except a Managing Director) shall hold office for a period in excess of 3 years, or until the third annual general meeting following his or her appointment, whichever is the longer, without submitting himself or herself for re-election.

The Directors to retire at an annual general meeting are those who have been longest in office since their last election, but, as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by drawing lots.

A Director who retires by rotation under clause 13.2 of the Constitution is eligible for re-election.

The Company currently has 3 directors and accordingly at least 1 must retire.

Mr Tony Crimmins will retire by rotation at this Annual General Meeting and seeks re-election.

The Directors (other than Mr Crimmins) recommend Shareholders vote in favour of re-electing Mr Crimmins.

4. RESOLUTION 3 – APPROVAL OF 10% PLACEMENT FACILITY

4.1 General

Listing Rule 7.1A provides that an eligible entity may seek shareholder approval at its annual general meeting to allow it to issue equity securities up to 10% of its issued capital (**10% placement capacity**).

The Company is an eligible entity.

The number of equity securities the eligible entity may issue under the 10% placement capacity will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (as set out in section 5.2 below).

The effect of Resolution 3 will be to allow the Company to issue equity securities up to 10% of the Company's fully paid ordinary securities on issue under the 10% placement capacity during the period up to 12 months after the meeting, without subsequent shareholder approval and without using the Company's 15% annual placement capacity granted under Listing rule 7.1.

Resolution 3 is a special resolution. Accordingly, at least 75% of votes cast by shareholders present and eligible to vote at the Meeting must be in favour of Resolution 3 for it to be passed.

The Directors of the Company believe Resolution 3 is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of this Resolution.

4.2 ASX Listing Rule 7.1A

ASX Listing Rule 7.1A came into effect on 1 August 2012 and enables an eligible entity to seek shareholder approval at its annual general meeting to issue equity securities in addition to those under the eligible entity's 15% annual placement capacity.

An eligible entity is one that, as at the date of the relevant annual general meeting:

- (a) Is not included in the S&P/ASX 300 Index; and
- (b) Has a market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of equal to or less than \$300,000,000.

The Company is an eligible entity as it is not included in the S&P/ASX 300 Index and has a current market capitalisation of \$2.5 million (assuming a share price of 1.1 cents being the last sale price 18 October 2017).

Any equity securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of equity securities of the Company. The Company, as at the date of the Notice, has on issue one class of equity securities being – Ordinary Shares (ASX Code: JAT).

The exact number of equity securities that the Company may issue under an approval under Listing Rule 7.1A will be calculated in accordance with the following formula:

$$(A \times D) - E$$

A is the number of fully paid ordinary securities on issue 12 months before the date of the issue or agreement to issue:

- a) Plus the number of fully paid ordinary securities issued in the 12 months under an exception in Listing Rule 7.2;
- b) Plus the number of partly paid ordinary securities that became fully paid in the 12 months;
- c) Plus the number of fully paid ordinary securities issued in the 12 months with approval of holders of ordinary securities under Listing Rule 7.1 or 7.4. This does not include an issue of fully paid ordinary securities under the entity's 15% placement capacity without shareholder approval;
- d) Less the number of fully paid ordinary securities cancelled in the 12 months.

D Is 10%

E Is the number of equity securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of shareholders under Listing Rule 7.1 or 7.4.

4.3 Technical Information required by Listing Rule 7.1A

Pursuant to and in accordance with ASX Listing Rule 7.3A, the information below is provided in relation to this Resolution 3:

(a) Minimum Price

The minimum price at which the equity securities may be issued is 75% of the volume weighted average price of equity securities in that class, calculated over the 15 ASX trading days on which trades in that class were recorded immediately before:

- (i) The date on which the price at which the equity securities are to be issued is agreed; or
- (ii) If the equity securities are not issued within 5 Trading Days of the date in paragraph (i) above, the date on which the equity securities are issued.

(b) Date of Issue

The equity securities may be issued under the 10% placement capacity commencing on the date of this meeting at which approval is sought and expires on the first to occur of the following:

- (i) 12 months after the date of this meeting; and
- (ii) The date of the approval by shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (a disposal of main undertaking) (after which date, an approval under Listing Rule 7.1A ceases to be valid) (**10% placement capacity period**).

(c) Risk of voting dilution

Any issue of equity securities under the 10% placement capacity will dilute the interests of shareholders who do not receive any shares under the issue.

If Resolution 3 is approved by shareholders and the Company issues the maximum number of equity securities available under the 10% placement capacity, the economic and voting dilution of existing shareholders would be as shown in the table below.

The table below shows the dilution of existing shareholders calculated in accordance with the formula outlined in ASX Listing rule 7.1A(2), on the basis of the current market price of shares and the current number of equity securities on issue as at the date of this notice.

The table also shows the voting dilution impact where the number of shares on issue (Variable A in the formula) changes and the economic dilution where there are changes in the issue price of shares issued under the 10% placement capacity.

Variable 'A' in Listing Rule 7.1A.2		Dilution		
		\$0.006 50% decrease in Issue Price	\$0.011 Issue Price	\$0.022 100% increase in Issue Price
Current Variable A 229,161,351 Shares	Shares issued - 10% Voting Dilution	22,916,135 Shares	22,916,135 Shares	22,916,135 Shares
	Funds raised	\$137,497	\$252,077	\$504,155
50% increase in current Variable A 343,742,026 Shares	Shares issued - 10% Voting Dilution	34,374,203 Shares	34,374,203 Shares	34,374,203 Shares
	Funds raised	\$206,245	\$378,116	\$756,232
100% increase in current Variable A 458,322,702 Shares	Shares issued - 10% Voting Dilution	45,832,270 Shares	45,832,270 Shares	45,832,270 Shares
	Funds raised	\$274,994	\$504,155	\$1,008,310

- The number of shares on issue (Variable A in the formula) could increase as a result of the issue of shares that do not require shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with stakeholder approval under Listing Rule 7.1.

The table has been prepared on the following assumptions:

- (i) There are currently 229,161,351 existing ordinary securities on issue as at the date of this Notice of Meeting.
- (ii) The issue price is \$0.011, being the closing price of the Shares on ASX on 18 October 2017.
- (iii) The Company issues the maximum number of equity securities available under the 10% Placement Facility.
- (iv) No Listed Options or Employee Incentive Options (including any Listed Options issued under the 10% Placement Facility) are exercised into Shares before the date of the issue of equity securities.
- (v) The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
- (vi) The table shows only the effect of issues of equity securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
- (vii) The issue of equity securities under the 10% Placement Facility consists only of Shares. If the issue of equity securities includes Listed Options, it is assumed that those Listed Options are exercised into shares for the purposes of calculating the voting dilution effect on existing Shareholders.
- (viii) The table does not show an example of dilution that may be caused to a particular shareholder by reason of placements under the 10% placement capacity, based on that shareholder's holding at the date of the Meeting. All shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
- (ix)

Shareholders should note that there is a risk of economic & voting dilution of existing ordinary security holders that may result from an issue of equity securities under rule 7.1A.2 including a risk that:

- (i) The market price for the equity securities in that class may be significantly lower on the issue date than on the date of the approval under rule 7.1A and
- (ii) The equity securities may be issued at a price that is at a discount to the market price for those equity securities on the date of issue.

(d) Purpose of Issue under 10% placement capacity

The Company may issue quoted equity securities under the 10% placement capacity for the following purposes:

- (i) Cash consideration. In such circumstances, the Company intends to use the funds raised towards general working capital or an acquisition of new assets or investments (including expenses associated with such an acquisition); or
- (ii) Non-cash consideration for the acquisition of new energy assets or investments. In such circumstances the Company will provide a valuation of the non-cash consideration as required by Listing Rule 7.1A.3;

The Company will comply with the disclosure obligations under Listing Rules 7.1A.4 and 3.10.5A upon issue of any equity securities.

(e) Allocation policy under 10% placement capacity

The Company's allocation policy for the issue of equity securities under the 10% placement capacity will be dependent on the prevailing market conditions at the time of any proposed placement(s).

The recipients of the equity securities to be issued under the 10% Placement Capacity have not yet been determined. However, the recipients of equity securities could consist of current shareholders or new investors (or both), none of whom will be related parties of the Company.

The Company will determine the recipients at the time of the issue under the 10% Placement Capacity, having regard to the following factors:

- (i) The purpose of the issue;
- (ii) Alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue or other offer where existing shareholders may participate;
- (iii) The effect of the issue of the equity securities on the control of the Company;
- (iv) The circumstances of the Company, including but not limited to, the financial situation and solvency of the Company; and
- (v) Prevailing market conditions; and
- (vi) Advice from corporate, financial and broking advisers (if applicable).

Further, if the Company is successful in acquiring new energy, assets or investments, it is likely that the recipients under the 10% Placement Facility will be vendors of the new energy, assets or investments.

(f) Previous approval under ASX Listing Rule 7.1A

The Company previously obtained approval from its Shareholders pursuant to ASX Listing Rule 7.1A at its annual general meeting held on 30 November 2016 (**Previous Approval**).

At the date of this Notice of Meeting, the Company has not issued any fully paid ordinary shares pursuant to that approval.

During the 12 month period, the Company issued a total of 56,899,316 ordinary fully paid shares which represents approximately 33% of 172,262,035 being the total diluted number of equity securities on issue in the Company on 18 October 2016. The issues during the year were:-

- 15,660,185 ordinary fully paid shares on 30 December 2016 (or 9.09% of the total diluted number of equity securities on issue in the Company on 18 October 2016) being the subscription from Shareholders under the Rights Issue offer document dated 7 December 2016
- 8,847,826 ordinary fully paid shares placed at an issue price of 1.15 cents on 15 May 2017 (or 5.14% of the total diluted number of equity securities on issue in the Company on 18 October 2016), and subsequently ratified at the general meeting of Shareholders held on 27 June 2017;
- 17,173,913 ordinary fully paid shares at an issue price of 1.15 cents (or 9.97% of the total diluted number of equity securities on issue in the Company on 18 October 2016), being share based payments as approved at the general meeting of Shareholders held on 27 June 2017;
- 5,217,392 ordinary fully paid shares placed at an issue price of 1.15 cents and as approved at the general meeting of Shareholders held on 27 June 2017; (or 3.03% of the total diluted number of equity securities on issue in the Company on 18 October on 2016) and
- 10,000,000 ordinary fully paid shares placed at an issue price of 12 cents on 19 September 2017 (or 5.81% of the total diluted number of equity securities on issue in the Company on 18 October 2016).

No options or other class of equity securities were issued during the period. The Company has no options or other class of equity securities on issue as at the date of this Notice of Meeting.

Further details of the issues of Shares by the Company during the 12 month period preceding the date of the Meeting are:-

Date	Quantity	Recipients	Issue Price & discount to Market Price	Form of Consideration
Issue – 30 th December 2016 App 3B – 30 th December 2016	15,660,185 ordinary fully paid shares which rank equally with all other shares on issue	JAT Shareholders	1.0 cents (discount of 23% to closing sale price of 1.3 cents on 5 th December 2016 being the last sale prior to the issue of the Shares)	Issue of Ordinary fully paid shares per Rights Issue offer document dated 7 th December 2016. The funds received of \$156,602 were to be used for general working capital purposes. All funds have been expended on general working capital.
Issue – 15 th May 2017 App 3B – 16 th May 2017	8,847,826 ordinary fully paid shares which rank equally with all other shares on issue	Placement to <ul style="list-style-type: none"> • AR1 Capital Pty Ltd; • Austratronics Pty Ltd; • Michael Egan; and • Graham Noel Brown. 	1.15 cents (discount of 18% to closing sale price of 1.4 cents on 13 th May 2017 being the last sale prior to the issue of the Shares)	As ratified at the general meeting of shareholders held on 27 June 2017. The funds received of \$101,750 were to be used for general working capital purposes. All funds have been expended on general working capital.

Date	Quantity	Recipients	Issue Price & discount to Market Price	Form of Consideration
Issue – 28 th June 2017 App 3B – 28 June 2017	17,173,913 ordinary fully paid shares which rank equally with all other shares on issue	Directors – Tony Crimmins & Wilton Yao & consultant – Bacz Pty Ltd	Shares issued for nil consideration at a deemed issue price of 1.15 cents (discount of 18% to closing sale price of 1.4 cents on 28 th June 2017 being the last sale prior to the issue of the Shares) The current value of the non-cash consideration is \$412,174.	As approved at the general meeting of shareholders held on 27 June 2017, the issue of shares to settle \$197,500 in unpaid invoices for services

Date	Quantity	Recipients	Issue Price & discount to Market Price	Form of Consideration
Issue – 28 th June 2017 App 3B – 28 June 2017	5,217,392 ordinary fully paid shares which rank equally with all other shares on issue	Placement to <ul style="list-style-type: none"> • Top Cat Consulting Services Pty Ltd; and • Austratronics Pty Ltd 	1.15 cents (discount of 18% to closing sale price of 1.4 cents on 28 th June 2017 being the last sale prior to the issue of the Shares)	As approved at the general meeting of shareholders held on 27 June 2017. The funds received of \$60,000 were to be used for general working capital purposes. All funds have been expended on general working capital.
Issue – 19 th September 2017 App 3B – 19 September 2017	10,000,000 ordinary fully paid shares which rank equally with all other shares on issue	Placement to:- <ul style="list-style-type: none"> • AR1 Capital Pty Ltd; • Wisevest Pty Ltd; • Down the Line Consulting Pty Ltd; and • Boston First Capital Pty Ltd 	1.2 cents (discount of 18% to closing sale price of 1.4 cents on 28 th June 2017 being the last sale prior to the issue of the Shares)	The funds received of \$120,000 were to be used for general working capital purposes. \$70,000 of these funds have been expended on general working capital and \$50,000 remains unspent.

Voting Exclusion

A voting exclusion statement is included in the Notice. At the date of this Notice, the Company has not invited any existing Shareholder to participate in an issue of the equity securities. Therefore, no existing shareholders will be excluded from voting on Resolution 3.

5. ENQUIRIES

Shareholders are required to contact the Company Secretary on +61 2 9571 8300 if they have any queries in respect of the matters set out in these documents.

PROXY FORM

APPOINTMENT OF PROXY
JATENERGY LIMITED
ABN 31 122 826 242

2017 ANNUAL GENERAL MEETING

I/We

being a member of Jatenergy Limited entitled to attend and vote at the Annual General Meeting, hereby

Appoint

Name of proxy

OR

☐

the Chair of the Annual General Meeting as your proxy

or failing the person so named or, if no person is named, the Chair of the Annual General Meeting, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, as the proxy sees fit, at the Annual General Meeting to be held at 10.00am (AEST), on Tuesday, 28 November 2017 at the offices of Hall Chadwick, Level 40, 2 Park Street, Sydney, NSW, 2000 and at any adjournment thereof.

Important Proxy Notice for Resolution 1: Where your proxy is the Chair of the Meeting, or any member of the Key Management Personnel of the Company whose remuneration details are included in the Remuneration Report, or a Closely Related Party of that member:

- (a) if you have not directed your proxy to vote on Resolution 1, your proxy will be prevented from casting your votes on Resolution 1; and
- (b) in order for your votes to be counted on Resolution 1, **you must direct your proxy how to vote** on Resolution 1.

☐

If the Chair of the Annual General Meeting is appointed as your proxy, or may be appointed by default, and you do **not** wish to direct your proxy how to vote as your proxy please place a mark in this box.

The Chair of the Annual General Meeting intends to vote undirected proxies in favour of Resolutions 2 and 3, and will not cast undirected proxies in favour of Resolution 1 – Remuneration Report.

Voting on Business of the Annual General Meeting

		FOR	AGAINST	ABSTAIN
Resolution 1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Director – Mr Tony Crimmins	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Capacity to issue additional 10% of securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not to be counted in computing the required majority on a poll.

If two proxies are being appointed, the proportion of voting rights this proxy represents is _____ %

Signature of Member(s): _____ **Date:** _____

Individual or Member 1

Member 2

Member 3

**Sole
Secretary**

Director/Company

Director

Director/Company Secretary

Contact Name: _____ **Contact Ph (daytime):** _____

JATENERGY LIMITED
ABN 31 122 826 242

Instructions for Completing 'Appointment of Proxy' Form

1. **(Appointing a Proxy):** A Shareholder entitled to attend and cast a vote at the meeting is entitled to appoint a proxy. A proxy need not be a Shareholder and may be an individual or body corporate. If a body corporate is appointed as a proxy it must appoint a corporate representative to exercise its powers as proxy at the meeting. A Shareholder who is entitled to cast two or more votes may appoint two proxies to attend the meeting and vote on their behalf and may specify the proportion or a number of votes each proxy is appointed to exercise. If a Shareholders appoints two proxies and the appointment does not specify the proportion or number of the Shareholder's votes each proxy may exercise, each proxy may exercise half of the votes (disregarding fractions). If you wish to appoint a second proxy, you may copy the enclosed proxy form or obtain a form from the Company's share registry. The chairman of the meeting, or any other director, is willing to act as proxy for any shareholder who wishes to appoint him for that purpose. The Chairman of the meeting or any other director appointed as proxy intends to vote discretionary proxies in favour of the relevant resolution. To do this enter "the Chairman" or the name of your proxy in the space allocated in this form. The Chairman will vote all undirected proxies in favour of resolutions.
2. **(Voting of your holding):** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote as they choose. If you mark more than one box on an item your vote will be invalid on that item.
3. **(Signing Instructions):**
 - **(Individual):** Where the holding is in one name, the member must sign.
 - **(Joint Holding):** Where the holding is in more than one name, all of the members must sign.
 - **(Power of Attorney):** If you have not already provided the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.
 - **(Companies):** Where the company has a sole director who is also the sole company secretary, that person must sign. Where the company (pursuant to Section 204A of the Corporations Act) does not have a company secretary, a sole director can also sign alone. Otherwise, a director jointly with either another director or a company secretary must sign. Please sign in the appropriate place to indicate the office held.
4. **(Attending the Meeting):** Shareholders who plan to attend the meeting are asked to arrive at the venue 15 minutes prior to the time designated for the meeting if possible, so that their holding may be checked against the Company's register of members and attendances recorded. Bring this form to assist registration. If a representative of a corporate Securityholder or proxy id=s to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission.

5. **(Return of Proxy Form):** To vote by proxy, please complete and sign the enclosed Proxy Form and return by:

2. (a) post to Jatenergy Limited, Level 4, Suite 6, 55 Miller Street, Pyrmont, NSW 2009;

3. (b) facsimile to the Company on facsimile number (+61 2) 9571 8200; or

4. (c) email to the Company at admin@jatenergy.com,

so that it is received not later than 10.00am (AEST) on Friday, 24 November 2017.

Proxy forms received later than this time will be invalid.