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## TERMS OF ADVISOR PERFORMANCE RIGHTS

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1. The Advisor Performance Rights will vest upon satisfaction of the following conditions:
  - (a) the holder of the Advisor Performance Rights (**Holder**) remaining an advisor to HJB Corporation Limited (to be renamed “Janison Education Group Limited”) (**Company**); and
  - (b) operational EBITDA exceeding the board approved budget by 10% for the year ended 30 June 2019.
2. In the event that all the vesting conditions set out in paragraph 1 have not been satisfied after 2 years from the date of grant, all the Advisor Performance Rights shall automatically lapse and the Holder shall have no entitlement to Shares pursuant to any of the Advisor Performance Rights.
3. The Advisor Performance Rights will be issued for no consideration and no consideration will be payable upon the conversion of the Advisor Performance Rights.
4. Subject to satisfaction of the vesting conditions in paragraph 1, each one (1) Advisor Performance Right will convert to one (1) Share.
5. All Shares issued upon the conversion of vested Advisor Performance Rights will upon issue rank pari passu in all respects with other Shares.
6. The Company will not apply for quotation of the Advisor Performance Rights on ASX. However, the Company will apply for quotation of all Shares issued pursuant to the conversion of vested Advisor Performance Rights on ASX within the period required by ASX.
7. Subject to the Corporations Act and the ASX Listing Rules, the Advisor Performance Rights are freely transferrable.
8. If at any time the issued capital of the Company is reconstructed, all rights of the Holder will be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.
9. There are no participating rights or entitlements inherent in the Advisor Performance Rights and the Holder will not be entitled to participate in new issue of capital offered to Shareholders during the currency of the Advisor Performance Rights.
10. The Company is entitled to treat the registered holder of Advisor Performance Right as the absolute holder of that Advisor Performance Right and is not bound to recognise any equitable or other claim to, or interest in, that Advisor Performance Right on the part of any person other than the registered holder, except as ordered by a court of competent jurisdiction or as required by statute.