

**YOJEE LIMITED**

**ACN 143 416 531**

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## **NOTICE OF ANNUAL GENERAL MEETING**

The Annual General Meeting of the Company will be held at  
Suite 9, 330 Churchill Avenue, Subiaco, Western Australia  
on 30 November 2017 at 9.00am (WST).

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*This Notice of Annual General Meeting should be read in its entirety.  
If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant,  
solicitor or other professional adviser prior to voting.*

***Should you wish to discuss any matter please do not hesitate to contact the Company by  
telephone on +61 8 6489 1600.***

# YOJEE LIMITED

ACN 143 416 531

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## NOTICE OF GENERAL MEETING

Notice is hereby given that the annual general meeting of Shareholders of Yojee Limited (**Company**) will be held at Suite 9, 330 Churchill Avenue, Subiaco, Western Australia on Thursday, 30 November 2017 at 9.00am (WST) (**Meeting**).

The Explanatory Memorandum to this Notice provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form form part of this Notice.

The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders on Tuesday, 28 November 2017 at 4.00 pm (WST).

Terms and abbreviations used in this Notice and Explanatory Memorandum are defined in Schedule 1.

## AGENDA

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### 1. Annual Report

To table and consider the Annual Report of the Company and its controlled entities for the year ended 30 June 2017, which includes the Financial Report, the Directors' Report and the Auditor's Report.

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### 2. Resolution 1 – Adoption of Remuneration Report

To consider and, if thought fit, to pass with or without amendment, the following resolution as an **ordinary 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 Report on the terms and conditions in the Explanatory Memorandum.”*

**Note:** The vote on Resolution 1 will be an advisory vote of Shareholders only, and will not bind the Directors or the Company.

**Voting Prohibition:** In accordance with section 250R of the Corporations Act, a vote on this Resolution 1 must not be cast (in any capacity) by, or on behalf of:

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

However, a person described above may cast a vote on Resolution 1 if the vote is not cast on behalf of a person described in subparagraphs (a) or (b) above and either:

- (a) the person does so as a proxy appointed in writing that specifies how the proxy is to vote on Resolution 1; or
  - (b) the person is the Chairman voting an undirected proxy which expressly authorises the Chairman to vote the proxy on a Resolution connected directly or indirectly with the remuneration of a member of the Key Management Personnel.
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### 3. Resolution 2 – Re-Election of Director – Ms Shannon Robinson

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, Ms Shannon Robinson, a Director, retires by rotation, and being eligible, is re-elected as a Director.”*

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#### 4. Resolution 3 – Election of Director – Mr Ray Lee

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 13.4 of the Constitution, Listing Rule 14.4 and for all other purposes, Mr Ray Lee, a Director who was appointed casually on 9 March 2017, retires, and being eligible, is elected as a Director.”*

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#### 5. Resolution 4 – Election of Director – Mr Jason Marinko

**If Mr Jason Marinko is not appointed as a Director on or before the date of this Meeting, the Chair will withdraw this Resolution 4.**

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 13.4 of the Constitution, Listing Rule 14.4 and for all other purposes, Mr Jason Marinko, a person whom the Directors, as at the date of this Notice, intend to appoint casually on or about 13 November 2017, retires, and being eligible, is elected as a Director.”*

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#### 6. Resolution 5 – Issue of Options – Mr Jason Marinko

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

*“That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 17,500,000 Options to Mr Jason Marinko (or his nominee) on the terms and conditions set out in the Explanatory Statement.”*

**Voting Exclusion:** The Company will disregard any votes cast on this Resolution by Mr Marinko (and his nominee) and any of their associates. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, 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.

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#### 7. Resolution 6 – Ratification of Prior Issue – Placement Shares

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

*“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 43,000,000 Shares (**Placement Shares**) on the terms and conditions set out in the Explanatory Statement.”*

**Voting Exclusion:** The Company will disregard any votes cast on this Resolution by a person who participated in the issue and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, 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.

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#### 8. Resolution 7 – Approval of 10% Additional Placement Capacity

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 a number of Equity Securities up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Memorandum.”*

**Voting Exclusion:** The Company will disregard any votes cast on this by a person who may participate in the 10% Additional Placement Capacity issue and a person who might obtain a benefit (except a benefit solely in the capacity of a holder of ordinary securities) if this Resolution is passed, and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, 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.

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Dated: 31 October 2017

**BY ORDER OF THE BOARD**

Sonu Cheema  
**Company Secretary**  
**Yojee Limited**

# YOJEE LIMITED

ACN 143 416 531

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## EXPLANATORY MEMORANDUM

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### 1. Introduction

#### 1.1 General

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at Suite 9, 330 Churchill Avenue, Subiaco, Western Australia on 30 November 2017 at 9.00 am (WST).

This Explanatory Memorandum should be read in conjunction with and forms part of the accompanying Notice. Shareholders should read the Notice and this Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

#### 1.2 Proxies

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return the Proxy Form to the Company in accordance with the instructions thereon. Lodgment of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Please note that:

- (a) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company; and
- (c) a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

#### 1.3 Annual Report

Shareholders will be offered the opportunity to discuss the Annual Report at the Meeting. Copies of the report can be found on the Company's website [www.yojee.com](http://www.yojee.com) or by contacting the Company on +61 8 6489 1600.

There is no requirement for Shareholders to approve the Annual Report.

Shareholders will be offered the following opportunities:

- (a) discuss the Annual Report for the financial year ended 30 June 2017;
- (b) ask questions or make comment on the management of the Company; and
- (c) ask the auditor questions about the conduct of the audit and the preparation and content of the Auditor's Report.

In addition to taking questions at the Meeting, written questions to the Chairman about the management of the Company, or to the Company's auditor about:

- (a) the preparation and the content of the Auditor's Report;
- (b) the conduct of the audit;
- (c) accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- (d) the independence of the auditor in relation to the conduct of the audit,

may be submitted no later than 5 business days before the Meeting to the Company Secretary at the Company's registered office.

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## 2. Resolution 1 – Adoption of Remuneration Report

### 2.1 General

The Corporations Act provides that the Company is required to put the Remuneration Report to the vote of Shareholders. The Directors' Report contains a Remuneration Report which sets out the remuneration policy for the Company and reports the remuneration arrangements in place for the executive and non-executive directors.

The Chairman will allow a reasonable opportunity for Shareholders as a whole to ask about, or make comments on the Remuneration Report.

The vote on Resolution 1 is advisory only and does not bind the Company or its Directors. However, the Board will actively consider the outcome of the vote and comments made by Shareholders on the Remuneration Report when reviewing the Company's future remuneration policies and practices.

### 2.2 Proxy voting restrictions

If you elect to appoint as your proxy a member of Key Management Personnel whose remuneration details are included in the Remuneration Report, or a Closely Related Party of that member, ***you must direct the proxy how they are to vote***. Undirected proxies granted to these persons will not be included in any vote on Resolution 1.

If you elect to appoint the Chair as your proxy (where he or she is also a member of the Key Management Personnel whose remuneration details are also included in the Remuneration Report, or a Closely Related Party of such a member), you ***do not*** need to direct the Chair how you wish them to exercise your vote on Resolution 1. However, if you do not direct the Chair how to vote, you ***must mark the acknowledgement on the Proxy form to expressly authorise the Chair to exercise his or her discretion*** in exercising your proxy even though the Resolution is connected directly or indirectly with the remuneration of Key Management Personnel.

### 2.3 Voting consequences

A company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (**Spill Resolution**) if, at consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the company must convene a shareholder meeting within 90 days of the second annual general meeting (**Spill Meeting**).

All of the directors of the company who were in office when the directors' report (as included in the company's annual financial report for the most recent financial year) was approved, other than the managing director of the company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as directors of the company is approved will be the directors of the company.

### 2.4 Previous voting results

At the Company's previous annual general meeting the votes cast against the Remuneration Report considered at that annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Annual General Meeting.

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## 3. Resolution 2 – Re-election of Director – Ms Shannon Robinson

### 3.1 General

The Constitution sets out the requirements for determining which Directors are to retire by rotation at an annual general meeting.

Ms Shannon Robinson, who has served as a director since 20 January 2016 and was last re-elected on 30 November 2016, retires by rotation and seeks re-election.

### **3.2 Qualifications and other material directorships**

Ms Robinson is a former corporate lawyer and corporate advisor with over 10 years' international experience in provided transaction, mergers and acquisition, strategic, capital raising and general corporate advice to numerous ASX and AIM listed and unlisted companies.

Ms Robinson has been a director of several ASX and AIM listed companies and is currently a non-executive director of Spookfish Limited (ASX: SFI) and Fastbrick Robotics Limited (ASX: FBR).

### **3.3 Independence**

If elected the Board considers Ms Robinson will not be an independent director.

### **3.4 Board recommendation**

The Board supports the re-election of Ms Robinson and recommends that Shareholders vote in favour of Resolution 2.

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## **4. Resolution 3 – Election of Director – Mr Ray Lee**

### **4.1 General**

The Constitution allows the Directors to appoint at any time a person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

Pursuant to the Constitution and Listing Rule 14.4, any Director so appointed holds office only until the next following annual general meeting and is then eligible for election by Shareholders but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

Mr Ray Lee, having been appointed by other Directors on 9 March 2017 in accordance with the Constitution, will retire in accordance with the Constitution and Listing Rule 14.4 and being eligible, seeks election from Shareholders.

### **4.2 Qualifications and other material directorships**

Mr Lee is a well-respect port development, port management and operations executive, with over forty years international industry experience. Mr Lee's experience includes 15 years with P&O Ports in senior management roles and six years at Patricks Port Botany as General Manager. As General Manager of Stevedoring for Qube, Mr Lee was responsible for 32 bulk and general ports throughout Australia. Mr Lee's latest corporate roles have been with DP World where he was northern hemisphere Director of the Gold Programme, which involved Executive Management succession planning for 10 ports on three continents. As Australian and New Zealand/Pacific Regional Director of Operations, Mr Lee played a key role in leading DP World's Australasian port operations.

As Director of Portside Solutions, Mr Lee consults on significant projects for gold companies including APM Terminals and DP World, as well as Australian Port Authorities. More recently, Portside has been engaged in examining pit to port solutions for multiple mining and bulk commodity companies throughout Africa, South America and Australia as well as General Management coverage to DP World's Australasian terminals.

### **4.3 Independence**

If elected the Board considers Mr Lee will be an independent director.

#### **4.4 Board recommendation**

The Board supports the re-election of Mr Lee and recommends that Shareholders vote in favour of Resolution 3.

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### **5. Resolution 4 – Election of Director – Mr Jason Marinko**

**If Mr Jason Marinko is not appointed as a Director on or before the date of this Meeting, the Chair will withdraw this Resolution 4.**

#### **5.1 General**

The Constitution allows the Directors to appoint at any time a person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

Pursuant to the Constitution and Listing Rule 14.4, any Director so appointed holds office only until the next following annual general meeting and is then eligible for election by Shareholders but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

As at the date of this Notice, the Directors' intend to appoint Mr Jason Marinko as an Executive Director on or about 13 November 2017 in accordance with the Constitution. Mr Marinko will retire in accordance with the Constitution and Listing Rule 14.4 and being eligible, seeks election from Shareholders.

#### **5.2 Qualifications and other material directorships**

Mr Marinko has extensive senior corporate executive and equity capital markets experience. He previously held associate director positions at Azure Capital, where he managed equity capital raisings for private and public companies, and Euroz Corporate, where he advised on small and mid-cap mergers, acquisitions and equity capital raisings. Mr Marinko was formerly the CEO of Little Creatures Brewing and has held senior corporate strategy roles with Qantas and SingTel Optus.

Mr Marinko is a Fellow of the Financial Services Institute of Australasia (FINSIA), a graduate of the Australian Institute of Company Directors (AICD) and has an MBA from INSEAD Business School in France. Mr Marinko is currently chairman of Spookfish Limited (ASX: SFI).

#### **5.3 Independence**

If elected the Board considers Mr Marinko will be an independent director.

#### **5.4 Board recommendation**

The Board supports the election of Mr Marinko and recommends that Shareholders vote in favour of Resolution 4.

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### **6. Resolution 5 – Issue of Options – Mr Jason Marinko**

#### **6.1 General**

As set out in Section 5.1 of the Explanatory Memorandum, the Directors intend to appoint Mr Jason Marinko as Executive Director of the Company on 13 November 2017. The Company has agreed to issue Options to Mr Marinko in accordance with the terms of his appointment. The terms and conditions of the Options are set out in Schedule 3.

Listing Rule 10.11 requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a related party, or a person whose relationship with the entity or a related party is, in ASX's opinion, such that approval should be obtained, unless an exception in Listing Rule 10.12 applies. Approval pursuant to Listing Rule 7.1 is not required in order to issue the Options as approval is being obtained under Listing Rule 10.11.



Resolution 5 seeks Shareholder approval for the issue of the Options to Mr Marinko (or his respective nominee). The effect of Resolution 5 will be to allow the Company to issue the Options during the period of 1 month after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity. Mr Marinko, to whom Options will be issued, is a related party of the Company by virtue of being a Director of the Company. The Board (other than Mr Jason Marinko, in who is abstaining because of his interest in this Resolution) supports the grant of Options to Mr Marinko.

## 6.2 Related party approval

The Company is not seeking Shareholder approval for the financial benefit covered by Resolution 5 as the Board has resolved that the financial benefit to be provided to Mr Marinko pursuant to the Options comes within the reasonable remuneration exemption to Chapter 2E of the Corporations Act 2001 (Cth).

## 6.3 Specific information required by Listing Rule 10.13

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to Resolution 5:

- (a) the Options will be issued to Mr Jason Marinko (or his respective nominee);
- (b) the maximum number of Options to be issued is 17,500,000, being:
  - (i) 2,500,000 Class A Options;
  - (ii) 2,500,000 Class B Options;
  - (iii) 2,500,000 Class C Options;
  - (iv) 2,500,000 Class D Options;
  - (v) 7,500,000 Class E Options;
- (c) the Options will be issued no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that issue of the Options will occur on the same date;
- (d) subject to the continuous service with the Group, the Options have vesting conditions attached to them and will vest as follows:
  - (i) **Class A Options:** The Class A Options vest on the date that the 20 day VWAP of Shares is equal to or in excess of \$0.25 per Share and Mr Marinko is a Director on such date;
  - (ii) **Class B Options:** The Class B Options vest on the date that the 20 day VWAP of Shares is equal to or in excess of \$0.30 per Share and Mr Marinko is a Director on such date;
  - (iii) **Class C Options:** The Class C Options vest on the date that the 20 day VWAP of Shares is equal to or in excess of \$0.35 per Share and Mr Marinko is a Director on such date;
  - (iv) **Class D Options:** The Class D Options vest on the date that the 20 day VWAP of Shares is equal to or in excess of \$0.40 per Share and Mr Marinko is a Director on such date; and
  - (v) **Class E Options:** The Class E Options vest on the date that the 20 day VWAP of Shares is equal to or in excess of \$0.50 per Share and Mr Marinko is a Director on such date; and

as at 18 October 2017, the closing price of the Shares on the ASX was \$0.18;

- (e) the Options will be exercisable at \$0.20, will expire 3 years after their issue date and will otherwise be on the terms and conditions set out in Schedule 3;
- (f) the Options will be issued for nil cash consideration. Accordingly, no funds will be raised from the issue of the Options;
- (g) a voting exclusion statement is included in the Notice.

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## **7. Resolution 6 – Ratification of Prior Issue – Placement Shares**

### **7.1 General**

On 14 August 2017, the Company issued 43,000,000 Shares (**Placement Shares**) at an issue price of \$0.0725 per Share to sophisticated and institutional investors to raise \$3,117,500 (before costs) (**Placement**). The Placement Shares were issued without Shareholder approval pursuant to the Company's placement capacity under Listing Rule 7.1.

Resolution 6 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of those Placement Shares (**Ratification**).

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.

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

By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

### **7.2 Specific information required by Listing Rule 7.5**

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the Ratification:

- (a) 43,000,000 Placement Shares were issued;
- (b) the issue price was \$0.0725 per Placement Share;
- (c) the Placement Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Placement Shares were issued to sophisticated and institutional investors as determined by 708 Capital Pty Ltd (ACN 142 319 202). None of these subscribers are related parties of the Company; and
- (e) the funds raised from the Placement were used to facilitate Yojee Platform technology development, sales plans, marketing plans and toward working capital for the Company.

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## **8. Resolution 7 – Approval of 10% Additional Placement Capacity**

### **8.1 General**

Listing Rule 7.1A provides that an Eligible Entity (as defined below) may seek shareholder approval by special resolution passed at an annual general meeting to have the capacity to issue up to that number of Equity Securities (as defined below) equal to 10% of its issued capital (**10% Placement Capacity**) without using that company's existing 15% annual placement capacity granted under Listing Rule 7.1.

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 maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300,000,000.

As at the date of this Notice, the Company is an Eligible Entity as it is not included in the S&P/ASX 300 Index and has a current market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of less than \$300,000,000.

An Equity Security is a share, a unit in a trust, a right to a share or unit in a trust or option, an option over an issued or unissued security, a convertible security, or, any security that ASX decides to classify as an equity security.

Any Equity Securities issued under the 10% Placement Capacity must be in the same class as an existing class of quoted Equity Securities.

As at the date of this Notice, the Company currently 1 class of quoted Equity Securities on issue, being fully paid ordinary shares (ASX Code: YOJ).

If Shareholders approve Resolution 5, the number of Equity Securities the Company may issue under the 10% Placement Capacity will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2.

Resolution 7 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 7 for it to be passed.

## **8.2 Technical information required by Listing Rule 7.1A**

Pursuant to and in accordance with Listing Rule 7.3A, the information below is provided in relation to this Resolution 7:

### **(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 ASX trading days of the date in section 6.2(a)(ii), 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 the Meeting and expiring on the first to occur of the following:

- (i) 12 months after the date of this Meeting; and
- (ii) the date of approval by Shareholders of any transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of the Company's activities) or 11.2 (disposal of the Company's 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 7 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 Shares 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 Listing Rule 7.1A(2), on the basis of the market price of Shares and the number of Equity Securities on issue as at 18 October 2017.

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.

Number of Shares on Issue	Dilution			
	Issue Price (per Share)	\$0.09 (50% decrease in issue price)	\$0.18 (Current issue price)	\$0.27 (50% increase in issue price)
476,940,000 (Current)	Shares issued - 10% voting dilution	47,694,000 Shares	47,694,000 Shares	47,694,000 Shares
	Funds raised	\$4,292,460	\$8,584,920	\$12,877,380
715,410,000 (50% increase)*	Shares issued - 10% voting dilution	71,541,000 Shares	71,541,000 Shares	71,541,000 Shares
	Funds raised	\$6,438,690	\$12,877,380	\$19,316,070
953,880,000 (100% increase)*	Shares issued - 10% voting dilution	95,388,000 Shares	95,388,000 Shares	95,388,000 Shares
	Funds raised	\$8,584,920	\$17,169,840	\$25,754,760

*\*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 Shareholder approval under Listing Rule 7.1.*

**The table above uses the following assumptions:**

1. There are currently 476,940,000 Shares on issue (excluding Shares classified as restricted securities) comprising all existing Shares as at the date of this Notice of Meeting.
2. The issue price set out above is the closing price of the Shares on the ASX on 18 October 2017.
3. The Company issues the maximum possible number of Equity Securities under the 10% Placement Capacity.
4. The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in Listing Rule 7.2 or with approval under Listing Rule 7.1.
5. The issue of Equity Securities under the 10% Placement Capacity consists only of Shares. It is assumed that no Options are exercised into Shares before the date of issue of the Equity Securities.
6. The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
7. This table does not set out any dilution pursuant to approvals under Listing Rule 7.1.
8. 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%.
9. 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.

Shareholders should note that there is a risk that:

- (i) the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and
- (ii) the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.

(d) **Purpose of Issue under 10% Placement Capacity**

The Company may issue Equity Securities under the 10% Placement Capacity for the following purposes:

- (i) as cash consideration in which case the Company intends to use funds raised for expenses associated with continued business development, sale and marketing, design, build and further commercialisation of technology, the acquisition of new assets and investments (including expenses associated with such an acquisition) and general working capital; or
- (ii) as non-cash consideration for the acquisition of new assets and investments including/excluding previously announced acquisitions, 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 the 10% Placement Capacity**

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 position and solvency of the Company;
- (v) prevailing market conditions; and
- (vi) advice from corporate, financial and broking advisers (if applicable).

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

(f) **Previous approval under Listing Rule 7.1A**

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

The Company has not issued any Equity Securities pursuant to the Previous Approval.

During the 12 month period preceding the date of the Meeting, being on and from 30 November 2016, the Company otherwise issued a total of 108,000,000 Shares, 1,440,000 Performance Rights (vested on 31 July 2017), 2,500,000 Class A Options, 2,500,000 Class B Options, 3,000,000 Class C Options and 3,000,000 Class D Options (total of 11,000,000 Options) which represents approximately 17% of the total diluted number of Equity Securities on issue in the Company on 30 November 2016, which was 700,000,000.

Further details of the issues of Equity Securities by the Company during the 12 month period preceding the date of the Meeting are set out in Schedule 2.

(g) **Compliance with Listing Rules 7.1A.4 and 3.10.5A**

When the Company issues Equity Securities pursuant to the 10% Placement Capacity, it must give to ASX:

- (i) a list of the recipients of the Equity Securities and the number of Equity Securities issued to each (not for release to the market), in accordance with Listing Rule 7.1A.4; and
- (ii) the information required by Listing Rule 3.10.5A for release to the market.

(h) **Voting exclusion**

A voting exclusion statement is included in this Notice. As at the date of this Notice, the Company has not invited any existing Shareholder to participate in an issue of Equity Securities under Listing Rule 7.1A. Therefore, no existing Shareholders will be excluded from voting on Resolution 7.

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## SCHEDULE 1 – DEFINITIONS

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**10% Placement Capacity** has the meaning given in section 6.1 of the Explanatory Memorandum.

**Annual General Meeting** or **Meeting** has the meaning in the introductory paragraph of the Notice.

**Annual Report** means the Directors' Report, the Financial Report and Auditor's Report in respect to the financial year ended 30 June 2017.

**ASIC** means Australian Securities and Investments Commission.

**ASX** means ASX Limited (ACN 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX.

**Auditor's Report** means the auditor's report on the Financial Report.

**Board** means the board of Directors.

**Chairman** means the chairman of the Meeting.

**Closely Related Party** has the meaning in section 9 of the Corporations Act.

**Company** means Yojee Limited ACN 143 416 531.

**Constitution** means the constitution of the Company.

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

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

**Directors' Report** means the annual directors' report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.

**Eligible Entity** means an entity that, at the date of the relevant general meeting:

- (a) is not included in the S&P/ASX 300 Index; and
- (b) has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300,000,000.

**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 Memorandum** means the explanatory memorandum attached to the Notice.

**Financial Report** means the annual financial report prepared under Chapter 2M of the Corporations Act of the Company and its controlled entities.

**Key Management Personnel** means a person having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company.

**Listing Rules** means the listing rules of ASX.

**Notice** means this notice of meeting.

**Option** means an option to acquire a Share with the terms and conditions set out in Schedule 3.

**Optionholder** means a holder of an Option.

**Placement Shares** has the meaning given in section 5.1 of the Explanatory Memorandum.

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

**Remuneration Report** means the remuneration report of the Company contained in the Directors' Report.

**Resolution** means a Resolution contained in this Notice.

**Schedule** means a schedule to this Notice.

**Section** means a section contained in this Explanatory Memorandum.

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

**Shareholder** means a shareholder of the Company.

**Trading Day** means a day determined by ASX to be a trading day in accordance with the Listing Rules.

**Variable A** means “A” as set out in the formula in Listing Rule 7.1A(2).

**WST** means Western Standard Time, being the time in Perth, Western Australia.

In this Notice, words importing the singular include the plural and vice versa.



## SCHEDULE 2 – ISSUE OF EQUITY SECURITIES SINCE 30 NOVEMBER 2016

Date of Issue <sup>1</sup>	Quantity	Class	Recipients	Issue price and discount to Market Price (if applicable) <sup>2</sup>	Form of consideration						
12/04/17	56,250,000	Shares <sup>3</sup>	<p>Issued to sophisticated investors as determined by 708 Capital Pty Ltd (ACN 142 319 202) (<b>708 Capital Pty Ltd</b>), a licensed securities dealer (AFSL 386279), as part of the first tranche of a capital raising.</p> <p>Issue was made pursuant to the Company's existing placement capacity under Listing Rule 7.1.</p>	<p>\$0.06 per Share (premium of approximately 17%).</p> <p>Shares closed at \$0.07 on the last trading day prior to the issue being 11/04/17.</p>	<p><b>Amount raised</b> = \$3,375,000</p> <p><b>Amount spent</b> = \$2,160,915</p> <p><b>Use of funds:</b> funds raised used to accelerate the Company's business development activities and for working capital purposes.</p> <p><b>Amount remaining</b> = \$1,214,085</p> <p><b>Proposed use of remaining funds<sup>6</sup>:</b></p> <table><tr><td>BD, Sales &amp; Marketing</td><td>\$485,634</td></tr><tr><td>Design and Build</td><td>\$364,226</td></tr><tr><td>Working Capital</td><td>\$364,226</td></tr></table>	BD, Sales & Marketing	\$485,634	Design and Build	\$364,226	Working Capital	\$364,226
BD, Sales & Marketing	\$485,634										
Design and Build	\$364,226										
Working Capital	\$364,226										
13/06/17	8,750,000	Shares <sup>3</sup>	<p>Issued to sophisticated and institutional investors and clients of 708 Capital Pty Ltd, pursuant to the second tranche of a capital raising.</p> <p>Issue was approved by Shareholders at the Company's general meeting held on 7 June 2017.</p>	<p>\$0.06 per Share (no premium).</p> <p>Shares closed at \$0.06 on the last trading day prior to issue being 09/06/17.</p>	<p><b>Amount raised</b> = \$525,000</p> <p><b>Amount spent</b> = Nil</p> <p><b>Use of funds:</b> funds raised to be used to accelerate the Company's business development activities and for working capital purposes.</p> <p><b>Amount remaining</b> = \$525,000</p> <p><b>Proposed use of remaining funds<sup>6</sup>:</b></p> <table><tr><td>BD, Sales &amp; Marketing</td><td>\$210,000</td></tr><tr><td>Design and Build</td><td>\$157,500</td></tr><tr><td>Working Capital</td><td>\$157,500</td></tr></table>	BD, Sales & Marketing	\$210,000	Design and Build	\$157,500	Working Capital	\$157,500
BD, Sales & Marketing	\$210,000										
Design and Build	\$157,500										
Working Capital	\$157,500										
13/06/17	1,440,000	Unquoted Incentive Performance Rights  Each converting to one (1) Share, vesting on 31 July 2017 subject to continuing to be an eligible employee <sup>4</sup>	<p>Issued to Eligible Participants in accordance with the Incentive Performance Rights Plan.</p> <p>Incentive Performance Rights Plan approved by shareholders at the Company's annual general meeting held on 26 April 2016.</p>	No issue price (non-cash consideration).	<p><b>Consideration:</b> Issued as incentive for future performance pursuant to the Company's Incentive Performance Rights Plan approved by shareholders at the Company's annual general meeting held on 26 April 2016.</p> <p><b>Current value:</b> See below.</p>						
13/06/17	11,000,000	2,500,000 Class A Options 2,500,000 Class B Options 3,000,000 Class C Options 3,000,000 Class D Options  Exercisable at \$0.07 each on or before 9 June 2020 <sup>5</sup>	<p>Issued to Chairman, Mr Ray Lee (or his nominee) and the Group's Chief Commercial Officer, Mr Robert Comley (or his nominee).</p> <p>Issue was approved by Shareholders at the Company's general meeting held on 7 June 2017.</p>	No issue price (non-cash consideration).	<p><b>Consideration:</b> Issued to executives of the Company pursuant to shareholder approval as performance based remuneration for services provided to the Company, and to align the interests of Mr Lee and Mr Comley with those of Shareholders.</p> <p><b>Current value:</b> Class A Options – \$98,125 Class B Options – \$98,125 Class C Options – \$98,125 Class D Options – \$98,125</p>						

15/08/17	43,000,000	Shares <sup>3</sup>	<p>Placement to sophisticated and institutional investors.</p> <p>Issue was made pursuant to the Company's existing placement capacity under Listing Rule 7.1.</p>	<p>\$0.0725 per Share (premium of approximately 17%).</p> <p>Shares closed at \$0.086 on the last trading day prior to issue being 14/08/17.</p>	<p><b>Amount raised</b> = \$3,117,500</p> <p><b>Amount spent</b> = Nil</p> <p><b>Use of funds:</b> funds raised to be used to facilitate Yojee Platform technology development, sales plans, marketing plans and toward working capital for the Company.</p> <p><b>Amount remaining</b> = \$3,117,500</p> <p><b>Proposed use of remaining funds<sup>6</sup>:</b></p> <table><tr><td>BD, Sales &amp; Marketing</td><td>\$1,247,000</td></tr><tr><td>Design and Build</td><td>\$935,250</td></tr><tr><td>Working Capital</td><td>\$935,250</td></tr></table>	BD, Sales & Marketing	\$1,247,000	Design and Build	\$935,250	Working Capital	\$935,250
BD, Sales & Marketing	\$1,247,000										
Design and Build	\$935,250										
Working Capital	\$935,250										
15/08/17	1,440,000 Performance Rights vested	<p>Unquoted Incentive Performance Rights.</p> <p>Each converting to one (1) Share, vesting on 31 July 2017 subject to continuing to be an eligible employee<sup>4</sup></p>	<p>Issued to Eligible Participants in accordance with the incentive Performance Rights Plan.</p> <p>Incentive Performance Rights Plan approved by shareholders at the Company's annual general meeting held on 26 April 2016.</p>	<p>No issue price (non-cash consideration).</p>	<p><b>Consideration:</b> Issued as incentive for future performance pursuant to the Company's Incentive Performance Rights Plan approved by shareholders at the Company's annual general meeting held on 26 April 2016.</p> <p><b>Current value:</b> \$259,200</p>						

**Notes:**

1. This is the date the Appendix 3B was announced to ASX. The date of issue may be different. Refer to Item 7 of the relevant Appendix 3B for the specific date of issue.
2. Market Price means the closing price on ASX (excluding special crossings, overnight sales and exchange traded option exercises). For the purposes of this table the discount is calculated on the Market Price on the last trading day on which a sale was recorded prior to the date of issue of the relevant Equity Securities.
3. Fully paid ordinary shares in the capital of the Company, ASX Code: YOJ (terms are set out in the Constitution).
4. A summary of the Company's Incentive Performance Rights Plan was disclosed in the notice of annual general meeting for the annual general meeting held on 26 April 2016. The full terms and conditions of the Company's Incentive Performance Rights Plan was announced to the ASX on 10 June 2016.
5. Full terms and conditions were disclosed in the notice of meeting for the general meeting held on 7 June 2016.
6. This is a statement of current intentions as at the date of this Notice. As with any budget, intervening events and new circumstances have the potential to affect the manner in which the funds are ultimately applied. The Board reserves the right to alter the way the funds are applied on this basis.
7. In respect of quoted Equity Securities the value is based on the closing price of the Shares (\$0.18) on the ASX on 18 October 2017. In respect of unquoted Equity Securities the value of Options is measured using the Black-Scholes methodology. Measurement inputs include the Share price on the measurement date, the exercise price, the term of the Option, the impact of dilution, the expected future volatility of the underlying Share, the expected dividend yield and the risk free interest rate for the term of the Option.

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## SCHEDULE 3 – TERMS AND CONDITIONS OF OPTIONS

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(a) **Entitlement**

Each Option entitles the holder to subscribe for one Share upon exercise of the Option.

(b) **Exercise Price**

Subject to paragraph (j), the amount payable upon exercise of each Class A Option, Class B Option, Class C Option and Class D Option will be \$0.20 (Exercise Price).

(c) **Expiry Date**

Each Class A Option, Class B Option, Class C Option, Class D Option and Class E Option will expire at 5:00 pm (WST) on the date that is three (3) years from the date of issue of the Options (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Vesting Conditions**

Subject to the continuous service of the Optionholder with the Group, the Options are exercisable at any time on and from the vesting date until the Expiry Date (Exercise Period). The Options will vest as follows:

- (i) **Class A Options:** The Class A Options vest on the date that the 20 day VWAP of Shares is equal to or in excess of \$0.25 per Share;
- (ii) **Class B Options:** The Class B Options vest on the date that the 20 day VWAP of Shares is equal to or in excess of \$0.30 per Share;
- (iii) **Class C Options:** The Class C Options vest on the date that the 20 day VWAP of Shares is equal to or in excess of \$0.35 per Share;
- (iv) **Class D Options:** The Class D Options vest on the date that the 20 day VWAP of Shares is equal to or in excess of \$0.40 per Share; and
- (v) **Class E Options:** The Class E Options vest on the date that the 20 day VWAP of Shares is equal to or in excess of \$0.50 per Share.

If the Optionholder ceases employment with the Group before the Options vest, then all unvested Options will lapse.

(e) **Notice of Exercise**

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(f) **Exercise Date**

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

(g) **Timing of issue of Shares on exercise**

Within 15 Business Days after the Exercise Date, the Company will:

- (i) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under (g)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(h) **Shares issued on exercise**

Shares issued on exercise of the Options rank equally with the then issued shares of the Company.

(i) **Quotation of Shares issued on exercise**

If admitted to the official list of ASX at the time, application will be made by the Company to ASX for quotation of the Shares issued upon the exercise of the Options.

(j) **Reconstruction of capital**

If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

(k) **Participation in new issues**

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 currency of the Options without exercising the Options.

(l) **Change in exercise price**

An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.

(m) **Unquoted**

The Company will not apply for quotation of the Options on ASX.

(n) **Transferability**

The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws



Yojee Limited  
ABN 52 143 416 531

YOJ

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

## Lodge your vote:



Online:

[www.investorvote.com.au](http://www.investorvote.com.au)



By Mail:

Computershare Investor Services Pty Limited  
GPO Box 242 Melbourne  
Victoria 3001 Australia

Alternatively you can fax your form to  
(within Australia) 1800 783 447  
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only  
(custodians) [www.intermediaryonline.com](http://www.intermediaryonline.com)

## For all enquiries call:

(within Australia) 1300 850 505  
(outside Australia) +61 3 9415 4000

## Proxy Form

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### Vote and view the annual report online

- Go to [www.investorvote.com.au](http://www.investorvote.com.au) or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.

### Your access information that you will need to vote:

Control Number: 999999

SRN/HIN: I999999999

PIN: 99999

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.



For your vote to be effective it must be received by 09:00am (WST) Tuesday, 28 November 2017

## How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

### Appointment of Proxy

**Voting 100% 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 or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

**A proxy need not be a securityholder of the Company.**

## Signing Instructions for Postal Forms

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

**Joint Holding:** Where the holding is in more than one name, all of the securityholders 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 form when you return it.

**Companies:** Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

## Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at [www.investorcentre.com](http://www.investorcentre.com) under the help tab, "Printable Forms".

**Comments & Questions:** If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,  
or turn over to complete the form** ➔

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030



**Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

## Proxy Form

Please mark ☒ to indicate your directions

### STEP 1

#### Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Yojee Limited hereby appoint

☐

the Chairman  
of the Meeting **OR**



**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Yojee Limited to be held at Suite 9, 330 Churchill Avenue, Subiaco, Western Australia on Thursday, 30 November 2017 at 09:00am (WST) and at any adjournment or postponement of that Meeting.

**Chairman authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolutions 1 and 5 (except where I/we have indicated a different voting intention below) even though Resolutions 1 and 5 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

**Important Note:** If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolutions 1 and 5 by marking the appropriate box in step 2 below.

### STEP 2

#### Items of Business



**PLEASE NOTE:** If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
Resolution 1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Director – Ms Shannon Robinson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Election of Director – Mr Ray Lee	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Election of Director – Mr Jason Marinko	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Issue of Options – Mr Jason Marinko	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Ratification of Prior Issue – Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Approval of 10% Additional Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

### SIGN

#### Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact  
Name

\_\_\_\_\_

Contact  
Daytime  
Telephone

\_\_\_\_\_

Date / /

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Computershare +