

**JV GLOBAL LIMITED**  
**ACN 009 142 125**

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## **ENTITLEMENT ISSUE PROSPECTUS**

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For a non-renounceable entitlement issue of one (1) Share for every three (3) Shares held by those Shareholders registered at the Record Date at an issue price of \$0.001 per Share to raise up to approximately \$626,611 (based on the number of Shares on issue as at the date of this Prospectus) (**Offer**).

### **IMPORTANT NOTICE**

This document is important and should be read in its entirety. If after reading this Prospectus you have any questions about the securities being offered under this Prospectus or any other matter, then you should consult your stockbroker, accountant or other professional adviser.

The Shares offered by this Prospectus should be considered as speculative.

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## 1. CORPORATE DIRECTORY

### Directors

Collin Vost (Executive Chairman)  
Justin Vost (Non-Executive Director)  
Graham Durtanovich (Non-Executive Director)

### Company Secretary

Patrick O'Neill

### Share Registry\*

Security Transfer Australia Pty Ltd  
770 Canning Highway  
APPLECROSS WA 6153

Telephone: 1300 992 916

### Registered Office

Shop 12 "South Shore Piazza"  
85 South Perth Esplanade  
South Perth WA 6151

Telephone: + 61 8 9363 1750

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Email: [info@jvglobal.com.au](mailto:info@jvglobal.com.au)

Website: [www.jvglobal.com.au](http://www.jvglobal.com.au)

### Solicitors

Steinepreis Paganin  
Lawyers and Consultants  
Level 4, The Read Buildings  
16 Milligan Street  
Perth WA 6000

### Auditor

Rothsay Auditing Chartered Accountants  
Level 1 Lincoln House  
4 Ventnor Avenue  
West Perth WA 6005

\*This entity is included for information purposes only. It has not been involved in the preparation of this Prospectus and has not consented to being named in this Prospectus.

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## 2. TIMETABLE

|   |                             |
|---|-----------------------------|
| General Meeting   | Wednesday, 29 November 2017 |
| Lodgement of Prospectus with the ASIC   | Friday, 15 December 2017    |
| Lodgement of Prospectus & Appendix 3B with ASX                                  | Friday, 15 December 2017    |
| Notice sent to Shareholders   | Tuesday, 19 December 2017   |
| Ex date   | Wednesday, 20 December 2017 |
| Record Date for determining Entitlements  | Thursday, 21 December 2017  |
| Prospectus sent out to Shareholders & Company announces this has been completed | Thursday, 28 December 2017  |
| Last day to extend Closing Date   | Wednesday, 24 January 2018  |
| Closing Date*   | Tuesday, 30 January 2018    |
| Shares quoted on a deferred settlement basis                                    | Wednesday, 31 January 2018  |
| ASX notified of under subscriptions   | Friday, 2 February 2018     |
| Issue date/Shares entered into Shareholders' security holdings                  | Tuesday, 6 February 2018    |
| Quotation of Shares issued under the Offer*                                     | Wednesday, 7 February 2018  |

\*The Directors may extend the Closing Date by giving at least 3 Business Days' notice to ASX prior to the Closing Date. As such the date the Shares are expected to commence trading on ASX may vary.

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### 3. IMPORTANT NOTES

This Prospectus is dated 15 December 2017 and was lodged with the ASIC on that date. The ASIC and its officers take no responsibility for the contents of this Prospectus or the merits of the investment to which this Prospectus relates.

No Shares may be issued on the basis of this Prospectus later than 13 months after the date of this Prospectus.

No person is authorised to give information or to make any representation in connection with this Prospectus, which is not contained in the Prospectus. Any information or representation not so contained may not be relied on as having been authorised by the Company in connection with this Prospectus.

It is important that investors read this Prospectus in its entirety and seek professional advice where necessary. The Shares the subject of this Prospectus should be considered highly speculative.

Applications for Shares offered pursuant to this Prospectus can only be submitted on an original Entitlement and Acceptance Form or Shortfall Application Form.

This Prospectus is a transaction specific prospectus for an offer of continuously quoted securities (as defined in the Corporations Act) and has been prepared in accordance with section 713 of the Corporations Act. It does not contain the same level of disclosure as an initial public offering prospectus. In making representations in this Prospectus regard has been had to the fact that the Company is a disclosing entity for the purposes of the Corporations Act and certain matters may reasonably be expected to be known to investors and professional advisers whom potential investors may consult.

#### 3.1 Risk factors

Potential investors should be aware that subscribing for Shares in the Company involves a number of risks. The key risk factors of which investors should be aware are set out in Section 7 of this Prospectus. These risks together with other general risks applicable to all investments in listed securities not specifically referred to, may affect the value of the Shares in the future. Accordingly, an investment in the Company should be considered highly speculative. Investors should consider consulting their professional advisers before deciding whether to apply for Shares pursuant to this Prospectus.

A summary of some of the Company's key specific risks include:

| Risk                               | Description  | Reference in Prospectus |
|------------------------------------|--|-------------------------|
| Potential for significant dilution | Upon implementation of the Offer, each Share will represent a significantly lower proportion of the ownership of the Company. It is not possible to predict what the value of the Company or a Share will be following the completion of the Offer being implemented and the Directors do not make any representation as to such matters | Section 7.2(a)          |
| Going concern risk                 | The Company's audited financial report for the year ended 30 June 2017 includes a note on the existence of a material uncertainty about the Company's ability to continue as a going concern. Notwithstanding this, the directors continued to seek opportunities and the Board  | Section 7.2(b)          |

| Risk                                | Description   | Reference in Prospectus |
|-------------------------------------|---|-------------------------|
|                                     | has a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future.   |                         |
| Additional requirements for capital | The funds raised under the Offer are considered sufficient to meet the current proposed objectives of the Company. However, additional funding may be required in the event future costs exceed the Company's estimates and to effectively implement its business and operations plans in the future.   | Section 7.2(c)          |
| Risks associated with investment    | The New Shares being offered under this Prospectus are considered highly speculative due to the present stage of the Company's operations. This Prospectus carries no guarantee with respect to the return of capital or price at which the New Shares will trade.  | Section 7.2(d)          |
| Investment Strategy                 | Following completion of the Offer, the Directors intend to seek out new opportunities as well as explore opportunities that expand upon the Company's existing business activities. As these opportunities are still being assessed at the date of this Prospectus, significant risks exist in relation to the Directors' ability to identify suitable opportunities and then successfully exploit those opportunities. There may also be additional risks which the Company is exposed to as a result of these acquisitions, which are unknown at the date of this Prospectus and accordingly, are unable to be disclosed. | Section 7.2(e)          |
| Joint Venture/ Strategic alliances  | The Company may make strategic investments in complementary businesses, or enter into strategic partnerships or alliances with third parties in order to enhance its business. At the date of this Prospectus, the Company is not aware of the occurrence or likely occurrence of any such risks which would have a material adverse effect on the Company  | Section 7.2(f)          |

### 3.2 Directors Interests in Securities

The relevant interest of each of the Directors in the securities of the Company as at the date of this Prospectus, together with their respective Entitlement, is set out in the table below.

| Director           | Shares     | Preference Shares | Entitlement | \$         |
|--------------------|------------|-------------------|-------------|------------|
| Collin Vost        | 7,175,000  | 610,000           | 2,391,667   | \$2,391.67 |
| Justin Vost        | 2,929,206  | Nil               | 976,402     | \$976.40   |
| Graham Durtanovich | 20,000,000 | Nil               | 6,666,667   | \$6,666.67 |

**Note:** Mr Vost's preference shares will be redeemed following completion of the Offer. Shareholder approval was obtained for the redemption on 29 November 2017. Further

details are set out in the Company's Notice of Annual General Meeting dated 27 October 2017.

The Board recommends all Shareholders take up their Entitlement and advises that all Directors who hold Shares intend to take up their respective Entitlements.

### 3.3 Details of substantial holders

Based on publicly available information as at 14 December 2017, those persons which (together with their associates) have a relevant interest in 5% or more of the Shares on issue are set out below:

| Shareholder   | Shares      | %      |
|---|-------------|--------|
| Chifley Portfolios Pty Ltd                            | 112,716,760 | 6%     |
| Suburban Holdings Pty Ltd ATF Suburban Super Fund A/C | 210,404,625 | 11.19% |

In the event all Entitlements are accepted there will be no change to the substantial holders on completion of the Offer.

### 3.4 Underwriting

The Offer is not underwritten.

### 3.5 Mandate Agreement

The Company and Energy Capital Partners (Authorised Representative of AFSL 343514) (**Energy Capital**) are parties to a mandate agreement in which Energy Capital has agreed to provide corporate advisory services (**Mandate**).

The fee structure under the Mandate is as follows:

- (a) capital raising fee – 6% plus GST payable to Energy Capital on all funds raised for the Company (**Capital Raising**), excluding funds raised under this Offer. However, the Shortfall will attract the 6% fee;
- (b) one off recapitalisation fee of \$25,000 (of which the Company has already paid 50%) payable on completion of the recapitalisation (details of which are set out in the Company's Notice of Annual General Meeting announced on 27 October 2017);
- (c) on completion of the Offer, 50,000,000 Shares to be issued to Energy Capital and/or its nominees; and
- (d) on completion of the Capital Raising in excess of \$1,000,000, issue 50,000,000 Shares to Energy Capital and/or its nominees.

The Company will be required to pay out-of-pocket expenses and other miscellaneous costs, such as accountant's costs, other adviser costs, printing and publication costs and road show costs and presentations.

The Mandate continues until such time as it is terminated by either party under the termination provisions of the Mandate.

### 3.6 Effect on control of the Company

Shareholders should note that if they do not participate in the Offer, their holdings are likely to be diluted by approximately 25% (as compared to their holdings and number of Shares on issue as at the date of the Prospectus).

Examples of how the dilution may impact Shareholders is set out in the table below:

| Holder         | Holding as at Record date | % at Record Date | Entitlements under the Offer | Holdings if Offer not taken Up | % post Offer |
|----------------|---------------------------|------------------|------------------------------|--------------------------------|--------------|
| Shareholder 1  | 50,000,000                | 2.66%            | 16,666,667                   | 50,000,000                     | 1.99%        |
| Shareholder 2  | 25,000,000                | 1.33%            | 8,333,333                    | 25,000,000                     | 1.00%        |
| Shareholder 3  | 15,000,000                | 0.80%            | 5,000,000                    | 15,000,000                     | 0.60%        |
| Shareholder 4  | 10,000,000                | 0.53%            | 3,333,333                    | 10,000,000                     | 0.40%        |
| Shareholder 5  | 5,000,000                 | 0.27%            | 1,666,667                    | 5,000,000                      | 0.20%        |
| Total holdings | 1,879,834,293             |                  | 626,611,431                  | 2,506,445,724                  |              |

**Notes:**

1. The dilutionary effect shown in the table is the maximum percentage on the assumption that those Entitlements not accepted are placed under the Shortfall Offer. In the event all Entitlements are not accepted and some or all of the resulting Shortfall was not subsequently placed, the dilution effect for each Shareholder not accepting their Entitlement would be a lesser percentage.

### 3.7 Market price of shares

The Company is a disclosing entity for the purposes of the Corporations Act and its Shares are enhanced disclosure securities quoted on ASX. The highest, lowest and last market sale prices of the Shares on ASX during the three months immediately preceding the date of lodgement of this Prospectus with the ASIC was \$0.001 per Share.

### 3.8 Forward-looking statements

This Prospectus contains forward-looking statements which are identified by words such as 'may', 'could', 'believes', 'estimates', 'targets', 'expects', or 'intends' and other similar words that involve risks and uncertainties.

These statements are based on an assessment of present economic and operating conditions, and on a number of assumptions regarding future events and actions that, as at the date of this Prospectus, are expected to take place.

Such forward-looking statements are not guarantees of future performance and involve known and unknown risks, uncertainties, assumptions and other important factors, many of which are beyond the control of our Company, the Directors and our management.

We cannot and do not give any assurance that the results, performance or achievements expressed or implied by the forward-looking statements contained in this prospectus will actually occur and investors are cautioned not to place undue reliance on these forward-looking statements.

We have no intention to update or revise forward-looking statements, or to publish prospective financial information in the future, regardless of whether new information, future events or any other factors affect the information contained in this prospectus, except where required by law.

These forward looking statements are subject to various risk factors that could cause our actual results to differ materially from the results expressed or anticipated in these statements. These risk factors are set out in Section 7 of this Prospectus.

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## 4. DETAILS OF THE OFFER

### 4.1 The Offer

The Offer is being made as a non-renounceable entitlement issue of one (1) Share for every three (3) Shares held by Shareholders registered at the Record Date at an issue price of \$0.001 per Share. Fractional entitlements will be rounded up to the nearest whole number.

Based on the capital structure of the Company as at the date of this Prospectus, a maximum of 626,611,431 Shares will be issued pursuant to this Offer to raise up to approximately \$626,611.

The Company does not have any options or other securities on issue.

All of the Shares offered under this Prospectus will rank equally with the Shares on issue at the date of this Prospectus. Please refer to Section 6 for further information regarding the rights and liabilities attaching to the Shares.

The purpose of the Offer and the intended use of funds raised are set out in Section 5.1 of this Prospectus.

### 4.2 Minimum subscription

There is no minimum subscription.

### 4.3 Acceptance

Your acceptance of the Offer must be made on the Entitlement and Acceptance Form accompanying this Prospectus. Your acceptance of your Entitlement must not exceed your Entitlement as shown on that form. If it does, your acceptance will be deemed to be for the maximum Entitlement.

You may participate in the Offer as follows:

- (a) if you wish to accept your **full** Entitlement:
  - (i) complete the Entitlement and Acceptance Form; and
  - (ii) attach your cheque, drawn on an Australian bank or bank draft made payable in Australian currency, for the amount indicated on the Entitlement and Acceptance Form; or
- (b) if you only wish to accept **part** of your Entitlement:
  - (i) fill in the number of Shares you wish to accept in the space provided on the Entitlement and Acceptance Form; and
  - (ii) attach your cheque, drawn on an Australian bank or bank draft made payable in Australian currency, for the appropriate application monies (at \$0.001 per Share); or
- (c) if you do not wish to accept all or part of your Entitlement, you are not obliged to do anything.

### 4.4 Taking up all your Entitlement and applying for Shortfall Shares

Should you wish to accept all of your Entitlement and apply for Shortfall Shares, then applications for Shortfall Shares under this Prospectus must be made on the Entitlement and Acceptance Form which accompanies this Prospectus or by



completing a BPAY® payment in accordance with the instructions referred to in this Prospectus and on the Entitlement and Acceptance Form. Please read the instructions carefully.

#### 4.5 Payment by cheque/bank draft

All cheques must be drawn on an Australian bank or bank draft made payable in Australian currency to “**JV Global Limited Share Offer Account**” and crossed “Not Negotiable”.

Your completed Entitlement and Acceptance Form and cheque must reach the Company’s share registry no later than 5:00 pm WST on the Closing Date.

#### 4.6 Payment by BPAY®

For payment by BPAY®, please follow the instructions on the Entitlement and Acceptance Form. You can only make a payment via BPAY® if you are the holder of an account with an Australian financial institution that supports BPAY® transactions. Please note that should you choose to pay by BPAY®:

- (a) you do not need to submit the Entitlement and Acceptance Form but are taken to have made the declarations on that Entitlement and Acceptance Form; and
- (b) if you do not pay for your Entitlement in full, you are deemed to have taken up your Entitlement in respect of such whole number of Shares which is covered in full by your application monies.

**It is your responsibility to ensure that your BPAY® payment is received by the share registry by no later than 4:00 pm (WST) on the Closing Date. You should be aware that your financial institution may implement earlier cut-off times with regards to electronic payment and you should therefore take this into consideration when making payment.** Any application monies received for more than your final allocation of Shares (only where the amount is \$1.00 or greater) will be refunded. No interest will be paid on any application monies received or refunded.

The Offer is non-renounceable. Accordingly, a Shareholder may not sell or transfer all or part of their Entitlement.

#### 4.7 Shortfall Offer

Any Entitlement not taken up pursuant to the Offer will form the Shortfall Offer.

The Shortfall Offer is a separate offer made pursuant to this Prospectus and will remain open for up to three months following the Closing Date.

The issue price for each Share to be issued under the Shortfall Offer shall be \$0.001 being the price at which Shares have been offered under the Offer.

The Company will allow Eligible Shareholders to apply for Shares under the Shortfall Offer subject to such applications being received by the Closing Date. Details on how to apply for Shortfall Shares is set out in Section 4.4.

The Directors reserve the right to issue Shortfall Shares at their absolute discretion. There is no guarantee that Eligible Shareholders will receive Shares applied for under the Shortfall Offer.

The Company notes that no Shares will be issued to an applicant under this Prospectus or via the Shortfall Offer if the issue of Shares would contravene the

takeover prohibition in section 606 of the Corporations Act. Similarly, no Shares will be issued via the Shortfall Offer to any related parties of the Company.

#### **4.8 ASX listing**

Application for Official Quotation of the Shares offered pursuant to this Prospectus will be made in accordance with the timetable set out at the commencement of this Prospectus. If ASX does not grant Official Quotation of the Shares offered pursuant to this Prospectus before the expiration of 3 months after the date of issue of the Prospectus, (or such period as varied by the ASIC), the Company will not issue any Shares and will repay all application monies for the Shares within the time prescribed under the Corporations Act, without interest.

The fact that ASX may grant Official Quotation to the Shares is not to be taken in any way as an indication of the merits of the Company or the Shares now offered for subscription.

#### **4.9 Issue of Shares**

Shares issued pursuant to the Offer will be issued in accordance with the ASX Listing Rules and timetable set out at the commencement of this Prospectus.

Shares issued pursuant to the Shortfall Offer will be issued on a progressive basis. Where the number of Shares issued is less than the number applied for, or where no issue is made surplus application monies will be refunded without any interest to the Applicant as soon as practicable after the closing date of the Shortfall Offer.

Pending the issue of the Shares or payment of refunds pursuant to this Prospectus, all application monies will be held by the Company in trust for the Applicants in a separate bank account as required by the Corporations Act. The Company, however, will be entitled to retain all interest that accrues on the bank account and each Applicant waives the right to claim interest.

Holding statements for Shares issued under the Offer will be mailed in accordance with the ASX Listing Rules and timetable set out at the commencement of this Prospectus and for Shortfall Shares issued under the Shortfall Offer as soon as practicable after their issue.

#### **4.10 Overseas shareholders**

This Offer does not, and is not intended to, constitute an offer in any place or jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer or to issue this Prospectus.

It is not practicable for the Company to comply with the securities laws of overseas jurisdictions having regard to the number of overseas Shareholders, the number and value of Shares these Shareholders would be offered and the cost of complying with regulatory requirements in each relevant jurisdiction. Accordingly, the Offer is not being extended and Shares will not be issued to Shareholders with a registered address which is outside Australia or New Zealand.

##### ***New Zealand***

The Shares are not being offered to the public within New Zealand other than to existing shareholders of the Company with registered addresses in New Zealand

to whom the offer of these Shares is being made in reliance on the Financial Markets Conduct (Incidental Offers) Exemption Notice 2016.

This Prospectus has been prepared in compliance with Australian law and has not been registered, filed with or approved by any New Zealand regulatory authority. This document is not a product disclosure statement under New Zealand law and is not required to, and may not, contain all the information that a product disclosure statement under New Zealand law is required to contain.

#### ***Nominees and custodians***

Nominees and custodians may not submit an Entitlement and Acceptance Form on behalf of any Shareholder resident outside Australia and New Zealand without the prior consent of the Company, taking into account relevant securities law restrictions. Return of a duly completed Entitlement and Acceptance Form will be taken by the Company to constitute a representation that there has been no breach of those regulations.

#### **4.11 Enquiries**

Any questions concerning the Offer should be directed to Patrick O'Neill, Company Secretary, on +61 8 9363 1750.

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## 5. PURPOSE AND EFFECT OF THE OFFER

### 5.1 Purpose of the Offer

The purpose of the Offer is to raise up to approximately \$626,611. The funds raised from the Offer are planned to be used in accordance with the table set out below:

| Item | Proceeds of the Offer                        | Full Subscription (\$) | %           |
|------|--|------------------------|-------------|
| 1.   | Expenses of the Offer <sup>1</sup>           | \$64,250               | 10.25%      |
| 2.   | Redeem Preference Shares                     | \$125,000              | 19.95%      |
| 3.   | Assessment of new projects or joint ventures | \$75,000               | 11.97%      |
| 4.   | Corporate and administration costs           | \$275,000              | 43.89%      |
| 4.   | General working capital                      | \$87,361               | 13.94%      |
|      | <b>Total</b>                                 | <b>\$626,611</b>       | <b>100%</b> |

**Notes:**

1. Refer to Section 8.6 of this Prospectus for further details relating to the estimated expenses of the Offer.

In the event the Company receives applications for less than the full subscription, the funds will be applied to costs of the Offer as a first priority and then to working capital, as set out above, on a scaled back level tailored to the amount raised. On completion of the Offer, the Board believes the Company will have sufficient working capital to achieve these objectives.

The above table is a statement of current intentions as of the date of this Prospectus. As with any budget, intervening events (including exploration success or failure) 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 funds are applied on this basis.

### 5.2 Effect of the Offer

The principal effect of the Offer, assuming all Entitlements are accepted and no Options are exercised prior to the Record Date, will be to:

- (a) increase the cash reserves by \$437,361 (after deducting the estimated expenses of the Offer and redeeming the Preference Shares) immediately after completion of the Offer; and
- (b) increase the number of Shares on issue from 1,879,834,293 as at the date of this Prospectus to 2,506,445,724 Shares.

### 5.3 Pro-forma balance sheet

The audited balance sheet as at 30 June 2017 and the pro-forma balance sheet as at 30 June 2017 shown below have been prepared on the basis of the accounting policies normally adopted by the Company and reflect the changes to its financial position. The pro-forma balance sheet has been prepared assuming all Entitlements are accepted and including expenses of the Offer.

The pro-forma balance sheet has been prepared to provide investors with information on the assets and liabilities of the Company and pro-forma assets and liabilities of the Company as noted below. The historical and pro-forma

financial information is presented in an abbreviated form, insofar as it does not include all of the disclosures required by Australian Accounting Standards applicable to annual financial statements.

|  | <b>AUDITED<br/>30 JUNE 2017</b> | <b>PROFORMA<br/>30 JUNE 2017</b> |
|--|---------------------------------|----------------------------------|
| <b>CURRENT ASSETS</b>                  |                                 |                                  |
| Cash and Cash Equivalents <sup>1</sup> | 4,125                           | 444,875                          |
| Trade & other receivables              | 5,619                           | 5,619                            |
| Other financial assets                 | 26,025                          | 26,025                           |
| <b>TOTAL CURRENT ASSETS</b>            | <b>35,769</b>                   | <b>476,519</b>                   |
|  |                                 |                                  |
| <b>TOTAL ASSETS</b>                    | <b>35,769</b>                   | <b>476,519</b>                   |
|  |                                 |                                  |
| <b>CURRENT LIABILITIES</b>             |                                 |                                  |
| Trade & other payables                 | 64,425                          | 64,425                           |
| Financial liabilities <sup>2</sup>     | 1,452,755                       | -                                |
| <b>TOTAL CURRENT LIABILITIES</b>       | <b>1,517,180</b>                | <b>64,425</b>                    |
|  |                                 |                                  |
| <b>TOTAL LIABILITIES</b>               | <b>1,517,180</b>                | <b>64,425</b>                    |
|  |                                 |                                  |
| <b>NET ASSETS (LIABILITIES)</b>        | <b>(1,481,411)</b>              | <b>412,094</b>                   |
|  |                                 |                                  |
| <b>EQUITY</b>                          |                                 |                                  |
| Share capital <sup>3</sup>             | 22,726,332                      | 24,594,087                       |
| Retained loss                          | (24,207,743)                    | (24,207,743)                     |
| <b>TOTAL EQUITY</b>                    | <b>(1,481,411)</b>              | <b>412,094</b>                   |

**Notes:**

The Pro-Forma balance sheet includes the following adjustments:

1. Proceeds totalling \$437,361 (assuming maximum subscription) from this Offer (deducting expenses of the Offer and redemption of \$125,000 preference shares).
2. Following shareholder approval, the financial liabilities were paid out and converted to Shares – refer to note 3 below;
3. The increase in the Share capital is attributed to the proceeds of this Offer, the conversion of the existing secured Loan of \$1,452,755 as currently shown to 1,300,000,000 ordinary shares, the redemption of \$125,000 preference shares and the conversion of the Convertible Loan of \$240,000 to 300,000,000 ordinary shares all which was approved by shareholders on 29 November 2017.

#### 5.4 Effect on capital structure

The effect of the Offer on the capital structure of the Company, assuming all Entitlements are accepted, is set out below.

| <b>Shares</b>  | <b>Number</b>        |
|--|----------------------|
| Shares currently on issue                                    | 1,879,834,293        |
| Shares offered pursuant to the Offer                         | 626,611,431          |
| Shares to be issued to Energy Capital (refer to section 3.5) | 50,000,000           |
| <b>Total Shares on issue after completion of the Offer</b>   | <b>2,556,445,724</b> |

**Note:** Under the Mandate, on completion of the Capital Raising in excess of \$1,000,000, Energy Capital will be issued a further 50,000,000 Shares which will increase the total number of Shares on issue to 2,606,445,724 (assuming no other Shares are issued).

No Shares on issue are subject to escrow restrictions, either voluntary or ASX imposed.

| Preference Shares   | Number    |
|---|-----------|
| Preference Shares on issue (Note: Preference Shares to be redeemed following completion of the Offer) | 1,520,000 |

At the date of this Prospectus there are no other securities on issue.

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## 6. RIGHTS AND LIABILITIES ATTACHING TO SHARES

The following is a summary of the more significant rights and liabilities attaching to Shares being offered pursuant to this Prospectus. This summary is not exhaustive and does not constitute a definitive statement of the rights and liabilities of Shareholders. To obtain such a statement, persons should seek independent legal advice.

Full details of the rights and liabilities attaching to Shares are set out in the Constitution, a copy of which is available for inspection at the Company's registered office during normal business hours.

### 6.1 General meetings

Shareholders are entitled to be present in person, or by proxy, attorney or representative to attend and vote at general meetings of the Company.

Shareholders may requisition meetings in accordance with section 249D of the Corporations Act and the Constitution of the Company.

### 6.2 Voting rights

Subject to any rights or restrictions for the time being attached to any class or classes of shares, at general meetings of shareholders or classes of shareholders:

- (a) each Shareholder entitled to vote may vote in person or by proxy, attorney or representative;
- (b) on a show of hands, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder has one vote; and
- (c) on a poll, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder shall, in respect of each fully paid Share held by him, or in respect of which he is appointed a proxy, attorney or representative, have one vote for each Share held, but in respect of partly paid shares shall have such number of votes as bears the same proportion to the total of such Shares registered in the Shareholder's name as the amount paid (not credited) bears to the total amounts paid and payable (excluding amounts credited).

### 6.3 Dividend rights

Subject to the rights of any preference Shareholders and to the rights of the holders of any shares created or raised under any special arrangement as to dividend, the Directors may from time to time declare a dividend to be paid to the Shareholders entitled to the dividend which shall be payable on all Shares according to the proportion that the amount paid (not credited) is of the total amounts paid and payable (excluding amounts credited) in respect of such Shares.

The Directors may from time to time pay to the Shareholders any interim dividends as they may determine. No dividend shall carry interest as against the Company. The Directors may set aside out of the profits of the Company any amounts that they may determine as reserves, to be applied at the discretion of the Directors, for any purpose for which the profits of the Company may be properly applied.

Subject to the ASX Listing Rules and the Corporations Act, the Company may, by resolution of the Directors, implement a dividend reinvestment plan on such terms and conditions as the Directors think fit and which provides for any dividend which the Directors may declare from time to time payable on Shares which are participating Shares in the dividend reinvestment plan, less any amount which the Company shall either pursuant to the Constitution or any law be entitled or obliged

to retain, be applied by the Company to the payment of the subscription price of Shares.

#### **6.4 Winding-up**

If the Company is wound up, the liquidator may, with the authority of a special resolution, divide among the Shareholders in kind the whole or any part of the property of the Company, and may for that purpose set such value as he considers fair upon any property to be so divided, and may determine how the division is to be carried out as between the Shareholders or different classes of Shareholders.

The liquidator may, with the authority of a special resolution, vest the whole or any part of any such property in trustees upon such trusts for the benefit of the contributories as the liquidator thinks fit, but so that no Shareholder is compelled to accept any shares or other securities in respect of which there is any liability.

#### **6.5 Shareholder liability**

As the Shares issued will be fully paid shares, they will not be subject to any calls for money by the Directors and will therefore not become liable for forfeiture.

#### **6.6 Transfer of shares**

Generally, shares in the Company are freely transferable, subject to formal requirements, the registration of the transfer not resulting in a contravention of or failure to observe the provisions of a law of Australia and the transfer not being in breach of the Corporations Act and the ASX Listing Rules.

#### **6.7 Future increase in capital**

The issue of any new Shares is under the control of the Directors of the Company. Subject to restrictions on the issue or grant of Securities contained in the ASX Listing Rules, the Constitution and the Corporations Act (and without affecting any special right previously conferred on the holder of an existing share or class of shares), the Directors may issue Shares as they shall, in their absolute discretion, determine.

#### **6.8 Variation of rights**

Under section 246B of the Corporations Act, the Company may, with the sanction of a special resolution passed at a meeting of Shareholders vary or abrogate the rights attaching to shares.

If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class), whether or not the Company is being wound up, may be varied or abrogated with the consent in writing of the holders of three quarters of the issued shares of that class, or if authorised by a special resolution passed at a separate meeting of the holders of the shares of that class.

#### **6.9 Alteration of constitution**

In accordance with the Corporations Act, the Constitution can only be amended by a special resolution passed by at least three quarters of Shareholders present and voting at the general meeting. In addition, at least 28 days written notice specifying the intention to propose the resolution as a special resolution must be given.



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## 7. RISK FACTORS

### 7.1 Introduction

The Shares offered under this Prospectus are considered highly speculative. An investment in the Company is not risk free and the Directors strongly recommend potential investors to consider the risk factors described below, together with information contained elsewhere in this Prospectus and to consult their professional advisers before deciding whether to apply for Shares pursuant to this Prospectus.

There are specific risks which relate directly to the Company's business. In addition, there are other general risks, many of which are largely beyond the control of the Company and the Directors. The risks identified in this section, or other risk factors, may have a material impact on the financial performance of the Company and the market price of the Shares.

The following is not intended to be an exhaustive list of the risk factors to which the Company is exposed.

### 7.2 Company specific

#### (a) Potential for significant dilution

Upon implementation of the Offer, assuming all Entitlements are accepted the number of Shares in the Company will increase from 1,879,834,293 currently on issue to 2,506,445,724. This means that each Share will represent a significantly lower proportion of the ownership of the Company.

It is not possible to predict what the value of the Company or a Share will be following the completion of the Offer being implemented and the Directors do not make any representation as to such matters.

The last trading price of Shares on ASX prior to the prospectus being lodged of \$0.001 is not a reliable indicator as to the potential trading price of Shares after implementation of the Offer.

#### (b) Going Concern Risk

The Company's audited financial report for the year ended 30 June 2017 includes a note to the financial statements on the financial condition of the Company and the existence of a material uncertainty about the Company's ability to continue as a going concern. The report notes that:

*"The Group has reported an operating loss for the financial year of \$231,042 (2016: \$339,871). The Directors have successfully secured additional medium term funding from parties provided on an ongoing basis. The Company enjoys a strong working relationship with its bankers and continues to have full support of major shareholders. The Company has sold down inventories and has repaid substantial debt during the financial year and is actively looking for projects for the current financial year.*

*The directors have concluded that the combination of these circumstances represent a material uncertainty that casts doubt upon the Consolidated Entity's ability to continue as a going concern and*

*whether it will realise its assets and extinguish its liabilities in the normal course of business and at the amounts stated in the financial report.”*

Notwithstanding the ‘going concern’ paragraph included in the financial report, the Directors also stated that they:

*“The directors continued to seek opportunities for the Group and the Board have a reasonable expectation that the group and the company have adequate resources to continue in operational existence for the foreseeable future. For these reasons, they continue to adopt the going concern basis in preparing the annual report and accounts.”*

(c) **Additional requirements for capital**

The funds raised under the Offer are considered sufficient to meet the current proposed objectives of the Company. Additional funding may be required in the event future costs exceed the Company’s estimates and to effectively implement its business and operations plans in the future, to take advantage of opportunities for acquisitions, joint ventures or other business opportunities, and to meet any unanticipated liabilities or expenses which the Company may incur.

The Company may seek to raise further funds through equity or debt financing, joint ventures or other means. There can be no assurance that additional finance will be available when needed or, if available, the terms of the financing might not be favourable to the Company and might involve substantial dilution to Shareholders.

(d) **Risks Associated with Investment**

Prospective investors should be aware that the market price of the New Shares following official quotation may be influenced by many unpredictable factors and that subscribing for New Shares involves various risks. The value of the Company’s securities on the ASX may rise and fall depending on a range of factors, some of which are beyond the control of the Company.

The New Shares being offered under this Prospectus are considered highly speculative due to the present stage of the Company’s operations. This Prospectus carries no guarantee with respect to the return of capital or price at which the New Shares will trade.

The factors detailed below should be considered by any potential investors; however, this is by no means an exhaustive list of the risks that may affect the Company.

(e) **Investment Strategy**

Following completion of the Offer, the Directors intend to seek out new opportunities as well as explore opportunities that expand upon the Company’s existing business activities. As these opportunities are still being assessed at the date of this Prospectus, significant risks exist in relation to the Directors’ ability to identify suitable opportunities and then successfully exploit those opportunities. There may also be additional risks which the Company is exposed to as a result of these acquisitions, which are unknown at the date of this Prospectus and accordingly, are unable to be disclosed.

As part of its business strategy, the Company may make acquisitions of, or significant investments in, complementary companies or assets. Any such transactions would be accompanied by the risks inherent in making acquisitions of companies and assets. For example, there may be liabilities in connection with such acquisitions which are not identified in the Company's due diligence or the acquisitions may not prove to be successful.

(f) **Joint Ventures/Strategic Alliances**

The Company may make strategic investments in complementary businesses, or enter into strategic partnerships or alliances with third parties in order to enhance its business. At the date of this Prospectus, the Company is not aware of the occurrence or likely occurrence of any such risks which would have a material adverse effect on the Company.

### 7.3 Industry Specific

(a) **Operational Risk**

Following completion of the Offer, the Directors intends to explore other possible opportunities for the Company in a number of sectors, as well as continue with and expand the Company's existing operations. The Company's profitability will depend in a large part on the ability of the Directors to identify and exploit opportunities which provide a positive cash flow for the Company.

Any increase in the Company's operational expenses may have a detrimental effect on the Company's profitability and success and accordingly, the value of the Shares.

(b) **Competition**

The Company competes with other companies in respect of its operations. Some of these companies have greater financial and other resources than the Company and, as a result, may be in a better position to compete for future business opportunities. There can be no assurance that the Company can compete effectively with these companies.

(c) **Reliance on Third Party Suppliers**

The Company relies on third party suppliers in connection with its operations. If any agreements with the party suppliers are terminated or if further contracts are unable to be obtained, this could have a material adverse effect on the Company.

### 7.4 General risks

(a) **Economic and Government Risks**

The future viability of the Company is dependent on a number of other factors affecting performance of all industries, including, but not limited to, the following:

- (i) general economic conditions in Australia and its major trading partners;

- (ii) changes in Government policies, taxation and other laws;
- (iii) the strength of the equity and share markets in Australia and throughout the world, and in particular investor sentiment towards the sectors in which the Company operates;
- (iv) currency fluctuations;
- (v) movement in, or outlook on, interest rates and inflation rates; and
- (vi) natural disasters, social upheaval or war in Australia or overseas.

The Company's future possible revenue and Share price can be affected by these factors which are beyond the control of the Company or the Directors.

(b) **Market conditions**

Share market conditions may affect the value of the Company's quoted securities regardless of the Company's operating performance. Share market conditions are affected by many factors such as:

- (i) general economic outlook;
- (ii) introduction of tax reform or other new legislation;
- (iii) interest rates and inflation rates;
- (iv) changes in investor sentiment toward particular market sectors;
- (v) the demand for, and supply of, capital; and
- (vi) terrorism or other hostilities.

The market price of securities can fall as well as rise and may be subject to varied and unpredictable influences on the market for equities in general and resource exploration stocks in particular. Neither the Company nor the Directors warrant the future performance of the Company or any return on an investment in the Company.

(c) **Dividends**

Any future determination as to the payment of dividends by the Company will be at the discretion of the Directors and will depend on the financial condition of the Company, future capital requirements and general business and other factors considered relevant by the Directors. No assurance in relation to the payment of dividends or franking credits attaching to dividends can be given by the Company.

(d) **Taxation**

The acquisition and disposal of Shares will have tax consequences, which will differ depending on the individual financial affairs of each investor. All potential investors in the Company are urged to obtain independent financial advice about the consequences of acquiring Shares from a taxation viewpoint and generally.

To the maximum extent permitted by law, the Company, its officers and each of their respective advisors accept no liability and responsibility

with respect to the taxation consequences of subscribing for Shares under this Prospectus.

(e) **Reliance on key personnel**

The responsibility of overseeing the day-to-day operations and the strategic management of the Company depends substantially on its senior management and its key personnel. There can be no assurance given that there will be no detrimental impact on the Company if one or more of these employees cease their employment.

**7.5 Speculative investment**

The above list of risk factors ought not to be taken as exhaustive of the risks faced by the Company or by investors in the Company. The above factors, and others not specifically referred to above, may in the future materially affect the financial performance of the Company and the value of the Shares offered under this Prospectus

Therefore, the Shares to be issued pursuant to this Prospectus carry no guarantee with respect to the payment of dividends, returns of capital or the market value of those Shares.

Potential investors should consider that the investment in the Company is speculative and should consult their professional advisers before deciding whether to apply for Shares pursuant to this Prospectus.

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## 8. ADDITIONAL INFORMATION

### 8.1 Litigation

As at the date of this Prospectus, the Company is not involved in any legal proceedings and the Directors are not aware of any legal proceedings pending or threatened against the Company.

### 8.2 Continuous disclosure obligations

The Company is a “disclosing entity” (as defined in section 111AC of the Corporations Act) for the purposes of section 713 of the Corporations Act and, as such, is subject to regular reporting and disclosure obligations. Specifically, like all listed companies, the Company is required to continuously disclose any information it has to the market which a reasonable person would expect to have a material effect on the price or the value of the Company’s securities.

This Prospectus is a “transaction specific prospectus”. In general terms a “transaction specific prospectus” is only required to contain information in relation to the effect of the issue of securities on a company and the rights attaching to the securities. It is not necessary to include general information in relation to all of the assets and liabilities, financial position, profits and losses or prospects of the issuing company.

This Prospectus is intended to be read in conjunction with the publicly available information in relation to the Company which has been notified to ASX and does not include all of the information that would be included in a prospectus for an initial public offering of securities in an entity that is not already listed on a stock exchange. Investors should therefore have regard to the other publicly available information in relation to the Company before making a decision whether or not to invest.

Having taken such precautions and having made such enquires as are reasonable, the Company believes that it has complied with the general and specific requirements of ASX as applicable from time to time throughout the 3 months before the issue of this Prospectus which required the Company to notify ASX of information about specified events or matters as they arise for the purpose of ASX making that information available to the stock market conducted by ASX.

Information that is already in the public domain has not been reported in this Prospectus other than that which is considered necessary to make this Prospectus complete.

The Company, as a disclosing entity under the Corporations Act states that:

- (a) it is subject to regular reporting and disclosure obligations;
- (b) copies of documents lodged with the ASIC in relation to the Company (not being documents referred to in section 1274(2)(a) of the Corporations Act) may be obtained from, or inspected at, the offices of the ASIC; and
- (c) it will provide a copy of each of the following documents, free of charge, to any person on request between the date of issue of this Prospectus and the Closing Date:
  - (i) the annual financial report most recently lodged by the Company with the ASIC;

- (ii) any half-year financial report lodged by the Company with the ASIC after the lodgement of the annual financial report referred to in (i) and before the lodgement of this Prospectus with the ASIC; and
- (iii) any continuous disclosure documents given by the Company to ASX in accordance with the ASX Listing Rules as referred to in section 674(1) of the Corporations Act after the lodgement of the annual financial report referred to in (i) and before the lodgement of this Prospectus with the ASIC.

Copies of all documents lodged with the ASIC in relation to the Company can be inspected at the registered office of the Company during normal office hours.

Details of documents lodged by the Company with ASX since the date of lodgement of the Company's latest annual financial report and before the lodgement of this Prospectus with the ASIC are set out in the table below.

| Date       | Description of Announcement                 |
|------------|---|
| 15/12/2017 | Becoming a substantial holder               |
| 14/12/2017 | Becoming a substantial holder               |
| 04/12/2017 | Change of Director's Interest Notice        |
| 01/12/2017 | Cleansing Statement and Appendix 3B         |
| 29/11/2017 | New Constitution                            |
| 29/11/2017 | Final Directors Interest Notice             |
| 29/11/2017 | Initial Directors Interest Notice           |
| 29/11/2017 | Appointment of Director                     |
| 29/11/2017 | Results of Meeting                          |
| 27/11/2017 | Appendix 4C - monthly                       |
| 10/11/2017 | Director Leave of Absence Extension Request |
| 01/11/2017 | Securities Trading Policy                   |
| 27/10/2017 | Notice of Annual General Meeting/Proxy Form |
| 27/10/2017 | Annual Report to Shareholders               |

ASX maintains files containing publicly available information for all listed companies. The Company's file is available for inspection at ASX during normal office hours.

The announcements are also available through the Company's website at [www.jvglobal.com.au](http://www.jvglobal.com.au).

### 8.3 Interests of Directors

Other than as set out in this Prospectus, no Director or proposed Director holds, or has held within the 2 years preceding lodgement of this Prospectus with the ASIC, any interest in:

- (a) the formation or promotion of the Company;
- (b) any property acquired or proposed to be acquired by the Company in connection with:

- (i) its formation or promotion; or
  - (ii) the Offer; or
- (c) the Offer,

and no amounts have been paid or agreed to be paid and no benefits have been given or agreed to be given to a Director or proposed Director:

- (d) as an inducement to become, or to qualify as, a Director; or
- (e) for services provided in connection with:
  - (i) the formation or promotion of the Company; or
  - (ii) the Offer.

### **Security holdings**

The relevant interest of each of the Directors in the securities of the Company as at the date of this Prospectus, together with their respective Entitlement, is set out in Section 3.2 of this Prospectus.

### **Remuneration**

The remuneration of an executive Director is decided by the Board, without the affected executive Director participating in that decision-making process. The total maximum remuneration of non-executive Directors is initially set by the Constitution and subsequent variation is by ordinary resolution of Shareholders in general meeting in accordance with the Constitution, the Corporations Act and the ASX Listing Rules, as applicable. The determination of non-executive Directors' remuneration within that maximum will be made by the Board having regard to the inputs and value to the Company of the respective contributions by each non-executive Director.

A Director may be paid fees or other amounts (ie non-cash performance incentives such as Options, subject to any necessary Shareholder approval) as the other Directors determine where a Director performs special duties or otherwise performs services outside the scope of the ordinary duties of a Director. In addition, Directors are also entitled to be paid reasonable travelling, hotel and other expenses incurred by them respectively in or about the performance of their duties as Directors.

The following table shows the total (and proposed) annual remuneration paid to both executive and non-executive directors.

| Director           | 2016                  | 2017                   | Proposed 2018         |
|--------------------|-----------------------|------------------------|-----------------------|
| Collin Vost        | \$98,350 <sup>1</sup> | \$102,400 <sup>1</sup> | \$24,000 <sup>3</sup> |
| Justin Vost        | \$28,000 <sup>2</sup> | \$24,000 <sup>2</sup>  | \$24,000 <sup>3</sup> |
| Graham Durtanovich | Nil                   | Nil                    | \$24,000 <sup>3</sup> |

**Note:**

1. Mr Vost's remuneration includes salary and fees and other benefits which include payments made to New York Securities Pty Ltd which provides a serviced office including bookkeeping services and is the landlord of JV Global Ltd. Mr Collin Vost is a director and shareholder of New York Securities. During the 2017 financial year \$78,000 (2016: \$78,000) was paid or payable.
2. Justin Vost's remuneration includes salary and fees.



3. Proposed 2018 remuneration only includes salary and/or fees.

#### 8.4 Interests of experts and advisers

Other than as set out below or elsewhere in this Prospectus, no:

- (a) person named in this Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus;
- (b) promoter of the Company; or
- (c) underwriter (but not a sub-underwriter) to the issue or a financial services licensee named in this Prospectus as a financial services licensee involved in the issue,

holds, or has held within the 2 years preceding lodgement of this Prospectus with the ASIC, any interest in:

- (d) the formation or promotion of the Company;
- (e) any property acquired or proposed to be acquired by the Company in connection with:
  - (i) its formation or promotion; or
  - (ii) the Offer; or
- (f) the Offer,

and no amounts have been paid or agreed to be paid and no benefits have been given or agreed to be given to any of these persons for services provided in connection with:

- (g) the formation or promotion of the Company; or
- (h) the Offer.

Steinepreis Paganin has acted as the solicitors to the Company in relation to the Offer. The Company estimates it will pay Steinepreis Paganin \$10,000 (excluding GST and disbursements) for these services. During the 24 months preceding lodgement of this Prospectus with the ASIC, Steinepreis Paganin has been paid fees totalling \$50,691.50 (excluding GST and disbursements) for legal services provided to the Company.

Rothsay Auditing Chartered Accountants act as the auditors to the Company and has consented to the inclusion of statements contained in Section 5.3 in the form and context in which they are included. During the 24 months preceding lodgement of this Prospectus with the ASIC, Rothsay Chartered Accountants has been paid fees totalling \$26,895 (including GST) for services provided to the Company.

#### 8.5 Consents

Chapter 6D of the Corporations Act imposes a liability regime on the Company (as the offeror of the Securities), the Directors, the persons named in the Prospectus with their consent as Proposed Directors, any underwriters, persons named in the Prospectus with their consent having made a statement in the Prospectus and persons involved in a contravention in relation to the Prospectus, with regard to misleading and deceptive statements made in the Prospectus,

Although the Company bears primary responsibility for the Prospectus, the other parties involved in the preparation of the Prospectus can also be responsible for certain statements made in it.

Each of the parties referred to in this Section:

- (a) does not make, or purport to make, any statement in this Prospectus other than those referred to in this Section;
- (b) in light of the above, only to the maximum extent permitted by law, expressly disclaim and take no responsibility for any part of this Prospectus other than a reference to its name and a statement included in this Prospectus with the consent of that party as specified in this Section;
- (c) Steinepreis Paganin has given its written consent to being named as the solicitors to the Company in this Prospectus. Steinepreis Paganin has not withdrawn its consent prior to the lodgement of this Prospectus with the ASIC.
- (d) Rothsay Auditing Chartered Accountants has given its written consent to being named as the auditors to the Company in this Prospectus. Rothsay Chartered Accountants has not withdrawn its consent prior to the lodgement of this Prospectus with the ASIC.

## 8.6 Expenses of the offer

In the event that all Entitlements are accepted, the total expenses of the Offer are estimated to be approximately \$64,250 (excluding GST) and are expected to be applied towards the items set out in the table below:

|                           |               |
|---------------------------|---------------|
|                           | \$            |
| ASIC fees                 | 2,400         |
| ASX fees                  | 4,320         |
| Legal fees                | 10,000        |
| Capital Raising Fee       | 37,800        |
| Printing and distribution | 9,730         |
| <b>Total</b>              | <u>64,250</u> |

\* The Company reserves the right to pay a commission of 6% (exclusive of goods and services tax) of amounts subscribed through any licensed securities dealers or Australian financial services licensee in respect of any valid applications lodged and accepted by the Company and bearing the stamp of the licensed securities dealer or Australian financial services licensee. Payments will be subject to the receipt of a proper tax invoice from the licensed securities dealer or Australian financial services licensee.

## 8.7 Electronic prospectus

If you have received this Prospectus as an electronic Prospectus, please ensure that you have received the entire Prospectus accompanied by the Application Forms. If you have not, please phone the Company on +61 8 9363 1750 and the Company will send you, for free, either a hard copy or a further electronic copy of the Prospectus, or both. Alternatively, you may obtain a copy of this Prospectus from the Company's website at [www.jvglobal.com.au](http://www.jvglobal.com.au).

The Company reserves the right not to accept an Application Form from a person if it has reason to believe that when that person was given access to the electronic Application Form, it was not provided together with the electronic Prospectus and any relevant supplementary or replacement prospectus or any of those documents were incomplete or altered.

## **8.8 Financial forecasts**

The Directors have considered the matters set out in ASIC Regulatory Guide 170 and believe that they do not have a reasonable basis to forecast future earnings on the basis that the operations of the Company are inherently uncertain. Accordingly, any forecast or projection information would contain such a broad range of potential outcomes and possibilities that it is not possible to prepare a reliable best estimate forecast or projection.

## **8.9 Clearing House Electronic Sub-Register System (CHES) and Issuer Sponsorship**

The Company will not be issuing share certificates. The Company is a participant in CHES, for those investors who have, or wish to have, a sponsoring stockbroker. Investors who do not wish to participate through CHES will be issuer sponsored by the Company. Because the sub-registers are electronic, ownership of securities can be transferred without having to rely upon paper documentation.

Electronic registers mean that the Company will not be issuing certificates to investors. Instead, investors will be provided with a statement (similar to a bank account statement) that sets out the number of Shares issued to them under this Prospectus. The notice will also advise holders of their Holder Identification Number or Security Holder Reference Number and explain, for future reference, the sale and purchase procedures under CHES and issuer sponsorship.

Further monthly statements will be provided to holders if there have been any changes in their security holding in the Company during the preceding month.

## **8.10 Privacy Act**

If you complete an application for Shares, you will be providing personal information to the Company (directly or by the Company's share registry). The Company collects, holds and will use that information to assess your application, service your needs as a holder of equity securities in the Company, facilitate distribution payments and corporate communications to you as a Shareholder and carry out administration.

The information may also be used from time to time and disclosed to persons inspecting the register, bidders for your securities in the context of takeovers, regulatory bodies, including the Australian Taxation Office, authorised securities brokers, print service providers, mail houses and the Company's share registry.

You can access, correct and update the personal information that we hold about you. Please contact the Company or its share registry if you wish to do so at the relevant contact numbers set out in this Prospectus.

Collection, maintenance and disclosure of certain personal information is governed by legislation including the Privacy Act 1988 (Cth) (as amended), the Corporations Act and certain rules such as the ASX Settlement Operating Rules. You should note that if you do not provide the information required on the application for Shares, the Company may not be able to accept or process your application.

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**9. DIRECTORS' AUTHORISATION**

This Prospectus is issued by the Company and its issue has been authorised by a resolution of the Directors.

In accordance with section 720 of the Corporations Act, each Director has consented to the lodgement of this Prospectus with the ASIC.

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Collin Vost

**Chairman**

**For and on behalf of**

**JV GLOBAL LIMITED**

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## 10. GLOSSARY

**\$** means the lawful currency of the Commonwealth of Australia.

**Applicant** means a Shareholder who applies for Shares pursuant to the Offer or a Shareholder or other party who applies for Shortfall Shares pursuant to the Shortfall Offer.

**Application Form** means the Entitlement and Acceptance Form and/or the Shortfall Application Form (as the context requires).

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

**ASX** means ASX Limited (ACN 008 624 691) or the financial market operated by it as the context requires.

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

**ASX Settlement Operating Rules** means the settlement rules of the securities clearing house which operates CHES.

**Board** means the board of Directors unless the context indicates otherwise.

**Business Day** means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day and any other day that ASX declares is not a business day.

**Closing Date** means the date specified in the timetable set out at the commencement of this Prospectus (unless extended).

**Company** means JV Global Limited (ACN 009 142 125).

**Constitution** means the constitution of the Company as at the date of this Prospectus.

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

**Directors** means the directors of the Company as at the date of this Prospectus.

**Entitlement** means the entitlement of a Shareholder who is eligible to participate in the Offer.

**Entitlement and Acceptance Form** means the entitlement and acceptance form either attached to or accompanying this Prospectus.

**Offer** means the non-renounceable entitlement issue the subject of this Prospectus.

**Official Quotation** means official quotation on ASX.

**Prospectus** means this prospectus.

**Record Date** means the date specified in the timetable set out at the commencement of this Prospectus.

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

**Shareholder** means a holder of a Share.

**Shortfall** means the Shares not applied for under the Offer (if any).

**Shortfall Application Form** means the shortfall application form either attached to or accompanying this Prospectus.

**Shortfall Offer** means the offer of the Shortfall on the terms and conditions set out in Section 4.7 of this Prospectus.

**Shortfall Shares** means those Shares issued pursuant to the Shortfall.

**WST** means Western Standard Time as observed in Perth, Western Australia.