



NSX Code: JCC

Jimmy Crow Limited

Notice of Annual General Meeting

The Annual General Meeting of Jimmy Crow Limited (ABN: 80 010 547 912) will be held at:

Venue: Cashwerkz Office
Suite 104, Level 1, 200 Creek Street, Brisbane QLD 4000

Date: Tuesday, 19 November 2019

Time: 11:00am (AEST - Brisbane Time)

This notice of Annual General Meeting should be read in its entirety. If Shareholders are in any doubt as to how they should vote, they should seek advice from their professional advisor prior to voting.

Please contact the Company Secretary on +61 7 3020 3020 if you wish to discuss any matter concerning the Meeting.

Jimmy Crow Limited

ABN 80 010 547 912

Notice of General Meeting

Notice is hereby given that the Annual General Meeting (AGM) of the Shareholders of Jimmy Crow Limited ('Company') will be held at the **Cashwerkz Office located at Suite 104, Level 1, 200 Creek Street, Brisbane QLD 4000 on Tuesday, 19 November 2019 at 11:00am (AEST - Brisbane Time) (Meeting).**

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

Shareholders are urged to vote by attending the Meeting in person or by returning a completed Proxy Form. Instructions on how to complete a Proxy Form are set out in the Explanatory Memorandum.

Proxy Forms must be received by no later than 11.00am (AEST - Brisbane Time) on Sunday, 17 November 2019.

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

Agenda

ANNUAL REPORT

To receive and consider the financial statements of the Company and the reports of the Directors and Auditors for the financial year ended 30 June 2019.

1 RESOLUTION 1 - REMUNERATION REPORT (NON-BINDING)

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

"That for the purposes of section 250R(2) of the Corporations Act 2001 (Cth) and for all other purposes, Shareholders adopt the Remuneration Report set out in the Directors' Report for the year ending 2019."

A voting exclusion statement is set out below.

2 RESOLUTION 2 - RE-ELECTION OF DIRECTOR - KERRY DALY

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

"That Kerry Daly, who retires by rotation in accordance with Article 49 of the Company's Constitution and for all other purposes, and offers himself for re-election, to be re-elected as a Director."

The voting exclusion statement is set out below.

3 RESOLUTION 3 - CHANGE OF COMPANY NAME

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

*“That in accordance with section 157(1) of the Corporations Act 2001 (Cth) and for all other purposes approval is hereby given for the name of the Company to be changed to **Australian Adventure Tourism Group Limited.**”*

Voting Restrictions

In accordance with Sections 250R(4) and 250BD(1) of the Corporations Act, the Company will disregard any votes cast on the following Resolutions by the following persons:

Resolution 1 - Remuneration Report (Non-Binding)	Directors and Key Management Personnel and Persons described below.
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Resolution 2 - Re-Election of Director - Kerry Daly	Kerry Daly and any associate of his.
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However, the Company need not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the direction on the Proxy Form; or
- (b) it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

By order of the Board of Directors.

Jimmy Crow Limited

Jerome Jones
Company Secretary
21 October 2019

Jimmy Crow Limited
ABN 80 010 547 912
Explanatory Memorandum

1 INTRODUCTION

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 the **Cashwerkz Office located at Suite 104, Level 1, 200 Creek Street, Brisbane QLD 4000 on Tuesday, 19 November 2019 at 11:00am (AEST - Brisbane Time)**. The purpose of this Explanatory Memorandum is to provide information to Shareholders in deciding how to vote on the Resolutions set out in the Notice.

Unless otherwise indicated, in this Explanatory Memorandum references to Shares means existing ordinary shares in the Company at the date of this.

This Explanatory Memorandum should be read in conjunction with and forms part of the accompanying Notice, and includes the following:

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A Proxy Form is located at the end of the Explanatory Memorandum.

Please contact the Company Secretary on +61 7 3020 3020 if you wish to discuss any matter concerning the Meeting.

2 FORWARD LOOKING STATEMENTS

This Explanatory Memorandum contains forward-looking statements that, despite being based on the Company's current expectations about future events, are subject to known and unknown risks, uncertainties and assumptions, many of which are outside the control of the Company and the Directors. These known and unknown risks, uncertainties and assumptions, could cause actual results, performance or achievements to materially differ from future results, performance or achievements expressed or implied by forward-looking statements in this Explanatory Memorandum.

3 ACTION TO BE TAKEN BY SHAREHOLDERS

Shareholders should read the Notice and this Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

3.1 Proxies

All Shareholders are invited and encouraged to attend the Meeting. Any Shareholder who is unable to attend in person, may appoint a representative (or **proxy**) to attend on their behalf by signing and returning the Proxy Form (attached to the Notice) to the Company in accordance with the instructions on the Proxy Form. The Company encourages Shareholders completing a Proxy Form to direct the proxy how to vote on each Resolution.

The Proxy Form must be received no later than 48 hours before the commencement of the Meeting, i.e. by no later than 11.00am (AEST - Brisbane Time) on Sunday, 17 November 2019. Any Proxy Form received after that time will not be valid for the Meeting.

A Proxy Form may be lodged in the following ways:

By Mail	Jimmy Crow Limited GPO Box 6 Brisbane QLD 4001
By Email	shareholders@jimmycrow.com.au
By Facsimile	+61 7 3020 3080

Shareholders lodging a Proxy Form are not precluded from attending and voting in person at the Meeting.

3.2 Corporate representatives

Any Shareholders which is a body corporate may appoint a person to act as their corporate representative at the Meeting by providing that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as the body corporate's representative. The authority may be sent to the Company and/or registry in advance of the Meeting or handed in at the Meeting when registering as a corporate representative.

An Appointment of Corporate Representative Form is available from our Share Registry on the Boardroom Pty Ltd website at www.boardroomlimited.com.au.

3.3 Eligibility to vote

The Directors have determined that, for the purposes of voting at the Meeting, Shareholders are those persons who are the registered holders of Shares at 11.00am (AEST - Brisbane Time) on Sunday, 17 November 2019.

4 ANNUAL REPORT

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

Shareholders will be offered the opportunity to:

- (a) discuss the Annual Report for the financial year ended 30 June 2019 which is available on the NSX platform at www.nsx.com.au; and
- (b) ask questions about or make comment on the management of the Company.

The chair of the Meeting will allow reasonable opportunity for the Shareholders as a whole at the Meeting to ask the auditor or the auditor's representative questions relevant to:

- (a) the conduct of the audit;
- (b) the preparation and content of the auditor's report;
- (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.

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

- (a) the content of the auditor's report to be considered at the Meeting; and
- (b) the conduct of the audit of the annual financial report to be considered at the Meeting,

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

5 RESOLUTION 1 - REMUNERATION REPORT (NON-BINDING)

The Remuneration Report is in the Directors' Report section of the Company's Annual Report.

By way of summary, the Remuneration Report:

- (a) explains the Company's remuneration policy and the process for determining the remuneration of its Directors and executive officers;
- (b) addresses the relationship between the Company's remuneration policy and the Company's performance; and
- (c) sets out remuneration details for each Director and each of the Company's executives and group executives named in the Remuneration Report for the financial year ended 2019.

Section 250R(2) of the Corporations Act requires companies to put a resolution to their members that the Remuneration Report be adopted. The vote on this resolution is advisory only, however, and does not bind the Board or the Company. The Board will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the Meeting when reviewing the Company's remuneration policies.

The Chairman will give Shareholders a reasonable opportunity to ask questions about or to make comments on the Remuneration Report.

Under the Corporations Act, if 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive annual general meetings, Shareholders will be required to vote at the second of those annual general meetings on a resolution that a further meeting is held at which all of the Company's Directors must go up for re-election.

6 RESOLUTION 2 - RE-ELECTION OF DIRECTOR - KERRY DALY

6.1 Introduction

The Company's Constitution requires that Directors retire by rotation at each Annual General Meeting and that Directors appointed by the Board hold office until the next Annual General Meeting.

In accordance with the Constitution, Kerry Daly retires from office at this Meeting and offers himself for re-election.

Details of Kerry Daly's qualifications and experience are set out in the Company's 2019 Annual Report.

6.2 Director's Recommendation

The Board (excluding Kerry Daly) recommends that Shareholders vote in favour of Resolution 2.

7 RESOLUTION 3 - CHANGE OF COMPANY NAME

7.1 Introduction

The Board seeks approval of Shareholders to change the name of the Company from **Jimmy Crow Limited** to **Australian Adventure Tourism Group Limited**.

On 13 March 2017, Queensland Resorts Limited, the company that originally built Magnums Backpackers and has owned it since 1982, changed its name to reflect its change of business direction to an adventure tourism focus - primarily the Whitsunday Skyway project at Airlie Beach.

The Company's website explains the background to the Jimmy Crow name selection, including an acknowledgement of the USA interpretation of Jim Crow Law, which was related to slavery oppressive laws impacting African Americans in the 19th century.

At the time of the name change in 2017, the director responsible then, was unaware of the Jim Crow Law connection. Despite the original intentions, the directors have since received negative feedback from some shareholders and other business stakeholders, who incorrectly assume the name has a connection to Jim Crow Law.

It is expected that this misinterpretation will continue and may become a detriment, particularly as the company grows and attracts media attention, which may also misinterpret the name background.

The Board has resolved, subject to shareholder approval, to again change the name to remove the Jim Crow Law misinterpretation and to reflect the focus of the Company's future business direction.

The name **Australian Adventure Tourism Group Limited** has been reserved at ASIC.

The NSX Ticker Code of **AAT** has also been reserved for the renamed company.

Shareholders associated with directors have majority holdings and intend to vote for the resolution. Subject to the resolution being passed and the requirements of the NSX, the name will be changed after the AGM.

7.2 Change of Name Process

If Resolution 3 is approved by Shareholders, the proposed name change of the Company will be lodged with ASIC within 14 days of this Meeting. In anticipation of approval by Shareholders, the proposed new Company name has been reserved at ASIC.

The change of name will be effective and official when ASIC issues the Certificate of Registration on Change of Name, which is expected to be within a few days after lodgment.

Upon receipt of the new name certificate, the Company will notify NSX of the name change and the new NSX Ticker Code will commence within a few days of notification. Shortly after the name change, the Company's Share Registry will issue new holding statements to all Shareholders.

7.3 Recommendation

The Board recommends that Shareholders vote in favour of Resolution 3.

8 SCHEDULE 1 - DEFINITIONS

In this Notice and Explanatory Memorandum:

Board	means the board of Directors.
Company	means Jimmy Crow Limited ABN 80 010 547 912.
Corporations Act	means the Corporations Act 2001 (Cth) as amended.
Director	means a director of the Company.
Explanatory Memorandum	means this explanatory memorandum.
Listing Rule	means the Listing Rules of the NSX.
Meeting	means the meeting of Shareholders convened by this Notice.
Notice or Notice of Shareholder Meeting	means this notice of meeting.
NSX	means the National Stock Exchange of Australia.
Proxy Form	means the proxy form attached to this Notice.
Resolution	means a resolution set out in the Notice.
Share Registry	mean Boardroom Limited ABN 14 003 209 836.
Share	means a fully paid ordinary share in the capital of the Company.
Shareholder	means a registered holder of a Share.