
YOJEE LIMITED

ACN 098 238 585

NOTICE OF GENERAL MEETING

TIME: 7 June 2017

DATE: 10:00am (WST)

PLACE: Suite 9, 330 Churchill Avenue, Subiaco, Western Australia

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

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 8 6489 1600.

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IMPORTANT INFORMATION

Time and place of Meeting

Notice is given that the Meeting will be held at 7 June 2017 on 10:00am (WST) at:

Suite 9, 330 Churchill Avenue, Subiaco, Western Australia, 6008

Your vote is important

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

Voting eligibility

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 10:00am (WST) on 5 June 2017.

Voting in person

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

Voting by proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that changes to the Corporations Act made in 2011 mean that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Further details on these changes are set out below.

Proxy vote if appointment specifies way to vote

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, **if it does**:

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (ie as directed); and
- if the proxy has 2 or more appointments that specify different ways to vote on the resolution, the proxy must not vote on a show of hands; and
- if the proxy is the chair of the meeting at which the resolution is voted on, the proxy must vote on a poll, and must vote that way (ie as directed); and
- if the proxy is not the chair, the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (ie as directed).

Transfer of non-chair proxy to chair in certain circumstances

Section 250BC of the Corporations Act provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and
- the appointed proxy is not the chair of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
 - the proxy is not recorded as attending the meeting; or
 - the proxy does not vote on the resolution,

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

BUSINESS OF THE MEETING

AGENDA

1. RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE OF 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 ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 56,250,000 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.

2. RESOLUTION 2 – APPROVAL FOR ISSUE OF 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 ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 8,750,000 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 any person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the 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.

3. RESOLUTION 3 – ISSUE OF OPTIONS – RAY LEE

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

"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 5,000,000 Options to Ray Lee (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 Ray Lee (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.

4. RESOLUTION 4 – ISSUE OF OPTIONS – ROBERT COMLEY

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

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 6,000,000 Options to Robert Comley (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 Robert Comley (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.

Dated: 5 May 2017

By order of the Board

Mr Sonu Cheema
Company Secretary

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

1. BACKGROUND

On 4 April 2017 the Company announced details of a capital raising via a two tranche placement raising a total of up to \$3,900,000 by way of issue of up to 65,000,000 Shares at an issue price of \$0.06 (**Capital Raising**).

The Company completed the first tranche of the Capital Raising on 12 April 2017 with the issue of 56,250,000 Shares. These Shares were issued pursuant to the Company's combined placement capacity under ASX Listing Rules 7.1. The Company is seeking Shareholder approval under Resolution 1 for the ratification of the issue of these Shares.

The Company intends to complete the second tranche of the Capital Raising, subject to Shareholder approval pursuant to Resolution 2.

In addition, the Company is seeking Shareholder approval for the issue of 5,000,000 Options (**Options**) to Mr Ray Lee as announced at the time of his appointment on 9 March 2017 (Resolution 3). The Company is also seeking Shareholder approval for the issue of 6,000,000 Options to Mr Robert Comley, the Group's Chief Commercial Officer.

2. RESOLUTIONS 1 – RATIFICATION OF PRIOR ISSUE OF SHARES

2.1 Resolution 1

Resolution 1 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of the 56,250,000 Shares issued without Shareholder approval pursuant to the Company's placement capacity under ASX Listing Rule 7.1.

ASX 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.

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

By ratifying the issue the subject of Resolution 1, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

2.2 Technical information required by ASX Listing Rule 7.4

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the Resolutions 1 and 2:

- (a) 56,250,000 Shares were issued;
- (b) the issue price for all Shares was \$0.06;
- (c) the 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 Shares were issued to sophisticated and institutional investors and clients of 708 Capital Pty Ltd (ACN 142 319 202), a licensed securities dealer (AFSL 386279). None of these subscribers are related parties of the Company; and
- (e) the funds raised from the Capital Raising after costs of the raising are being used to accelerate the Company's business development activities and for working capital purposes.

3. RESOLUTION 2 – APPROVAL FOR ISSUE OF SHARES

3.1 General

Resolution 2 seeks Shareholder approval for the issue of up to 8,750,000 Shares pursuant to the second tranche of the Capital Raising.

As at the date of this Notice the Company has 431,250,000 Shares on issue. The maximum quantity of Shares contemplated by the Placement represents approximately 2.03% of the current issued capital.

A summary of ASX Listing Rule 7.1 is set out in Section 2.1.

The effect of Resolution 2 will be to allow the Company to issue the Shares pursuant to the second tranche of the Capital Raising during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

3.2 Technical information required by ASX Listing Rule 7.1

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to the Placement:

- (a) the maximum number of Shares to be issued is 8,750,000;
- (b) the Shares will be issued no later than 3 months 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 Shares will occur progressively;
- (c) the issue price will be \$0.06 per shares;
- (d) the Shares will be issued to sophisticated and institutional investors and clients of 708 Capital Pty Ltd (ACN 142 319 202), a licensed securities dealer (AFSL 386279). None of these subscribers will be related parties of the Company;

- (e) the Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares; and
- (f) the Company intends to use the funds raised to accelerate the Company's business development activities and working capital purposes.

4. RESOLUTION 3 – ISSUE OF OPTIONS – RAY LEE

4.1 General

As set out in Section 1, subject to the Company obtaining all necessary Shareholder approvals, Yojee has agreed to issue the Options to Ray Lee, the Non-Executive Director of Yojee in accordance with the terms of his appointment. The terms and conditions of the Options are set out in Schedule 1.

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 ASX 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 ASX Listing Rule 10.11.

Resolution 3 seeks Shareholder approval for the issue of the Options to Ray Lee (or his respective nominee).

The effect of Resolution 3 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 Lee, 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 Ray Lee, in who is abstaining because of his interest in this Resolution) supports the grant of Options to Mr Ray Lee.

4.2 Related Party Approval

The Company is not seeking Shareholder approval for the financial benefit covered by Resolution 3 as the Board has resolved that the financial benefit to be provided to Mr Lee pursuant to the Options comes within the reasonable remuneration exemption to Chapter 2E of the Corporations Act 2001 (Cth).

4.3 Technical information required by ASX Listing Rule 10.13

Pursuant to and in accordance with ASX Listing Rule 10.13, the following information is provided in relation to Resolution 3:

- (a) the Options will be issued to Ray Lee (or his respective nominee);
- (b) the maximum number of Options to be issued is 5,000,000, being:
 - (i) 1,000,000 Class A Options;
 - (ii) 1,000,000 Class B Options;

- (iii) 1,500,000 Class C Options;
 - (iv) 1,500,000 Class D Options;
- 4.3.2 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;
- 4.3.3 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 \$0.07 per Share and Mr Lee 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 \$0.10 per Share and Mr Lee 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 \$0.15 per Share and Mr Lee is a Director on such date; and
 - (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 \$0.20 per Share and Mr Lee is a Director on such date.
- 4.3.4 the Options will be exercisable at \$0.07, will expire 3 years after their issue date and will otherwise be on the terms and conditions set out in Schedule 1;
- 4.3.5 the Options will be issued for nil cash consideration. Accordingly, no funds will be raised from the issue of the Options;
- 4.3.6 a voting exclusion statement is included in the Notice.

5. RESOLUTION 4 – ISSUE OF OPTIONS – ROBERT COMLEY

5.1 General

As set out in Section 1, subject to the Company obtaining all necessary Shareholder approvals, Yojee has agreed to issue the Options to Robert Comley, the Group's Chief Commercial Officer. The terms and conditions of the Options are set out in Schedule 1.

A summary of ASX Listing Rule 7.1 is set out in Section 2.1.

The effect of Resolution 4 will be to allow the Company to issue the Options during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

The Board supports the grant of Options to Mr Robert Comley.

5.2 Technical information required by ASX Listing Rule 7.1

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to the Placement:

- (a) the Options will be issued to Robert Comley (or his respective nominee);
 - (b) the maximum number of Options to be issued is 6,000,000, being:
 - (i) 1,500,000 Class A Options;
 - (ii) 1,500,000 Class B Options;
 - (iii) 1,500,000 Class C Options;
 - (iv) 1,500,000 Class D Options;
- 5.2.2 the Options will be issued no later than 3 months 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;
- 5.2.3 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 \$0.07 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 \$0.10 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 \$0.15 per Share; and
 - (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 \$0.20 per Share;
- 5.2.4 the Options will be exercisable at \$0.07, will expire 3 years after their issue date and will otherwise be on the terms and conditions set out in Schedule 1;
- 5.2.5 the Options will be issued for nil cash consideration. Accordingly, no funds will be raised from the issue of the Options;
- 5.2.6 a voting exclusion statement is included in the Notice.

GLOSSARY

\$ means Australian dollars.

ASIC means the Australian Securities & Investments Commission.

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

ASX Listing Rules means the Listing Rules of ASX.

Board means the current board of directors of the Company.

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.

Chair means the chair of the Meeting.

Company means Yojee Limited (ACN 098 238 585).

Constitution means the Company's constitution.

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

Directors means the current directors of the Company.

Explanatory Statement means the explanatory statement accompanying the Notice.

General Meeting or **Meeting** means the meeting convened by the Notice.

Notice or **Notice of Meeting** means this notice of meeting including the Explanatory Statement and the Proxy Form.

Option means an option to acquire a Share with the terms and conditions set out in Schedule 1.

Optionholder means a holder of an Option.

Proxy Form means the proxy form accompanying the Notice.

Resolutions means the resolutions set out in the Notice, or any one of them, as the context requires.

Section means a section of the Explanatory Statement.

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

Shareholder means a registered holder of a Share.

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

VWAP means volume weighted average price.

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

SCHEDULE 1 – TERMS AND CONDITIONS OF OPTIONS

(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 \$0.07 (**Exercise Price**).

(c) **Expiry Date**

Each Class A Option, Class B Option, Class C Option and Class D Option will expire at 5:00 pm (WST) on the date that is five (5) 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 \$0.07 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 \$0.10 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 \$0.15 per Share; and
- (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 \$0.20 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

Lodge your vote:



Online:
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

For all enquiries call:
(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

Proxy Form

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Vote online

- Go to 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: 189411

SRN/HIN:

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 10:00am (WST) Monday, 5 June 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 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 →**

☐

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.

Proxy Form

Please mark ☒ to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

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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 General Meeting of Yojee Limited to be held at Suite 9, 330 Churchill Avenue, Subiaco, Western Australia, on Wednesday, 7 June 2017 at 10:00am (WST) and at any adjournment or postponement of that meeting.

Chair's voting intention in relation to undirected proxies

The Chair intends to vote undirected proxies in favour of all Resolutions. In exceptional circumstances the Chair may change his/her voting intention on any Resolution. In the event this occurs an ASX announcement will be made immediately disclosing the reasons for the change.

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 Ratification of Prior Issue of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Approval for Issue of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Issue of Options – Ray Lee	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Issue of Options – Robert Comley	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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 / /

Y O J

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Computershare +