
JATENERGY LIMITED

ABN 31 122 826 242

NOTICE OF 2013 ANNUAL GENERAL MEETING

TIME: 10.00am (EST)

DATE: Wednesday, 27 November 2013

PLACE: c/- Grant Thornton, Level 17, 383 Kent Street, Sydney NSW 2000

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 9571 8300

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II. IMPORTANT INFORMATION

A. TIME AND PLACE OF MEETING AND HOW TO VOTE

The Annual General Meeting of the Shareholders of Jatenergy Limited to which this Notice of Meeting relates will be held at 10.00am (EST) on Wednesday, 27 November 2013, at Grant Thornton, Level 17, 383 Kent Street, Sydney, New South Wales.

B. YOUR VOTE IS IMPORTANT

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

C. VOTING IN PERSON

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

D. VOTING BY PROXY

To vote by proxy, please complete and sign the proxy form enclosed and send the proxy form by:

- (a) post to Jatenergy Limited, Level 6, Suite 8, 55 Miller Street, Pyrmont, NSW 2009;
- (b) facsimile to the Company on facsimile number (+61 2) 9571 8200; or
- (c) email to the Company at s.birkin@jatenergy.com,

so that it is received not later than 10.00am (EST) on Monday, 25 November 2013.

Proxy forms received later than this time will be invalid.

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 the 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 (i.e. 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 (i.e. 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 (i.e. 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:
 - o the proxy is not recorded as attending the meeting; or
 - o 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.

III. NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of Shareholders of Jatenergy Limited will be held at the offices of Grant Thornton, Level 17, 383 Kent Street, Sydney at 10.00am (EST) on Wednesday, 27 November 2013.

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Statement and the proxy form are part of this Notice of Meeting.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders of the Company at 10.00am (EST) on Monday, 25 November 2013.

Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

A. AGENDA

ORDINARY BUSINESS

Financial Statements and Reports

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2013 together with the declaration of the Directors, the Directors' report, the remuneration report and the auditor's report.

1. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **non-binding resolution**:

"That, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's annual financial report for the year ended 30 June 2013."

Note: the vote on this Resolution is advisory only and does not bind the Directors or the Company.

Voting Prohibition Statement:

A vote on this Resolution must not be cast (in any capacity) by or on behalf of any of the following persons:

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

However, a person described above may vote on this Resolution if:

- (a) the person does so as a proxy appointed by writing that specifies how the proxy is to vote on the Resolution; and*
- (b) the vote is not cast on behalf of a person described in sub-paragraphs (a) or (b) above.*

2. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR RICHARD PRITCHARD

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

“That, for the purpose of clause 13.2 of the Constitution and for all other purposes, Mr Richard Pritchard, a Director retires by rotation, and being eligible, is re-elected as a Director.”

3. SPECIAL RESOLUTION 3 – CAPACITY TO ISSUE ADDITIONAL 10% OF SECURITIES

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

“That, pursuant to and in accordance with Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Statement.”

Voting Exclusion: *The Company will disregard any votes cast on this resolution by any persons who may participate in the 10% Placement Facility and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of Shares and any associates of those persons, if this Resolution is passed. However, the Company will not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote in accordance with the directions on the proxy form; or if 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

**GRAEME HOGAN
COMPANY SECRETARY**

IV. EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of the Shareholders of the Company in connection with the business to be conducted at the Annual General Meeting to be held at the offices of Grant Thornton, Level 17, 383 Kent Street, Sydney at 10.00am (EST) on Wednesday, 27 November 2013.

This purpose of this Explanatory Statement is to provide information that the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Constitution, the business of the Annual General Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2013 together with the declaration of the directors, the directors' report, the remuneration report and the auditor's report.

Whilst the Company will not provide a hard copy of the Company's annual financial report unless specifically requested to do so, Shareholders may view the Company annual financial report on its website at www.jatenergy.com.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

2.1 General

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the Directors or the Company.

The remuneration report sets out the Company's remuneration arrangements for the Directors and senior management of the Company. The remuneration report is part of the Directors' report contained in the annual financial report of the Company for the financial year ending 30 June 2013.

A reasonable opportunity will be provided for discussion of the remuneration report at the Annual General Meeting.

2.2 Proxy Restrictions

Pursuant to the Corporations Act, if you elect to appoint the Chair, or another member of Key Management Personnel whose remuneration details are included in the Remuneration Report or any Closely Related Party of that member as your proxy to vote on this Resolution 1, **you must direct the proxy how they are to vote**. Where you do not direct the Chair, or another member of Key Management Personnel whose remuneration details are included in the Remuneration Report or Closely Related Party of that member on how to vote on this Resolution 1, the proxy is prevented by the Corporations Act from exercising your vote and your vote will not be counted in relation to this Resolution 1.

The Directors recommend this resolution is passed.

3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR RICHARD PRITCHARD

Clause 13.2 of the Company's Constitution requires that at the Company's annual general meeting in every year, one-third of the Directors for the time being, or, if their number is not a multiple of 3, then the number nearest one-third (rounded upwards in case of doubt), must retire from office, provided always that no Director (except a Managing Director) shall hold office for a period in excess of 3 years, or until the third annual general meeting following his or her appointment, whichever is the longer, without submitting himself or herself for re-election.

The Directors to retire at an annual general meeting are those who have been longest in office since their last election, but, as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by drawing lots.

A Director who retires by rotation under clause 13.2 of the Constitution is eligible for re-election.

The Company currently has 3 directors and accordingly at least 1 must retire.

Mr Richard Pritchard and Mr Anthony Crimmins were appointed Directors on the same day and Mr Pritchard has agreed to retire by rotation at this Annual General Meeting and seeks re-election.

4. RESOLUTION 3 – APPROVAL OF 10% PLACEMENT FACILITY

4.1 General

Listing Rule 7.1A provides that an eligible entity may seek shareholder approval at its annual general meeting to allow it to issue equity securities up to 10% of its issued capital (**10% placement capacity**).

The Company is an eligible entity.

The number of Equity Securities the Eligible entity may issue under the 10% placement capacity will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (as set out in section 5.2 below).

The effect of Resolution 3 will be to allow the company to issue equity securities up to 10% of the Company's fully paid ordinary securities on issue under the 10% placement capacity during the period up to 12 months after the meeting, without subsequent shareholder approval and without using the Company's 15% annual placement capacity granted under Listing rule 7.1.

Resolution 3 is a special resolution. Accordingly, at least 75% of votes cast by shareholders present and eligible to vote at the Meeting must be in favour of Resolution 4 for it to be passed.

The Directors of the Company believe Resolution 3 is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of this Resolution.

4.2 ASX Listing Rule 7.1A

ASX Listing Rule 7.1A came into effect on 1 August 2012 and enables an eligible entity to seek shareholder approval at its annual general meeting to issue equity securities in addition to those under the Eligible Entity's 15% annual placement capacity.

An eligible entity is one that, as at the date of the relevant annual general meeting:

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

The Company is an eligible entity as it is not included in the S&P/ASX 300 Index and has a current market capitalisation of \$2,589,139 (assuming a share price of 2.5 cents being the last sale price 23 October 2013).

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the Company. The Company, as at the date of the Notice, has on issue two classes of Equity Securities being:

- Shares (ASX Code: JAT); and
- Listed Options exercisable at 25 cents on or before 1 March 2014 (ASX Code: JATO);

The exact number of equity securities that the Company may issue under an approval under Listing Rule 7.1A will be calculated in accordance with the following formula:

$$(A \times D) - E$$

A is the number of shares on issue 12 months before the date of the issue or agreement:

- a) Plus the number of fully paid shares issued in the 12 months under an exception in Listing Rule 7.2;
- b) Plus the number of partly paid shares that became fully paid in the 12 months;
- c) Plus the number of fully paid shares issued in the 12 months with approval of holders of shares under Listing Rule 7.1 and 7.4. This does not include an issue of fully paid shares under the entity's 15% placement capacity without shareholder approval;
- d) Less the number of fully paid shares cancelled in the 12 months.

D Is 10%

E Is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of shareholders under Listing Rule 7.1 or 7.4.

4.3 Technical Information required by Listing Rule 7.1A

Pursuant to and in accordance with ASX Listing Rule 7.3A, the information below is provided in relation to this Resolution 3:

(a) Minimum Price

The minimum price at which the equity securities may be issued is 75% of the volume weighted average price of equity securities in that class, calculated over the 15 ASX trading days on which trades in that class were recorded immediately before:

- (i) The date on which the price at which the Equity Securities are to be issued is agreed; or
- (ii) If the Equity Securities are not issued within 5 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

(b) Date of Issue

The Equity Securities may be issued under the 10% placement capacity commencing on the date of the meeting and expiring on the first to occur of the following:

- (i) 12 months after the date of this Meeting; and
- (ii) The date of the approval by shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (a disposal of main undertaking) (after which date, an approval under Listing Rule 7.1A ceases to be valid). **(10% placement capacity period).**

(c) Risk of voting dilution

Any issue of equity securities under the 10% placement capacity will dilute the interests of shareholders who do not receive any shares under the issue.

If Resolution 3 is approved by shareholders and the Company issues the maximum number of equity securities available under the 10% placement capacity, the economic and voting dilution of existing shareholders would be as shown in the table below.

The table below shows the dilution of existing shareholders calculated in accordance with the formula outlined in ASX Listing rule 7.1A(2), on the basis of the current market price of shares and the current number of equity securities on issue as at the date of this notice.

The table also shows the voting dilution impact where the number of shares on issue (Variable A in the formula) changes and the economic dilution where there are changes in the issue price of shares issued under the 10% placement capacity.

Variable 'A' in Listing Rule 7.1A.2		Dilution		
		\$0.013 50% decrease in Issue Price	\$0.025 Issue Price	\$0.05 100% increase in Issue Price
Current Variable A 103,565,568 Shares	Shares issued - 10% Voting Dilution	10,356,556 Shares	10,356,556 Shares	10,356,556 Shares
	Funds raised	\$134,635	\$258,914	\$517,828
50% increase in current Variable A 155,348,352 Shares	Shares issued - 10% Voting Dilution	15,534,835 Shares	15,534,835 Shares	15,534,835 Shares
	Funds raised	\$201,953	\$388,371	\$776,742
100% increase in current Variable A 207,131,136 Shares	Shares issued - 10% Voting Dilution	20,713,113 Shares	20,713,113 Shares	20,713,113 Shares
	Funds raised	\$269,270	\$517,828	\$1,035,656

- *The number of shares on issue (Variable A in the formula) could increase as a result of the issue of shares that do not require shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with stakeholder approval under Listing Rule 7.1.*

The table has been prepared on the following assumptions:

- There are currently 103,565,568 existing Shares on issue as at the date of this Notice of Meeting.
- The issue price is \$0.025, being the closing price of the Shares on ASX on 23 October 2013.
- The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
- No Listed Options or Employee Incentive Options (including any Listed Options issued under the 10% Placement Facility) are exercised into Shares before the date of the issue of Equity Securities.
- Resolution 3 of this meeting is approved.
- The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
- The table does not show an example of dilution that may be caused to any particular shareholder will be subject to. All shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.

- (viii) The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
- (ix) The issue of Equity Securities under the 10% Placement Facility consists only of Shares. If the issue of Equity Securities includes Listed Options, it is assumed that those Listed Options are exercised into shares for the purposes of calculating the voting dilution effect on existing Shareholders.
- (x) The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
- (xi) The table does not show an example of dilution that may be caused to a particular shareholder by reason of placements under the 10% placement capacity, based on that shareholder's holding at the date of the Meeting.

Shareholders should note that there is a risk that:

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

(d) Purpose of Issue under 10% placement capacity

The Company may issue quoted equity securities under the 10% placement capacity for the following purposes:

- (xii) Non-cash consideration for the acquisition of new resources assets and investments. In such circumstances the company will provide a valuation of the non-cash consideration as required by Listing Rule 7.1A.3; or
- (i) Cash consideration. In such circumstances, the Company intends to use the funds raised towards further development of its existing assets, including its Coal Plus technology or general working capital or an acquisition of new assets or investments (including expense associated with such acquisition).

The Company will comply with the disclosure obligations under Listing Rules 7.1A.4 and 3.10.5A upon issue of any equity securities.

(e) Allocation policy under 10% placement capacity

The Company's allocation policy for the issue of equity securities under the 10% placement capacity will be dependent on the prevailing market conditions at the time of any proposed placement(s).

The recipients of the equity securities to be issued under the 10% Placement Capacity have not yet been determined. However, the recipients of equity securities could consist off current shareholders or new investors (or both), none of whom will be related parties of the Company.

The Company will determine the recipients at the time of the issue under the 10% Placement Capacity, having regard to the following factors:

- (i) The purpose of the issue;
- (ii) Alternative methods for raising funds available to the company at that time, including, but not limited to, an entitlement issue or other offer where existing shareholders may participate;
- (iii) The effect of the issue of the Equity Securities on the control of the Company;
- (iv) The circumstances of the Company, including but not limited to, the financial situation and solvency of the Company; and
- (v) Prevailing market conditions; and
- (vi) Advice from corporate, financial and broking advisers (if applicable).

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

(f) Previous approval under ASX Listing Rule 7.1A

The Company previously obtained approval from its Shareholders pursuant to ASX Listing Rule 7.1A at its annual general meeting held on 30 November 2012 (**Previous Approval**).

At the date of this Notice of Meeting, the Company has issued 1,887,665 fully paid ordinary shares pursuant to that approval (see Appendix 3B issued 8 October 2013). The issue price of 3 cents was a premium to the last sale price (on 4th October 2013) for shares traded on the ASX.

During the 12 month period, the Company otherwise issued a total of 19,375,000 ordinary fully paid shares which represents approximately 14.9% of the total diluted number of equity securities on issue in the Company on 30 November 2012, which was 129,839,115.

2,350,000 ordinary fully paid shares were issued on 7 November 2012 as shortfall placement under the terms of the Share Purchase Plan which closed on 12 September 2012.

No options or other class of equity securities were issued during the period.

Further details of the issues of Shares by the Company during the 12 month period preceding the date of the Meeting are:-

Date	Quantity	Recipients	Issue Price & discount to Market Price	Form of Consideration
Issue – 7 th November 2012 App 3B – 7 th November 2012	2,350,000	Clients of Jiaren Investments Pty Limited	4 cents (discount of 20%) This issue was Shortfall Placement under the Share Purchase Plan.	Cash The funds were used for purposes as per the Share Purchase Plan including general working capital purposes
Issue – 7 th November 2012 App 3B – 7 th November 2012	10,150,000	Clients of Jiaren Investments Pty Limited	4 cents (discount of 20%) This issue was at the same price as the Share Purchase Plan	Cash The funds were used for general working capital purposes
Issue – 4 th December 2012 App 3B – 6 th December 2012	1,875,000	Anthony Crimmins & Richard Pritchard	4 cents (discount of 5%) This issue was at the same price as the Share Purchase Plan	Cash The funds were used for general working capital purposes
Issue – 7 th October 2013 App 3B – 8 th October 2013	5,000,000	Jiangxi Resources Limited	3 cents (premium of 3%)	Cash The funds to be used for general working capital purposes

Voting Exclusion

A voting exclusion statement is included in the Notice. At the date of this Notice, the Company has not invited any existing Shareholder to participate in an issue of the equity securities. Therefore, no existing shareholders will be excluded from voting on Resolution 3.

5. ENQUIRIES

Shareholders are required to contact the Company Secretary on +61 2 9571 8300 if they have any queries in respect of the matters set out in these documents.

V. GLOSSARY

\$ means Australian dollars.

10% Placement Period has the meaning given in Section 5.1 of the Explanatory Statement.

Annual General Meeting or AGM or Meeting means the meeting convened by the Notice of Meeting.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited.

ASX Listing Rules or 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.

Closely Related Party of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the *Corporations Regulations 2001 (Cth)*.

Company means Jatenergy Limited (ACN 122 826 242).

Constitution means the Company's constitution.

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

Directors mean the current directors of the Company.

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

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

Equity Securities has the same meaning as in the Listing Rules.

EST means Eastern Standard Time as observed in Sydney, New South Wales.

Explanatory Statement means the explanatory statement accompanying the Notice of Meeting.

Key Management Personnel has the same meaning as in the accounting standards and broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any director (whether executive or otherwise) of the Company.

Listed Options means listed options of the company each with an exercise price of \$0.25 and expiry date of 1 March 2014.

Notice or Notice of Meeting or Notice of Annual General Meeting means this notice of annual general meeting including the Explanatory Statement.

Remuneration Report means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 30 June 2013.

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

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

Shareholder means a registered holder of a Share.

PROXY FORM

**APPOINTMENT OF PROXY
JATENERGY LIMITED
ABN 31 122 826 242**

2013 ANNUAL GENERAL MEETING

I/We

of

being a member of Jatenergy Limited entitled to attend and vote at the Annual General Meeting, hereby

Appoint

Name of proxy

OR

☐

the Chair of the Annual General Meeting as your proxy

or failing the person so named or, if no person is named, the Chair of the Annual General Meeting, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, as the proxy sees fit, at the Annual General Meeting to be held at 10.00am (EST), on Wednesday, 27 November 2013 at the offices of Grant Thornton, Level 17, 383 Kent Street, Sydney, NSW, 2000 and at any adjournment thereof.

Important Proxy Notice for Resolution 1: Where your proxy is the Chair of the Meeting, or any member of the Key Management Personnel of the Company whose remuneration details are included in the Remuneration Report, or a Closely Related Party of that member:

- (a) if you have not directed your proxy to vote on Resolution 1, your proxy will be prevented from casting your votes on Resolution 1; and
- (b) in order for your votes to be counted on Resolution 1, ***you must direct your proxy how to vote*** on Resolution 1.

☐

If the Chair of the Annual General Meeting is appointed as your proxy, or may be appointed by default, and you do **not** wish to direct your proxy how to vote as your proxy please place a mark in this box.

The Chair of the Annual General Meeting intends to vote undirected proxies in favour of Resolutions 2 to 3, and will not cast undirected proxies in favour of Resolution 1 – Remuneration Report.

Voting on Business of the Annual General Meeting

		FOR	AGAINST	ABSTAIN
Resolution 1	Adoption of Remuneration Report	☐	☐	☐
Resolution 2	Re-election of Director – Mr Richard Pritchard	☐	☐	☐
Resolution 3	Capacity to issue additional 10% of securities	☐	☐	☐

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not to be counted in computing the required majority on a poll.

If two proxies are being appointed, the proportion of voting rights this proxy represents is _____ %

Signature of Member(s): _____ Date: _____

Individual or Member 1

Member 2

Member 3

Sole Director/Company Secretary

Director

Director/Company Secretary

Contact Name: _____ **Contact Ph (daytime):** _____

Instructions for Completing 'Appointment of Proxy' Form

1. **(Appointing a Proxy):** A member entitled to attend and vote at an Annual General Meeting is entitled to appoint not more than two proxies to attend and vote on a poll on their behalf. The appointment of a second proxy must be done on a separate copy of the Proxy Form. Where more than one proxy is appointed, such proxy must be allocated a proportion of the member's voting rights. If a member appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half the votes. A duly appointed proxy need not be a member of the Company.
2. **(Direction to Vote):** A member may direct a proxy how to vote by marking one of the boxes opposite each item of business. Where a box is not marked the proxy may vote as they choose. Where more than one box is marked on an item the vote will be invalid on that item.

Unless authorised by ASIC, if a member of Key Management Personnel or their Closely Related Parties is appointed as a proxy, they are not permitted to vote undirected proxies on remuneration matters (arising directly or indirectly in connection with remuneration of Key Management Personnel), related party benefit matters under Chapter 2E of the Corporations Act and any spill resolutions. However, the chair may vote a proxy that does not specify how it is to be voted, provided the member who has lodged the proxy has provided their consent in the proxy form for the chair to exercise the proxy in its discretion (save in relation to the remuneration report where a direction is required).

3. **(New sections 250BB and 250BC of the Corporations Act):** These sections came into effect on 1 August 2011 and apply to voting by proxy on or after that date. Shareholders and their proxies should be aware of these changes to the Corporations Act, as they will apply to this Annual General Meeting. Broadly, the changes 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 (i.e. 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 (i.e. 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 (i.e. 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:
 - o the proxy is not recorded as attending the meeting;
 - o 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.

4. (Signing Instructions):

- **(Individual):** Where the holding is in one name, the member must sign.
- **(Joint Holding):** Where the holding is in more than one name, all of the members must sign.
- **(Power of Attorney):** If you have not already provided 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, that person must sign. Where the company (pursuant to Section 204A of the Corporations Act) does not have a company secretary, a sole director can also sign alone. Otherwise, a director jointly with either another director or a company secretary must sign. Please sign in the appropriate place to indicate the office held.

5. (Attending the Meeting): Completion of a Proxy Form will not prevent individual members from attending the Annual General Meeting in person if they wish. Where a member completes and lodges a valid proxy form and attends the Annual General Meeting in person, then the proxy's authority to speak and vote for that member is suspended while the member is present at the Annual General Meeting.

6. (Return of Proxy Form): To vote by proxy, please complete and sign the enclosed Proxy Form and return by:

1. (a) post to Jatenergy Limited, Level 6, Suite 8, 55 Miller Street, Pyrmont, NSW 2009;
2. (b) facsimile to the Company on facsimile number (+61 2) 9571 8200; or
3. (c) email to the Company at s.birkin@jatenergy.com,

so that it is received not later than 10.00am (EST) on Monday, 25 November 2013.

Proxy forms received later than this time will be invalid.