JATENERGY LIMITED

ABN 31 122 826 242

NOTICE OF GENERAL MEETING

Time: 10.00am

Date: 21 December 2018

Place: Level 5, 23-25 O'Connell Street, Sydney, NSW, 2000.

IMPORTANT INFORMATION

A. TIME AND PLACE OF MEETING AND HOW TO VOTE

The General Meeting of Shareholders of Jatenergy Limited to which this Notice of Meeting relates will be held at 10.00 am (Sydney time) on 21 December 2018 at Level 5, 23-25 O'Connell Street, Sydney, NSW, 2000.

B. YOUR VOTE IS IMPORTANT

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

C. VOTING IN PERSON

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

D. 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 General Meeting are those who are registered as at 7.00pm (Sydney time) on 19 December 2018.

E. VOTING BY PROXY

You may appoint any person to attend the Meeting and vote as your proxy, including the Chair. A proxy is not required to be a shareholder of the Company. A proxy form is enclosed with this Notice.

Unless the proxy is required by law to vote, the proxy may decide whether or not to vote on any particular item of business. If the appointment of proxy directs the proxy to vote on an item of business in a particular way, the proxy may only vote on that item as directed. Any undirected proxies on a given resolution may be voted by the appointed proxy as they choose, subject to the voting exclusions described after each resolution.

A shareholder entitled to cast two or more votes may appoint two proxies. If you appoint two proxies, you may specify the proportion or number of votes each proxy is appointed to exercise. If no proportion or number of votes is specified, each proxy may exercise half of your votes (disregarding fractions).

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

Security Transfer Australia Pty Ltd
PO BOX 52 Collins Street West VIC 8007

so that it is received not later than 10.00am (Sydney time) on 19 December 2018.

Proxy forms received later than this time will be invalid.

If the proxy form is signed by an attorney, the power of attorney or a certified copy of it must be sent with the proxy form.

Chair's intention

The Chair intends to vote all valid undirected proxies received in favour of each resolution subject to the voting exclusions after each resolution.

Privacy

Chapter 2C of the Corporations Act requires information about you (including your name, address and details of the shares you hold) to be included in the Company's public register of members. This information must continue to be included in the public register if you cease to hold shares. These statutory requirements are not altered by the *Privacy Act 1988 (Cth)*. Information is collected to administer your shareholding by Security Transfer Registrars on behalf of the Company. Security Transfer Registrars privacy policy is available at www.securitytransfer.com.au .

NOTICE OF GENERAL MEETING

Notice is given that the General Meeting of Shareholders of Jatenergy Limited (the "Company") will be held at 10.00 am (Sydney time) on 21 December 2018 at Level 5, 23-25 O'Connell Street, Sydney, NSW.

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

AGENDA

1. RESOLUTION 1 – PRIVATE PLACEMENT TO INVESTORS

To consider and, if thought fit, to pass the following as an **ordinary resolution:**

"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, the issue and allotment of up to 86,666,667 Shares and 86,666,667 Options in the Company as set out in the Explanatory Statement is approved".

Voting Restriction

The Company will disregard any votes cast in favour of Resolution 1 by or on behalf of any of the professional and sophisticated investors, any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or any of their associates. However, the Company need not disregard a vote cast on the Resolution if:
(a) it is cast by a person as a proxy for a person who is entitled to vote, if the vote is cast in accordance with the directions 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.

2. RESOLUTION 2 – ISSUE OF SHARES TO RAISE CAPITAL

To consider and, if thought fit, to pass the following as an **ordinary resolution:**

"That for the purposes of ASX Listing Rule 7.1 and for all other purposes, the issue and allotment of up to 1,000 Shares as set out in the Explanatory Statement is approved".

Voting Restriction

The Company will disregard any votes cast in favour of Resolution 2 by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary shares in the Company), or an associate of that person. However, the Company need not disregard a vote if :

(a)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
(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
ANTHONY CRIMMINS
MANAGING DIRECTOR

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 General Meeting to be held at Level 5, 23-25 O'Connell Street, Sydney, NSW, 2000 at 10.00am (Sydney time) on 21 December 2018.

The 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.

The table below shows the number of Shares on issue if Resolutions 1 and 2 are passed and all Placement and Offer Shares are issued and all Options are converted to Shares:

Current number of Shares on issue	700,202,848
Plus: issue of Placement Shares (Resolution 1)	86,666,667
Plus: issue of Offer Shares (Resolution 2)	1,000
Number of Shares on issue if all resolutions at the Meeting are passed and all Placement and Offer Shares are issued	**786,870,515**
Plus: issue of Shares on conversion of Options (Resolution 1)	86,666,667
Number of Shares on issue if all resolutions at the Meeting are passed and all Placement and Offer Shares are issued and all Options are converted to Shares	**873,537,182**

Funding Requirements

a) Background

JAT commenced to establish its fast-moving consumer goods ("FMCG") business in 2015. On 27 March 2018, shareholders of JAT approved at a general meeting the change in the nature and scale of JAT's activities to the FMCG business.

b) JAT has in 2018 acquired 51% of Golden Koala Group Pty Limited, 50% of Green Forest International Pty Limited and 51% of Sunnya Pty Limited ("Sunnya"), it is establishing its own retail business in China (see the ASX announcement on 30 May 2018) and is continuing to develop its own retail products.

c) Specific items to be funded

As a result of the expansion of its operations, JAT has the following funding requirements:

Completion of Sunnya acquisition	**$2,600,000**
Marketing promotion and working capital	**$1,100,000**
Manufacturing (under contract) and stockpiling of inventory	**$1,500,000**

1. RESOLUTION 1 – ISSUE OF SHARES TO INVESTORS

(a) Background

The Company has arranged a private placement of Shares in JAT to professional and sophisticated investors to raise $5,200,000.

(b) ASX Listing Rule Information

The information required by listing rule 7.3 is as follows:

i. The maximum number of Placement Shares to be issued to the professional and sophisticated investors will be 86,666,667. Each Placement Shares will have attached an Option.

ii. Each Option will allow the holder of the Placement Share to subscribe for one additional share at 6 cents with an expiry date of 30 November 2019.

iii. The Placement Shares and Options will be issued on the same day which will be no later than three months after the date of the meeting.

iv. The terms of the Options allow the rights of the holder of an Option to be changed to comply with the ASX Listing Rules applying to a reorganisation of capital at the time of the reorganisation.

v. The holder of an Option cannot participate in new issues made by JAT without exercising the Option.

vi. The issue price of the Placement Shares will be 6c per Share and will include the Option which will be issued for nil consideration.

vii. The Placement Shares to be issued will be fully paid ordinary Shares and will rank equally with all existing Shares on issue.

viii. The funds raised will be used for the purposes set out in the table below:

Completion of Sunnya acquisition	**$2,600,000**
Marketing promotion and working capital	**$1,100,000**
Manufacturing (under contract) and stockpiling of inventory	**$1,500,000**

ix. The investors will be professional and sophisticated investors as follows:

(a) current shareholders in JAT;
(b) personal contacts of the directors of JAT; and
(c) clients of Australian share broking firms.

None of the investors are related parties of JAT.

2. RESOLUTION 2 - ISSUE OF SHARES TO RAISE CAPITAL

The issue of the Offer Shares will be made pursuant to the Prospectus to be lodged with ASIC on or about 20 December 2018 which will seek to raise a nominal amount of $60. The Prospectus will be prepared primarily for the purposes of section 708A(11) of the Corporations Act to remove any trading restrictions on the sale of the Shares issued pursuant to Resolution 1.

ASX Listing Rule 7.3 requires this Notice to include the following information:

i. Up to a maximum of 1,000 Offer Shares will be issued.

ii. The Offer Shares to be issued on completion of the Offer will be issued on a single date that is no later than three months after the date of the meeting.

iii. The Offer Shares are to be issued at 6c per Share.

iv. The Offer Shares will be issued to subscribers under the Prospectus. None of the subscribers will be a related party of the Company.

v. The Offer Shares will be ordinary fully paid shares and are to be issued on the same terms and rank equally with other fully paid Shares on issue.

vi. The funds raised by the issue of the Offer Shares will be used to meet the costs of the Offer.

Schedule 1 - Definitions

In this Explanatory Statement and Notice of General Meeting:

Company means Jatenergy Limited.

Corporations Act means the Corporations Act 2001 (Cth).

Director means a director of the Company.

Explanatory Statement means the explanatory statement to the Notice.

JAT means Jatenergy Limited ACN122 826 242.

Notice means this Notice of General Meeting.

Offer means the offer of the Offer Shares under the Prospectus.

Offer Shares means the Shares to offered under the Prospectus.

Option means an option attached to each Placement Share allowing the holder of the Placement Share to subscribe for one additional share at 6 cents with an expiry date of 30 November 2019.

Placement Share means a Share issued pursuant to Resolution 1.

Prospectus means the prospectus to be lodged with ASIC on or about 20 December 2018 which will seek to raise a nominal amount of $60.

Proxy Form means the proxy form attached to the Notice.

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

PROXY FORM

APPOINTMENT OF PROXY
JATENERGY LIMITED
ABN 31 122 826 242

GENERAL MEETING – 21 December 2018

I/We ______________________________

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

Appoint ______________________________
Name of proxy

OR ☐ Chair of the General Meeting as your proxy

or failing the person so named or, if no person is named, the Chair of the 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 General Meeting to be held at 10.00am (Sydney time), on 21 December 2018 at Level 5, 23-25 O'Connell Street, Sydney, NSW and at any adjournment thereof.

☐ If the Chair of the 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 General Meeting intends to vote undirected proxies in favour of all Resolutions.

Voting on Business of the General Meeting

	FOR	AGAINST	ABSTAIN
Resolution 1 - Private Placement to Investors	☐	☐	☐
Resolution 2 - Issue of Shares to Raise Capital	☐	☐	☐

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 Shareholder entitled to attend and cast a vote at the meeting is entitled to appoint a proxy. A proxy need not be a Shareholder and may be an individual or body corporate. If a body corporate is appointed as a proxy it must appoint a corporate representative to exercise its powers as proxy at the meeting. A Shareholder who is entitled to cast two or more votes may appoint two proxies to attend the meeting and vote on their behalf and may specify the proportion or a number of votes each proxy is appointed to exercise. If a Shareholders appoints two proxies and the appointment does not specify the proportion or number of the Shareholder's votes each proxy may exercise, each proxy may exercise half of the votes (disregarding fractions). If you wish to appoint a second proxy, you may copy the enclosed proxy form or obtain a form from the Company's share registry. The chairman of the meeting, or any other director, is willing to act as proxy for any shareholder who wishes to appoint him for that purpose. The chairman of the meeting or any other director appointed as proxy intends to vote discretionary proxies in favour of the relevant resolution. To do this enter "the Chairman" or the name of your proxy in the space allocated in this form. The chairman of the meeting will vote all undirected proxies in favour of the resolutions.

2. **(Voting 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 as they choose. If you mark more than one box on an item your vote will be invalid on that item.

3. (**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.

4. **(Attending the Meeting):** Shareholders who plan to attend the meeting are asked to arrive at the venue 15 minutes prior to the time designated for the meeting if possible, so that their holding may be checked against the Company's register of members and attendances recorded. 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.

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

   Security Transfer Australia Pty Ltd
   PO BOX 52 Collins Street West VIC 8007

   so that it is received not later than 10.00am (Sydney time) on 19 December 2018.

   Proxy forms received later than this time will be invalid.

This page has been left blank intentionally.