Jumbo Corporation Ltd

ABN: 66 009 189 128
PO Box 7118
Riverside Centre
Brisbane QLD, 4000
Ph: +61 7 3831 3705
Fax: +61 7 3831 9720

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of shareholders of Jumbo Corporation Limited will be held at the ASX Lecture Theatre, Level 5 Riverside Centre, Brisbane, QLD, 4000 at 2pm on 25 November 2003

ITEM OF BUSINESS:

1) Financial Statements and Reports

To receive and consider Annual Financial Statements consisting of the Statement of Financial Performance and Statement of Cash Flows for the year ending 30 June 2003 and the Statement of Financial Position as at 30 June 2003, with accompanying notes to and forming part of the Financial Statements at that date, the Directors' Declaration, the Directors' Report and the Auditor's Report on those Financial Statements.
(a resolution of shareholders is not required for this item of business)

2) Re - election as a director of Earl Evans

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

"THAT Earl Evans, who retires by rotation in accordance with the Company's Constitution and being eligible, offers himself for re-election, is hereby re-elected as a Director".

3) Ratification of Issue of Shares made on 19 August 2003

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

"THAT for the purposes of ASX Listing Rules 7.4 and 7.5 and for all other purposes, the issue of 10,000,000 shares, allotted and issued on 19 August 2003 ,at an issue price of 1.3 cents per share to sophisticated investors, be hereby approved and ratified by shareholders".

The Company will disregard any votes cast on this resolution by a person who participated in the issue and an associate of that person. 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 a person chairing the meeting as a proxy for the person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

4) Ratification of Issue of Shares made on 10 October 2003

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

(The Notice of Meeting is continued overleaf)

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"THAT for the purposes of the ASX Listing Rules 7.4 and 7.5 and for all other purposes, the issue of 15,000,000 shares, allotted and issued on 10 October 2003, at an issue price of 1.6 cents per share to sophisticated investors, be approved and ratified by shareholders".

The Company will disregard any votes cast on this resolution by a person who participated in the issue and an associate of that person. 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 a person chairing the meeting as a proxy for the person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

5) Change of Auditors

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

"THAT, subject to Ernst and Young receiving the consent of the Australian Securities and Investments Commission to their resignation as auditor of the Company and the Company having received the written consent of BDO Kendalls to act as auditor of the Company, and a nomination in writing for BDO Kendalls to be appointed to act as auditor for the Company, BDO Kendalls be appointed to act as auditor for the Company."

By Order of the Board

Garry J Clark
Company Secretary
Dated at Brisbane this 21st day of October 2003

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INFORMATION MEMORANDUM

This Information Memorandum is intended to assist shareholders of Jumbo Corporation Limited better understand the resolutions to be put before shareholders at the Annual General Meeting to be held on 25 November 2003.

Item of business No. 1
Financial Statements and Reports

The Company's Annual Report for the year ended 30 June 2003 is included with the mailing to shareholders of the Notice of Meeting, Proxy Form and this Information Memorandum.
The Annual Report will be tabled and discussed at the Annual General Meeting and directors will be available to answer questions from shareholders.
A shareholder resolution is not required in respect to the Annual Report.

Item of business No. 2
Re-election of Earl Evans

Earl Evans, who is a director, retires at the Annual General Meeting in accordance with the rotational retirement requirements of the Company's Constitution, which requires that one-third of directors (except for the Managing Director) retire each year.
Mr. Evans is eligible for re-election as a director of the Company and offers himself for re-election. The remaining directors support the re-election of Mr. Evans.

Item of business No. 3
Ratification of Placement of Shares made on 19 August 2003

(a) Introduction
The Company has made a placement of 10 million fully paid ordinary shares on 19 August 2003 at an issue price of 1.3 cents per share to sophisticated investors as per the following table, being then approximately 4.8% of issued share capital in the Company.

Name of Shareholder	Shares Issued
Roscious Pty Ltd	2,538,462
Mr John Georgiages <Bugsy A/C>	1,538,462
Vespasian Resources Corporation Pty Ltd	384,615
Berpaid Pty Ltd	3,076,923
Clavell Holdings Pty Ltd	2,461,538

The proceeds of the Placement were used to assist the Company's operating and investing activities.

(b) Listing Rule 7.4
Listing Rule 7.4 states that an issue of securities made without approval under Listing Rule 7.1 is treated as having been made with approval for the purposes of Listing Rule 7.1 if the issue did not breach Listing Rule 7.1 and holders of ordinary securities subsequently approve it.

Listing Rule 7.1 prohibits a company from issuing or agreeing to issue more than 15% of its capital within any 12 month period without approval of the holders of ordinary securities.

The Placement amounted to an issue of under 5% of the total issued share capital in the Company.

Resolution 2 seeks ratification of the Placement in accordance with Listing Rule 7.4. The effect of the passing of Resolution 2 would be that the Company will be able to issue up to 15% of its capital in the following 12 month period without obtaining shareholder approval.

(c) Disclosure to Investors
Section 706 of the *Corporations Act* requires disclosure to investors under Part 6D.2 in respect of offers of securities for issue unless exempted under Section 708.

Section 708(10) provides that offers of shares through a financial services licensee where certain conditions are met do not require disclosure under Part 6D.2.

Under the Mandate Agreement, the Placement was made through a licensed dealer within the meaning of Section 708(10) and meeting the requirements of the Section. Consequently, the Placement did not require disclosure under Part 6D.2.

Item of business No. 4
Ratification of Placement of Shares made on 10 October 2003
(a) Introduction
The Company has made a placement of 15 million fully paid ordinary shares on 10 October 2003 at an issue price of 1.6 cents per share to sophisticated investors as per the following table, being approximately 6.7% of issued share capital in the Company.

Name of Shareholder	Shares Issued
Dr Alastair Rowland Brown <Hipiki Staff Fund A/C>	1,562,500
Workhouse Investments Pty Ltd	312,500
Gooscar Pty Ltd	625,000
Samuel James Holmes	625,000
Mr John Georgiades <Bugsy A/C>	1,562,500
Mont Ventaux Pty Ltd	1,562,500
Mr Anthony Casey Wilson	1,000,000
Mr Colin Gilbert	312,500
Dover Dental Development Pty Ltd	1,250,000
Ms Betty Ann Stevens	3,625,000
Mr Christopher Lloyd Barnes & Mrs Tonia Lorraine Barnes	1,000,000
Kim Warr	312,500
Tanis Holdings Pty Ltd <Pratt Superannuation Fund>	625,000
Lloyd Phillips	625,000

The proceeds of the Placement will be used to assist the Company in the acquisition of a significant shareholding in Amlink Group Limited. Jumbo has entered into an agreement to purchase 5 million Amlink shares from existing shareholders at 9.0c. Once the restructure of Amlink is complete, Jumbo Corporation Limited will hold approximately 20% of the issued ordinary shares in Amlink plus 5 million options exercisable at 10 cents.

Amlink will apply for shareholder approval to purchase 100% of Global Approach Pty Ltd, the licence holder for the Music Hall online casino. Jumbo currently holds 20% of Global Approach. The transaction is summarized below:

- Shareholders in Global Approach will receive 20 million shares in Amlink, of which Jumbo will be entitled to 3,618,817 shares in Amlink.
- Shareholders in Global Approach will receive a further 5 million bonus shares if the casino achieves a target of $1 million EBITDA in the 12 months ending December 2004. If this is achieved Jumbo will receive a bonus 904,704 shares.
- Shareholders in Global Approach will forfeit 5 million of the 20 million shares if the casino fails to achieve a minimum $250,000 EBITDA in the 12 months ending June 2004. If this occurs, Jumbo will forfeit 904,704 shares from its 3,618,817 allocation.

(b) Listing Rule 7.4

Listing Rule 7.4 states that an issue of securities made without approval under Listing Rule 7.1 is treated as having been made with approval for the purposes of Listing Rule 7.1 if the issue did not breach Listing Rule 7.1 and holders of ordinary securities subsequently approve it.

Listing Rule 7.1 prohibits a company from issuing or agreeing to issue more than 15% of its capital within any 12 month period without approval of the holders of ordinary securities.

The Placement amounted to an issue of under 5% of the total issued share capital in the Company.

Resolution 2 seeks ratification of the Placement in accordance with Listing Rule 7.4 The effect of the passing of Resolution 2 would be that the Company will be able to issue up to 15% of its capital in the following 12 month period without obtaining shareholder approval.

(c) Disclosure to Investors

Section 706 of the *Corporations Act* requires disclosure to investors under Part 6D.2 in respect of offers of securities for issue unless exempted under Section 708.

Section 708(10) provides that offers of shares through a financial services licensee where certain conditions are met do not require disclosure under Part 6D.2.

Under the Mandate Agreement, the Placement was made through a licensed dealer within the meaning of Section 708(10) and meeting the requirements of the Section. Consequently, the Placement did not require disclosure under Part 6D.2.

Item of business No. 5
Change of Auditor

The Directors are of the view that it is appropriate for the Company to appoint BDO Kendalls as auditor of the Company. Ernst and Young has agreed, subject to receiving the consent to resign as auditor to the Company, to be replaced by BDO Kendalls. The Directors wish to take the opportunity to thank Ernst and Young for their efforts as auditors of the Company.

PROXY FORM

For use at the Annual General Meeting of shareholders of Jumbo Corporation Limited to be held on Tuesday 25 November 2003 at 2.00pm (or at any adjournment thereof)

(Name of member or members) ....

of ....
(Address of member or members)
being a shareholder of Jumbo Corporation Limited ("the Company") and entitled to .... shares in the Company

hereby appoint: ....
(Name of proxy)
of ....
(Address of proxy) or, failing that person, the chairman of the meeting as the Member's proxy to vote for the Member and on the Member's behalf at the Annual General Meeting of the Company to be held on the 25th November 2003 at 2.00pm and at any adjournment of that meeting, in respect of .... of the Member's shares, or failing any number being specified, **ALL** of the members shares in the Company.

If two proxies are appointed, the proportion of voting rights this proxy is authorized to exercise is .... %. An additional proxy form will be supplied by the Company on request.

The proxy is directed to vote in the following manner:

RESOLUTION		**For**	**Against**	**Abstain**
1.	Re-election of Earl Evans as a director of the Company	☐	☐	☐
2.	Ratification of Issue of Shares made on 19 August 2003	☐	☐	☐
3.	Ratification of Issue of Shares made on 10 October 2003	☐	☐	☐
4.	Change of Auditors	☐	☐	☐

(**A mark should be placed in the appropriate box** if the Member wishes to direct the proxy vote in a specified way in relation to the above resolutions. If no direction is given, the proxy may vote or not as the proxy sees fit.)

If you do not wish to direct your proxy how to vote, please check this box ☐

By marking this box, you acknowledge that the Chairman may exercise your proxy even if he has an interest in the outcome of a resolution and votes cast by him other than as proxy holder will be disregarded because of that interest. The Chairman advises that it is his intention to vote in favour of all resolutions in respect of any undirected proxies which may be granted in favour of the Chairman.

This form must be signed by the Member (in the case of a body corporate under its common seal), if required, or by an attorney of the Member.

DATED: ....

.... **Signature of Member**	.... **Signature of Member**

SIGNED for an on behalf of by its duly appointed attorney in the presence of:

.... **Witness** **Name (printed)**	.... **Attorney** **Name (printed):** .... **Date of Power of Attorney:** ....
THE COMMON SEAL of) The fixing of which was witnessed by:)	
.... **Director/Secretary** **Name (printed)**	.... **Director/Sole Director and Sole Secretary** **Name (printed):** ....

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PROXY AND VOTING ENTITLEMENT INSTRUCTIONS

Proxy Instructions

Shareholders are entitled to appoint up to two individuals to act as proxies to attend and vote on their behalf. Where more than one proxy is appointed each proxy may be appointed to represent a specific proportion of the shareholder's voting rights. If the appointment does not specify the proportion or the number of votes each proxy may exercise, each proxy may exercise half of the votes.

The proxy form (and the power of attorney or other authority, if any, under which this proxy form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the proxy form (and the power of attorney or other authority) must be deposited at or sent by facsimile transmission to the Company's office at level 8 , Riverside Centre, 123 Eagle Street, Brisbane Qld or P.O. Box 7118, Riverside Centre, Brisbane Qld 4001, facsimile number 07 3831 9720, not less than 48 hours before the time for holding the Meeting, or adjourned meeting as the case may be, at which the individual named in the proxy form proposes to vote.

The proxy form must be signed by the shareholder or his/her attorney duly authorized in writing or, if the shareholder is a corporation, in a manner permitted by the Corporations Act. The proxy may, but need not be, a shareholder in the Company.

In the case of shares jointly held by two or more persons, all joint holders must sign the proxy form.

A proxy form accompanies this Notice of Meeting.

Voting Entitlement

All members of the Company are entitled to attend and vote at the Meeting.

For the purposes of determining voting entitlements at the Meeting, shares will be taken to be held by the persons who are registered as holding the shares at 7.00 pm on Sunday 23 November 2003, in accordance with Regulation 7.11.37 of the Corporations Act. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.