

13 November 2017

ADDENDUM TO NOTICE OF ANNUAL GENERAL MEETING

Yojee Limited (**Yojee** or **the Company**) (**ASX: YOJ**) encloses an addendum (**Addendum**) to the Notice of Annual General Meeting dated 31 October 2017 for the Company's Annual General Meeting which is to be held at 9.00am WST on 30 November 2017 (**Notice of Meeting**).

The Directors have determined to amend the terms and conditions of the Options to be issued pursuant to Resolution 5, as set out in the enclosed Addendum and, accordingly, to amend the information contained in Schedule 3 of the Notice of Meeting previously provided to Shareholders.

Resolution 5 in the Notice of Meeting seeks Shareholder approval for the issue of 17,500,000 Options to Mr Jason Marinko (a newly appointed Executive Director of the Company (see announcement dated 31 October 2017 for further details)) as part of his remuneration package.

The amended full terms and conditions of the Options are set out in the Addendum. The terms have been amended to allow the Options to vest immediately upon a "Change in Control Event" (defined in the Addendum).

The Company confirms that there have been no changes to the proxy form previously despatched to shareholders, and this proxy form is attached to the Addendum for shareholders reference. Existing shareholders that have already lodged their proxy forms in respect of the Notice of Meeting are advised that they will be contacted by the Company to check if they wish to amend their proxy form as a result of the Addendum, and will otherwise remain valid.

The Company confirms that the details of the Annual General Meeting are as follows:

TIME: 9.00am (WST)
DATE: Thursday 30 November 2017
PLACE: Suite 9, 330 Churchill Avenue, Subiaco, WA 6008

For further information, please contact:

Ed Clarke

Managing Director

Ph: +61 8 6489 1600

E: ed@yojee.com

About Yojee Limited (ASX: YOJ), a new, future ready platform technology company developing powerful logistics and supply chain management capabilities via its world-class blockchain secured software and expansive partner network across South East Asia and Australia.

www.yojee.com

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P + 61 8 6489 1600 I F + 61 8 6489 1601 I ABN 52 143 416 531

YOJEE LIMITED

ACN 143 416 531

ADDENDUM TO NOTICE OF ANNUAL GENERAL MEETING

Yojee Limited (ACN 143 416 531) (**Company**), hereby gives notice to shareholders of the Company (**Shareholders**) that, in relation to the Notice of Annual General Meeting dated 31 October 2017 (**Notice of Meeting**) to be held at Suite 9, 330 Churchill Avenue, Subiaco, Western Australia on Thursday, 30 November 2017 at 9.00am (WST) (**Meeting**), the Directors have determined to amend the terms and conditions of Options to be issued pursuant to Resolution 5, as set out below and, accordingly, to amend the information contain in Schedule 3 of the Notice of Meeting provided to Shareholders as set out in this addendum to the Notice of Meeting (**Addendum**).

Definitions in this Addendum have the same meaning as in the Notice of Meeting unless otherwise stated.

GENERAL

Resolution 5 seeks Shareholder approval for the issue of 2,500,000 Class A Options, 2,500,000 Class B Options, 2,500,000 Class C Options, 2,500,000 Class D Options, and 7,500,000 Class E Options to Mr Jason Marinko in accordance with the terms of his appointment as Executive Director of the Company, and as part of his remuneration package.

The amended full terms and conditions of the Options are set out below. The Options have been amended to allow the Options to vest immediately upon a "Change in Control Event" (as defined at paragraph (e) of Schedule 3 below).

SCHEDULE 3 – 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 (k), the amount payable upon exercise of each Class A Option, Class B Option, Class C Option, Class D Option, and Class E Option will be \$0.20 (**Exercise Price**).

(c) **Expiry Date**

Each Class A Option, Class B Option, Class C Option, Class D Option, and Class E Option will expire at 5:00pm (WST) on the date that is three (3) 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; and the Change in Control provision at paragraph (e), 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 \$0.25 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 \$0.30 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 \$0.35 per Share;
- (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 \$0.40 per Share; and
- (v) **Class E Options:** The Class E Options vest on the date that the 20 day VWAP of Shares is equal to or in excess of \$0.50 per Share.

If the Optionholder ceases employment with the Group before the Options vest, then all unvested Options will lapse.

(e) **Change in Control Event**

If there is a Change in Control Event prior to the Expiry Date, all Options that have been issued but have not yet vested, shall automatically vest.

A **Change in Control Event** means the occurrence of:

- (i) the offeror under a takeover offer in respect of all the Shares in the Company announces that it has achieved acceptances in respect of 50.1% or more of the Shares; and
- (ii) that takeover bid has become unconditional; or
- (iii) the announcement by the Company that shareholders of the Company have, at a court convened meeting of shareholders, voted in favour, by the necessary majority, of a proposed scheme of arrangement under which all Shares are to be either:
 - (A) cancelled; or
 - (B) transferred to a third party; and
 - (C) the court, by order, approves the proposed scheme of arrangement.

(f) **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.

(g) **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**).

(h) **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 (h)(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.

(i) **Shares issued on exercise**

Shares issued on exercise of the Options rank equally with the then issued shares of the Company.

(j) **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.

(k) **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.

(l) **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.

(m) **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.

(n) **Unquoted**

The Company will not apply for quotation of the Options on ASX.

(o) **Transferability**

The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

DATED: 13 NOVEMBER 2017

BY ORDER OF THE BOARD

Sonu Cheema
Company Secretary
Yojee Limited

Enquiries: Shareholders should contact the Company on +61 8 6489 1600 if they have any queries in respect of the matters set out in this Addendum.



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 and view the annual report 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: 181245

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 09:00am (WST) Tuesday, 28 November 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 Annual General Meeting of Yojee Limited to be held at Suite 9, 330 Churchill Avenue, Subiaco, Western Australia on Thursday, 30 November 2017 at 09:00am (WST) and at any adjournment or postponement of that Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolutions 1 and 5 (except where I/we have indicated a different voting intention below) even though Resolutions 1 and 5 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolutions 1 and 5 by marking the appropriate box in step 2 below.

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	Adoption of Remuneration Report	☐	☐	☐
Resolution 2	Re-election of Director – Ms Shannon Robinson	☐	☐	☐
Resolution 3	Election of Director – Mr Ray Lee	☐	☐	☐
Resolution 4	Election of Director – Mr Jason Marinko	☐	☐	☐
Resolution 5	Issue of Options – Mr Jason Marinko	☐	☐	☐
Resolution 6	Ratification of Prior Issue – Placement Shares	☐	☐	☐
Resolution 7	Approval of 10% Additional Placement Capacity	☐	☐	☐

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

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 / /

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