

**JATCORP LIMITED ACN 122 826 242**

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**PROSPECTUS**

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For the offer of:

- (a) 275,500,000 Options (**Placement Options**) to sophisticated and professional investors who participated in the placement announced by the Company on 31 March 2022 (**Placement**), exercisable at \$0.032 each on or before two (2) years from the date of issue (**Placement Options Offer**). No funds will be raised from the issue of the Placement Options;
- (b) 321,087,429 Options to participants in the pro rata non-renounceable non-underwritten rights completed on 29 June 2022 (**Rights Issue**) exercisable at \$0.032 and expiring on the same date as the Placement Options and are the same class as the Placement Options (**Rights Options Offer**). No funds will be raised from the issue of the Rights Options; and
- (c) 240,000,000 Options (**Lead Manager Options**) to the Lead Manager (or its nominees) exercisable at \$0.032 and expiring on the same date as the Placement Options and are the same class as the Placement Options. No funds will be raised from the issue of the Lead Manager Options (**Lead Manager Options Offer**).

(together, the **Offers**).

**IMPORTANT NOTICE**

This document is important and should be read in its entirety. If, after reading this Prospectus you have any questions about the Options being offered under this Prospectus or any other matter, then you should consult your professional advisers without delay.

The Options offered by this Prospectus should be considered as highly speculative.

## IMPORTANT NOTICE

This Prospectus is dated 15 August 2022 and was lodged with the ASIC on that date. The ASIC, ASX and their respective officers take no responsibility for the contents of this Prospectus or the merits of the investment to which this Prospectus relates.

No Securities may be issued on the basis of this Prospectus later than 13 months after the date of this Prospectus.

No person is authorised to give information or to make any representation in connection with this Prospectus, which is not contained in this Prospectus. Any information or representation not so contained may not be relied on as having been authorised by the Company in connection with this Prospectus.

It is important that investors read this Prospectus in its entirety and seek professional advice where necessary. The Options offered by this Prospectus should be considered as highly speculative.

Applications for Options offered pursuant to this Prospectus can only be made by an original Application Form.

This Prospectus is a transaction specific prospectus for an offer of continuously quoted securities (as defined in the Corporations Act) and has been prepared in accordance with section 713 of the Corporations Act. It does not contain the same level of disclosure as an initial public offering prospectus and is only required to contain information in relation to the effect of the issue of securities on a company and the rights attaching to the securities. It is not necessary to include general information in relation to all of the assets and liabilities, financial position, profits and losses or prospects of the issuing company.

Representations contained in this Prospectus are made taking into account that the Company is a disclosing entity for the purposes of the Corporations Act and certain matters are publicly available information or may reasonably be expected to be known to investors and professional advisers whom prospective investors may consult.

### No Investment Advice

The information contained in this Prospectus is not financial product advice or investment advice and does not take into account your financial or investment objectives, financial situation or particular needs

(including financial or taxation issues). You should seek professional advice from your accountant, financial adviser, stockbroker, lawyer or other professional adviser before deciding to subscribe for Options under this Prospectus to determine whether it meets your objectives, financial situation and needs.

### Forward-looking statements

This Prospectus contains forward-looking statements which are identified by words such as 'may', 'could', 'believes', 'estimates', 'targets', 'expects', or 'intends' and other similar words that involve risks and uncertainties.

These statements are based on an assessment of present economic and operating conditions, and on a number of assumptions regarding future events and actions that, as at the date of this Prospectus, are expected to take place.

Such forward-looking statements are not guarantees of future performance and involve known and unknown risks, uncertainties, assumptions and other important factors, many of which are beyond the control of the Company, the Directors and the Company's management.

The Company cannot and does not give any assurance that the results, performance or achievements expressed or implied by the forward-looking statements contained in this Prospectus will actually occur and investors are cautioned not to place undue reliance on these forward-looking statements.

The Company has no intention to update or revise forward-looking statements, or to publish prospective financial information in the future, regardless of whether new information, future events or any other factors affect the information contained in this Prospectus, except where required by law.

These forward-looking statements are subject to various risk factors that could cause the Company's actual results to differ materially from the results expressed or anticipated in these statements. These risk factors are set out in Section 5.

### Overseas shareholders

The Offers are not intended to, constitute an offer in any place or jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer or to issue this Prospectus.

The Offers are not being extended and Options will not be issued to Shareholders with a registered address which is outside Australia, the United Kingdom or Germany.

For further information on overseas Shareholders please refer to Section 2.8.

### Continuous disclosure obligations

The Company is a "disclosing entity" (as defined in section 111AC of the Corporations Act) for the purposes of section 713 of the Corporations Act and, as such, is subject to regular reporting and disclosure obligations. Specifically, like all listed companies, the Company is required to continuously disclose any information it has to the market which a reasonable person would expect to have a material effect on the price or the value of the Securities.

This Prospectus is intended to be read in conjunction with the publicly available information in relation to the Company which has been notified to ASX and does not include all of the information that would be included in a prospectus for an initial public offering of securities in an entity that is not already listed on a stock exchange. Investors should therefore have regard to the other publicly available information in relation to the Company before making a decision whether or not to invest.

Having taken such precautions and having made such enquires as are reasonable, the Company believes that it has complied with the general and specific requirements of ASX as applicable from time to time throughout the three months before the issue of this Prospectus which required the Company to notify ASX of information about specified events or matters as they arise for the purpose of ASX making that information available to the stock market conducted by ASX.

Please refer to Section 6.2 for further details.

### Target Market Determination

In accordance with the design and distribution obligations under the Corporations Act, the Company has determined the target market for the offer of Options issued under this Prospectus. The Company will only distribute this Prospectus to those investors who fall within the target market determination (TMD) as set out on the Company's website ([www.iatcorp.com](http://www.iatcorp.com)). By making an application under the

Offers, you warrant that you have read and understood the TMD and that you fall within the target market set out in the TMD.

### **Electronic Prospectus**

A copy of this Prospectus can be downloaded from the website of the Company at [www.jatcorp.com](http://www.jatcorp.com). If you are accessing the electronic version of this Prospectus for the purpose of making an investment in the Company, you must be an Australian, UK or German resident and must only access this Prospectus from within Australia, the United Kingdom or Germany.

The Corporations Act prohibits any person passing onto another person an Application Form unless it is attached to a hard copy of this Prospectus or it accompanies the complete and unaltered version of this Prospectus. You may obtain a hard copy of this Prospectus free of charge by contacting the Company by phone on +61 3 9090 7592 during office hours or by emailing the Company at [info@jatcorp.com](mailto:info@jatcorp.com).

The Company reserves the right not to accept an Application Form from a person if it has reason to believe that when that person was given access to the electronic Application Form, it was not provided together with the electronic Prospectus and any relevant supplementary or replacement prospectus or any of those documents were incomplete or altered.

### **Company Website**

No documents or other information available on the Company's website is incorporated into this Prospectus by reference.

### **Financial forecasts**

The Directors have considered the matters set out in ASIC Regulatory Guide 170 and believe that they do not have a reasonable basis to forecast future earnings on the basis that the operations of the Company are inherently uncertain. Accordingly, any forecast or projection information would contain such a broad range of potential outcomes and possibilities that it is not possible to prepare a reliable best estimate forecast or projection.

### **Clearing House Electronic Sub-Register System (CHES) and Issuer Sponsorship**

The Company will apply to participate in CHES, for those investors who have, or wish to have, a sponsoring stockbroker. Investors who do not wish to participate

through CHES will be issuer sponsored by the Company.

Electronic sub-registers mean that the Company will not be issuing certificates to investors. Instead, investors will be provided with statements (similar to a bank account statement) that set out the number of Securities issued to them under this Prospectus. The notice will also advise holders of their Holder Identification Number or Security Holder Reference Number and explain, for future reference, the sale and purchase procedures under CHES and issuer sponsorship.

Electronic sub-registers also mean ownership of securities can be transferred without having to rely upon paper documentation. Further monthly statements will be provided to holders if there have been any changes in their security holding in the Company during the preceding month.

### **Photographs and Diagrams**

Photographs used in this Prospectus which do not have descriptions are for illustration only and should not be interpreted to mean that any person shown endorses the Prospectus or its contents or that the assets shown in them are owned by the Company. Diagrams used in this Prospectus are illustrative only and may not be drawn to scale.

### **Definitions and Time**

Unless the contrary intention appears or the context otherwise requires, words and phrases contained in this Prospectus have the same meaning and interpretation as given in the Corporations Act and capitalised terms have the meaning given in the Glossary in Section 8.

All references to time in this Prospectus are references to Australian Western Standard Time.

### **Privacy statement**

If you complete an Application Form, you will be providing personal information to the Company. The Company collects, holds and will use that information to assess your application, service your needs as a Shareholder and to facilitate distribution payments and corporate communications to you as a Shareholder.

The information may also be used from time to time and disclosed to persons inspecting the register, including bidders for your securities in the context of takeovers, regulatory bodies including the Australian Taxation Office, authorised securities

brokers, print service providers, mail houses and the share registry.

You can access, correct and update the personal information that we hold about you. If you wish to do so, please contact the share registry at the relevant contact number set out in this Prospectus.

Collection, maintenance and disclosure of certain personal information is governed by legislation including the Privacy Act 1988 (as amended), the Corporations Act and certain rules such as the ASX Settlement Operating Rules. You should note that if you do not provide the information required on the application for Securities, the Company may not be able to accept or process your application.

### **Enquiries**

If you are in any doubt as to how to deal with any of the matters raised in this Prospectus, you should consult with your broker or legal, financial or other professional adviser without delay. Should you have any questions about the Offers or how to accept the Offers please call the Company Secretary on 0412 149 118.

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## CORPORATE DIRECTORY

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### Directors

Brett Crowley - *Non-Executive Chairman*

Charlie Qi - *Managing Director*

Jack Wang - *Executive Director*

Dennis Shen - *Non-Executive Director*

David Gong - *Non-Executive Director*

### Company Secretary

Brett Crowley  
Oliver Carton

### Auditor\*

LNP Audit + Assurance  
Level 8  
309 Kent St  
Sydney NSW 2000

### Share Registry\*

Automic Registry Services  
Level 5, 126 Phillip St  
Sydney NSW 2000  
Telephone: +61 2 8072 1400

### Registered Office

Suite 306, 521 Toorak Road,  
Toorak VIC 3142  
Telephone: +61 3 9090 7592

Email: [info@jatcorp.com](mailto:info@jatcorp.com)  
Website: [www.jatcorp.com](http://www.jatcorp.com)

\*These entities are included for information purposes only. They have not been involved in the preparation of this Prospectus and have not consented to being named in this Prospectus.

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## 1. KEY OFFER INFORMATION

### 1.1 Timetable\*

Lodgement of Prospectus with the ASIC and ASX	15 August 2022
Opening Date	22 August 2022
Closing Date	15 September 2022
Issue of Placement and Rights Options	23 August 2022
Quotation of Placement and Rights Options	25 August 2022
Issue of Lead Manager Options*	2 September 2022

\* The issue of the Lead Manager Options remains subject to shareholder approval in general meeting, with a shareholder meeting proposed to be held on 1 September 2022.

### 1.2 Background to the Offers

#### 1.2.1 Placement

On 31 March 2022, the Company announced its intention to conduct a placement to sophisticated and professional investors to raise up to \$4,400,000 (before costs) through the issue of 275,000,000 Shares at an issue price of \$0.016 per Share (**Placement**). A total of 275,500,000 Placement Shares were issued on 6 April and 14 April 2022 pursuant to the Company's available placement capacity under Listing Rule 7.1. The Company also agreed to issue the participants in the Placement (**Placement Participants**) one Option for every one Share subscribed for and issued, exercisable at \$0.032 each on or before two years from the date of issue (**Placement Options**).

#### Use of Funds

The funds raised under the Placement were applied as set out in the table below.

Item	Amount
Repayment of Topwei Loan	\$4,000,000
Working capital and corporate administration	\$244,000
Lead manager fees	\$164,000
<b>TOTAL</b>	<b>\$4,408,000</b>

#### 1.2.2 Rights Issue

On 6 July 2022, the Company completed a pro rata non-renounceable non-underwritten rights issue offer of New Shares (including placement of shortfall shares) to Eligible Shareholders to subscribe for 1 New Share for every 6 Shares held at on the Record Date of 14 June 2022 (**Rights Issue**). Shareholders who took up their entitlements (**Rights Issue Participants**) received 1 free option (**Rights Option**) for every 1 New Share issued, each Rights Option being exercisable at \$0.032 and expiring on the same date as the Placement Options. The number of Rights Options to be issued will be 321,087,429 and are the same class as the Placement Options. No funds will be raised from the issue of the Rights Options.

Shares issued upon exercise of the Rights Options offered under this Prospectus will rank

equally with the Shares on issue at the date of this Prospectus. Please refer to Section 4.2 for further information regarding the rights and liabilities attaching to the Shares.

#### Use of Funds

The funds raised under the Rights Issue were applied as set out in the table below.

Item	Amount
Repayment of ANMA vendor loans	\$1,847,337
Working capital and corporate administration	\$2,413,601
Lead manager fees	\$21,258
<b>TOTAL</b>	<b>\$4,282,203</b>

### 1.2.3 Rights Issue – Lead Manager Options

EverBlu Capital Pty Ltd (**EverBlu or Lead Manager**) was engaged to act as lead manager to place the shortfall shares, if any, from the Rights Issue pursuant to a lead manager mandate (**Lead Manager Mandate**).

Pursuant to the Lead Manager Mandate, the Company agreed to pay Everblu a lead manager fee of 5% on shortfall funds raised and 250,000,000 options (**Lead Manager Options**) with a strike price of \$0.032, expiring two years from the date of issue (and to be listed subject to listing requirements being met).

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## **2. DETAILS OF THE OFFERS**

### **2.1 The Placement Options Offer**

The Placement Options Offer is an offer of one Option for every one Share subscribed for and issued under the Placement. Based on the number of Shares issued under the Placement, 275,500,000 Options will be issued under the Placement Options Offer. No funds will be raised from the issue of the Placement Options.

The Placement Options will be exercisable at \$0.032 each on or before that date that is two years from the date of issue (**Placement Options Expiry Date**) and otherwise on the terms and conditions set out in Section 4.1 (**Placement Options Conditions**).

Shares issued upon exercise of the Placement Options offered under this Prospectus will rank equally with the Shares on issue at the date of this Prospectus. Please refer to Section 4.2 for further information regarding the rights and liabilities attaching to the Shares.

### **2.2 The Rights Options Offer**

The Rights Options Offer is an offer of 1 free Rights Option for every 1 new Share issued, each Rights Option being exercisable at \$0.032 and expiring on the Placement Options Expiry Date. The number of Rights Options to be issued will be 321,087,429 and are the same class as the Placement Options. No funds will be raised from the issue of the Rights Options.

Shares issued upon exercise of the Rights Options offered under this Prospectus will rank equally with the Shares on issue at the date of this Prospectus. Please refer to Section 4.2 for further information regarding the rights and liabilities attaching to the Shares.

### **2.3 Lead Manager Options Offer**

The Lead Manager Options Offer is an offer of 250,000,000 Options to the Lead Manager in part consideration for services to place the shortfall, if any, from the Rights Issue pursuant to the Lead Manager Mandate.

The issue of the Lead Manager Options is subject to Shareholder approval being obtained at the General Meeting of the Company to be held on 1 September 2022.

The Lead Manager Options will be exercisable at \$0.032 each on or before the Placement Options Expiry Date and otherwise on the Placement Options Conditions.

Shares issued upon exercise of the Lead Manager Options offered under this Prospectus will rank equally with the Shares on issue at the date of this Prospectus. Please refer to Section 4.2 for further information regarding the rights and liabilities attaching to the Shares.

### **2.4 Application for the Offers**

The Offers will only be extended to the Placement Participants, Rights Participants and Lead Manager.

No subscription monies are payable for the Options offered under the Offers.

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## **2.5 ASX listing**

Application for Official Quotation of the Options offered pursuant to this Prospectus will be made in accordance with the timetable set out at Section 1. If ASX does not grant Official Quotation of the Options offered pursuant to this Prospectus before the expiration of three months after the date of issue of the Prospectus, (or such period as varied by the ASIC), the Company will not issue any Placement Options.

The fact that ASX may grant Official Quotation to the Options is not to be taken in any way as an indication of the merits of the Company or the Options now offered for subscription.

## **2.6 Issue of Options**

Options issued pursuant to the Offers will be issued in accordance with the ASX Listing Rules and timetable set out at Section 1.

Holding statements for Options issued under the Offers will be mailed as soon as practicable after the issue of Options.

### 3. PURPOSE AND EFFECT OF THE OFFERS

#### 3.1 Purpose of the Offers

The Offers are being made such that the relief provided under ASIC Corporations (Sale Offers That Do Not Need Disclosure) Instrument 2016/80 with respect to the on-sale provisions of section 707 of the Corporations Act is available.

Specifically, if the Options are issued with disclosure under this Prospectus, then the Shares issued upon the exercise of any of the Options can be on-sold within 12 months of their issue, without a disclosure document for the on-sale offer.

No funds will be raised under the Offers (other than funds raised if the Options are subsequently exercised) as the Options are being issued for nil cash consideration.

#### 3.2 Effect of the Placement and the Offers

The principal effect of the Offers (assuming that the Options are issued and no other Securities are issued or exercised or converted) will be to increase the number of Options on issue from 206,325,557 as at the date of this Prospectus to 1,052,912,986 Options.

#### 3.3 Effect on capital structure

The effect of the Offers on the capital structure of the Company, assuming all Options offered under the Prospectus are issued, is set out below.

##### Shares

	Number
Shares currently on issue	2,497,951,839
Shares to be issued under the Prospectus	Nil
<b>Total Shares on issue after completion of the Offers</b>	<b>2,497,951,839</b>

##### Options

	Number
Unquoted Options on issue at date of Prospectus	206,325,557
Options to be issued pursuant to the Placement Options Offer	275,500,000
Options to be issued pursuant to the Rights Options Offer	321,087,429
Options to be issued pursuant to the Lead Manager Options Offer	250,000,000
<b>Total Options on issue after completion of the Offers<sup>1</sup></b>	<b>1,052,912,986</b>

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## Performance Rights

	Number
Performance Rights exercisable at nil consideration	10,000,000

The capital structure on a fully diluted basis as at the date of this Prospectus would be 2,714,277,396 Shares and on completion of the Offers (assuming all Options offered under this Prospectus are issued and exercised) would be 3,560,864,825 Shares.

### 3.4 Pro-forma balance sheet

The audited balance sheet as at 30 June 2021 and the unaudited pro-forma balance sheet as at 30 June 2022 shown below have been prepared on the basis of the accounting policies normally adopted by the Company and reflect the changes to its financial position.

The pro-forma balance sheet has been prepared assuming all Options offered under this Prospectus are issued and including expenses of the Offers.

The pro-forma balance sheet has been prepared to provide investors with information on the assets and liabilities of the Company and pro-forma assets and liabilities of the Company as noted below. The historical and pro-forma financial information is presented in an abbreviated form, insofar as it does not include all of the disclosures required by Australian Accounting Standards applicable to annual financial statements. The unaudited pro forma statement of financial position as at 30 June 2022 is prepared on the basis of the following assumptions:

- (a) the issue of 155,833,324 shares at an issue price of 1.9c per share on 9 August 2021;
- (b) the buyback for nil consideration of 1,440,000 ordinary shares for nil consideration between 8 December 2021 and 1 February 2022;
- (c) the issue of 5,000,000 shares for nil consideration on 3 February 2022 on conversion of performance rights;
- (d) the issue of a total of 44,210,580 shares on 16 March pursuant to a share purchase plan to raise \$840,001;
- (e) the issue of 271,812,500 shares on 6 April 2022 pursuant to a private placement at 1.6c per share to raise \$4,349,000;
- (f) the issue of 3,687,500 shares on 14 April 2022 pursuant to a private placement at 1.6c per share to raise \$59,000;
- (g) the issue of 321,087,429 shares on 1 July 2022 pursuant to a rights issue at 1.2c per share to raise \$3,853,049; and
- (h) the issue of 35,762,834 on 6 July 2022 on placement of the rights issue shortfall at 1.2c per share to raise \$429,154; and
- (i) the repayment of interest-bearing debt of \$5 million in April 2022; and
- (j) the repayment of ANMA vendor debts of \$1,847,337 from the proceeds of the Rights Issue.

The pro forma statement of financial position has been prepared on the basis of the audited accounts to 30 June 2021 and does not include any events subsequent to 30 June 2021 other than the issue and buy-back of the shares shown in (a) – (h) above and the repayment of debts shown in (i) and (j). The significant accounting policies upon which the consolidated statement of financial position and the pro forma statement of financial position are based are contained in the audited financial report for the year ended 30 June 2021.

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	Audited 30 June 2021	Adjustments for the Share Issues	Unaudited Pro Forma 30 June 2022
	\$	\$	\$
<b>Current Assets</b>			
Cash assets	6,414,713	4,217,919	10,632,632
Trade and other receivables	1,890,546	-	1,890,546
Inventory	3,654,822	-	3,654,822
<b>Total Current Assets</b>	<b>11,960,081</b>	<b>4,217,919</b>	<b>16,178,000</b>
<b>Non-Current Assets</b>			
Property plant and equipment	5,221,040		5,221,040
Trade and other receivables	84,629		84,629
Right of use asset	4,078,384		4,078,384
Investment in joint ventures	365,266		365,266
Intangible assets	6,809,642		6,809,642
<b>Total Non-Current Assets</b>	<b>16,558,961</b>	<b>-</b>	<b>16,558,961</b>
<b>TOTAL ASSETS</b>	<b>28,519,042</b>	<b>4,217,919</b>	<b>32,736,961</b>
<b>Current Liabilities</b>			
Trade and other payables	4,267,018	-3,228,851	1,038,167
Borrowings	6,902,080	-5,000,000	1,902,080
Lease liabilities	423,364		423,364
Tax liabilities	591,915		591,915
Provision for employee benefits	228,191		228,191
Other liabilities	600,000		600,000
<b>Total Current Liabilities</b>	<b>13,012,568</b>	<b>-8,228,851</b>	<b>4,783,717</b>
<b>Non-Current Liabilities</b>			
Borrowings	1,097,267		1,097,267
Lease liabilities	4,029,188		4,029,188
Deferred tax liabilities	458,100		458,100
<b>Total Non-Current liabilities</b>	<b>5,584,555</b>	<b>-</b>	<b>5,584,555</b>
<b>TOTAL LIABILITIES</b>	<b>18,597,123</b>	<b>-8,228,851</b>	<b>10,368,272</b>
<b>NET ASSETS</b>	<b>9,921,919</b>	<b>12,446,770</b>	<b>22,368,689</b>
<b>EQUITY</b>			
Contributed equity	77,859,269	12,446,770	90,306,039
Share option reserve	400,000		400,000
Accumulated losses	(73,195,855)	-	(73,195,855)
Total Parent Entity	5,063,414	12,446,770	17,510,184
Non-controlling	4,858,505	-	4,858,505
<b>TOTAL EQUITY</b>	<b>9,921,919</b>	<b>12,446,770</b>	<b>22,368,689</b>

### **3.5 Details of Substantial Holders**

Based on publicly available information as at the date of this Prospectus, the substantial shareholders who have a relevant interest in 5% or more of the Shares on issue are:

1. Gold Brick Capital Pty Ltd as Trustee for Gold Brick Capital Unit Trust – 492,203,461 shares.
2. Kirby Superannuation Pty Limited – 279,023,573 shares.

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## 4. RIGHTS AND LIABILITIES ATTACHING TO SECURITIES

### 4.1 Options Terms

- a) Each Option entitles its holder to subscribe in cash for one Share.
- b) Each Option is exercisable at \$0.032 at any time within two years of date of issue (Expiry Date) by completing an option exercise form and delivering it, together with payment for the number of Shares in respect of which the Option is exercised, to the registered office of the Company. Any Option that has not been exercised prior to the Expiry Date automatically lapses.
- c) An Option automatically lapses without any claim against the Company on the occurrence of any of the following events:
  - a. upon the bankruptcy, liquidation or winding up of the holder or the happening of any other event that results in the holder being deprived of the legal or beneficial ownership of the Option; or
  - b. upon the liquidation or winding up of the Company for any reason other than by the way of members' voluntary winding up.
- d) The Company may apply for official quotation by ASX of the Options.
- e) Subject to the Corporations Act, the ASX Listing Rules, and the constitution of the Company, each Option is freely transferable.
- f) Shares issued upon the exercise of the Options will be issued within 5 Business Days after the valid exercise of the options.
- g) Shares issued upon the exercise of the Options will rank pari passu with the Company's existing Shares.
- h) The Company will apply for official quotation by ASX of the Shares issued upon exercise of Options within 10 business days after the date of the issue, subject to any restriction obligations imposed by ASX.
- i) The Options will not give any right to participate in dividends unless and until Shares are issued upon exercise of the relevant Options.
- j) 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 life of the Option. The Company will ensure that holders will be given at least seven business days' notice to allow for the exercise of Options prior to the record date in relation to any offers of securities made to Shareholders.
- k) In the event of any reconstruction (including consolidation, subdivision, reduction or return) of the issued capital of the Company prior to the Expiry Date, the number of Options or the rights attaching to the Options or both will be reconstructed in accordance with the ASX Listing Rules applying to a reorganisation of capital at the time of the reconstruction.
- l) If there is any inconsistency between any of the preceding terms and conditions and the ASX Listing Rules, then the ASX Listing Rules prevail to the extent of the inconsistency.

### 4.2 Shares

The following is a summary of the more significant rights and liabilities attaching to the Shares to be issued on the exercise of any Options being offered pursuant to this Prospectus. This summary is not exhaustive and does not constitute a definitive statement of the rights and liabilities of Shareholders. To obtain such a statement, persons should seek independent legal advice.

Full details of the rights and liabilities attaching to Shares are set out in the Constitution, a copy of which is available for inspection at the Company's

registered office during normal business hours.

(a) **General meetings**

Shareholders are entitled to be present in person, or by proxy, attorney or representative to attend and vote at general meetings of the Company.

Shareholders may requisition meetings in accordance with section 249D of the Corporations Act and the Constitution of the Company.

(b) **Voting rights**

Subject to any rights or restrictions for the time being attached to any class or classes of shares, at general meetings of shareholders or classes of shareholders:

- (i) each Shareholder entitled to vote may vote in person or by proxy, attorney or representative;
- (ii) on a show of hands, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder has one vote; and
- (iii) on a poll, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder shall, in respect of each fully paid Share held by him, or in respect of which he is appointed a proxy, attorney or representative, have one vote for each Share held, but in respect of partly paid shares shall have such number of votes as bears the same proportion to the total of such Shares registered in the Shareholder's name as the amount paid (not credited) bears to the total amounts paid and payable (excluding amounts credited).

(c) **Dividend rights**

Subject to the rights of any preference Shareholders and to the rights of the holders of any shares created or raised under any special arrangement as to dividend, the Directors may from time to time declare a dividend to be paid to the Shareholders entitled to the dividend which shall be payable on all Shares according to the proportion that the amount paid (not credited) is of the total amounts paid and payable (excluding amounts credited) in respect of such Shares.

The Directors may from time to time pay to the Shareholders any interim dividends as they may determine. No dividend shall carry interest as against the Company. The Directors may set aside out of the profits of the Company any amounts that they may determine as reserves, to be applied at the discretion of the Directors, for any purpose for which the profits of the Company may be properly applied.

Subject to the ASX Listing Rules and the Corporations Act, the Company may, by resolution of the Directors, implement a dividend reinvestment plan on such terms and conditions as the Directors think fit and which provides for any dividend which the Directors may declare from time to time payable on Shares which are participating Shares in the dividend reinvestment plan, less any amount which the Company shall either pursuant to the Constitution or any law be entitled or obliged to retain, be applied by the Company to the payment of the subscription price of Shares.

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(d) **Winding-up**

If the Company is wound up, the liquidator may, with the authority of a special resolution, divide among the Shareholders in kind the whole or any part of the property of the Company, and may for that purpose set such value as he considers fair upon any property to be so divided, and may determine how the division is to be carried out as between the Shareholders or different classes of Shareholders.

The liquidator may, with the authority of a special resolution, vest the whole or any part of any such property in trustees upon such trusts for the benefit of the contributories as the liquidator thinks fit, but so that no Shareholder is compelled to accept any shares or other securities in respect of which there is any liability.

(e) **Shareholder liability**

As the Shares issued will be fully paid shares, they will not be subject to any calls for money by the Directors and will therefore not become liable for forfeiture.

(f) **Transfer of shares**

Generally, shares in the Company are freely transferable, subject to formal requirements, the registration of the transfer not resulting in a contravention of or failure to observe the provisions of a law of Australia and the transfer not being in breach of the Corporations Act and the ASX Listing Rules.

(g) **Future increase in capital**

The issue of any new Shares is under the control of the Directors of the Company. Subject to restrictions on the issue or grant of securities contained in the ASX Listing Rules, the Constitution and the Corporations Act (and without affecting any special right previously conferred on the holder of an existing share or class of shares), the Directors may issue Shares as they shall, in their absolute discretion, determine.

(h) **Variation of rights**

Under section 246B of the Corporations Act, the Company may, with the sanction of a special resolution passed at a meeting of Shareholders vary or abrogate the rights attaching to Shares.

If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class), whether or not the Company is being wound up, may be varied or abrogated with the consent in writing of the holders of three quarters of the issued shares of that class, or if authorised by a special resolution passed at a separate meeting of the holders of the shares of that class.

(i) **Alteration of constitution**

In accordance with the Corporations Act, the Constitution can only be amended by a special resolution passed by at least three quarters of Shareholders present and voting at the general meeting. In addition, at least 28 days written notice specifying the intention to propose the resolution as a special resolution must be given.

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## **5. RISK FACTORS**

### **5.1 Introduction**

The Options offered under this Prospectus should be considered as highly speculative and an investment in the Company is not risk free.

The Directors strongly recommend that prospective optionholders consider the risk factors set out in this Section 5, together with all other information contained in this Prospectus.

The future performance of the Company and the value of the Options may be influenced by a range of factors, many of which are largely beyond the control of the Company and the Directors. The key risks associated with the Company's business, the industry in which it operates and general risks applicable to all investments in listed securities and financial markets generally are described below.

The risks factors set out in this Section 5, or other risk factors not specifically referred to, may have a materially adverse impact on the performance of the Company and the value of the Options. This Section 5 is not intended to provide an exhaustive list of the risk factors to which the Company is exposed.

Before determining whether to invest in the Company you should ensure that you have a sufficient understanding of the risks described in this Section 5 and all of the other information set out in this Prospectus and consider whether an investment in the Company is suitable for you, taking into account your objectives, financial situation and needs.

If you do not understand any matters contained in this Prospectus or have any queries about whether to invest in the Company, you should consult your accountant, financial adviser, stockbroker, lawyer or other professional adviser.

### **5.2 Introduction Risks specific to the Company include, without limitation:**

#### **(a) Additional Requirements for Capital**

The Company's ability to effectively implement its business and operational plans in the future, to take advantage of opportunities for acquisitions or other business opportunities and to meet any unanticipated liabilities or expenses which the Company may incur may depend in part on its ability to raise additional funds.

The Company may seek to raise further funds through equity or debt financing, joint ventures or other means. Market conditions which are then generally prevailing will impact on the price or cost at which the Company will be able to raise such funds and no assurance can be given that such funding will be available on terms acceptable to the Company. Failure to obtain sufficient financing for the Company's activities may result in delay and indefinite postponement of the Company's business. There can be no assurance that additional finance will be available when needed or, if available, the terms of the financing might not be favourable to the Company. Any additional equity financing will dilute shareholdings, and debt financing, if available, may involve restrictions on financing and operating activities. If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope of its activities.

#### **(b) New business opportunities and acquisitions**

The Company has to date and will continue to actively pursue and assess other

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new business opportunities in the fast-moving consumer goods business, specifically in relation to trade between Australia and China. The Company cannot confirm the structure or proposed form of any potential business opportunity.

The acquisition of a business or asset may require the payment of monies (as a deposit) after only limited due diligence and prior to the completion of comprehensive due diligence. There can be no guarantee that any proposed acquisition will be completed or successful. If the proposed acquisition is not completed, monies already advanced may not be recoverable, which may have a material adverse effect on the Company.

If an acquisition is completed, the Directors will need to reassess, at that time, the funding allocated to current activities and the new business and/or assets, which may result in the Company reallocating funds from its existing activities and/or the raising of additional capital (if available). Furthermore, notwithstanding that an acquisition may proceed upon the completion of due diligence, the usual risks associated with the new business activities will remain.

Any new asset or business acquisition may change the risk profile of the Company, particularly if the new asset or business is located or operates in another jurisdiction and/or changes the Company's capital/funding requirements. Should the Company propose or complete the acquisition of a new asset or business activity, investors should re-assess their investment in the Company in light of the new asset/business activity.

#### (c) Market for Shares

There can be no guarantee that an active market in the Company's Shares will exist in the future.

#### (d) China Risk

The Company's business is heavily dependant on trade between China and Australia. Therefore, the Company will be subject to a number of risks inherent in selling and operating into China which could adversely affect the Company's ability to increase and maintain sales. These include, but are not limited to, risks regarding:

- currency exchange rate fluctuations;
- Covid-19 related lockdowns and disruptions;
- local and Chinese economic and political conditions;
- disruptions of capital and trading markets;
- accounts receivable collection and longer payment cycles;
- difficulties in staffing and managing foreign operations;
- potential hostilities and changes in diplomatic and trade relationships;
- restrictive governmental actions (such as restrictions on the transfer or repatriation of funds and trade protection measures, including export duties and quotas and customs duties and tariffs);
- changes in legal or regulatory requirements;
- the laws and policies of Australia and China affecting trade, foreign investment and loans, and import or export licensing requirements; and
- tax laws.

### **5.3 General Risks to the Company include, without limitation:**

#### (a) Policies and legislation

Any material adverse changes in Federal, State or Territory government policies or legislation of Australia and in other jurisdictions in which the Company operates or

may operate may affect the viability and profitability of the Company.

#### (b) Share market

Share market conditions may affect the value of the Company's quoted Securities regardless of the Company's operating performance. The market price of the Shares may be subject to fluctuation and may be affected by many factors including, but not limited to, the following:

- general economic outlook;
- interest rates and inflation rates;
- currency fluctuations;
- commodity price fluctuations;
- changes in investor sentiment toward particular market sectors;
- the demand for, and supply of, capital; and
- terrorism or other hostilities.

There is also no guarantee that an active market in the Shares will develop or that the price of the Shares will increase. There may be relatively few or no buyers or sellers of Shares on the ASX at any particular time.

The market price of Securities can fall as well as rise and may be subject to varied and unpredictable influences on the market for equities in general and resource exploration stocks in particular. Neither the Company nor the Directors warrant the future performance of the Company or any return on an investment in the Company. Investors may therefore realise less than, or lose all of, their investment.

#### (c) Competition

The industry in which the Company is involved is subject to domestic and global competition. While the Company will undertake all reasonable due diligence in its business decisions and operations, the Company will have no influence or control over the activities or actions of its competitors, and such activities or actions may, positively or negatively, affect the operating and financial performance of the Company's projects and business.

#### (d) Economy

The future viability of the Company is also dependent on a number of factors which may affect the performance of all industries and not just the exploration and mining industries including, but not limited to, the following:

- general economic conditions;
- changes in Government policies, taxation and other laws;
- the strength of the equity and share markets in Australia and throughout the world and, in particular, investment sentiment towards the commodities sector;
- movement in, or outlook on, exchange rates, interest rates and inflation rates; and
- natural disasters, social upheaval or war.

#### (e) Taxation

In addition to the Company being at risk of adverse taxation events and reforms in taxation laws (and other laws) the acquisition and disposal of Shares will have tax consequences, which will differ depending on the individual financial affairs of each investor. All potential investors in the Company are urged to obtain independent financial advice about the consequences of acquiring Shares from

a taxation viewpoint and generally.

To the maximum extent permitted by law, the Company, its officers and each of their respective advisors accept no liability or responsibility with respect to the taxation consequences of subscribing for Shares under this Prospectus.

(f) Litigation risks

The Company is exposed to possible litigation risks including, without limitation, environmental claims, occupational health and safety claims and employee claims. Further, the Company may be involved in disputes with other parties in the future which may result in litigation. Any such claim or dispute if proven may impact adversely on the Company's operations, financial performance and financial position. The Company is not currently engaged in any litigation.

(g) Reliance on key personnel

The responsibility of overseeing the day-to-day operations and the strategic management of the Company depends substantially on its management and its Directors. There can be no assurance given that there will be no detrimental impact on the Company if one or more of those individuals cease to be appointed to the Company.

(h) Insurance risks

The Company intends to insure its operations in accordance with industry practice. However, in certain circumstances, the Company's insurance may not be of a nature or level to provide adequate insurance cover. The occurrence of an event that is not covered or fully covered by insurance could have a material adverse effect on the business, financial condition and results of the Company.

Insurance against all risks faced by the Company is not always available and where available the costs can be prohibitive.

(i) Speculative investment

The above list of risk factors ought not to be taken as exhaustive of the risks faced by the Company or by investors in the Company. The above factors, and others not specifically referred to above, may in the future materially affect the financial performance and financial position of the Company and the value of the Shares offered under this Prospectus.

The Shares proposed to be issued pursuant to this Prospectus should be considered speculative due to the nature of the Company's business. Therefore, the Shares to be issued pursuant to this Prospectus carry no guarantee with respect to the payment of dividends, returns of capital or market value.

The prices at which an investor may be able to trade the Shares, if at all, may be above or below the price paid by the investor for the Shares.

Potential investors must make their own assessment of the likely risks and determine whether an investment in the Company is appropriate to their own circumstances.

Potential investors should also consider that the investment in the Company is speculative and should consult their professional advisers before deciding whether to apply for Shares pursuant to this Prospectus.

(j) Coronavirus

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The outbreak of the COVID-19 will continue to impact global economic markets. The Company's Share price may be continue to be adversely affected in the short to medium term by the economic uncertainty caused by COVID-19. Further, any further governmental or industry measures taken in response to COVID-19 may adversely impact the Company's operations and are likely to be beyond the control of the Company. The effects of COVID-19 on the Company's Share price and global financial markets generally may also affect the Company's ability to raise equity or debt or require the Company to issue capital at a discount, which may in turn cause dilution to Shareholders. The Directors continue to monitor the situation closely and have considered the impact of COVID-19 on the Company's business and financial performance. However, the situation is continually evolving, and the consequences are therefore inevitably uncertain. In compliance with its continuous disclosure obligations, the Company will continue to update the market in regard to the impact of COVID-19 on its revenue channels and any adverse impact on the Company. If any of these impacts appear material prior to close of the Offers, the Company will notify investors under a supplementary prospectus.

#### **5.4 Speculative investment**

The risk factors described above, and other risks factors not specifically referred to, may have a materially adverse impact on the performance of the Company and the value of the Securities.

Prospective investors should consider that an investment in the Company is highly speculative.

There is no guarantee that the Options offered under this Prospectus will provide a return on capital, payment of dividends or increases in the market value of those Options.

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## 6. ADDITIONAL INFORMATION

### 6.1 Litigation

As at the date of this Prospectus and other than as set out below, the Company is not involved in any legal proceedings and the Directors are not aware of any legal proceedings pending or threatened against the Company.

(a) Green Forest International Pty Limited (**GFI**)  
The legal proceedings commenced in October 2019 against GFI, a subsidiary of Jatcorp Limited, are continuing. GFI is defending these proceedings and has filed a cross-claim against the applicant. The Board believes that GFI will be successful in these proceedings.

(b) Sunnya Pty Limited (**Sunnya**)

The legal proceedings commenced in October 2019 by Sunnya, a subsidiary of Jatcorp Limited, for breach of trademark, are continuing. The Board believes that Sunnya will be successful in these proceedings.

### 6.2 Continuous disclosure obligations

As set out in the Important Notes Section of this Prospectus, the Company is a disclosing entity for the purposes of section 713 of the Corporations Act. Accordingly, information that is already in the public domain has not been reported in this Prospectus other than that which is considered necessary to make this Prospectus complete.

The Company, as a disclosing entity under the Corporations Act states that:

- (a) it is subject to regular reporting and disclosure obligations;
- (b) copies of documents lodged with the ASIC in relation to the Company (not being documents referred to in section 1274(2)(a) of the Corporations Act) may be obtained from, or inspected at, the offices of the ASIC; and
- (c) it will provide a copy of each of the following documents, free of charge, to any person on request between the date of issue of this Prospectus and the Closing Date:
  - (i) the annual financial report most recently lodged by the Company with the ASIC;
  - (ii) any half-year financial report lodged by the Company with the ASIC after the lodgement of the annual financial report referred to in (i) and before the lodgement of this Prospectus with the ASIC; and
  - (iii) any continuous disclosure documents given by the Company to ASX in accordance with the ASX Listing Rules as referred to in section 674(1) of the Corporations Act after the lodgement of the annual financial report referred to in (i) and before the lodgement of this Prospectus with the ASIC.

Copies of all documents lodged with the ASIC in relation to the Company can be inspected at the registered office of the Company during normal office hours.

Details of documents lodged by the Company with ASX since the date of lodgement of the Company's latest annual financial report and before the

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lodgement of this Prospectus with the ASIC are set out in the table below.

DATE	DESCRIPTION
1/08/2022	Notice of General Meeting/Proxy Form
29/07/2022	Quarterly Activities/Appendix 4C Cash Flow Report
25/07/2022	Amendment to substantial shareholder notice lodged 12.07.22
14/07/2022	Notice under s249D Corporations Act
12/07/2022	Becoming a substantial holder
12/07/2022	Notification of cessation of securities - JAT
08/07/2022	Appointment of CFO
07/07/2022	Cleansing notice
07/07/2022	Application for quotation of securities - JAT
06/07/2022	Change of Director's Interest Notice - Zhan Wang
05/07/2022	Change in substantial holding
04/07/2022	Change of Director's Interest Notice - Crowley
04/07/2022	Company Secretary Appointment
01/07/2022	Top 20 shareholders
01/07/2022	Application for quotation of securities - JAT
01/07/2022	Results of Rights Issue Offer
30/06/2022	Security Class Suspension from Quotation JATO
28/06/2022	Non-renounceable rights issue-attaching options
23/06/2022	Final Director's Interest Notice - Sun
23/06/2022	Initial Director's Interest Notice - Wang
20/06/2022	Initial Director's Interest Notice - Shen
20/06/2022	Results of Meeting
17/06/2022	Board and management changes
17/06/2022	Update - Proposed issue of securities - JAT
15/06/2022	Rights Issue Offer Document

08/06/2022	Cleansing notice
08/06/2022	Proposed issue of securities - JAT
08/06/2022	Non-Renounceable Issue
08/06/2022	Placement Options
08/06/2022	Cancel - Notification regarding unquoted securities - JAT
06/06/2022	Initial Director's Interest Notice - QIANG
06/06/2022	Initial Director's Interest Notice - GONG
03/06/2022	Notification regarding unquoted securities - JAT
03/06/2022	Director Appointments
03/06/2022	Results of Meeting
03/06/2022	Progress with US FDA application
11/05/2022	Letter to shareholders re general meeting
11/05/2022	Notice of General Meeting/Proxy Form
04/05/2022	Letter to shareholders
04/05/2022	Notice of General Meeting/Proxy Form
29/04/2022	MEMBER STATEMENT SECTION 249P CORPORATIONS ACT
29/04/2022	Presentation to Brokers
22/04/2022	Quarterly Activities/Appendix 4C Cash Flow Report
21/04/2022	NOTICE UNDER SECTION 249D OF THE CORPORATIONS ACT
14/04/2022	Cleansing notice
14/04/2022	Application for quotation of securities - JAT
12/04/2022	Change in substantial holding
08/04/2022	Repayment of Topwei Loan
08/04/2022	Cleansing notice
08/04/2022	Application for quotation of securities - JAT
31/03/2022	Proposed issue of securities - JAT

31/03/2022	Proposed issue of securities - JAT
31/03/2022	JAT Raises \$4.4m Via Placement
29/03/2022	Trading Halt
25/03/2022	JAT to develop immune support ice cream and yogurt
23/03/2022	First US distribution agreement for immune support products
16/03/2022	Change of Director's Interest Notice - Yao
16/03/2022	Application for quotation of securities - JAT
16/03/2022	Change of Director's Interest Notice - Crowley
16/03/2022	SPP Results
10/03/2022	New distribution agreements for immune support products
04/03/2022	RMIT report on JAT's supplementary food products
02/03/2022	Update - Proposed issue of securities - JAT
02/03/2022	SPP - Extension of Closing Date
28/02/2022	Half Year Results Commentary
28/02/2022	Half Yearly Report and Accounts
21/02/2022	Change in substantial holding
18/02/2022	Share Purchase Plan Offer Document
17/02/2022	SPP Cleansing Notice
17/02/2022	Proposed issue of securities - JAT
16/02/2022	Share Purchase Plan
03/02/2022	Change of Director's Interest Notice
03/02/2022	Company Secretary Resignation
03/02/2022	Application for quotation of securities - JAT
01/02/2022	Notification of cessation of securities - JAT
01/02/2022	Notification of buy-back - JAT
27/01/2022	Change of Director's Interest Notice - Crowley
27/01/2022	Change of Director's Interest Notice - Yao

27/01/2022	Notification regarding unquoted securities - JAT
27/01/2022	JAT creates cobrand for Saputo
20/01/2022	Quarterly Activities/Appendix 4C Cash Flow Report
19/01/2022	Notification regarding unquoted securities - JAT
19/01/2022	Notification of cessation of securities - JAT
19/01/2022	Notification of buy-back - JAT
18/01/2022	Change of Director's Interest Notice - Crowley
12/01/2022	Response to ASX Price Query
12/01/2022	Pause In Trading
11/01/2022	Change of Director's Interest Notice - Crowley
11/01/2022	Change in substantial holding
22/12/2021	Becoming a substantial holder
08/12/2021	Amended: Notification of buy-back - JAT
08/12/2021	Notification of buy-back - JAT
08/12/2021	Results of Meeting
08/12/2021	2021 Annual General Meeting Presentation
03/12/2021	ANMA signs 3 Year Dairy Purchaser Agreement
05/11/2021	General Meeting Letter to Shareholders
05/11/2021	Notice of Annual General Meeting/Proxy Form
26/10/2021	Jobkeeper Report
26/10/2021	Quarterly Activities/Appendix 4C Cash Flow Report
21/09/2021	\$5M Topwei Two Pty Ltd Loan Extension
16/09/2021	JAT Product Approval - South Korea
06/09/2021	Commonwealth Government to fund JAT clinical trials
31/08/2021	Appendix 4G and Corporate Governance Statement

ASX maintains files containing publicly available information for all listed companies. The Company's file is available for inspection at ASX during normal office hours.

The announcements are also available through the Company's website [www.jatcorp.com](http://www.jatcorp.com)

### 6.3 Market price of Shares

The Company is a disclosing entity for the purposes of the Corporations Act and its Shares are enhanced disclosure securities quoted on ASX.

The highest, lowest and last market sale prices of the Shares on ASX during the three months immediately preceding the date of lodgement of this Prospectus with the ASIC and the respective dates of those sales were:

	(\$)	Date
Highest	\$0.0225	11 February 2022
Lowest	\$0.012	4 July 2022
Last	\$0.019	12 August 2022

### 6.4 Interests of Directors

Other than as set out in this Prospectus, no Director or proposed director holds, or has held within the 2 years preceding lodgement of this Prospectus with the ASIC, any interest in:

- (a) the formation or promotion of the Company;
- (b) any property acquired or proposed to be acquired by the Company in connection with:
  - (i) its formation or promotion; or
  - (ii) the Offers; or
- (c) the Offers,

and no amounts have been paid or agreed to be paid and no benefits have been given or agreed to be given to a Director or proposed director:

- (d) as an inducement to become, or to qualify as, a Director; or
- (e) for services provided in connection with:
  - (i) the formation or promotion of the Company; or
  - (ii) the Offers.

#### **Security holdings**

The relevant interest of each of the Directors in the Securities as at the date of this Prospectus is set out below.

Director	Shares	Options/Rights
Brett Crowley	5,342,106	5,000,000
Charlie Qi	73,287,207	Nil
Jack Wang	492,203,461	Nil
David Gong	13,000,000	Nil
Dennis Shen	Nil	Nil

**Notes:**

1. Comprising 5,000,000 Performance Rights.

**Remuneration**

The remuneration of an executive Director is decided by the Board, without the affected executive Director participating in that decision-making process. The total maximum remuneration of non-executive Directors is initially set by the Constitution and subsequent variation is by ordinary resolution of Shareholders in general meeting in accordance with the Constitution, the Corporations Act and the ASX Listing Rules, as applicable. The determination of non-executive Directors' remuneration within that maximum will be made by the Board having regard to the inputs and value to the Company of the respective contributions by each non-executive Director. The current amount has been set at an amount not to exceed \$500,000 per annum.

A Director may be paid fees or other amounts (i.e., non-cash performance incentives such as Options, subject to any necessary Shareholder approval) as the other Directors determine where a Director performs special duties or otherwise performs services outside the scope of the ordinary duties of a Director. In addition, Directors are also entitled to be paid reasonable travelling, hotel and other expenses incurred by them respectively in or about the performance of their duties as Directors.

The following table shows the total (and proposed) annual remuneration paid to both executive and non-executive Directors.

Director	Remuneration financial year ended 30 June 2022	Proposed remuneration for financial year ending 30 June 2023
Brett Crowley	\$84,000	\$110,000
Charlie Qi	\$13,350	\$159,000
Jack Wang	-	\$139,000
David Gong	-	\$90,000
Dennis Shen	-	\$90,000

**6.5 Interests of experts and advisers**

Other than as set out below or elsewhere in this Prospectus, no:

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- For personal use only
- (a) person named in this Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus;
  - (b) promoter of the Company; or
  - (c) underwriter (but not a sub-underwriter) to the issue or a financial services licensee named in this Prospectus as a financial services licensee involved in the issue,

holds, or has held within the two years preceding lodgement of this Prospectus with the ASIC, any interest in:

- (d) the formation or promotion of the Company;
- (e) any property acquired or proposed to be acquired by the Company in connection with:
  - (i) its formation or promotion; or
  - (ii) the Offers; or
- (f) the Offers,

and no amounts have been paid or agreed to be paid and no benefits have been given or agreed to be given to any of these persons for services provided in connection with:

- (g) the formation or promotion of the Company; or
- (h) the Offers.

## 6.6 Consents

Chapter 6D of the Corporations Act imposes a liability regime on the Company (as the offeror of the securities), the Directors, the persons named in the Prospectus with their consent as Proposed Directors, any underwriters, persons named in the Prospectus with their consent having made a statement in the Prospectus and persons involved in a contravention in relation to the Prospectus, with regard to misleading and deceptive statements made in the Prospectus. Although the Company bears primary responsibility for the Prospectus, the other parties involved in the preparation of the Prospectus can also be responsible for certain statements made in it.

Each of the parties referred to in this Section:

- (a) does not make, or purport to make, any statement in this Prospectus other than those referred to in this Section;
- (b) in light of the above, only to the maximum extent permitted by law, expressly disclaim and take no responsibility for any part of this Prospectus other than a reference to its name and a statement included in this Prospectus with the consent of that party as specified in this Section; and
- (c) has not withdrawn its consent prior to the lodgement of this Prospectus with the ASIC.

## 6.7 Expenses of the Offers

The total expenses of the Offers are estimated to be approximately \$44,384 (excluding GST) and are expected to be applied towards the items set out in the table below:

	\$
ASIC fees	3,206
ASX fees	36,178
Share registry fees	5,000
<b>Total</b>	<b>\$44,384</b>

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**7. DIRECTORS' AUTHORISATION**

This Prospectus is issued by the Company and its issue has been authorised by a resolution of the Directors.

In accordance with section 720 of the Corporations Act, each Director has consented to the lodgement of this Prospectus with the ASIC.



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**Brett Crowley**  
**Chairman**  
**Jatcorp Limited**  
**15 August 2022**

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8. **GLOSSARY**

**\$** means the lawful currency of the Commonwealth of Australia.

**Application Form** means the application form either attached to or accompanying this Prospectus.

**ASIC** means the Australian Securities and Investments Commission.

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

**ASX Listing Rules** means the listing rules of the ASX.

**Board** means the board of Directors unless the context indicates otherwise.

**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.

**Closing Date** means the date specified in the timetable set out at Section 1 (unless extended).

**Company** means Jatcorp Limited (ACN 122 826 242).

**Constitution** means the constitution of the Company as at the date of this Prospectus.

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

**Directors** means the directors of the Company as at the date of this Prospectus.

**Official Quotation** means official quotation on ASX.

**Option** means an option to acquire a Share.

**Optionholder** means a holder of an Option.

**Prospectus** means this prospectus.

**Section** means a section of this Prospectus.

**Securities** means Shares and/or Options as the context requires.

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

**Shareholder** means a holder of a Share.

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