



Jayride Group Limited

ACN 155 285 528

Notice of Annual General Meeting

Tuesday, 20 October 2020

12:00 pm

By Videoconference

This is an important document. Please read it carefully.

Please speak to your professional advisers if you have any questions about this document or how to vote at the Meeting.



Notice of the Annual General Meeting

Notice is hereby given that the 2020 Annual General Meeting of Jayride Group Limited (the **Company** or **Jayride**) is to be held at midday, 12:00 pm (Sydney Time), Tuesday, 20 October 2020 by Videoconference.

If Shareholders have any questions regarding the meeting or seek further information, please contact the Company Secretary at corporate@jayride.com.

Ordinary Business

Financial Statements and Reports

To receive the Company's financial statements and the reports of the Directors and the Auditor for the financial year ended 30 June 2020.

1. Resolution 1: Non-binding resolution to adopt the Remuneration Report

To consider, and if thought fit, pass the following resolution as a **non-binding resolution**:

"That the Directors' Remuneration Report for the year ended 30 June 2020 be and is hereby adopted for the purposes of the Corporations Act 2001(Cth)".

NOTE: The Remuneration Report commences on page 10 of the 2020 Annual Report.

Voting Exclusion Statement

The company will disregard any votes cast on Resolution 1 (in any capacity, whether as proxy or as shareholder) by any of the following:

- a) Key Management Personnel; and
- b) Closely Related Parties of Key Management Personnel.

However, the Company need not disregard a vote if it is:

- a) Cast by a person as proxy appointed in accordance with the directions on the proxy form that specify how the proxy is to vote on Resolution 1; and the vote is not cast on behalf of a person described in subparagraphs (a) and (b) above; or
- b) Cast by the chair of the Meeting as proxy appointed in accordance with the directions of the proxy form for a person who is entitled to vote, and such appointment on the proxy form expressly authorises the chair to exercise the proxy even if the resolution is connected directly with the remuneration report; and the vote is not cast on behalf of a person described in subparagraphs (a) and (b) above.

Election of Directors

2. Resolution 2: Ordinary Resolution to elect Rod Cuthbert as a Director

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

"That, Rodney Daryl Cuthbert, retiring in accordance with Article 58.1.1 of the Company's Constitution be elected as a director of the Company".

Note: The qualifications and experience of Rod Cuthbert is provided in the 2020 Annual Report tabled at this Annual General Meeting.

3. Resolution 3: Ordinary Resolution to elect Yifat Shirben as a Director

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

"That, Yifat Shirben, retiring in accordance with Article 58.1.3 of the Company's Constitution be elected as a director of the Company".

Note: The qualifications and experience of Yifat Shirben is provided in the 2020 Annual Report tabled at this Annual General Meeting.



Issue of Securities to Directors

Remuneration Share Component

4. Resolution 4: Ordinary Resolution to Issue Securities to Andrey Shirben

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

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given to issue Andrey Shirben (or his nominee), a Director of the Company, 103,345 fully paid ordinary shares on the terms outlined in the Explanatory Statement”.

Voting Exclusion Statement

A voting exclusion applies to this Resolution 4. The Company will disregard any votes cast in favour of the resolution by or on behalf of:

- Andrey Shirben (or his nominees), or other person who is expected to participate in or who will obtain a material benefit as a result of the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity); or
- Any associate of those persons.

However, this does not apply to a vote cast in favour of a resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

5. Resolution 5: Ordinary Resolution to Issue Securities to Andrew Coppin

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

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given to issue Andrew Coppin (or his nominee), a Director of the Company, 92,791 fully paid ordinary shares on the terms outlined in the Explanatory Statement”.

Voting Exclusion Statement

A voting exclusion applies to this Resolution 5. The Company will disregard any votes cast in favour of the resolution by or on behalf of:

- Andrew Coppin (or his nominees), or other person who is expected to participate in or who will obtain a material benefit as a result of the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity); or
- Any associate of those persons.

However, this does not apply to a vote cast in favour of a resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.



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6. Resolution 6: Ordinary Resolution to Issue Securities to Samuel Saxton

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

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given to issue Samuel Saxton (or his nominee), a Director of the Company, 103,345 fully paid ordinary shares on the terms outlined in the Explanatory Statement”.

Voting Exclusion Statement

A voting exclusion applies to this Resolution 6. The Company will disregard any votes cast in favour of the resolution by or on behalf of:

- Samuel Saxton (or his nominees), or other person who is expected to participate in or who will obtain a material benefit as a result of the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity); or
- Any associate of those persons.

However, this does not apply to a vote cast in favour of a resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

7. Resolution 7: Ordinary Resolution to Issue Securities to Yifat Shirben

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

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given to issue Yifat Shirben (or her nominee), a Director of the Company, 103,345 fully paid ordinary shares on the terms outlined in the Explanatory Statement”.

Voting Exclusion Statement

A voting exclusion applies to this Resolution 7. The Company will disregard any votes cast in favour of the resolution by or on behalf of:

- Yifat Shirben (or her nominees), or other person who is expected to participate in or who will obtain a material benefit as a result of the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity); or
- Any associate of those persons.

However, this does not apply to a vote cast in favour of a resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.



8. Resolution 8: Ordinary Resolution to Issue Securities to Rodney Cuthbert

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

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given to issue Rodney Cuthbert (or his nominee), a former Director of the Company, 56,013 fully paid ordinary shares on the terms outlined in the Explanatory Statement”.

Voting Exclusion Statement

A voting exclusion applies to this Resolution 8. The Company will disregard any votes cast in favour of the resolution by or on behalf of:

- Rodney Cuthbert (or his nominees), or other person who is expected to participate in or who will obtain a material benefit as a result of the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity); or
- Any associate of those persons.

However, this does not apply to a vote cast in favour of a resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Covid-19 Cash Remuneration Setoff

9. Resolution 9: Ordinary Resolution to Issue Securities to Andrey Shirben

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

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given to issue Andrey Shirben (or his nominee), a Director of the Company, 141,447 fully paid ordinary shares on the terms outlined in the Explanatory Statement”.

Voting Exclusion Statement

A voting exclusion applies to this Resolution 9. The Company will disregard any votes cast in favour of the resolution by or on behalf of:

- Andrey Shirben (or his nominees), or other person who is expected to participate in or who will obtain a material benefit as a result of the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity); or
- Any associate of those persons.

However, this does not apply to a vote cast in favour of a resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.



10. Resolution 10: Ordinary Resolution to Issue Securities to Andrew Coppin

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

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given to issue Andrew Coppin (or his nominee), a Director of the Company, 134,012 fully paid ordinary shares on the terms outlined in the Explanatory Statement”.

Voting Exclusion Statement

A voting exclusion applies to this Resolution 10. The Company will disregard any votes cast in favour of the resolution by or on behalf of:

- Andrew Coppin (or his nominees), or other person who is expected to participate in or who will obtain a material benefit as a result of the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity); or
- Any associate of those persons.

However, this does not apply to a vote cast in favour of a resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

11. Resolution 11: Ordinary Resolution to Issue Securities to Samuel Saxton

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

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given to issue Samuel Saxton (or his nominee), a Director of the Company, 155,120 fully paid ordinary shares on the terms outlined in the Explanatory Statement”.

Voting Exclusion Statement

A voting exclusion applies to this Resolution 11. The Company will disregard any votes cast in favour of the resolution by or on behalf of:

- Samuel Saxton (or his nominees), or other person who is expected to participate in or who will obtain a material benefit as a result of the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity); or
- Any associate of those persons.

However, this does not apply to a vote cast in favour of a resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.



12. Resolution 12: Ordinary Resolution to Issue Securities to Yifat Shirben

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

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given to issue Yifat Shirben (or her nominee), a Director of the Company, 25,107 fully paid ordinary shares on the terms outlined in the Explanatory Statement”.

Voting Exclusion Statement

A voting exclusion applies to this Resolution 12. The Company will disregard any votes cast in favour of the resolution by or on behalf of:

- Yifat Shirben (or her nominees), or other person who is expected to participate in or who will obtain a material benefit as a result of the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity); or
- Any associate of those persons.

However, this does not apply to a vote cast in favour of a resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

13. Resolution 13: Ordinary Resolution to Issue Securities to Rodney Cuthbert

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

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given to issue Rodney Cuthbert (or his nominee), a former Director of the Company, 68,858 fully paid ordinary shares on the terms outlined in the Explanatory Statement”.

Voting Exclusion Statement

A voting exclusion applies to this Resolution 13. The Company will disregard any votes cast in favour of the resolution by or on behalf of:

- Rodney Cuthbert (or his nominees), or other person who is expected to participate in or who will obtain a material benefit as a result of the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity); or
- Any associate of those persons.

However, this does not apply to a vote cast in favour of a resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.



Director Class I Performance Options

14. Resolution 14: Ordinary Resolution to Issue Securities to Andrey Shirben

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

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given to grant Andrey Shirben (or his nominee), a Director of the Company, 300,000 Class I Director Performance Options on the terms outlined in the Explanatory Statement”.

Voting Exclusion Statement

A voting exclusion applies to this Resolution 14. The Company will disregard any votes cast in favour of the resolution by or on behalf of:

- Andrey Shirben (or his nominees), or other person who is expected to participate in or who will obtain a material benefit as a result of the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity); or
- Any associate of those persons.

However, this does not apply to a vote cast in favour of a resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

15. Resolution 15: Ordinary Resolution to Issue Securities to Samuel Saxton

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

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given to grant Samuel Saxton (or his nominee), a Director of the Company, 300,000 Class I Director Performance Options on the terms outlined in the Explanatory Statement”.

Voting Exclusion Statement

A voting exclusion applies to this Resolution 15. The Company will disregard any votes cast in favour of the resolution by or on behalf of:

- Samuel Saxton (or his nominees), or other person who is expected to participate in or who will obtain a material benefit as a result of the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity); or
- Any associate of those persons.

However, this does not apply to a vote cast in favour of a resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.



16. Resolution 16: Ordinary Resolution to Issue Securities to Yifat Shirben

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

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given to grant Yifat Shirben (or her nominee), a Director of the Company, 300,000 Class I Director Performance Options on the terms outlined in the Explanatory Statement”.

Voting Exclusion Statement

A voting exclusion applies to this Resolution 16. The Company will disregard any votes cast in favour of the resolution by or on behalf of:

- Yifat Shirben (or her nominees), or other person who is expected to participate in or who will obtain a material benefit as a result of the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity); or
- Any associate of those persons.

However, this does not apply to a vote cast in favour of a resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

17. Resolution 17: Ordinary Resolution to Issue Securities to Rodney Cuthbert

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

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given to grant Rodney Cuthbert (or his nominee), a Director of the Company, 300,000 Class I Director Performance Options on the terms outlined in the Explanatory Statement”.

Voting Exclusion Statement

A voting exclusion applies to this Resolution 17. The Company will disregard any votes cast in favour of the resolution by or on behalf of:

- Rodney Cuthbert (or his nominees), or other person who is expected to participate in or who will obtain a material benefit as a result of the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity); or
- Any associate of those persons.

However, this does not apply to a vote cast in favour of a resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.



Approval of Employee Option Plan

18. Resolution 18: Ordinary Resolution to Approve Employee Option Plan

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

“That, for the purposes of ASX Listing Rule 7.2 Exception 13, and for all other purposes, the Company approves and adopts the Jayride Employee Option Plan and approves the issue of securities under that scheme on the terms and conditions set out in the Jayride Employee Option Plan and summarised in the Explanatory Statement.”

Voting Exclusion Statement

A voting exclusion applies to this Resolution 18. The Company will disregard any votes cast in favour of the resolution by or on behalf of:

- A person who is eligible to participate in the employee incentive scheme.

However, this does not apply to a vote cast in favour of a resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Ratification of Previous Issues of Securities

19. Resolution 19: Ordinary Resolution to Ratify November 2019 Placement

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

“That, for the purposes of ASX Listing Rule 7.4, and for all other purposes, the shareholders of the Company approve and ratify the allotment and issue of 10,672,567 fully paid ordinary shares on 20 November 2019 as set out in the terms and conditions set out in the Explanatory Statement”.

Voting Exclusion Statement

A voting exclusion applies to this Resolution 19. The Company will disregard any votes cast in favour of the resolution by or on behalf of:

- A person who participated in the share issue; or
- Any associate of those persons.

However, this does not apply to a vote cast in favour of a resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.



20. Resolution 20: Ordinary Resolution to Ratify December 2019 Placement

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

“That, for the purposes of ASX Listing Rule 7.4, and for all other purposes, the shareholders of the Company approve and ratify the allotment and issue of 3,328,625 fully paid ordinary shares on 23 December 2019 as set out in the terms and conditions set out in the Explanatory Statement”.

Voting Exclusion Statement

A voting exclusion applies to this Resolution 20. The Company will disregard any votes cast in favour of the resolution by or on behalf of:

- A person who participated in the share issue; or
- Any associate of those persons.

However, this does not apply to a vote cast in favour of a resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Additional Placement Capacity

21. Resolution 21: Special Resolution to Approve Additional 10% Placement Capacity

To consider and if thought fit, pass the following as a **special resolution**:

“That, for the purposes of ASX Listing Rule 7.1A and for all other purposes, approval is given to allow the Company to issue equity securities up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Statement”.

Note: this resolution is a special resolution and can only be passed if at least 75% of the votes cast, in person or by proxy, by members who are entitled to vote on the resolution, vote in favour.

Voting Exclusion Statement

A voting exclusion applies to this Resolution 21. The Company will disregard any votes cast in favour of the resolution by or on behalf of:

- A person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity); or
- Any associate of those persons.

However, this does not apply to a vote cast in favour of a resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Other Business



Jayride Group Limited
ACN 155 285 528

To transact any other business which may be legally brought before a General Meeting, in accordance with the Company's Constitution and the Corporations Act 2001 (Cth).

On behalf of the Board,

A handwritten signature in blue ink, appearing to be "Henry Kinstlinger", written over a faint, light blue circular stamp or watermark.

Henry Kinstlinger
Company Secretary
21 September 2020



Jayride Group Limited
ACN 155 285 528

Explanatory Statement

This Explanatory Statement is intended to provide Shareholders of Jayride Group Limited (ASX: JAY) (**Jayride** or the **Company**) with sufficient information to assess the merits of the Resolutions contained in the accompanying Notice of Annual General Meeting of the Company.

The Directors recommend that shareholders read this Explanatory Statement in full before making any decision in relation to the Resolutions.

If you have any queries regarding the matters set out in this Explanatory Statement or the preceding Notice, please contact Jayride or seek advice from your professional advisors.

Financial Statements and Reports

Financial Statements and Reports – Financial Year Ended 30 June 2020

The Corporations Act requires the Financial Report, Directors' Report and Auditor's Report for the past financial year to be tabled before the Annual General Meeting, and the Company's Constitution provides for such reports to be received and considered at that meeting. Neither the Corporations Act nor the Company's Constitution requires a vote of shareholders at the Annual General Meeting on such Reports. The Annual General Meeting provides a forum for shareholders to ask questions and make comments on the Company's reports and accounts and on the business and operations of the Company for the year ended 30 June 2020.

In addition, at the meeting, shareholders may ask questions of the auditor in relation to the following:

- the conduct of the audit;
- the content of the auditor's report;
- the accounting policies adopted by the Company for the preparation of the financial statements; and
- the auditor's independence in relation to the above items.

Shareholders may view the Company's 2020 Annual Report on the Company's website: www.jayride.com/investors.

Resolution 1: Non-binding resolution to adopt the Remuneration Report

In accordance with Section 250R(2) of the Corporations Act a resolution that the Remuneration Report be adopted must be put to a vote at the Company's Annual General Meeting. The vote on this resolution is advisory only and does not bind the Directors or the Company. The Remuneration Report is set out in the Company's 2020 Annual Report and is also available from the Company's website.

The Remuneration Report:

- describes the policies behind, and the structure of, the remuneration arrangements of the Company and the link between the remuneration of executives and the Company's performance;
- sets out the remuneration arrangements in place for each director and for certain members of the senior management team; and
- explains the difference between the bases for remunerating non-executive directors and senior executives, including the Chief Executive Officer.

If the Resolution 1 receives a 'No' vote of 25% or more of the votes cast at the meeting, the Company's 2020 Remuneration Report will include a report on actions taken by the Board in response. The Board will take the outcome of the vote, even if less than 25% 'No' into consideration when reviewing the Company's remuneration policy. There has not been a 'No' vote of more than 25% in any past years.



Election of Directors

Resolutions 2 and 3: Ordinary Resolutions to elect Rod Cuthbert and Yifat Shirben as Directors

Article 58.1.1 of the Company's Constitution requires that all directors must stand for re-election at their first Annual General Meeting following their appointment. Rod Cuthbert was appointed on 15 April 2020, and accordingly stands for re-election at this Annual General Meeting.

Additionally, Article 58.1.3 of the Company's Constitution requires that one-third of the Board must stand for re-election at every Annual General Meeting excepting the Managing Director. Yifat Shirben, a non-executive director of the Company has accordingly been chosen to stand for re-election at this Annual General Meeting.

The full bios of Rod Cuthbert and Yifat Shirben including their qualifications and experience are set out in the 2020 Annual Report.

Issue of Securities to Directors

Remuneration Shares

Resolutions 4 to 8: Ordinary Resolutions to Issue Securities to Non-Executive Directors

The Company's current remuneration arrangements, which applied from 1 June 2019, with its Non-Executive Directors is \$60,000 per annum, with \$20,000 per annum to be paid in Shares in lieu of cash subject to shareholder approval at each annual general meeting of the Company. The issue price of the Shares is to be calculated at the Volume Weighted Average Price (**VWAP**) for the month in which the fees were earned by the Director.

At the 2019 AGM Shareholders approved the issue of Shares to directors to 30 September 2019. Accordingly, Shareholder approval is now sought for the issue of Shares for the period 1 October 2019 to 31 August 2020.

The following table provides the VWAP and corresponding number of Shares (\$20,000 /12 for \$1,666.67 per month) for each relevant month.

Month	VWAP	Shares
Oct-19	\$ 0.38	4,434
Nov-19	\$ 0.29	5,660
Dec-19	\$ 0.31	5,391
Jan-20	\$ 0.36	4,655
Feb-20	\$ 0.30	5,645
Mar-20	\$ 0.15	10,887
Apr-20	\$ 0.08	21,321
May-20	\$ 0.15	11,130
Jun-20	\$ 0.15	10,928
Jul-20	\$ 0.14	11,610
Aug-20	\$ 0.14	11,685
		103,345



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Resolutions 4 to 8 are thus for the proposed issue of the following securities:

Andrey Shirben, Samuel Saxton, and Yifat Shirben are entitled to 103,345 Shares

Andrew Coppin was a director of the Company until 3 August 2020 and is entitled to 92,791 Shares.

Rod Cuthbert was appointed a director on 15 April 2020 and is entitled to 56,013 Shares.

In the event Shareholders do not approve Resolutions 4 to 8 the remuneration will be paid in cash.

Directors Recommendation

The Non-Executive Directors do not make a recommendation to shareholders with respect to Resolutions 4 to 8 noting their material personal interests in the matters being considered. The Managing Director recommends that shareholders vote in favour of Resolutions 4 to 8 considering that the issue of securities to the non-executive directors to reduce cash expenditure is in line with the Company's internal remuneration policies.

Setoff Shares – Covid-19 Cash Remuneration

Resolutions 9 to 13: Ordinary Resolutions to Issue Securities to Non-Executive Directors

With the advent of the Covid-19 Pandemic in March 2020, and the consequent impact on the Company's cashflows, the directors resolved to conserve cash and pay a component of non-executive directors' remuneration through the issue of Shares.

The issue price of the Shares is to be calculated at the Volume Weighted Average Price (VWAP) for the month in which the fees were earned by the Director.

The following table provides the VWAP, the amount of remuneration to be set off and the corresponding number of Shares for each relevant month from 1 March 2020 through to 31 August 2020:

Month	VWAP \$	Covid-19 Setoff \$					Covid-19 Setoff Shares				
		Andrey Shirben	Sam Saxton	Yifat Shirben	Andrew Coppin	Rod Cuthbert	Andrey Shirben	Sam Saxton	Yifat Shirben	Andrew Coppin	Rod Cuthbert
Mar-20	0.15	5,833	3,333	3,333	3,333		38,103	21,773	21,773	21,773	-
Apr-20	0.08	2,583	3,333	83	3,333	1,778	33,047	42,642	1,066	42,642	22,742
May-20	0.15	2,583	3,333	83	3,333	3,333	17,251	22,260	556	22,260	22,260
Jun-20	0.15	2,583	3,333	83	3,333	3,333	16,939	21,857	546	21,857	21,857
Jul-20	0.14	2,583	3,333	83	3,333		17,995	23,220	580	23,220	-
Aug-20	0.14	2,583	3,333	83	323		18,111	23,370	584	2,262	-
		18,750	20,000	3,750	16,989	8,444	141,447	155,120	25,107	134,012	66,858

Resolutions 9 to 13 are thus for the proposed issue of the following Shares:

Andrey Shirben 141,447 Shares
 Sam Saxton 155,120 Shares
 Yifat Shirben 25,107 Shares
 Andrew Coppin 134,012 Shares
 Rod Cuthbert 66,858 Shares



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In the event Shareholders do not approve Resolutions 9 to 13 the setoff amounts will be paid in cash.

Directors Recommendation

The Non-Executive Directors do not make a recommendation to shareholders with respect to Resolutions 9 to 13 noting their material personal interests in the matters being considered. The Managing Director recommends that shareholders vote in favour of Resolutions 9 to 13 considering that the issue of securities to the non-executive directors will reduce cash expenditure.

Class I Director Performance Options

Resolutions 14 to 17 Ordinary Resolution to Issue *Director Class I Performance Options to Non-Executive Directors*

The Company has a policy of providing a component of Non-Executive Directors remuneration through the issue of Performance Options which further align the long-term interests of shareholders with that of the directors. The Board proposes that each Non -Executive Director be issued 300,000 Class I Director Performance Options on the terms set out below:

The Class I Director Performance Options are Options exercisable at \$0.30 expiring 30 June 2024.

The Class I Director Performance Options will vest at a rate of 25,000 Options each quarter, with an effective commencement of 1 July 2020. Accordingly, at the time of issue (subject to shareholder approval), 25,000 Class I Director Performance Options will be issued as Vested Options to each Non-Executive Director, and 275,000 Class I Director Performance Options will be issued as Unvested Options, vesting at a rate of 25,000 Options each quarter. All Class I Director Performance Options will vest by 1 July 2023.

In the event that Non-Executive Director ceases to be a Director of the Company prior to the vesting of any of the Class I Performance Options, any Unvested Options will immediately lapse.

Unvested Options are not capable of being exercised. Unless inconsistent with the above, the terms of the Jayride Employee Share Option Plan apply.

Subject to Shareholder approval, the Class I Director Performance Options will be issued within one month of approval by Shareholders being on or before 20 December 2020.

Shareholders may request a full copy of the terms and conditions of the Class I Performance Options by contacting the Company Secretary at corporate@jayride.com.

Directors Recommendation

The Non-Executive Directors do not make a recommendation to shareholders with respect to Resolutions 14 to 17 noting their material personal interests in the matters being considered. The Managing Director recommends that shareholders vote in favour of Resolutions 14 to 17 considering that the issue of securities to the non-executive directors will reduce cash expenditure.

Regulatory Information for Resolutions 4 to 17

(a) Regulatory Framework

Corporations Act: Chapter 2E of the Corporations Act requires that for a public company to give a financial benefit to a related party (including directors of the Company), the company must obtain approval of members in the manner set out in Sections 217 to 227 of the Corporations Act and give the benefit within 15 months following such approval unless the giving of the financial benefit falls within an exception set out in Sections 210 to 216 of the Corporations Act. Having considered the circumstances of the Company and the Directors as required by section 211 of the Corporations Act, the Directors rely on section 211 and confirm that, in their



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opinion, the granting of the Shares to the Directors represents reasonable remuneration to the Directors, and accordingly, the Company does not seek shareholder approval pursuant to Chapter 2E of the Corporations Act.

Listing Rules: Listing Rule 10.11 requires that the Company seek shareholder approval to be obtained for the Company to issue securities to a related party of the Company (including directors of the Company). The Company accordingly seeks shareholder approval pursuant to Listing Rule 10.11 for Resolutions 4 to 17. Pursuant to Listing Rule 7.2 Exception 14, the passing of Resolution 4 to 17 will not require separate shareholder approval pursuant to Listing Rule 7.1.

(b) Compliance Information

In compliance with Listing Rule 10.13, the Company provides the following information with respect to Resolutions 4 to 17:

- (i) The Non-Executive Directors, Andrey Shirben, Samuel Saxton, Yifat Shirben and Rod Cuthbert (or their nominees), and a former Non-Executive Director Andrew Coppin, (or his nominee) are the proposed recipients of the securities.

The maximum number of securities to be issued is:	Shares	Class I Performance Options
Andrey Shirben	244,792	300,000
Samuel Saxton	258,465	300,000
Yifat Shirben	128,452	300,000
Rodney Cuthbert	122,871	300,000
Andrew Coppin	226,803	

- (ii) Andrey Shirben, Samuel Saxton, Yifat Shirben and Rod Cuthbert are presently Directors of the Company. Andrew Coppin was a Director of the Company until 3 August 2020, however, remains a related party of the Company due to being a Director within the preceding three months (as at the date of this Notice and the date of the Meeting).
- (iii) The Company will issue the securities within one month of approval by Shareholders, being on or before 19 November 2020.
- (iv) The Shares are being issued at nil cash consideration in lieu of cash remuneration to current non-executive directors, and a former non-executive director of the Company. The issue price of the Shares was calculated at the VWAP of the months in which the remuneration was earned as detailed in this Explanatory Statement which is in the view of the directors, fair and reasonable remuneration.
- (v) The Shares are fully paid ordinary shares which rank equally with existing fully paid ordinary shares.
- (vi) The Class I Director Performance Options are being issued for no cash consideration as part of the remuneration of the Directors which is, in the view of the directors, fair and reasonable remuneration.
- (vii) The Class I Director Performance Options are Options exercisable at \$0.30 expiring 30 June 2024. The terms of the Options are summarised in this Explanatory Statement. Shareholders may request a copy of the full terms and conditions by contacting the Company Secretary at corporate@jayride.com.



- (viii) No funds will be received as a result of the issue of the Class I Director Performance Options as the Class I Director Performance Options are being issued at no cash consideration. However, upon the exercise of the Class I Director Performance Options, the Company will raise a maximum of \$1,200,000 which if raised will be applied towards working capital of the Company.
- (ix) A voting exclusion statement applies to Resolution 4 to 17 to prevent the proposed recipients or their associates from voting on Resolutions 4 to 17 (respectively).

Approval of Employee Option Plan

Resolution 18: Ordinary Resolution to Approve Employee Option Plan

The Company has an Employee Option Plan (an **EOP**), which allows the Company to issue Options to employees as long-term incentives. Invitations under the EOP are generally only made to senior team members to tie their long-term performance with that of shareholders of the Company. The EOP was established prior to the Company’s admission to the Official List of the ASX.

The Listing Rules allow for the Company to seek shareholder approval for the EOP which allows the Company to issue securities under the EOP without requiring further shareholder approval for each issue for three years from the date of shareholder approval pursuant to Listing Rule 7.2 Exception 9. As it is nearing three years since the Company was admitted to the Official List of the ASX, the Company is seeking re-approval of the EOP which will continue for the next three years.

The maximum number of Options that will be issued under the EOP is 10,000,000.

Shareholders may request a copy of the Jayride Employee Option Plan Rules by contacting the Company Secretary at corporate@jayride.com.

A summary of the terms of the EOP and the EOP Rules is as follows:

Terms	Description
Employee Option Plan Issued Options	The Board may in its absolute discretion, without being bound to do so, at intervals determined by the Board, issue written invitations to apply for EOP Options to Eligible Persons selected by the Board. Subject to the Listing Rules and the Corporations Act, unless the Eligible Person is a director or related party of the Company, shareholder approval is not required for the issuance of securities under the EOP.
Eligible Persons	Only an Eligible Person may participate in the EOP, being any person considered to be an employee, contractor, or director, or an associate of an employee, contractor, or director (including past or prospective employees, contractors, or directors) of the Company or a subsidiary of the Company.
Restrictions on making an Offer	No Offer will be made to the extent that any such Offer would contravene the Company's Constitution, the Listing Rules, the Corporations Act or any other applicable law or regulation.
Rights attaching to Shares	Upon conversion of any EOP Option, the Shares issued will be fully paid ordinary shares and will rank equally with the Company’s existing Shares. The Company will apply for quotation of any Shares issued on conversion of the EOP Options, subject to any restrictions on the quotation of Shares.
Takeover	In the event that a takeover or other similar corporate action is made, the Board may, in its absolute discretion, give notice to the holders of EOP Options allowing holders to convert their EOP Options irrespective of whether any vesting conditions have been met.



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Terms	Description
Participation in New Issues	A Participant may only participate in issues of securities by the Company if the Option has been exercised and a Share allotted in respect of the exercise of that Option before the record date for determining entitlements to the security issue.
Plan Administration	The Board will administer the EOP and may determine any appropriate documentation and procedures for administration of the Plan. The Board may delegate to any one person or persons (including a trustee) the exercise of the powers or discretion of the Board in administering the EOP. The Board has unfettered discretion subject only to the terms of the EOP and any statutory or regulatory restraints.
Listing Rules	In any event of inconsistency between the EOP and/or the terms of issue of any of the EOP Options and the Listing Rules, the Listing Rules prevail to the extent of any inconsistency and the terms of the EOP Options and/or the EOP will be deemed modified accordingly without further action by the Company, the Board, or the holder of the Option being required.
Termination or Suspension of the Plan	The Board may from time to time terminate or suspend the operation of the EOP and may, at any time, cancel the EOP. Any such suspension or termination will not prejudice the rights of holders of EOP Options who were granted those EOP Options prior to such termination or suspension.
Employee Option Plan Issued Options	The Board may in its absolute discretion, without being bound to do so, at intervals determined by the Board, issue written invitations to apply for EOP Options to Eligible Persons selected by the Board. Subject to the Listing Rules and the Corporations Act, unless the Eligible Person is a director or related party of the Company, shareholder approval is not required for the issuance of securities under the EOP.
Eligible Persons	Only an Eligible Person may participate in the EOP, being any person considered by the Board to be an employee, contractor, or director, or an associate of an employee, contractor, or director (including past or prospective employees, contractors, or directors) of the Company or a subsidiary of the Company.
Restrictions on making an Offer	No Offer will be made to the extent that any such Offer would contravene the Company's Constitution, the Listing Rules, the Corporations Act or any other applicable law or regulation.

Since listing, the Company has issued under the EOP a total of 2,632,563 Class A Employee Options exercisable at \$0.533 expiring 30 June 2023 and 1,484,581 Class B Employee Options exercisable at \$0.553 expiring 30 June 2024 without separate shareholder approval.

Ratification of Previous Issue of Securities

Resolutions 19 and 20: Ordinary Resolutions for the Ratification of Previous Issues

Resolutions 19 and 20 seek to ratify prior issues of securities by the Company where the securities were issued without shareholder approval under the Company's capacity to issue securities under Listing Rule 7.1 (15%) and 7.1A (10%). The effect of the ratification proposed by Resolutions 19 and 20 is to provide subsequent approval for those issues of securities under Listing Rule 7.4 which 'refreshes' the Company's placement capacities

The Company seeks this approval to allow the Company to have the flexibility to issue further securities in the Company should the need or opportunity arise, including but not exclusively to facilitate a third party acquiring



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a strategic interest in the Company, for the Company to undertake an acquisition using its securities as consideration, to conduct a capital raising, or for other purposes.

The Company provides the following information with respect to each of Resolutions 19 and 20 pursuant to Listing Rule 7.5:

(a) Resolution 19: Ordinary Resolution to Ratify November 2019

Number of Securities	10,672,567 Shares
Price	\$0.30 per Share
Terms of Issue	Issue of Shares under a placement Shares issued were in the same class as all existing Shares on issue and rank equally with those Shares.
Persons Issued To	Investors exempt from disclosure in accordance with section 708 of the Corporations Act. The Company notes that Thorney Investment Group and Thorney Technologies Ltd, being substantial shareholders in the Company, did participate in this placement.
Date of Issue	20 November 2019
Use of Funds	Working capital and for pursuing further growth opportunities.
Voting Exclusion	A voting exclusion statement applies to this Resolution

(b) Resolution 20: Ordinary Resolution to Ratify December 2019 Placement

Number of Securities	3,328,625 Shares
Price	\$0.30 per Share
Terms of Issue	Issue of Shares under a placement Shares issued were in the same class as all existing Shares on issue and rank equally with those Shares.
Persons Issued To	Investors exempt from disclosure in accordance with section 708 of the Corporations Act.
Date of Issue	23 December 2019
Use of Funds	Working capital and for pursuing further growth opportunities.
Voting Exclusion	A voting exclusion statement applies to this Resolution

Directors Recommendation

The Directors recommend that Shareholders vote in favour of Resolutions 19 and 20 as the ratification of these issues of securities pursuant to Listing Rule 7.4 will allow the Company to have the flexibility to issue further securities in the Company should the need or opportunity arise, including but not exclusively to facilitate a third party acquiring a strategic interest in the Company, for the Company to undertake an acquisition using its securities as consideration, to conduct a capital raising, or for other purposes.



Resolution 21: Additional 10% Placement Capacity

Resolution 21 is a special resolution for the approval of an additional 10% placement capacity for the Company to issue securities without shareholder approval pursuant to Listing Rule 7.1A (the **7.1A 10% Additional Capacity**). This provides the Company with a higher level of flexibility to undertake capital raisings, to complete acquisitions, or other corporate actions involving the issue of equity securities by the Company.

(a) Regulatory Framework

ASX Listing Rule 7.1 prohibits a listed company from issuing equity securities representing more than 15% of its issued capital in any twelve-month period without obtaining shareholder approval (subject to certain exceptions). However, ASX Listing Rule 7.1A allows a company to seek shareholder approval at an annual general meeting to have the capacity to issue an additional 10% of its equity securities in the same class as an existing quoted class of securities. If approved, the issuance capacity is available for twelve-months following the annual general meeting at which the approval was obtained. An eligible entity for the purposes of ASX Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company is an eligible entity.

If Resolution 21 is approved as a special resolution then the Company, within 12 months after shareholder approval, may issue an additional 10% of the Company's issued capital as fully paid ordinary shares (being the only quoted class of Jayride securities at present) calculated in accordance with the formula in ASX Listing Rule 7.1A.2 which is as follows:

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

Where:

A = the number of fully paid ordinary securities on issue 12 months before the date of issue or date of agreement to issue:

- (i) plus the number of fully paid ordinary securities issued in the last 12 months under an exception in ASX Listing Rule 7.2;
- (ii) plus the number of partly paid ordinary securities that became fully paid within the last 12 months;
- (iii) plus the number of fully paid ordinary securities issued in the 12 months with approval of holders of ordinary securities under ASX Listing Rule 7.1 or 7.4 (this does not include an issue of fully paid shares under the entity's 15% ASX Listing Rule 7.1 placement capacity without shareholder approval);
- (iv) less the number of fully paid ordinary securities cancelled in the 12 months.

Note that A has the same meaning in ASX Listing Rule 7.1 when calculating an entity's 15% placement capacity.

D = 10%

E = the number of equity securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the 12 months before the date of issue or agreement to issue that are not issued with the approval of holders of ordinary securities under ASX Listing Rule 7.1 or 7.4.

(b) Compliance Information

In compliance with Listing Rule 7.3A, the Company provides the following information with respect to Resolution 21:

- (i) The minimum price at which equity securities may be issued under the Listing Rule 7.1A capacity will be calculated in accordance with Listing Rule 7.1A.3 which requires that the issue price be no less than 75% of the volume weighted average price for quoted securities in the same class as the securities being issued, calculated over the 15 trading days on which trades in that class were recorded immediately before:
 - a. The date on which the price at which the securities are to be issued is agreed; or



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- b. If the securities are not issued within 5 trading days of the date in paragraph a., the date on which the securities are issued.
- (ii) If Resolution 21 is approved by shareholders and the Company issues equity securities under the 7.1A 10% Additional Capacity, existing shareholders' economic and voting power in the Company will be diluted as shown in the table below. There is a risk that:
 - a. the market price for the Company's equity securities may be significantly lower on the date of the issue of the equity securities than on the date of this approval under Listing Rule 7.1A; and
 - b. the equity securities may be issued at a price that is at a discount to the market price for the Company's equity securities on the issue date;

which may have an effect on the amount of funds raised by the issue of the equity securities.

- (iii) If Resolution 21 is approved by Shareholders, the approval to issue securities under this capacity per Listing Rule 7.1A will cease upon the earlier of:
 - a. The date that is 12 months after the date of the Annual General Meeting at which the approval is obtained – 20 November 2020; or
 - b. The date of the approval by Shareholders of a transaction under Listing Rule 11.1.2. or 11.2, being a significant change to the nature or scale of the Company's activities, or the disposal of a main undertaking.
- (iv) The Company may seek to issue securities under this capacity for the following purposes:
 - a. For non-cash consideration: including but without limitation for the acquisition of new assets or investments. In the event that securities are issued for non-cash consideration, as required by Listing Rule 7.1A.3, the Company will provide a valuation of the non-cash consideration which demonstrates that the issue price of the securities does not breach the minimum thresholds set out in Listing Rule 7.1A.3 and summarised above.
 - b. For cash consideration: as the Company continues to pursue growth opportunities and expand its global footprint, the Company may seek to raise capital using this additional capacity. Funds raised may be applied towards working capital, for funding acquisitions or investments, or other opportunities identified by the Directors.

The Company will ensure it remains compliant with its disclosure obligations under Listing Rule 7.1A.4 and 3.10.5A upon the issue of any securities under this capacity.

- (v) The allocation policy of the Company will be dependent upon the prevailing market conditions at the time of any proposed issue of securities under this capacity. The identity of any allottees will be determined on a case-by-case basis having regard to various factors including without limitation:
 - a. the alternate methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing security holders can participate;
 - b. the effect of the issue of the securities on the control of the Company;
 - c. the financial situation of the Company; and
 - d. advice from corporate, financial and broker advisers (as may be applicable from time to time).
- (vi) As at the date of this Notice, the Company has not identified any allottees proposed to be offered securities under this placement capacity but may include new or existing investors who are not Related Parties or Associates of Related Parties of the Company. In the event that the 10% capacity is utilised for the purpose of conducting an acquisition, the allottees will be the vendors (or their nominees) of the acquisition target. At present, no such acquisition target has been definitively identified by the Company.
- (vii) The Company sought shareholder approval under Listing Rule 7.1A in its 2019 Annual General Meeting. Under that capacity, the Company issued 7,889,406 Shares on 20 November 2019 at \$0.30 per Share to investors exempt from disclosure in accordance with section 708 of the Corporations Act. The Company notes that Thorney Investment Group and Thorney Technologies Ltd, being substantial shareholders in the Company, did participate in this placement. The placement price of \$0.30 represented a ~10% discount to the last closing market price prior to the



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announcement of the placement of \$0.33. From this issue alone, \$998,587.50 was raised by the Company, which has since been applied towards working capital. The Company's last disclosed cash balance, being as at 30 June 2020 per the Q4 2020 Appendix 4C was \$965,000 however the Company notes that later capital raisings have been completed since the issue of these securities.

(viii) A voting exclusion statement applies to this Resolution 21.

The following table sets out the possible dilution of existing shareholders of the Company on the basis of the market price of the Company's securities of \$0.345 on 21 October 2020 per Listing Rule 7.1A, where Variable "A" has been calculated in the manner required by Listing Rule 7.1A.2 as at 3 September 2020:

Variable A Listing Rule 7.1A	Dilution Effect			
		50% Decrease in Share Price \$0.11	Current Share Price \$0.22	100% Increase in Share Price \$0.44
Current Variable A 105,102,264	10% Dilution	10,510,226	10,510,226	10,510,226
	Funds Raised	\$1,156,124	\$2,312,249	\$4,624,499
50% Increase Variable A 157,653,396	10% Dilution	15,765,339	15,765,340	15,765,340
	Funds Raised	\$1,734,187	\$3,468,375	\$6,936,749
100% Increase Variable A 210,204,528	10% Dilution	21,020,452	21,020,452	21,020,452
	Funds Raised	\$2,312,249	\$4,624,499	\$9,248,998

The above table makes the following assumptions:

- (i) All securities have been issued under the 7.1A 10% Additional Capacity and the Company has issued the maximum number of equity securities available to it under the 7.1A 10% Additional Capacity
- (ii) The dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue
- (iii) The table only shows the effect of issues of securities under the 7.1A 10% Additional Capacity and does not consider the 15% capacity the Company has under Listing Rule 7.1 nor the Company's ability to issue securities without shareholder approval under the exceptions in Listing Rule 7.2

Directors Recommendation

The Directors recommend Shareholders vote in favour of Resolution 21 and 21 as it will allow the Company the flexibility to issue further securities in the Company should the need or opportunity arise, including but not exclusively to facilitate a third party acquiring a strategic interest in the Company, for the Company to undertake an acquisition using its securities as consideration, to conduct a capital raising, or for other purposes.

Further Information

For further information, please contact the Company by email at corporate@jayride.com.

If you are unsure about any of the matters discussed above, the Directors encourage you to seek professional financial, legal, taxation, accounting, or other advice prior to making any decisions.



Voting Information

In accordance with section 1074E(2)(g) of the Corporations Act and regulation 7.11.37 of the Corporations Regulations 2001 (Cth), persons holding shares at 12.00 pm (Sydney time) on 18 October 2020 will be treated as Shareholders. This means that if you are not the registered holder of a relevant Share at that time you will not be entitled to attend and vote in respect of that Share at the meeting.

Electronic Voting: Details of how to vote electronically will be provided upon registration. You cannot vote on the same device on which you are viewing the meeting. A separate device is required. Should you have multiple holdings, you will need to logon on to your voting device separately for each holding.

Voting by proxy: To vote by proxy, please complete and sign the enclosed Proxy Form and return it in accordance with the instructions set out in the Voting form so it is received no later than 12.00 pm (Sydney time) on 18 October 2020.

Pursuant to section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes each proxy may exercise, then in pursuant to section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

If a Proxy Form is signed by an attorney, the original or a certified copy of the power of attorney or other authority under which the Proxy Form is signed must be provided to the Company's share registry in the manner specified in the Proxy Form by no later than 12.00 pm (Sydney time) on 18 October 2020.

Voting by corporate representative: A Shareholder or proxy which is a corporation and entitled to attend and vote at the Meeting may appoint an individual to act as its corporate representative to vote at the Meeting. The appointment must comply with section 250D of the Corporations Act. The representative should provide evidence of his or her appointment to the Company's share registry by the time and in the manner specified in the Proxy Form.

Voting by attorney: Pursuant to Article 54.1 of the Company's Constitution a Shareholder entitled to attend and vote at the Meeting is entitled to appoint an attorney to attend and vote at the Meeting on the Shareholder's behalf. An attorney does not need to be a Shareholder. The power of attorney appointing the attorney must be signed and specify the name of each of the Shareholder, the Company and the attorney, and also specify the meeting(s) at which the appointment may be used. The appointment may be a standing one. To be effective, the power of attorney (or certified copy) must also be returned in the same manner and time as specified for Proxy Form

Key Management Personnel: The Chair of the meeting may vote an undirected proxy (ie. a proxy that does not specify how it is to be voted), provided the shareholder who has lodged the proxy has given informed consent, in the form of an express voting direction to the chair to exercise the undirected proxy, even if the resolution is connected with the remuneration of a member of Key Management Personnel (**Informed Consent**).

The Company recommends that shareholders consider the following options to ensure the validity of their votes:

- that shareholders direct proxies on a remuneration related resolution instead of leaving them undirected; or
- that shareholders nominate a proxy who is not a member of Key Management Personnel or any of their Closely Related Parties to vote on a remuneration related resolution; or

that shareholders who wish to vest their undirected proxies in the chair on a remuneration related resolution ensure that they follow instructions provided on the proxy form in order to provide Informed Consent.



Jayride Group Limited
ACN 155 285 528

Glossary

General terms and abbreviations in this Notice of Meeting and Explanatory Statement have the following meanings unless contrary intention appears, or the context requires otherwise:

Term	Definition
ASX	Australian Securities Exchange
Class I Director Performance Options	Performance Options proposed to be issued to Rod Cuthbert, a Director of the Company on the terms set out in the Explanatory Statement
Closely Related Party	Has the meaning given to the term by section 9 of the Corporations Act
Company or Jayride	Jayride Group Limited (ACN 155 285 528)
Constitution	The constitution of the Company
Corporations Act	<i>Corporations Act 2001</i> (Cth)
Equity Security	Has the meaning given to the term by Chapter 19 of the ASX Listing Rules, being: a share, a unit, a right to a share or unit or option, an option over an issued or unissued security, a convertible security, any security that ASX decides to classify as an equity security, but not a security ASX decides to classify as a debt security
Explanatory Statement	The explanatory statement enclosed with the Notice set out in this document
Key Management Personnel	Has the meaning given to the term by section 9 of the Corporations Act
Listing Rules or ASX Listing Rules	The rules of the ASX that govern the admission, quotation and removal of securities from the Official List, as amended from time to time
Meeting or Annual General Meeting or AGM	The annual general meeting of the Company to be held by Videoconference on 20 October 2020 at midday, 12.00 pm (Sydney Time)
Notice of Meeting or Notice	The notice of annual general meeting set out in this document
Official List	The official list of entities that ASX has admitted and not removed
Option	An option to acquire Shares
Ordinary Resolution	A resolution which requires only a majority of the votes cast in person or by proxy by members entitled to vote on the resolution to vote in favour to be passed
Resolutions	The resolutions set out in the Notice or any one or group of them as the context requires
Shareholder	A holder of Shares
Shares or Fully Paid Ordinary Shares	Fully paid ordinary shares in the Company
Special Resolution	A resolution which requires at least 75% of the votes cast in person or by proxy by members entitled to vote on the resolution to vote in favour to be passed
Unvested Option	An Option that has been granted with vesting conditions that have been met, and accordingly the Option may be exercised until its lapse or expiry
Vested Option	An Option that has been granted but is incapable of being exercised until certain conditions (being the vesting conditions) are met
Volume Weighted Average Price or VWAP	The volume weighted average price of the Company's Shares in any period, calculated as $\frac{\text{Total Value of Trades in period}}{\text{Total Volume of Trades in period}}$