



Notice of Annual General Meeting and Explanatory Memorandum

Jumbo Interactive Limited ACN 009 189 128

Date of Meeting: Tuesday 8 November 2011

Time of Meeting: 5:00pm (Brisbane time)

Place of Meeting: Lady Thiess Room, River Level, Customs House,
399 Queen Street, Brisbane, Queensland

Notice of Annual General Meeting

Notice is given that the Annual General Meeting of shareholders of **Jumbo Interactive Limited** ACN 009 189 128 (**Company**) will be held in the Lady Thies Room, River Level, Customs House, 399 Queen Street, Brisbane, Queensland, on Tuesday 8 November 2011, commencing at 5:00pm (Brisbane time).

Agenda

Ordinary Business

Financial Reports

To receive and consider the Company's Annual Financial Report comprising the Directors' Report and Auditors' Report, Directors' Declaration, Statements of Comprehensive Income, Financial Position, Changes in Equity and Cash Flows, and Notes to the Financial Statements for the Company and its controlled entities for the financial year ended 30 June 2011.

1. Remuneration Report

To consider and, if thought fit, pass the following Advisory Resolution:

"That the Remuneration Report for the year ended 30 June 2011 (as set out in the Directors' Report) be adopted."

The vote on this Resolution 1 is advisory only and does not bind the Directors of the Company.
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2. Re-election of Mr Bill Lyne as a Director

To consider and, if thought fit, pass the following resolution, as an Ordinary Resolution of the Company:

"That Bill Lyne, who retires by rotation in accordance with Rule 40.1 of the Company's Constitution and, being eligible, offers himself for re-election, be re-elected as a Director."

3. Refresh Employee Option Plan

To consider and, if thought fit, pass the following Ordinary Resolution:

"That for the purposes of Exception 9 in Listing Rule 7.2 of the ASX Listing Rules and for all other purposes, the Company be authorised to issue securities under the Employee Option Plan as an exception to Listing Rule 7.1 of the ASX Listing Rules."

Notice of Annual General Meeting

Note:

- *The Company will disregard any votes cast on this Resolution 3 by:*
a Director of the Company; and
any associate of a Director of the Company.

- *However, the Company need not disregard a vote if:*

it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or

it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the proxy decides.

General Business

To consider any other business as may be lawfully put forward in accordance with the Constitution of the Company.

By Order of the Board



Mr Bill Lyne
Company Secretary
7 October 2011

Explanatory Memorandum

1. Introduction

This Explanatory Memorandum is provided to shareholders of Jumbo Interactive Limited ACN 009 189 128 (**Company**) to explain the Resolutions to be put to Shareholders at the Annual General Meeting to be held in the Lady Thies Room, River Level, Customs House, 399 Queen Street, Brisbane, Queensland, on Tuesday 8 November 2011 commencing at 5:00pm (Brisbane time).

The Directors recommend Shareholders read the accompanying Notice of Meeting and this Explanatory Memorandum in full before making any decision in relation to the resolutions.

Terms used in this Explanatory Memorandum are defined in Section 6.

2. Consider the Company's annual report

The Company's Annual Financial Report comprising the Directors' Report and Auditors' Report, Directors' Declaration, Statements of Comprehensive Income, Financial Position, Changes in Equity and Cash Flows, and Notes to the Financial Statements for the Company and its controlled entities for the financial year ended 30 June 2011 has been despatched to Shareholders who requested a copy and released on the ASX. The Company's Annual Financial Report for the year ended 30 June 2011 is available on the Company's website at www.jumbointeractive.com

The Company's Annual Financial Report is placed before the Shareholders for discussion. No voting is required for this item.

3. Resolution 1 - Remuneration Report

The Board has submitted its Remuneration Report to Shareholders for consideration and adoption by way of a non-binding Advisory Resolution.

The Remuneration Report is set out in the Directors' Report section of the Annual Report. The Report:

- explains the Board's policy for determining the nature and amount of remuneration of executive directors and senior executives of the Company;
- explains the relationship between the Board's remuneration policy and the Company's performance;
- sets out remuneration details for each Director and the most highly remunerated senior executives of the Company; and
- details and explains any performance conditions applicable to the remuneration of executive directors and senior executives of the Company.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the meeting.

The Board unanimously recommends that Shareholders vote in favour of adopting the Remuneration Report. A vote on this Resolution is advisory only and does not bind the Directors of the Company.

4. Resolution 2 - Re-election of Mr Bill Lyne as a Director

Bill Lyne retires by rotation in accordance with the Company's Constitution and, being eligible, offers himself for re-election as a Director.

Mr Lyne was appointed on 30 October 2009 to fill a casual vacancy.

Explanatory Memorandum

Bill Lyne has been the principal of Australian Company Secretary Service since 1998, providing company secretarial, compliance and governance services to public companies in a wide range of industries. He holds a Bachelor of Commerce (Economics) degree, is a Chartered Accountant and Fellow of the Chartered Secretaries Australia, and presented at CSA courses in company secretarial practice over many years. He is currently secretary of 3 other ASX-listed companies.

The Directors (with Mr Lyne abstaining) recommend that you vote in favour of this Ordinary Resolution.

5. Resolution 3 – Refresh Employee Option Plan

Pursuant to Resolution 3, the Company is seeking Shareholder approval to the potential future issue of securities under the Company's Employee Option Plan (**EOP**) as an exception to Listing Rule 7.1.

Background

Shareholders approved the establishment of the EOP at the Company's Annual General Meeting held on 28 October 2008 as a means of rewarding and incentivising its key employees.

Whilst the Company has from time-to-time made specific issues of Options to key management and Directors which have been separately approved or ratified by Shareholders, no Options have as yet been issued by the Company under the EOP,.

This Resolution is designed to refresh the expired approval to issue securities under the EOP.

Under Listing Rule 7.1, companies are generally restricted from issuing more than 15% of their issued share capital in any 12 month period without shareholder approval. There are a number of exceptions to this restriction, including Exception 9(b), which applies where there is an issue of securities under an employee incentive scheme if, within 3 years before the date of issue, holders of ordinary securities have approved the issue of securities under the scheme as an exception to ASX Listing Rule 7.1.

The Board has the power to establish and to generally issue options under the EOP. The Board considers it prudent to seek Shareholder approval so that such issues will not be taken into account for the purposes of the 15% limit under Listing Rule 7.1. The Board considers it desirable to maintain this flexibility to access capital through subsequent issues as required.

Purpose for Issue of Options and Shares

A summary of the terms of the EOP are set out in Annexure A to this Explanatory Memorandum.

The broad purpose for issuing Options (and subsequently, Shares) under the EOP is to enable the Company to attract and retain highly skilled management, employees and consultants to align incentives with the interests of Shareholders, and motivate management to increase Shareholder value and thus the Share price for the benefit of Shareholders collectively.

The Board considers the ability to issue options under the EOP will enhance the attractiveness of the Company to key personnel and therefore have a positive effect on the Company's ability to retain those personnel over the medium to long term. The Board wishes to encourage personnel to participate in these plans on the basis that they can share in the growth of the Company they are working to grow.

A copy of the plan is available at the Company's website, www.jumbointeractive.com, or by calling the Company on 07 3331 5950. A copy has also been released to ASX and is available at www.asx.com.au.

The Board unanimously recommends that Shareholders vote in favour of approving the EOP.

Explanatory Memorandum

6. Interpretation

ASIC means Australian Securities and Investments Commission

ASX means ASX Limited ACN 008 624 691

Board means board of Directors

Company means Jumbo Corporation Limited ACN 009 189 128

Constitution means the constitution of the Company in effect at the relevant time as amended or repealed and replaced from time to time

Corporations Act means Corporations Act 2001 (Cth) (as amended from time to time)

Director means a director of the Company

Meeting means the annual general meeting of the Company

Option means an option to subscribe for a Share

Remuneration Report means the remuneration report of the Company

Resolution means a resolution of the meeting

Share means a fully paid ordinary share in the Company

Shareholder means shareholder of the Company.

Any inquiries in relation to the Resolutions or the Explanatory Memorandum should be directed to Mr Bill Lyne (Company Secretary):

Level 1 601
Coronation Drive,
Toowong QLD 4066

(07) 3378 7673 or 0418 874 175

Proxy, Representative and Voting Entitlement Instructions

Proxies and representatives

Shareholders are entitled to appoint a proxy to attend and vote on their behalf. Where a shareholder is entitled to cast two or more votes at the meeting, they may appoint two proxies. Where more than one proxy is appointed, each proxy may be appointed to represent a specific proportion or number of votes the shareholder may exercise. If the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes. The proxy may, but need not, be a shareholder of the Company.

Shareholders who are a body corporate are able to appoint representatives to attend and vote at the meeting under Section 250D of the Corporations Act.

A proxy form is attached to this Notice. The proxy form must be signed by the shareholder or his/her attorney duly authorised in writing or, if the shareholder is a corporation, in a manner permitted by the Corporations Act.

The proxy form (and the power of attorney or other authority, if any, under which the proxy form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the proxy form (and the power of attorney or other authority) must be delivered to the Share Registry, Computershare Investor Services Pty Limited, 117 Victoria Street, West End, Queensland or posted or sent by facsimile transmission to the Share Registry as detailed below so that it arrives not less than 48 hours before the time for holding the meeting, or adjourned meeting as the case may be, at which the individual named in the proxy form proposes to vote.

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne Victoria 3001

By Fax:

1800 783 447 (or +61 3 9473 2555 from outside Australia)

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate may be obtained from the Company's share registry.

Voting entitlement

For the purposes of determining voting entitlements at the Meeting, shares will be taken to be held by the persons who are registered as holding the shares at 7:00pm (Sydney time) on 6 November 2011. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

Signing instructions

You must sign the proxy form as follows in the spaces provided:

- Individual: Where the holding is in one name, the holder must sign.
- Joint Holding: Where the holding is in more than one name, all of the security holders should sign.
- Power of Attorney: To sign under Power of Attorney, you must have already lodged this document with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.
- Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act*) does not have a Company Secretary, a Sole Director can also sign alone.
- Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary.
- Please indicate the office held by signing in the appropriate place.

SUMMARY OF THE JUMBO INTERACTIVE LIMITED EMPLOYEE OPTION PLAN

A summary of the terms and conditions of the Jumbo Interactive Limited Employee Option Plan (**Plan**) is set out below. A copy of the full terms of the Plan may be obtained from Jumbo Interactive Limited (**Company**).

1. Under the Plan, the Board may in its discretion invite any full or part time employee or Director of the Company or its associated companies (**Eligible Employee**) to participate in the Plan. In making that determination, the Board may have regard to the Eligible Employee's seniority, position, length of service, record of employment, potential contribution to growth and profitability of the Company or any associated company, the extent of the person's existing participation (if any) in the Plan and any other matters which the Board considers relevant.
2. An Eligible Employee who is invited to participate in the Plan may accept the invitation and apply for options under the Plan (**Options**) up to the number specified in the invitation. The Eligible Employee may renounce the invitation in favour of a permitted nominee, being either the spouse of the invitee, a body corporate in which the invitee holds and beneficially owns not less than 50% of the issued voting share capital or such other person approved by the Board in its discretion.
3. There is no consideration payable by an Eligible Employee for the grant of Options under the Plan.
4. Options granted under the Plan will not be quoted on Australian Securities Exchange (**ASX**).
5. The exercise price of Options will be determined by the Board but must not be less than the weighted average of the prices at which the Company's shares (**Shares**) were traded on ASX in the week up to and including the date of issue of the invitation or, if there were no transactions in Shares on ASX during that week, the last bid price on ASX.
6. The exercise period of an Option will be determined by the Board but must not exceed a period of 5 years from the date of grant of the Option (**Exercise Period**). The Board may also specify vesting conditions which must be satisfied before an Option can be exercised.
7. The Board may determine that an Option may be exercised, whether or not all vesting conditions have been satisfied, if a takeover bid in respect of the Shares is made or a scheme of arrangement undertaken in respect of the Company and the Board either recommends acceptance, in the case of a takeover bid, or otherwise determines in its discretion that exercise is appropriate, or if there is a change in control of the Company or if the Board otherwise determines in its absolute discretion.
8. All Shares issued on exercise of Options granted under the Plan will rank equally in all respects with all existing Shares on issue. The Company must apply for quotation on ASX of all new Shares issued on exercise of Options, subject to the Shares being quoted at the time.
9. Options issued under the Plan will lapse:
 - (a) on expiry of the Exercise Period;
 - (b) in the event of the Eligible Employee's retirement from or retrenchment by the Company, at the expiration of 1 month of the relevant event, for Options which have vested, and immediately for all other Options;
 - (c) in the event of the death of the Eligible Employee, at the expiration of 3 months of the relevant event, for Options which have vested, and immediately for all other Options;
 - (d) in the event of the resignation of the Eligible Employee, immediately; and
 - (e) if the participant ceases to be an Eligible Employee for any other reason, on the date of cessation unless the Board otherwise determines.
10. Options granted under the Plan may not be transferred or otherwise dealt with.
11. A holder of Options may only participate (in respect of Options issued under the Plan) in new issues of Shares to existing shareholders of the Company if the Options have been exercised and Shares allotted in respect of those Options prior to the record date for determining entitlements to the new issue.

12. If, prior to the expiry of an Option granted under the Plan, there is an alteration to or reorganisation of the issued share capital of the Company (including a consolidation, subdivision or reduction of or return of capital to shareholders, rights issue or bonus issue), the number of Shares over which the Option may be exercised and/or the exercise price will be adjusted in the manner permitted or required by the Listing Rules of ASX and otherwise on the basis that the Board considers appropriate.
13. The Board will administer the Plan and may at any time suspend or terminate the Plan. Subject to the Listing Rules and the restrictions in this paragraph, the Board may amend the Rules of the Plan in its absolute discretion. No amendment may be made which reduces the rights of holders of Options granted prior to the amendment unless the amendment is introduced primarily to comply with applicable legislation or the Listing Rules, to correct any manifest error, or to take into account adverse tax implications in respect of the Plan.
14. The Plan is governed by and construed in accordance with the laws of Queensland.



Jumbo Interactive Limited
 ABN 66 009 189 128

000001 000 JIN
 MR SAM SAMPLE
 FLAT 123
 123 SAMPLE STREET
 THE SAMPLE HILL
 SAMPLE ESTATE
 SAMPLEVILLE VIC 3030



Lodge your vote:



By Mail:

Computershare Investor Services Pty Limited
 GPO Box 242 Melbourne
 Victoria 3001 Australia

Alternatively you can fax your form to
 (within Australia) 1800 783 447
 (outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
 (custodians) www.intermediaryonline.com

For all enquiries call:

(within Australia) 1300 552 270
 (outside Australia) +61 3 9415 4000

Proxy Form

For your vote to be effective it must be received by 5.00 pm (Brisbane time) Sunday 6 November 2011

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote as they choose. If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the information tab, "Downloadable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

Turn over to complete the form ➔



View your securityholder information, 24 hours a day, 7 days a week:

www.investorcentre.com

- Review your securityholding
- Update your securityholding

Your secure access information is:

SRN/HIN: I999999999



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

MR SAM SAMPLE
 FLAT 123
 123 SAMPLE STREET
 THE SAMPLE HILL
 SAMPLE ESTATE
 SAMPLEVILLE VIC 3030

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf XX

I/We being a member/s of Jumbo Interactive Limited hereby appoint

the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit) at the Annual General Meeting of Jumbo Interactive Limited to be held in the Lady Thies Room, River Level, Customs House, 399 Queen Street, Brisbane on Tuesday 8 November 2011 at 5.00 pm and at any adjournment of that meeting.

Important for Items 1 & 3 - If the Chairman of the Meeting is your proxy or is appointed as your proxy by default

By marking this box, you are directing the Chairman of the Meeting to vote in accordance with the Chairman's voting intentions on Items 1 & 3 as set out below and in the Notice of Meeting. If you do not mark this box, and you have not directed your proxy how to vote on Items 1 & 3, the Chairman of the Meeting will not cast your votes on Items 1 & 3 and your votes will not be counted in computing the required majority if a poll is called on these items. If you appoint the Chairman of the Meeting as your proxy you can direct the Chairman how to vote by either marking the boxes in Step 2 below (for example if you wish to vote against or abstain from voting) or by marking this box (in which case the Chairman of the Meeting will vote in favour of Items 1 & 3).

The Chairman of the Meeting intends to vote all available proxies in favour of Items 1 & 3 of business.

I/We direct the Chairman of the Meeting to vote in accordance with the Chairman's voting intentions on Items 1 & 3 (except where I/we have indicated a different voting intention below) and acknowledge that the Chairman of the Meeting may exercise my proxy even though Items 1 & 3 are connected directly or indirectly with the remuneration of a member of key management personnel and/or even if the Chairman of the Meeting has an interest in the outcome of these items and that votes cast by the Chairman, other than as proxy holder, would be disregarded because of that interest.

STEP 2 Items of Business **PLEASE NOTE:** If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

ORDINARY BUSINESS

	For	Against	Abstain
Item 1 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2 Re-election of Mr Bill Lyne as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3 Refresh Employee Option Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote all available proxies in favour of each item of business.

SIGN Signature of Securityholder(s) *This section must be completed.*

<p>Individual or Securityholder 1</p> <div style="border: 1px solid black; height: 25px; width: 100%;"></div> <p>Sole Director and Sole Company Secretary</p>	<p>Securityholder 2</p> <div style="border: 1px solid black; height: 25px; width: 100%;"></div> <p>Director</p>	<p>Securityholder 3</p> <div style="border: 1px solid black; height: 25px; width: 100%;"></div> <p>Director/Company Secretary</p>
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Contact Name _____ Contact Daytime Telephone _____ Date ____/____/____