

Transport management for contracted road carrier networks

3 February 2025

Execution of Binding MOU and Placement to Fast Track Growth

HIGHLIGHTS

- Yojee secures Joint Venture (JV) for customs technology
- This aims to fast track MOSAIC development time whilst reducing project costs
- The JV will target the Australian and New Zealand Freight Forwarding and Customs Brokerage Markets in addition to existing Transport Management business
- Placement oversubscribed raising \$3,500,000

Yojee Limited (**Yojee** or the **Company**) (ASX: YOJ), is a leading developer and provider of software solutions to the Asian Pacific contracted road transportation industry. Our customers include leading third-party logistics providers and early-regional transport management technology adopters.

The Company has entered into a binding memorandum of understanding (**MOU**), subject to the parties entering into formal agreements, to establish a joint venture for customs technology with SmartClear Pty Ltd (ACN 166 521 535) and SC Software Pty Ltd (ACN 683 815 590) (**SC Software**) (together **SmartClear**).

The Company is also pleased to announce a capital raising by way of placement to sophisticated investors to raise \$3,500,000 (**Placement**). The Placement was oversubscribed and supported by industry participants and existing shareholders.

Technology Joint Venture

SmartClear have developed customs technology that provides customs declarations, cargo reporting, and other logistics functions (**Technology**).

The purpose of the MOU is to set out the terms upon which the parties intend to form a joint venture company (**JVCo**), with Yojee holding 51% and SC Software holding 49%, to exclusively license and commercialise the Technology for use within Yojee's MOSAIC platform, initially targeting the Australian and New Zealand regions.

In accordance with the MOU, SC Software will further develop the Technology whereby JVCo will exclusively license this technology to Yojee for its MOSAIC platform. SC Software will provide ongoing maintenance and development services under an ongoing Consultancy Services Agreement.

Mark Connell, CEO of Yojee:

"I'm thrilled to be partnering with Mark and his team at SmartClear. Solving the customs piece is a key milestone in delivering a world-class solution for freight forwarders and customs brokers, starting in Australia and New Zealand before expanding globally. This partnership allows us to tap into SmartClear's deep expertise in both Customs Brokerage Services and cutting-edge customs technology.

With this JV in place, we've secured a critical component of the supply chain movement tech stack, enabling us to scale rapidly and execute on our core Mosaic platform with confidence. This protects and strengthens our position as we drive industry disruption."

Mark Asplet, Director of SmartClear:

We are delighted to partner with Yojee to unlock the potential of an advanced, modern freight management system for their customers.

By combining SmartClear's vast industry expertise in EDI messaging software and Customs clearance with Yojee's leading innovation in logistics software, we present a unique and powerful tech-stack proposition. With 40 years of experience in import and export compliance, we are equipped to deliver a product that the industry will benefit

from. Together, two individually exceptional companies are uniting their strengths to enhance the customer experience in logistics transactions and simplify the process.

We look forward to collaborating with Yojee to create a platform that drives innovation in border compliance and addresses challenges faced by businesses today.”

In consideration for the sale of the Technology to the JVCo and exclusive licence use of the Technology to Yojee:

- Yojee will issue to SC Software (or its nominee/s):
 - o 2,500,000 fully paid ordinary shares in the capital of Yojee (**Shares**) on execution of formal agreements (**Commencement Date**);
 - o following the issue of the above Shares, 2,500,000 Shares on confirmation of a successful sending of a live customs transaction successful incorporating export declaration (EDN) and cargo reference number (CRN) and receipt of the corresponding response from customs, via the Technology; and
 - o 2,500,000 Shares on the date six months after the Commencement Date, subject to voluntary escrow for a period of 12 months from the date of issue.
- Yojee will pay JVCo a licence fee based on revenue received from customers that utilises any one or more of the Technology modules; and
- the JVCo will pay corresponding licence fees to SC Software Pty Ltd based on revenue generated from the Technology.

The MOU is subject to the parties entering into formal agreements customary for a transaction of this nature; and Yojee completing due diligence on the Technology and obtaining any necessary shareholder and regulatory approvals by 31 March 2025 or as otherwise agreed. These Shares are to be issued using the Company's placement capacity under Listing Rule 7.1.

Placement

Yojee confirms it has received firm commitments from various sophisticated investors for the Placement to raise \$3,500,000 through the issue of 35,000,000 Shares at an issue price of \$0.10 per Share.

The Shares issued under the Placement will be issued without prior shareholder approval using the Company's placement capacity under ASX Listing Rule 7.1 and additional placement capacity under ASX Listing Rule 7.1A and is expected to settle on 7 February 2025. An Appendix 3B in relation to the Placement has been lodged with ASX at the same time as this announcement.

The funds raised from the Placement are intended to be applied primarily towards the development, commercialisation and marketing of the TCMS and the Mosaic platforms, including additional resources and team expansion, new opportunities and general working capital.

The Company appointed 708 Capital Pty Ltd (ACN 142 319 202), Australian Financial Services Licence 286279, (**Lead Manager**) to act as lead manager and bookrunner for the Placement. The fees payable by the Company to the Lead Manager (or its nominee/s) are:

- Management Fee: 3% of total gross proceeds of the Placement;
- Selling Fee: 3% of total gross proceeds of the Placement;
- Broker Options: 6,000,000 unlisted options to acquire Shares, at a subscription fee of \$0.0001 each exercisable at \$0.15 and an expiry date of 5 years from the date of issue, subject to shareholder approval.

The Management Fee and Selling Fee are payable in cash unless the Company elects these be paid in Shares at a deemed issue price of \$0.10, which the Company has elected to do. The issue of any Shares in satisfaction of these fees will be issued without prior shareholder approval using the Company's placement capacity under ASX Listing Rule 7.1.

An Appendix 3B in relation to the Broker Options has been lodged with ASX at the same time as this announcement.

This announcement is authorised for release by the Board of Directors.

-ENDS-

For enquiries, please contact

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About Yojee Limited (ASX: YOJ).

Yojee's mission is to enable Asian Pacific contract road transportation networks to be the world's most reliable, efficient and sustainable. The Yojee Transport Carrier Management System (TCMS) enables third-party logistics providers to assign loads, manage shipments, and track contracted road carriers' vehicles and drivers as they deliver their customers' freight in real time.

FORWARD LOOKING STATEMENT AND DISCLAIMER

Please note that images used in the Company's ASX announcements are to illustrate concepts only and are not intended to represent commercial Yojee images. Certain statements contained in this ASX release, including information as to the future financial or operating performance of the Company and its projects, are forward looking statements. Such forward looking statements:

- (a) are necessarily based upon a number of estimates and assumptions that, while considered reasonable by the Company, are inherently subject to significant technical, business, economic, competitive, political and social uncertainties and contingencies;*
- (b) involve known and unknown risks and uncertainties that could cause actual events or results to differ materially from estimated or anticipated events or results reflected in such forward looking statements; and*
- (c) may include, among other things, statements regarding estimates and assumptions in respect of prices, costs, results and capital expenditure, and are or may be based on assumptions and estimates related to future technical, economic, market, political, social and other conditions. The Company disclaims any intent or obligation to publicly update any forward looking statements, whether as a result of new information, future events or results or otherwise. The words "believe", "expect", "contracted", "anticipate", "indicate", "contemplate", "target", "plan", "intends", "continue", "budget", "estimate", "may", "will", "schedule", "planned" and similar expressions identify forward looking statements. All forward looking statements contained in this ASX release are qualified by the foregoing cautionary statements. Recipients are cautioned that forward looking statements are not guarantees of future performance and accordingly recipients are cautioned not to put undue reliance on forward looking statements due to the inherent uncertainty therein.*

Appendix – Industry Acronyms

The following industry acronyms are used in this announcement:

- ANZ: Australia and New Zealand
- BCO: beneficial cargo owners
- CRN: cargo reference number
- EDN: export declaration
- ERP: enterprise resource planning system
- ISO: International Organization for Standardization
- FCL: full container load
- FMS: freight management system
- LCL: less than container load
- SAAS: software-as-a-service
- SAP: system applications and products in data processing (ERP software)
- SEA: South-East Asia
- TCMS: transport carrier management system