



21 February 2007

Attention : Anthea
Newcastle Stock Exchange
BY FAX: 02 4929 1556

Dear Anthea

**RE: VENTUREAXESS CAPITAL LIMITED OFF-MARKET BID FOR JAB
TECHNOLOGIES LIMITED – TARGET'S STATEMENT**

We act for JAB Technologies Limited ABN 42 087 426 953.

In accordance with Section 633(1), Item 14 of the *Corporations Act 2001 (Cwlth)*, on behalf of our client, we hereby provide a copy of our client's target's statement in relation to the off-market takeover bid made by VentureAxess Capital Limited ABN 30 085 039 818 for the shares and options in JAB Technologies Limited ABN 42 087 426 953 on 19 February 2007 (**Target's Statement**).

The Target's Statement was lodged with the Australian Securities and Investments Commission and served on VentureAxess Capital Limited earlier today.

Yours faithfully

A handwritten signature in dark ink, appearing to read 'Hopgood Ganim', is written over a horizontal line.

Enc

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Our Ref: 0636234
Partner: Brian Moller

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TARGET STATEMENT
JAB TECHNOLOGIES LIMITED
ABN 42 087 426 953

THIS DOCUMENT CONTAINS IMPORTANT INFORMATION AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in doubt about how to deal with this document, you should consult your legal, financial or other professional adviser immediately.

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IMPORTANT NOTICES

This Target's Statement is dated 21 February 2007 and is given under Part 6.5 of the *Corporations Act* by JAB TECHNOLOGIES LIMITED ABN 42 087 426 953 (**JAB**) in response to the Bidder's Statement of VentureAcess Capital Limited ABN 30 085 039 818 (**VAC**) dated 19 February 2007.

You should read the Target's Statement in its entirety.

Australian Securities and Investments Commission

A copy of this Target's Statement was lodged with the Australian Securities and Investments Commission on 21 February 2007. Neither ASIC nor any of its officers takes any responsibility for the content of this Target's Statement.

Investment Decision

This Target Statement does not take into account the individual investment objectives, financial situation and particular needs of each JAB Shareholder and JAB Optionholder. You may wish to seek independent financial and taxation advice before making a decision as to whether or not to accept the Offer for your JAB Shares or JAB Options.

Defined Terms

Terms used in this Target's Statement are defined in Section 1 below.

Information line and website

If you have any questions in relation to the Offer you can contact the offer enquiry line operated by VAC on (02) 9999 0720 (or +61 2 9999 0720 for callers outside Australia). In accordance with legal requirements, calls to these numbers will be recorded. Further information relating to the Offer can also be obtained from JAB's website on www.jabtechnologies.com.au.

Forward Looking Statements

This Target's Statement contains forward looking statements. Such statements are only predictions and are subject to inherent risks and uncertainties. Those risks and uncertainties include factors and risks specific to the industry in which JAB is involved as well as general economic conditions and conditions in the financial markets. Actual events or results may differ materially from the events or results expressed or implied in any forward looking statement and such deviations are both normal and to be expected. None of JAB, any of its officers, or any person named in this Target's Statement with their consent or any person involved in the preparation of this Target's Statement makes any representation or warranty (either expressed or implied) as to the accuracy or likelihood in any forward looking statement, and you should not place undue reliance on these statements.

Forward looking statements in this Target's Statement reflect views held only as at the date of this Target's Statement.

1. INTERPRETATION

- 1.1 In this Statement unless the contrary intention appears the following words have the following meanings:

ASIC means Australian Securities and Investments Commission;

Bidder's Statement means that Bidder's Statement dated 19th February 2007 given by VAC to JAB on 19th February 2007 in accordance with the provisions of Part 6.5 of the *Corporations Act*;

Capital Return means the return of capital to shareholders of JAB on the Register of Members of JAB as at 2 January 2007 by way of an in specie distribution of approximately 14,862,911 JAB Resources Shares;

Corporations Act means the *Corporations Act 2001 (Cwlth)*;

Directors means the directors of JAB;

JAB means JAB Technologies Limited, a company duly incorporated in the State of Queensland and having its registered office at Level 6 200 Creek Street, Brisbane, Queensland;

JAB Resources means JAB Resources Limited ACN 122 669 256;

JAB Options means all of the options granted over unissued Shares;

JAB Resources Shares means all of the fully paid ordinary shares in the issued capital of JAB Resources;

JAB Shares means all of the fully paid ordinary shares in the issued capital of JAB;

JAB Shareholder means a holder of JAB Shares;

JAB Optionholder means a holder of JAB Options;

Listing Rules means the Listing Rules of the NSX;

NSX means Stock Exchange of Newcastle Limited ACN 009 851 653;

Offer means the off market offers referred to in the Bidder's Statement and made by VAC to the holders of JAB Shares and JAB Options to acquire all of the JAB Shares and all of the JAB Options;

Offer Information Statement means the Offer Information Statement lodged by VAC with ASIC on 9 November 2006, as supplemented by the Supplementary Offer Information Statement lodged by VAC with ASIC on 17 November 2006;

Offer Period means the period commencing on 21 February 2007 and ending on 23 March 2007 or such later date to which the Offer has been extended;

Proposed Prospectus means the prospectus proposed to be issued by VAC, details of which are set out in section 2.7 of the Bidder's Statement;

Takeover Bid means the off market takeover bid made by VAC pursuant to the Bidder's Statement to acquire all of the JAB Shares and all of the JAB Options;

Target's Statement means this document;

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VAC means VentureAxess Capital Limited ABN 30 085 039 818 a company duly incorporated in the State of New South Wales and having its registered office at Suite 303, 20 Bungan Street Mona Vale Sydney, New South Wales.

1.2 In this Statement, unless the contrary intention appears:

- (a) the singular includes the plural and vice versa;
- (b) words and expressions defined in the *Corporations Act* have the same meanings;
- (c) headings used in this Statement are for ease of reference only and do not affect the meaning or interpretation of this Statement.

2. INTRODUCTION

2.1 Information on JAB

JAB is a company listed on NSX and carries on the business of Information Technology, in particular, email based business solutions, specialising in the provision of ebusiness automation solutions and services, email commerce and Internet solutions management.

2.2 Previous Offer

On 17 November 2006 VAC lodged with ASIC and served on JAB a replacement bidder's statement dated 17 November 2006 (**Initial Bidder's Statement**) for an off market offer to acquire all JAB Shares and JAB Options. Pursuant to the Initial Bidder's Statement, VAC offered to acquire all JAB Shares and offered 3 fully paid ordinary shares in VAC for every 5 fully paid ordinary shares in JAB and all JAB Options and offered 3 options in VAC (exercisable at 20 cents on or before 31 December 2009) for every 5 JAB Options (**Initial Offer**). The Initial Offer was subject to a number of conditions.

Subsequent to the lodgement of Initial Bidder's Statement, VAC purported to extend the closing date of the Offer until 31 March 2007, however, the Initial Offer was not validly extended and accordingly, the Initial Offer closed on 12 January 2007. As at the closing date of the Initial Offer, the Initial Offer was subject to defeating conditions which were not satisfied or waived and as such all acceptances received under the Initial Offer are therefore void. Accordingly, all JAB Shareholders and JAB Optionholders who accepted the Initial Offer remain the holders of their JAB Shares and JAB Options and will not receive any consideration under the Initial Offer, which has now lapsed.

VAC has stated that given the support for the previous offer from JAB Shareholders, they are happy to once again offer to acquire all JAB Shares and JAB Options on the terms and conditions set out in the Bidder's Statement. Pursuant to the Initial Bidder's Statement, VAC received acceptances from approximately 80% of JAB Shareholders. However, as stated above, these acceptances are of no effect. Accordingly, if you wish to accept the Offer, it is imperative that you complete and sign the Acceptance Form attached to the Bidder's Statement in accordance with the instructions on the form and return it, together with any other documents required by those instructions, to VAC prior to the closing date of the Offer, regardless of whether or not you accepted the Initial Offer.

2.3 The Offer

VAC is offering to acquire all of your JAB Shares and is offering 3 fully paid ordinary shares in VAC for every 5 fully paid ordinary shares in JAB. Additionally, VAC is offering to acquire all of your JAB Options and is offering 3 options in VAC (exercisable at 20 cents on or before 31 December 2009) for every 5 JAB Options. The Offer consideration is identical to the Initial Offer consideration.

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The Offer is subject to a number of conditions. Those conditions are set out in full in Section 7.6 of the Bidder's Statement. The conditions of the Offer set out in Section 7.6 of the Bidder's Statement are less extensive than those conditions of the Initial Offer.

2.4 Assessment of the Offer

Before making a decision whether to accept or reject the Offer for your JAB Shares and JAB Options, you should read this Target's Statement carefully and seek independent financial and taxation advice.

2.5 Director's Recommendations

In the absence of a superior offer for all of the JAB Shares and JAB Options, the JAB Directors unanimously recommend that you accept the Offer.

The reasons why the JAB Directors recommend accepting the Offer are set out in section 3 below.

2.6 Accepting the Offer

To accept the Offer you must follow the instructions set out on the Acceptance Form attached to the Bidder's Statement.

2.7 Rejecting the Offer

To reject the Offer you need not take any action.

3. RECOMMENDATION OF THE DIRECTORS OF JAB

3.1 VAC Offer

The following are Directors of JAB as at the date of this Target's Statement:

Mr Robert Murdoch - Executive Chairman

Mr Stephen Ioannides - Non Executive Director

Mr Sean Stark - Non Executive Director

The Directors of JAB unanimously recommend that JAB Shareholders and JAB Optionholders accept the Offer in the absence of a superior offer for the JAB Shares and the JAB Options.

The Directors of JAB make this recommendation as acceptance of the Offer will provide JAB Shareholders with shares in VAC and JAB Optionholders with options in VAC. In Section 5 of the Bidder's Statement VAC stated that particular synergies exist between JAB and some of VAC's investee companies' businesses and with this in mind, VAC sees potential for the more efficient operation of JAB through the introduction of strategic alliances, partnerships and/or merger partners.

On 25 January 2007, shareholders of JAB approved the Capital Return which took place on 13 February 2007. Accordingly, all JAB Shareholders as at 2 January 2007 became the holder of shares in JAB Resources as at 13 February 2007.

Whilst no guarantee can be given that either VAC or JAB Resources will be successful in achieving a stock exchange listing, the stated intentions of both VAC (as disclosed in the Bidder's Statement) and JAB Resources is to pursue such listings.

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- If both VAC and JAB Resources are ultimately successful in achieving listings on the ASX, then JAB Shareholders will hold shares in two listed entities rather than just one; and
- JAB Optionholders will hold listed options in an ASX listed company.

In making their recommendation that you accept the Offer, the Directors of JAB advise that they are unable to form an opinion on the following matters.

- The Directors have no information on the other investments within VAC other than that included in Initial Bidder's Statement, the Bidder's Statement and the Offer Information Statement.
- The Directors have no information other than that included in the Initial Bidder's Statement, Bidder's Statement and the Offer Information Statement on the financial position, ongoing prospects and capabilities of the directors of VAC.
- The Directors do not know if the capital raising proposed to be undertaken by VAC pursuant to the Proposed Prospectus will be successful or not.
- The Directors cannot form an opinion as to whether the conditions of the Offer will be met and hence whether the Offer will be finalised.
- The Directors cannot form an opinion as to whether VAC will ultimately list on the ASX or not.
- The Directors cannot form an opinion as to whether JAB Resources will ultimately list on the ASX or not.

3.2 Assessment of Comparative Value

Because of insufficient funds being available to JAB, in assessing the Offer by VAC, the Directors have been unable to commission an expert's report to provide further guidance on the Offer and the comparative value of JAB and VAC.

In formulating their recommendations the Directors of JAB have had regard to the comparative net asset values of both JAB and VAC and believe that this alone provides a reasonable and reliable basis for reaching their conclusions.

In the 2006 JAB Financial Report, JAB had a net tangible asset value per share of \$0.0071. The Bidder's Statement discloses VAC has net asset value per share of \$0.201 per share. However, the Bidder's Statement goes on to note that upon the proposed relinquishment of VAC's pooled development fund status occurring, VAC will be subject to income tax at the normal company rate of 30%, which would result in an adjustment to net assets per share as at 30 June 2006 of \$0.178 per VAC share. The Offer is 3 VentureAcess Capital Shares for every 5 JAB Shares and 3 VentureAcess Options for every 5 JAB Options.

The JAB Options are exercisable at \$0.20 per JAB Share on or before 31 December 2009. The last recorded trade for JAB Shares on NSX was on 2 June 2006 at \$0.15. The last recorded offer for JAB Shares on NSX was at \$0.08, however this offer was not accepted by any buyers. The Directors of JAB have formed the view that trading in JAB Shares is illiquid and it may be considered that the JAB Options being exercisable at 20c per JAB Share are of little or no current value as they are well out of the money.

On that basis, if only comparative net asset values are used to make an assessment of comparative value, JAB Shareholders are being offered 3 VentureAcess Capital Shares representing a net asset value of:

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- \$0.603 for every 5 JAB Shares representing a net asset value of \$0.1206 per JAB Share (if VAC remains a pooled development fund); or
- \$0.534 for every 5 JAB Shares representing a net asset value of \$0.1068 per JAB Share (if VAC relinquishes its pooled development fund status as proposed).

Whilst the Offer is not expressed on its face to be conditional upon VAC or the securities offered as consideration under the Offer being granted quotation on ASX, JAB believes that by virtue of s 625(3) of the Corporations Act this is the case. VAC has stated that on 16 November 2006 an application was made for admission to the official list of the ASX and for official quotation of all VAC shares and options on the ASX and that it proposes to lodge the Proposed Prospectus within the next month to raise further capital and satisfy ASX listing requirements. Accordingly, the Directors have also taking into account in making their recommendations the fact that acceptance of the Offer may result in JAB Shareholders having securities in VAC which if listed on ASX, will be listed on a more liquid market than NSX. This may be considered to be of more value and benefit to JAB Shareholders than retaining their JAB Shares and seeking to trade them on NSX which appears to the Directors to be a market with less liquidity than ASX.

The Directors believe that in assessing the Offer based on comparative net asset value alone, in the absence of a superior offer, the Directors would recommend the Offer due to the higher net asset value represented by the Offer and the potential for receiving securities in VAC which will be quoted on ASX and thereby having potentially greater liquidity

3.3 VentureAcess Capital Reasons for Acceptance of the Offer

In the Bidder's Statement, VentureAcess Capital has outlined a number of reasons why VentureAcess Capital considers the Offer should be accepted. In relation to the reasons provided by VentureAcess Capital, the Directors of JAB advise:

- Presently, JAB has the benefit of funding being provided by Austex under the converting loan arrangements set out in section 7 (**Austex Funding**). JAB has also requested VAC to provide additional funding to JAB (**VAC Funding**). The Bidder's Statement noted that VAC has advised the NSX that subject to the receipt of acceptable six month cash flow forecasts from JAB, VAC will supply the funds necessary to ensure JAB's on going liquidity. As at the date of this Target's Statement, JAB has not received details of the funding proposed to be provided by VAC. In the event that the Austex Funding is exhausted and the VAC funding has not been made available, JAB will require additional funding to continue to carry on business. This funding will need to be secured by way of equity and/or debt funding. No guarantee can be given that JAB will be successful in obtaining the VAC Funding or securing such additional funding.
- JAB is unable to form any opinion in respect of the past or future performance of VentureAcess Capital. Accordingly no guarantee can be given in respect of how performance of VentureAcess Capital Share's in the future might compare with the future performance of JAB Shares.
- JAB is unable to form any opinion in respect of the past or future performance of VentureAcess Capital management experience. Accordingly no guarantee can be given in respect of how performance of VentureAcess Capital's management in the future might compare with the future performance of JAB management.
- JAB is unable to form any opinion in respect of the availability of future opportunities for JAB Shareholders and JAB Optionholders who accept the Offer, to take pre-IPO positions in selected VentureAcess Capital investee companies.

3.4 Advantages and Disadvantages in Respect of Acceptance of the Offer

In making the recommendations the JAB Directors have had regard to the following:

- Acceptance of the Offers may afford the following advantages:
 - The potential for JAB Shareholders to receive securities in VAC which will be quoted on ASX and thereby having potentially greater liquidity than they currently enjoy;
 - the potential for JAB Optionholders to hold options in an ASX listed company and thereby having potentially greater liquidity;
- Acceptance of the Offers may afford the following disadvantages:
 - Although VentureAxess Capital may be successful in listing on ASX, no guarantee can be given that the market for securities of VAC will be more liquid than that of securities on issue in JAB on NSX;
 - By virtue of the existence of other existing shareholders in VentureAxess Capital, accepting JAB Shareholders will have a diminished capacity to influence the future direction and management of JAB if the Offer is successful;

These are not an exhaustive statement of all factors which may have impacted on the recommendations made by JAB Directors but are considered to be the material matters which have resulted in the recommendations made.

3.5 VAC's Status as a Pooled Development Fund

The Bidder's Statement states that at the Annual General Meeting of VAC held on 20 December 2006, VAC shareholders renewed the authority of the board of VAC to apply for deregistration of VAC as a pooled development fund. The Bidder's Statement notes that following revocation of the pooled development fund status, holders of VAC Shares are deemed to have disposed of their VAC shares immediately before VAC ceases to be a pooled development fund and are deemed to have immediately re-acquired the VAC shares for their market value.

The Bidder's Statement does not state the date on which the deregistration is proposed to occur, however, it notes that as VAC will no longer be a pooled development fund when the consideration under the Offer is issued, there will be no tax consequences for JAB Shareholders and JAB Optionholders accepting the Offer as a result of VAC ceasing to be a pooled development fund.

Deregistration of a pooled development fund requires a pooled development fund to apply in writing to the Pooled Development Fund Board to have its registration declaration revoked. The pooled development fund must notify each of its shareholders that such an application has been made and the Pooled Development Fund Board must revoke the registration declaration as soon as practicable after receiving the application.

The Board is not aware of whether an application for deregistration has been made by VAC. However, if for any reason VAC is a pooled development fund at the time of issue of VAC shares and options in consideration for the Offer and subsequent to this VAC ceases to be a pooled development fund, there may be tax consequences for JAB Shareholders or JAB Optionholders who accept the Offer and accordingly, you may wish to seek independent financial and taxation advice before making a decision as to whether or not to accept the Offer for your JAB Shares or JAB Options.

3.6 JAB Technologies Capital Reduction

On 25 January 2007, JAB received shareholder approval to undertake a capital reduction by way of an in specie distribution of shares in JAB Resources to JAB Shareholders as registered on 2 January 2007. The in specie distribution took place on 13 February 2007.

The in specie distribution means that the current JAB shareholders will not only benefit from holding shares in JAB, that will be convertible to VAC shares subject to the terms and conditions of the Offer, but that they also hold at no cost to the current JAB Shareholders, shares in a new resources company JAB Resources as well.

JAB Resources has lodged four applications for prospecting licences in Albania. JAB Resources understands that three applications have recently been granted and that the other one, has priority and should be granted soon.

The current directors of JAB Resources are Mr Rob Murdoch, a geologist, Mr Andrew Mortimer, a lawyer, and Mr Pat Scott, a mining engineer. JAB Resources has appointed a consultant to assist JAB Resources in securing and managing the mining interests in Albania.

The directors of JAB Resources propose to convene an extraordinary general meeting of shareholders of JAB Resources in April 2007 to approve a consolidation of the issued share capital of JAB Resources and approve the issue of shares in JAB Resources to various related parties. The directors of JAB Resources propose to despatch notice of meeting materials to shareholders of JAB Resources in early March 2007, which will outline in detail the proposals in this regard.

3.7 Intention of JAB Directors

In the absence of a superior offer to the Offer, each Director of JAB, by whom or on whose behalf JAB Shares and JAB Options are held, does intend to accept the Offers in respect of those JAB Shares and JAB Options.

4. INFORMATION ON SHARES AND OPTIONS

4.1 Marketable Securities of JAB held by or on behalf of the Directors of JAB

The number, description and amount of marketable securities of JAB held by or on behalf of each Director of JAB (including marketable securities held by or on behalf of a corporation controlled by that Director) are as follows:

Name	Description of Marketable Securities	Number of Shares
R B Murdoch	Ordinary Shares	1,315,750
R B Murdoch	Options	190,268
S Ioannides	Ordinary Shares	583,571
S Stark	Ordinary Shares	145,000
S Stark	Options	40,000

4.2 Dealings in Shares and Options in JAB by JAB Directors or Associates

There have been no acquisitions or disposals of JAB Shares and JAB Options by any JAB Director or any person associated with the JAB Directors in the period of four (4) months ending on the date immediately before the date of this Target's Statement.

JAB Resources has entered into the converting loan agreement referred to in section 7, which may give rise to an entitlement to JAB Resources Shares and JAB Resources Options.

5. NO PAYMENTS OR BENEFITS

It is not proposed that a prescribed benefit (not being an excluded benefit) will or may be given to a person in connection with the retirement of a person from a prescribed office in relation to JAB or that a prescribed benefit will or may be given to a prescribed person in relation to JAB in connection with the transfer of the whole or any part of the undertaking or property of JAB.

6. NO AGREEMENT OR ARRANGEMENT WITH ANY DIRECTOR OF JAB

There is no agreement or arrangement made between any Director of JAB and any other person in connection with or conditional upon the outcome of the Offers.

7. INTERESTS HELD BY DIRECTORS OF JAB IN ANY CONTRACT ENTERED INTO BY JAB

7.1 Consultancy Agreement

JAB entered into a Consultancy Agreement with Mr. Sean Stark, which commenced on 6 June 2005. Under this Agreement, Mr. Stark was appointed as a non-executive director of JAB for 2 years from the date that JAB listed on NSX, to assist in developing and commercialising JAB's products.

7.2 Converting Loan

Austex Mining Pty Ltd, a company associated with Mr Robert Murdoch, a Director of JAB, has previously agreed to provide funding to JAB to an amount of \$100,000 (**Prior Loan**).

Most of the Prior Loan has been applied to provide working capital to JAB, and recently some of the Prior Loan has been applied to the exploration activities of JAB Resources.

As part of the spin out of JAB Resources to all JAB Shareholders, JAB Resources has agreed to assume sole responsibility for repayment of the Prior Loan and the suggested terms upon which this would proceed are set out herein.

For these purposes, a Converting Loan Agreement (**Agreement**) has been entered into by JAB, Austex and JAB Resources. The Agreement results in JAB being released from any liability to Austex to repay the Prior Loan. JAB Resources has agreed to be solely responsible for repayment of the Prior Loan. As a condition of the Prior Loan, Austex has requested that it be given certain rights to convert the Prior Loan into shares in JAB Resources. The Prior Loan attracts interest at 10% per annum. Austex may request security over JAB Resources in the form of a charge. At present Austex has not made such a request.

If the Prior Loan has not been converted into shares in JAB Resources by 30 September 2007, the Prior Loan is repayable. Both JAB Resources and Austex have the right to convert

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the Prior Loan into JAB Resources Shares. The Prior Loan is convertible with shareholder approval into Shares in JAB Resources at the same price that JAB Resources first raises seed capital. Shareholder approval for these conversion rights were obtained at the extraordinary general meeting of JAB held on 25 January 2007. To date, the Prior Loan has not been converted to JAB Resources Shares.

It is intended to raise additional seed capital in JAB Resources with a view to advancing the mining interests in Albania and elsewhere, to an extent where JAB Resources may be able to undertake an initial public offering (IPO) and seek a listing on a recognised stock exchange.

The conversion price is 80% of the price that JAB Resources first raises seed capital at. It is anticipated that JAB Resources will seek to raise further seed capital early in the first quarter of 2007 on commercially appropriate terms.

JAB Resources has also agreed if the conversion rights are exercised, to grant free attaching options to subscribe for shares in JAB Resources on a one for one basis (**JAB Resources Options**).

The JAB Resources Options are exercisable on or before 31 December 2009:

- at the same price as the subscription price for shares in any IPO by JAB Resources if an IPO proceeds before 30 September 2007; or
- if an IPO does not proceed by that date, at the price per share paid for the first seed capital raised by JAB Resources.

The Agreement provides the Prior Loan is made on a limited recourse basis, meaning if JAB Resources cannot repay the Prior Loan and it has not been converted into JAB Resources Shares, Austex may only look to the assets of JAB Resources for repayment.

8. FINANCIAL POSITION OF JAB

The last published financial results of JAB were for the year ended 30 June 2006.

Within the knowledge of each of the Directors of JAB, the financial position of JAB has not materially changed since 30TH June 2006 (the date of the last annual financial reporting to the holders of JAB in accordance with Section 315 of the *Corporations Act* was on 17 October 2006), save and except as follows:

- (a) JAB obtained the Prior Loan from Austex which at the date of this Target's Statement is drawn to \$90,000 and only a further \$10,000 is available to be drawn down pursuant to the Prior Loan.
- (b) JAB expects a R&D tax return in March of \$ 43,000.
- (c) JAB has requested that VAC provide the VAC Funding to JAB. The Bidder's Statement noted that VAC has advised the NSX that subject to the receipt of acceptable six month cash flow forecasts from JAB, VAC will supply the funds necessary to ensure JAB's on going liquidity. As at the date of this Target's Statement, JAB has not received details of the funding proposed to be provided by VAC. In the event that the VAC Funding is not made available by the end of February and the Austex Funding is exhausted, JAB will require additional funding to continue to carry on business.
- (d) JAB has been released from any liability in respect of repayment of the Prior Loan;

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- (e) Since 1 June 2006, Directors have not rendered invoices to JAB in respect of services rendered and on account of usual director's fees.

On 30 January 2007, the NSX wrote to JAB with various queries regarding the Quarterly Activities Report and the Quarterly Cash Flow Statement lodged with the NSX on 30 January 2007. These queries related to solvency and operational trading issues. A copy of this letter is available at www.newsx.com.au. JAB responded to the NSX's queries on 2 February 2007 advising that the directors believed that JAB had sufficient cash pursuant to the Prior Loan and loan funds to be provided by VAC to continue to operate its business as normal and meet the company's working capital requirements and that JAB is solvent. JAB also advised that JAB continues to operate its Ezbiz business and that JAB considers that there is a sufficient level of operations to support the continued listing on NSX. A copy of this response is available at www.newsx.com.au.

9. OTHER INFORMATION MATERIAL TO THE MAKING OF A DECISION BY A HOLDER OF JAB SHARES

There is no other information material to the making of a decision by holders of JAB Shares and JAB Options, which JAB Shareholders and JAB Optionholders their professional advisers would reasonably require to make an informed assessment whether or not to accept the Offers and reasonably expect to find in this document being information that is within the knowledge of any of the Directors of JAB and has not previously been disclosed to the holders of JAB Shares and JAB Options or disclosed to NSX under the regular reporting and disclosure obligations of JAB under the *Corporations Act* and the Listing Rules save and except as disclosed in the Target's Statement, the Bidder's Statement and the Offer.

10. NSX ANNOUNCEMENTS

NSX Announcements made by JAB since the date that the Annual Report for JAB was announced to NSX for the financial year ending 30 June 2006 are as follows:

Date	Announcement
7/7/06	Close of OIS
12/7/06	Resignation of Director
21/7/06	Converting Loan Agreement
31/7/06	Quarterly Cashflow Statement
31/7/06	Quarterly Activities Statement
23/8/06	Change of Registered Address
13/9/06	Annual Financial Report FY06
19/9/06	Bid by Venture Axxess
20/9/06	Application for Quotation of Additional Securities
31/10/06	Notice of Annual General Meeting
31/10/06	Quarterly Cashflow Statement
31/10/06	Quarterly Activities Statement
10/11/06	Bidders Statement from VAC
10/11/06	Offer Information Statement from VAC
10/11/06	Financial Statements of VAC

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17/11/06	Replacement Bidders Statement from VAC (marked up)
17/11/06	Replacement Bidders Statement from VAC
17/11/06	Supplementary Offer Information Statement from VAC
30/11/06	Results of Annual General Meeting
7/12/06	Jab Technologies Limited Update
20/12/06	Target Statement & Notice of General Meeting
22/12/06	Supplementary Offer Information Statement Issued by VentureAxess Capital
28/12/06	Supplementary Target Statement - VAC Offer
03/06/07	General Meeting Notice - Capital Return
09/01/07	Extension of Offer
19/01/07	Extension of Offer
25/01/07	Supplementary Target Statement
25/01/07	Results of General Meeting
30/01/07	Quarterly Activities Report
30/01/07	Quarterly Cashflow Report
02/02/07	Cashflow query and response
07/02/07	Notice of Close of Offer and Intention to Bid
19/07/07	Bidder's Statement – VentureAxess Capital
20/07/07	Notice of Initial Substantial Holder - Nil

All NSX announcements, including those made by JAB and VAC may be reviewed at www.newsx.com.au.

11. CONSENTS

This Target's Statement contains statements made by, or statements said to be based on statements made by the JAB Directors. Each JAB Director has consented to the inclusion of each statement he or she has made in the form and context in which each statement appears and has not withdrawn that consent at the date of this Target's Statement.

As permitted by ASIC Class Order 01/1543, the Target's Statement contains statements which are made, or based on statements, made, in documents lodged by VAC with ASIC or NSX. Pursuant to the Class Order, the consent of VAC is not required for the inclusion of such statements in the Target's Statement. Any Shareholder who would like to receive a copy of any of those documents may obtain a copy free of charge during the Offer Period by calling the offer enquiry line operated by VAC on (02) 9999 0720 (or +61 2 9999 0720 for callers outside Australia). In accordance with legal requirements, calls to these numbers will be recorded.

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DATED the 21st February day of 2007.

SIGNED for and on behalf of JAB TECHNOLOGIES LIMITED by Mr Robert Boutflower Murdoch who is authorised so to sign pursuant to a resolution passed at a meeting of the Directors held on 21 February 2007.



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Director

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