



23 October 2020

Dear Shareholder,

On behalf of the Directors of Jaxsta Ltd ACN 106 513 580 (**Jaxsta**), I am pleased to invite you to attend Jaxsta's 2020 Annual General Meeting. Enclosed is the Notice of Meeting setting out the business of the AGM (which includes the Explanatory Memorandum and Attachments).

The Company advises that due to ongoing restrictions with regard to indoor gatherings in response to the COVID-19 pandemic, Jaxsta's Annual General Meeting will be held online only on Thursday, 26 November 2020 at 1:00pm (Sydney time) via Zoom meeting. The details provided below:

ZOOM MEETING ADDRESS:

[https://us02web.zoom.us/webinar/register/WN\\_JTpcliFhQ2Kb31jwKcu1Hw](https://us02web.zoom.us/webinar/register/WN_JTpcliFhQ2Kb31jwKcu1Hw)

The Board encourages shareholders to monitor the Company's website and ASX page for any updates in relation to the General Meeting that may need to be provided.

If you are attending the AGM online, please submit your Proxy Form by no later than 1:00pm Tuesday 24 November 2020 to facilitate a faster registration. If you are unable to attend the AGM, you must complete and return the enclosed Proxy Form by no later than 1:00pm (Sydney time) on Tuesday, 24 November 2020 in one of the ways specified in the Notice of Meeting and Proxy Form.

I also encourage you to read the enclosed Notice of Meeting (including the Explanatory Memorandum and Attachments) and the Proxy Form and consider directing your proxy on how to vote on each Resolution by marking either the "for" box, the "against" box or the "abstain" box on the Proxy Form.

Subject to the Directors' abstentions, the Directors of Jaxsta otherwise unanimously recommend that shareholders vote in favour of all resolutions.

Thank you for your support of Jaxsta and I look forward to your attendance and the opportunity to answer questions for you.

Yours faithfully,

A handwritten signature in black ink, appearing to read "Linda Jenkinson".

**Linda Jenkinson**  
**Chairman**



**JAXSTA LTD**  
**ACN 106 513 580**

## Notice of 2020 Annual General Meeting

Notice is given that the 2020 Annual General Meeting (**AGM** or **Meeting**) of the shareholders of Jaxsta Ltd (**Jaxsta** or the **Company**) will be held:

Date: Thursday, 26 November 2020

Time: 1:00pm (Sydney time)

Venue: Online Meeting via Zoom

The Explanatory Memorandum accompanying this Notice of Meeting (**Explanatory Memorandum**) provides additional information on matters to be considered at the AGM. The Explanatory Memorandum, Entitlement to Attend and Vote section, Proxy Form and Attachments are part of this Notice of Meeting and should be read in their entirety. If shareholders of the Company (**Shareholders**) are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.

Should you wish to discuss the matters in this Notice of Meeting, please do not hesitate to contact Jorge Nigaglioni (**Company Secretary**) by email at [co.secretary@jaxsta.com](mailto:co.secretary@jaxsta.com).

### Consideration of reports

The first item of business is to receive and consider the Financial Report, the Directors' Report, and the Independent Auditor's Report of the Company for the financial year ended 30 June 2020.

All Shareholders can view the Company's Annual Report which contains the Financial Report, the Directors' Report and the Independent Auditor's Report of the Company for the year ended 30 June 2020 on the Company's website at [www.jaxsta.com](http://www.jaxsta.com).

### Questions and comments

Following consideration of the Reports, the Chairman will give Shareholders a reasonable opportunity to ask questions about, or comment on the management of the Company.

The Chairman will also give Shareholders a reasonable opportunity to ask the Auditor questions relevant to:

- 1) the conduct of the audit;
- 2) the preparation and content of the Independent Auditor's Report;
- 3) the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- 4) the independence of the Auditor in relation to the conduct of the audit.

The Chairman will also give the Auditor a reasonable opportunity to answer written questions submitted by Shareholders that are relevant to the content of the Independent Auditor's Report or the conduct of the audit. A list of relevant written questions submitted by Shareholders will be made available at the start of the AGM and any written answers tabled by the Auditor at the AGM will be made available as soon as practicable after the Meeting.

## Items for approval

### Resolution 1: Election of Director – Robert “Ken” Gaunt

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

*“That Robert ‘Ken’ Gaunt, in accordance with clause 14.3 of the Company’s Constitution and being eligible for election and consenting to act, is elected as a Director of the Company.”*

### Resolution 2: Re-election of Director – Linda Jenkinson

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

*“That Linda Jenkinson, who retires by rotation in accordance with clause 14.2 of the Company’s Constitution and being eligible for election, is re-elected as a Director of the Company.”*

### Resolution 3: Remuneration Report

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

*“That the Company’s Remuneration Report for the financial year ended 30 June 2020, as set out in the Directors’ Report, is adopted.”*

The Remuneration Report is contained in the 2020 Annual Report (available at [www.jaxsta.com](http://www.jaxsta.com)).

Please note that, in accordance with section 250R(3) of the Corporations Act 2001 (Cth)

**(Corporations Act)**, the vote on this resolution is advisory only and does not bind the Directors or the Company.

#### *Voting Exclusion Statement – Resolution 3*

The Company will disregard any votes cast in favour of Resolution 3:

- 1) by, or on behalf of, a member of the Key Management Personnel (**KMP**) named in the 2020 Remuneration Report or a closely related party of such a KMP (any spouse, dependent or company they control), regardless of the capacity in which the vote is cast;
- 2) as a proxy by a member of the KMP at the date of the Meeting, or that KMP’s closely related party,

unless the vote is cast as a proxy for a person who is entitled to vote on this Resolution:

- 3) in accordance with their directions on how to vote on the Proxy Form; or
- 4) by the Chairman of the Meeting pursuant to an express authorisation on the Proxy Form.



#### **Resolution 4: Ratification of prior issue of securities - Sony Music (Sony)**

To consider and, if thought fit, to pass, with or without amendment, the following as an ordinary resolution of the Company:

*“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Shareholders ratify the issue on 12 March 2020 of 2,048,554 Warrants to the person, and on the terms and conditions set out in the Explanatory Memorandum.”*

##### *Voting Exclusion Statement – Resolution 4*

The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of Sony or any associates of Sony. However, the Company need not disregard a vote cast on Resolution 4 if:

- 1) 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
- 2) it is cast by the Chair of the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

#### **Resolution 5: Ratification of prior issue of securities (Placement)**

To consider and, if thought fit, to pass, with or without amendment, the following as an ordinary resolution of the Company:

*“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Shareholders ratify the issue on 18 December 2019 of a total of 15,023,329 fully paid ordinary shares in Jaxsta Ltd at an issue price of 18 cents per share, on the terms and conditions set out in the Explanatory Memorandum.”*

##### *Voting Exclusion Statement – Resolution 5*

The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of a person who participated in the issue or any associates of those persons. However, the Company need not disregard a vote cast on Resolution 5 if:

- 1) 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
- 2) it is cast by the Chair of the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

#### **Resolution 6: Ratification of prior issue of securities (Convertible Note)**

To consider and, if thought fit, to pass, with or without amendment, the following as an ordinary resolution of the Company:

*“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Shareholders ratify the issue of the Convertible Note on 14 September 2020 to Songtradr Inc. and the issue of the maximum number of 40,571,428 fully paid ordinary shares in Jaxsta Ltd at an issue price of 3.5 cents per share, on the terms and conditions set out in the Explanatory Memorandum.”*

## *Voting Exclusion Statement – Resolution 6*

The Company will disregard any votes cast in favour of Resolution 6 by or on behalf of a person who participated in the issue or any associates of those persons. However, the Company need not disregard a vote cast on Resolution 6 if:

- 3) 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
- 4) it is cast by the Chair of the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

## **Resolution 7: Issue of options under the Jaxsta Incentive Option Plan – Jorge Nigaglioni**

To consider and, if thought fit, to pass, with or without amendment, the following as an ordinary resolution of the Company:

*“That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval is given for the Company to:*

- i. issue 3,000,000 unlisted options to Jorge Nigaglioni under the Jaxsta Incentive Option Plan on the terms and conditions set out in the Explanatory Memorandum which forms part of this Notice of Meeting; and*
- ii. issue up to 3,000,000 fully paid ordinary shares in the Company to Jorge Nigaglioni upon the exercise of any such unlisted options in accordance with the unlisted options terms.”*

## **Voting Exclusion Statement – Resolution 7**

In accordance with ASX Listing Rule 14.11, the Company will disregard any votes cast in favour of Resolution 7 by or on behalf of:

- a. a Director of the Company who is eligible to participate in the Jaxsta Incentive Option Plan; or
- b. an associate of any of those Directors.

However, the Company need not disregard a vote cast on Resolution 7 if:

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

The Company is not aware of any person referred to in Listing Rule 10.14.3 whose relationship with a director or an associate of a director is such that, in ASX’s opinion, the issue should be approved by security holders.

In accordance with section 250BD of the Corporations Act 2001 (Cth), a vote must not be cast on Resolution 7 as a proxy by a member of the KMP at the date of the AGM, or a closely related party of those persons, unless it is cast as proxy for a person entitled to vote in accordance with their directions.

This restriction on voting undirected proxies does not apply to the Chairman of the Meeting where the proxy appointment expressly authorises the Chairman of the Meeting to exercise undirected proxies even if the resolution is connected, directly or indirectly, with the remuneration of the KMP.

## **Resolution 8: Approval of additional share issue capacity under ASX Listing Rule 7.1A**

To consider and, if thought fit, to pass, with or without amendment, the following as a special resolution of the Company:

*“That, pursuant to and in accordance with ASX Listing Rule 7.1A and for all other purposes, the Shareholders of the Company approve the issue of equity securities in the Company up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and on the terms and conditions described in the Explanatory Memorandum.”*

### *Voting Exclusion Statement – Resolution 8*

In accordance with ASX Listing Rule 14.11, the Company will disregard any votes cast in favour of Resolution 8 by or on behalf of:

- 1) any 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 Company; or
- 2) an associate of those persons.

As at the date of this Notice of Meeting, the Company has no specific plans to issue securities under the 10% placement facility under ASX Listing Rule 7.1A and therefore it is not known who (if any) may participate in a potential issue of securities under the placement facility (if any) under ASX Listing Rule 7.1A. On that basis, the Company is not aware of any person who would be excluded from voting on this resolution. However, the Company need not disregard a vote cast on Resolution 8 if:

- 1) 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
- 2) it is cast by the Chair of the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

## Other business

To transact any other business that may be lawfully brought forward in accordance with the constitution of the Company (**Constitution**), the Corporations Act and the ASX Listing Rules.

BY ORDER OF THE BOARD



**Jorge Nigaglioni**  
**Company Secretary**  
22 October 2020

## Entitlement to attend and vote

In accordance with regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), the Board has determined that persons who are registered holders of shares of the Company as at 7:00pm (Sydney time) on Tuesday, 24 November 2020 being the time that is not more than 48 hours before the date of the Meeting will be entitled to attend and vote at the AGM as a shareholder.

If more than one joint holder of shares is present at the AGM (whether personally, by proxy or by attorney or by representative) and tenders a vote, only the vote of the joint holder whose name appears first on the register will be counted.

### *Appointment of Proxy*

If you are a shareholder entitled to attend and vote, you may appoint an individual or a body corporate as a proxy. If a body corporate is appointed as a proxy, that body corporate must ensure that it appoints a corporate representative in accordance with section 250D of the Corporations Act to exercise its powers as proxy at the AGM.

A proxy need not be a shareholder of the Company.

A shareholder may appoint up to two proxies and specify the proportion or number of votes each proxy may exercise. If the shareholder does not specify the proportion or number of votes to be exercised, each proxy may exercise half of the shareholder's votes.

To be effective, the proxy must be received at the Share Registry of the Company no later than 1:00pm (Sydney time) on Tuesday, 24 November 2020 (being 48 hours before the AGM). Proxies must be received before that time by one of the following methods:

By post:	Jaxsta Ltd C/- Automic Share Registry GPO Box 5193, Sydney NSW 2001
By facsimile:	1300 288 664 (within Australia) or +61 2 9698 5414 (outside Australia)
By delivery in person:	Automic Share Registry Level 5, 126 Phillip Street Sydney NSW 2000 Australia
Online:	<a href="https://www.automicgroup.com.au/">https://www.automicgroup.com.au/</a>
Email:	<a href="mailto:hello@automic.com.au">hello@automic.com.au</a>

To be valid, a Proxy Form must be received by the Company in the manner stipulated above. The Company reserves the right to declare invalid any proxy not received in this manner.



## *Power of Attorney*

A Proxy Form and the original power of attorney (if any) under which the Proxy Form is signed (or a certified copy of that power of attorney or other authority) must be received by the Company no later than 1:00pm (Sydney time) on Tuesday, 24 November 2020, being 48 hours before the AGM.

## *Corporate Representatives*

A body corporate which is a Shareholder, or which has been appointed as a proxy, is entitled to appoint any person to act as its representative at the AGM. The appointment of the representative must comply with the requirements under section 250D of the Corporations Act. The representative should bring to the AGM a properly executed letter or other document confirming its authority to act as the company's representative. A "Certificate of Appointment of Corporate Representative" form may be obtained from the Company's share registry or online at <https://www.automicgroup.com.au/>.

**IMPORTANT:** If you appoint the Chair of the Meeting as your proxy, or the Chair becomes your proxy by default, and you do not direct your proxy how to vote on Resolutions 2 and 6, then by submitting the Proxy Form you will be expressly authorising the Chair to exercise your proxy on the relevant resolution, even though the resolutions are connected, directly or indirectly, with the remuneration of the KMP.

## *Voting at the Meeting*

Pursuant to Clause 13.14 of the Company's Constitution, voting on each of the proposed resolutions at this Meeting will be conducted by a show of hands, or poll, at the discretion of the Chair.

## **Shareholder Questions**

Shareholders who are unable to attend the Meeting or who may prefer to register questions in advance are invited to do so. Please email [info@jaxsta.com](mailto:info@jaxsta.com).

To allow time to collate questions and prepare answers, please submit any questions by 10:00am (Sydney time) on Thursday, 19 November 2020. Questions will be collated and, during the AGM, the Chair will seek to address as many of the more frequently raised topics as possible. However, there may not be sufficient time available at the AGM to address all topics raised. Please note that individual responses will not be sent to shareholders.

## **Enclosures**

Enclosed is the Proxy Form to be completed if you would like to be represented at the AGM by proxy. Shareholders are encouraged to use the online voting facility that can be accessed on Jaxsta's share registry's website at <https://www.automicgroup.com.au/> to ensure the timely and cost effective receipt of your proxy instructions.

## Explanatory Memorandum

This Explanatory Memorandum has been prepared for the information of shareholders of the Company in relation to the business to be conducted at the Company's AGM to be held online on Thursday, 26 November 2020 at 1:00pm (Sydney time) via Zoom meeting.

The purpose of this Explanatory Memorandum is to provide Shareholders with information that is reasonably required by Shareholders to decide how to vote upon the resolutions.

Subject to the Directors' abstention from making a recommendation in respect of Resolutions 2 and 7 and Mr Gaunt abstaining from making a recommendation on his own election and Ms Jenkinson abstaining from making a recommendation on her own re-election, the Directors unanimously recommend Shareholders vote in favour of all Resolutions. The Chair of the Meeting intends to vote all available undirected proxies in favour of each Resolution.

Resolutions 1, 2, 4, 5, 6, and 7 are ordinary resolutions, which require a simple majority of votes cast by Shareholders present and entitled to vote on the resolution. Resolution 3, relating to the Remuneration Report, is advisory only and does not bind the Directors or the Company. Resolution 8 is to be voted on as a special resolution. For a special resolution to be passed, at least 75% of the votes cast by Shareholders present and entitled to vote on the resolution must be in favour of the resolution.

The Board of Directors of the Company (**Board**) recommends that Shareholders read this Explanatory Memorandum and its Attachments, before determining whether to support the Resolutions in the Notice of Meeting or otherwise. If you have any questions regarding the matters set out in this Explanatory Memorandum, the Attachments or the Notice of Meeting, please contact the Company Secretary, your stockbroker, your accountant, your solicitor or other professional adviser.

### **RESOLUTION 1: Election of director – Robert “Ken” Gaunt**

Clause 14.3 of the Constitution allows the Company to appoint at any time a person to be a Director by resolution passed in General Meeting.

In order for the Proposed Directors to be eligible for election, the Proposed Directors, or a Shareholder intending to propose their nomination, must leave at the Company's registered office at least 30 Business Days before the Meeting, a written notice from the Proposed Directors consenting to their nomination and signifying their candidature for the office, or a written notice from a Shareholder signifying their intention to nominate the Proposed Directors.

Robert 'Ken' Gaunt was appointed as a Director of the Company on 23 March 2020. As Mr Gaunt held the role of Chief Executive Officer of the Company until 28 December 2018, he is not considered to be an independent Director.

Zimbabwean born Robert Kenneth ('Ken') Gaunt is a successful entrepreneur and investor with over 30 years of experience in sales management, corporate advisory and early-stage business

development. After emigrating to Australia from Cape Town in 1997, Ken co-founded and was the managing director of Electronic Banking Solutions Pty Ltd which he grew into Australia's largest independent ATM operator. After guiding that company through a successful merger with Cashcard Australia Limited, in 2005 Ken completed the \$330 million sale of the merged financial services operation to an American private investment firm. Ken is an experienced board member holding various national and international board positions throughout his career including as a director on the multi-award winning, iconic tourist attraction, Sydney Seaplanes, as a board member of Hong Kong-based Fintronics Holding Company Limited and as a non-executive director of the Australian listed oil and gas company, K2 Energy Limited. Ken was CEO of Mobilarm Limited, the company which Jaxsta Limited completed a successful reverse takeover with in late 2018. He joined the Jaxsta board as a non-executive director on 20 March 2020. As Jorge held the role of Chief Financial Officer of the Company until 28 December 2018, he is not considered to be an independent Director.

### *Board recommendation*

The Directors, with Robert Gaunt abstaining, unanimously recommend Shareholders vote in favour of Resolution 1.

## **RESOLUTION 2: Re-election of director – Linda Jenkinson**

ASX Listing Rule 14.4 provides that a director appointed prior to the entity's admission to the official list must not hold office (without re-election) past the third annual general meeting following the entity's admission to the official list or 3 years following the entity's admission to the official list, whichever is the longer.

Clause 14.2 of the Constitution requires that, at the Company's annual general meeting in every year, one-third of the Directors for the time being, or, if their number is not a multiple of three, then the number nearest one third (rounded upwards in the case of doubt), shall retire from office, provided always that no Director except a Managing Director shall hold office for a period in excess of three years, or until the third annual general meeting following his or her appointment, whichever is the longer, without submitting himself for re-election.

Linda Jenkinson was appointed as a Director of the Company on 28 December 2018. Ms Jenkinson is considered to be an independent Director. In accordance with clause 14.2 of the Constitution, Linda retires from office at the conclusion of the AGM and is eligible for re-election as a Director of the Company.

Linda is a successful businesswomen and entrepreneur with over 25 years of general management and consulting experience. She's founded numerous businesses and was the first New Zealand woman to list a company on the NASDAQ stock exchange, with DMSC, the \$250 million on-demand courier company she co-founded. She also co-founded a global customer and employee experience platform, which was sold to the Accor hotel group, and WOW for Africa which was a social venture fund supporting women entrepreneurs in Senegal. Linda is an experienced company director, sitting on multiple boards including Air New Zealand, Eclix Group and Guild Group. She's received a number of awards including EY Master Entrepreneur of the Year New Zealand in 2013, World Class New Zealander in 2016 and is a Top 100 Most Influential Women in San Francisco.



Linda is currently the Chair of Unicef New Zealand. She has been based for many years in San Francisco and during this time for five years served on the Board of the Bay Area Red Cross and was Chair of the fund raising committee. Prior to her entrepreneurial career, Linda was a Partner at A.T. Kearney in the Global Financial Services practice where she worked with some of the world's largest financial institutions. Linda holds a Master of Business Administration from The Wharton School, University of Pennsylvania in Finance and a Bachelor of Business Studies from Massey University in Data Processing and Accounting & Finance. She qualified for her New Zealand CPA (ACA). Linda is currently building Level-Up, a program to supercharge high-growth companies who are expanding globally. She is a New Zealand citizen who holds residency in the United States and co-locates between Wellington and San Francisco. Linda will be considered independent in her role as Non- Executive Director following completion of the Acquisition.

#### *Board recommendation*

The Directors, with Linda Jenkinson abstaining, unanimously recommend Shareholders vote in favour of Resolution 2.

### **Resolution 3: Adoption of Remuneration Report**

The Remuneration Report of the Company for the financial year ended 30 June 2020 (**FY20**) is set out in Jaxsta's 2020 Annual Report which is available on the Company's website at [www.jaxsta.com](http://www.jaxsta.com).

The Remuneration Report outlines the Company's executive remuneration framework and the FY20 remuneration outcomes for the Board, CEO and KMP.

Section 250R(2) of the Corporations Act requires that the section of the Directors' Report dealing with the remuneration of Directors and other KMPs be put to the vote of Shareholders for adoption by way of a non-binding vote. The vote on this resolution is advisory only and does not bind the Directors of the Company. However, the Board will take the outcome of the vote into account in setting remuneration policy for future years.

Following consideration of the Remuneration Report, the Chair of the Meeting will give Shareholders a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

#### *Board recommendation*

The Directors unanimously recommend Shareholders vote in favour of Resolution 3.



## Resolutions 4, 5, and 6: Ratification of prior issues of securities

### *ASX Listing Rule information*

The Company seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for previous issues of equity securities made by the Company during the last 12 months under the Company's 15% placement capacity pursuant to ASX Listing Rule 7.1. ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions under ASX Listing Rule 7.2, issue or agree to issue equity securities during any 12 month period in excess of 15% of the number of ordinary shares on issue at the commencement of that 12 month period without shareholder approval (**15% Placement Capacity**).

ASX Listing Rule 7.4 permits the ratification of previous issues of equity securities which were not made under an exception prescribed in ASX Listing Rule 7.2 or with shareholder approval, provided that such issues did not breach the Company's 15% Placement Capacity. If shareholders of a company ratify such previous issues of equity securities at a general meeting, those equity securities will be deemed to have been issued with shareholder approval for the purposes of ASX Listing Rule 7.1.

The Company has issued 2,048,554 warrants, 15,023,329 fully paid ordinary shares and a convertible note representing 40,571,429 ordinary shares upon conversion using its 15% Placement Capacity during the prior 12 months (**Securities**). Accordingly, if Shareholders ratify the previous issues of securities by way of approving Resolutions 4, 5 and 6, those securities:

- 1) will be deemed to have been issued with shareholder approval for the purposes of ASX Listing Rule 7.1; and
- 2) will no longer be deducted from the Company's 15% Placement Capacity.

The Shareholder approval will in effect, refresh the Company's 15% Placement Capacity.

### *Resolution 4 - Technical information required by ASX Listing Rule 7.5*

Resolution 4 seeks Shareholder ratification of the issue of 2,048,554 warrants on 12 March 2020 to Sony Music Entertainment Netherlands B.V. (**Sony**).

In accordance with ASX Listing Rule 7.5, which contains requirements as to the contents of a notice sent to shareholders for the purposes of ASX Listing Rule 7.4, the following information is provided to Shareholders:

- 1) 2,048,554 warrants were issued to Sony pursuant to a Warrant Agreement (the **Sony Warrants**);
- 2) the Sony Warrants were issued to Sony for nil cash consideration;
- 3) each Sony Warrant has an exercise price of \$0.01 and grants Sony the ability to subscribe for one ordinary share in the Company. The Sony Warrants are exercisable in multiple tranches for a period of 7 years subject to certain vesting conditions, with the first tranche of Sony Warrants vesting on the last day of the month preceding the first year anniversary of the issue of the Sony Warrants. Upon exercise of the Sony Warrants, Sony will be issued fully



paid ordinary shares in the capital of the Company on the same terms and conditions as the Company's existing ordinary shares;

- 4) the Sony Warrants were issued to Sony in connection with a Commercial Data Access Agreement entered into by Jaxsta with Sony under which Jaxsta was granted a licence and authorisation to use Sony's data worldwide;
- 5) no funds were raised from the issue of the Sony Warrants as they were issued for nil cash consideration with a \$0.01 per Warrant exercise price and granted Jaxsta the ability to gain access to relevant music data from Sony for ingestion to the Jaxsta Platform; and
- 6) a Voting Exclusion Statement accompanies Resolution 4 in the Notice of Meeting.

A summary of the key terms and conditions of the Sony Warrants is set out in **Attachment A** to this Notice of Meeting.

#### *Resolution 5 - Technical information required by ASX Listing Rule 7.5*

Resolution 5 seeks Shareholder ratification of the issue of 15,023,329 fully paid ordinary shares on 18 December 2019 following the successful completion of a placement to sophisticated and professional investors (**Placement**). Bell Potter Securities acted as Lead Manager to the Placement.

The Placement was priced at \$0.18 per share and raised \$2,704,199 gross proceeds.

For the purposes of ASX Listing Rule 7.5, the following information is provided;

- 1) the number of shares issued under the Placement was 15,023,329;
- 2) the shares issued under the Placement were issued at a price of A\$0.18 per share;
- 3) the shares issued under the Placement were fully paid ordinary shares which rank equally with other existing shares from the date of issue;
- 4) Shares under the Placement have been issued to a range of sophisticated and professional investors identified by Bell Potter Securities in consultation with the Board who qualified under the requirements of section 708 of the Corporations Act; and
- 5) the net funds raised from the Placement were and will continue to be used by the Company to accelerate the launch of the Jaxsta Pro subscription service and Jaxsta API that are part of the long-term business plan. Funds will continue to be used primarily for:
  - a) sales, marketing and promotional activities supporting the launch of Jaxsta;
  - b) continued systems and platform development of Jaxsta Pro;
  - c) new API platform development; and
  - d) working capital.

A Voting Exclusion Statement accompanies Resolution 5 in the Notice of Meeting.

#### *Resolution 6 - Technical information required by ASX Listing Rule 7.5*

Resolution 6 seeks Shareholder ratification of the issue of a convertible note which converts into 40,571,428 fully paid ordinary shares on 10 September 2020 following the successful completion of



entry into a convertible note agreement with Songtradr Inc. (**Convertible Note**). The number of shares to be issued under Listing Rule 7.1 under the Convertible Note was 17,358,052 and 23,213,376 under listing rule 7.1A for a total of 40,571,428.

The Convertible Note was priced at \$0.035 per share and raised \$1,420,000 gross proceeds.

For the purposes of ASX Listing Rule 7.5, the following information is provided;

- 1) the number of shares to be issued under the Convertible Note under listing rule 7.1 was 17,358,052;
- 2) the shares to be issued under the Convertible Note are issued at a price of A\$0.035 per share;
- 3) the shares to be issued under the Convertible Note are fully paid ordinary shares which rank equally with other existing shares from the date of issue;
- 4) Shares under the Convertible Note are to be issued to Songtradr Inc in consultation with the Board who qualified under the requirements of section 708 of the Corporations Act; and
- 5) the net funds raised from the Placement were and will continue to be used by the Company to accelerate the launch of the Jaxsta Pro subscription service and Jaxsta API that are part of the long-term business plan. Funds will continue to be used primarily for:
  - a) working capital.

A summary of the key terms and conditions of the Songtradr Convertible Note is set out in **Attachment B** to this Notice of Meeting.

A Voting Exclusion Statement accompanies Resolution 6 in the Notice of Meeting.

#### *Board recommendation*

The Directors unanimously recommend Shareholders vote in favour of Resolutions 4, 5 and 6.

## **Resolutions 7: Issue of Options to Director Under the Jaxsta Incentive Option Plan**

### ***Background***

At the Company's Extraordinary General Meeting held on 17 August 2018, Shareholders approved the Jaxsta Incentive Option Plan.

The purpose of the Jaxsta Incentive Option Plan is to assist in the reward, retention and motivation of Eligible Participants (as defined in the Jaxsta Incentive Option Plan). This includes Directors and employees of Jaxsta.

The Jaxsta Incentive Option Plan has been established to:

- link the reward of Eligible Participants to performance and the creation of Shareholder value;



- align the interests of Eligible Participants more closely with the interests of Shareholders by providing an opportunity for Eligible Participants to receive Shares;
- provide Eligible Participants with the opportunity to share in any future growth in value of the Company; and
- provide greater incentive for Eligible Participants to focus on the Company's longer term goals.

The Directors recognise the importance that Directors and management have “skin in the game” and to align their interests with that of Jaxsta’s Shareholders. It is therefore proposed to issue unlisted options under the Jaxsta Incentive Option Plan to the Non-Executive Directors providing each with the opportunity to exercise those unlisted options on payment of the exercise price, into fully paid ordinary shares in the Company.

The Jaxsta Incentive Option Plan is a framework for the award of incentives. Any issue of securities under the Jaxsta Incentive Option Plan must be made in accordance with the requirements of the ASX Listing Rules, the Corporations Act, and applicable laws.

ASX Listing Rule 10.14 provides that an entity must not permit a director or an associate of a director to acquire securities under an employee incentive scheme without shareholder approval. Accordingly, approval for the grant of unlisted options to Mr Nigaglioni is required. Approval of this resolution will result in the grant of unlisted options to Mr Nigaglioni falling within exception 14 in Listing Rule 7.2. Therefore, the issue of unlisted options to Mr Nigaglioni will not require shareholder approval under ASX Listing Rule 7.1 and will not be included in the 15% calculation for the purposes of Listing Rule 7.1. The issue of shares in Jaxsta on the vesting of the options will also be excluded from Listing Rule 7.1.

For the purposes of ASX Listing Rule 10.14, the following information is provided:

- Unlisted options are proposed to be issued to Mr Jorge Nigaglioni who is an Executive Director of the Company.
- The maximum number of unlisted options to be issued to the Director are as follows:
  - it is proposed to issue Mr Jorge Nigaglioni 3,000,000 unlisted options exercisable into fully paid ordinary shares as follows; and
    - 750,000 vesting upon reaching a 30 day VWAP of \$0.175 on or before 5 years from the Grant Date;
    - 750,000 vesting upon reaching a 30 day VWAP of \$0.250 on or before 5 years from the Grant Date;
    - 750,000 vesting upon reaching a 30 day VWAP of \$0.325 on or before 5 years from the Grant Date;
    - 750,000 vesting upon reaching a 30 day VWAP of \$0.400 on or before 5 years from the Grant Date.
  - All options are exercisable at 167% of the price of Jaxsta ordinary shares at the Grant Date.



- Each of the unlisted options will be issued for Nil consideration. However, an exercise price is required to be paid on the vesting of the unlisted options as detailed above.
- Mr Nigaglioni has not been issued options under the Jaxsta Incentive Option Plan since its approval by Shareholders at the EGM held on 17 August 2018.
- Mr Nigaglioni's compensation for his role as Executive Director, Chief Financial Officer and Company Secretary is \$262,800, inclusive of superannuation.
- The proposed award is being issued as unlisted options instead of ordinary shares.
  - o The Company is utilising the unlisted options as a cost effective way to provide incentives for which the performance is aligned with the interests of shareholders.
  - o The Company attributes a value of \$0.027 to each unlisted option.
- A Voting Exclusion Statement accompanies Resolution 7 in the Notice of Meeting.
- No loan is proposed in connection with the proposed issue of any of the unlisted options to the Directors referred to above.
- Unlisted options are expected to be issued on or about 1 December 2020, or on a date not later than 12 months after this AGM (**Grant Date**).
- If approval is given for the issue of unlisted options under ASX Listing Rule 10.14, approval is not required under Listing Rule 7.1.

A summary of the key terms and conditions of the Jaxsta Incentive Option Plan is set out in **Attachment C** of this Notice of Meeting.

### *Board recommendation*

The Directors do not make any recommendation on Resolution 7 because of their personal interest in the subject matter of the Resolutions.

## **Resolution 8: Approval of additional share issue capacity under ASX Listing Rule 7.1A**

ASX Listing Rule 7.1A enables eligible entities to seek shareholder approval by special resolution to issue equity securities equivalent to an additional 10% of the number of ordinary securities on issue by way of placement over a 12 month period after the annual general meeting (**10% Placement Facility**). This 10% Placement Facility is in addition to the existing 15% Placement Capacity permitted by ASX Listing Rule 7.1.

An eligible entity for the purposes of ASX Listing Rule 7.1A is an entity that:

- 1) has a market capitalisation of A\$300 million or less; and
- 2) is not included in the S&P/ASX 300 Index.

The Company currently satisfies both the above criteria, and it is anticipated that it will satisfy both these criteria at the date of the AGM.

Accordingly, Resolution 8 is seeking approval of Shareholders by special resolution for the issue of up to the number of equity securities calculated in accordance with the formula in ASX Listing Rule 7.1A.2, at an issue price permitted by ASX Listing Rule 7.1A.3 to such persons as the Board may determine, on the terms described in this Explanatory Memorandum.

At the date of this Notice, the Company has on issue 247,190,330 fully paid ordinary shares and a capacity to issue:

- 1) 37,078,550 equity securities under ASX Listing Rule 7.1, provided that Resolutions 4, 5 and 6 are approved. If Resolutions 4, 5 and 6 are not approved, the Company will have capacity to issue 3,314 equity securities under ASX Listing Rule 7.1; and
- 2) nil equity securities under ASX Listing Rule 7.1A.

The actual number of equity securities that the Company will have capacity to issue under ASX Listing Rule 7.1A will be calculated at the date of issue of the equity securities in accordance with the formula prescribed in ASX Listing Rule 7.1A.2.

The effect of Resolution 8 will be to allow the Company to issue equity securities under ASX Listing Rule 7.1A during a 10% placement period, without using the Company's 15% Placement Capacity under ASX Listing Rule 7.1.

### *Information required by ASX Listing Rule 7.3A*

For the purposes of ASX Listing Rule 7.3A, the following information is provided.

- 1) The minimum price at which the equity securities will be issued will be no less than 75% of the volume weighted average price for the Company's ordinary shares calculated over the 15 trading days immediately before:
  - a) the date on which the price at which the equity securities are to be issued is agreed; or
  - b) if the equity securities are not issued within 10 trading days of the date in paragraph a) above, the date on which the equity securities are issued.
- 2) If Resolution 8 is approved by Shareholders and the Company issues equity securities under the 10% Placement Facility, the existing Shareholders face the risk of economic and voting dilution as a result of the issue of equity securities which are the subject of this Resolution, to the extent that such equity securities are issued, including the risk that:
  - a) the market price of equity securities may be significantly lower on the issue date than on the date on which this approval is being sought; and
  - b) the equity securities may be issued at a price that is at a discount to the market price for those equity securities on the issue date,which may have an effect on the amount of funds raised by the issue of the equity securities.
- 3) The table below page gives examples of the potential dilution of existing Shareholders calculated as at the date of this Notice using the current market price of shares and the

current number of ordinary securities for variable “A” in the formula in ASX Listing Rule 7.1A.2.

The table also shows:

- a) two examples where variable “A” has increased by 50% and 100%. Variable “A” is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under ASX Listing Rule 7.1 that are approved at a future Shareholders’ meeting; and
- b) two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

*Table: Examples of potential dilution existing Shareholders*

No. of Shares on Issue <sup>1</sup>	Potential dilution			
	Issue price (per Share)	\$0.0455 50% decrease in Issue Price	\$0.091 Issue Price	\$0.182 100% increase in Issue Price
<b>247,190,330 (Current)</b>	<b>Shares issued</b>	247,190,330	247,190,330	247,190,330
	<b>Funds raised</b>	\$1,124,716	\$2,249,432	\$4,498,864
<b>370,785,495 (50% increase)</b>	<b>Shares issued</b>	37,078,550	37,078,550	37,078,550
	<b>Funds raised</b>	\$1,687,074	\$3,374,148	\$6,748,296
<b>494,380,660 (100% increase)</b>	<b>Shares issued</b>	49,438,066	49,438,066	49,438,066
	<b>Funds raised</b>	\$2,249,432	\$4,498,864	\$8,997,728

- 4) The table has been prepared on the following assumptions:
  - a) the Company issues the maximum number of equity securities available under the 10% Placement Facility in ASX Listing Rule 7.1A;
  - b) no unlisted Options over ordinary shares are exercised into shares before the date of issue of ordinary shares under ASX Listing Rule 7.1A;
  - c) the 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%;
  - d) the table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder’s holding at the date of the AGM;
  - e) the table shows only the effect of issues of equity securities under ASX Listing Rule 7.1A, not under the 15% Placement Capacity under ASX Listing Rule 7.1;

<sup>1</sup> Variable “A” in Listing Rule 7.1A.2

- f) the issue of equity securities under the 10% Placement Facility consists only of shares; and
  - g) the issue price is \$0.091 per share<sup>2</sup>, being the closing price of the shares on ASX on 14 October 2020.
- 5) If any of the shares being approved by this Resolution 8 are issued, they will be issued during the placement period, that is, within 12 months of the date of the AGM (i.e. by 25 November 2021) and the approval being sought under Resolution 8 will cease to be valid if ordinary Shareholders approve a transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking) prior to 25 November 2021.
- 6) The shares will be issued for the purpose of raising working capital for the Company, which includes continuation of the Company's activities, the assessment and evaluation of new business development opportunities and general working capital purposes.
- 7) The Company will comply with the disclosure obligations under ASX Listing Rules 7.1A.4 and 3.10.5A (and any applicable amendments to those ASX Listing Rules) upon issue of any equity securities.
- 8) The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of allottees of any equity securities that may be issued (subject to Shareholder approval of Resolution 8) have not been determined as at the date of this Notice but may include existing Shareholders and/or parties who are not currently Shareholders and are not related parties or associates the Company. Any potential allottees will be determined on a case-by-case basis having regard to factors including, but not limited to, the following:
- a) the methods of raising funds available to the Company (including but not limited to, rights issue or other issues in which existing security holders can participate), while balancing interest from potential allottees with the interests of existing Shareholders;
  - b) the effect of the issue of equity securities on the control of the Company and balancing the interests of existing Shareholders. Allocation will be subject to takeover thresholds;
  - c) the financial situation and solvency of the Company and its need for working capital at any given time; and
  - d) advice from corporate, financial and broking advisors (if applicable).

### *Previous approval under ASX Listing Rule 7.1A*

The Company previously obtained Shareholder approval under ASX Listing Rule 7.1A at its 2019 Annual General Meeting held on 25 November 2019.

In the twelve months preceding the date of the proposed AGM, the Company issued a convertible note which would convert into 40,571,428 ordinary shares. The number of shares to be issued under Listing Rule 7.1 under the convertible note was 17,358,052 and 23,213,376 under listing rule

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<sup>2</sup> Closing price on 2 October 2020 was \$0.22 per share.

7.1A. The 23,213,376 shares for conversion under the convertible note represents 10.00% of the total number of equity securities on issue at the commencement of the 12 month period (being 25 November 2019). The specific disclosure required under ASX Listing Rule 7.3A.6 is also included in the table below.

*Specific disclosure required under ASX Listing Rule 7.3A.6*

<b>Date of Issue</b>	<b>10 September 2020</b> <b>Issue of Convertible Note to</b> <b>Songtradr</b>
<b>Number issued</b>	40,571,428 (17,358,052 under listing rule 7.1 and 23,213,376 under listing rule 7.1A)
<b>Class of equity securities</b>	Convertible Note
<b>Names of persons to whom equity securities were issued</b>	Songtradr Inc
<b>Issue price and discount to market price (if any)</b>	\$0.035 The shares were issued at a 35% premium to the closing price of Jaxsta shares on 9 September 2020.
<b>Total cash consideration</b>	\$1,420,000
<b>Use of cash consideration</b>	Working Capital
<b>Non-cash consideration</b>	Convertible note was issued pursuant to the convertible note agreement as disclosed to the ASX on 14 September 2020. The current value of the convertible note is \$3,692,000 based on Jaxsta's closing share price of \$0.091 on 14 October 2020.

- 1) A Voting Exclusion Statement is set out under the Resolution in the Notice of Meeting. Potential allottees under the 10% Placement Facility (should it be approved) other than Songtradr Inc. have not been identified as at the date of this Notice but may include existing Shareholders and/or parties who are not currently Shareholders and are not related parties or associates of the Company.

Resolution 8 is a special resolution. For a special resolution to be passed, at least 75% of the votes cast by Shareholders present and entitled to vote on the resolution must be in favour of the resolution.

*Board recommendation*

The Directors unanimously recommend Shareholders vote in favour of Resolution 8.



*No ASX responsibility for this Notice*



## Attachment A - Terms and conditions of Sony Warrants

Key Term	Description
<b>Grant of Warrants</b>	The Warrants were granted on 10 March 2020 in two tranches: <ol style="list-style-type: none"><li>1) an initial tranche of 1,024,278 Warrants (<b>Tranche 1 Warrants</b>); and</li><li>2) a second tranche of 562,977 Warrants (<b>Tranche 2 Warrants</b>).</li></ol>
<b>Entitlement</b>	Each Warrant entitles the holder to subscribe for one Share upon exercise of the Warrant.
<b>Exercise Price</b>	Subject to a reorganisation of capital (described in the 'Reorganisation of Capital' section below), the amount payable upon exercise of each Warrant is A\$0.01 ( <b>Exercise Price</b> ).
<b>Vesting</b>	The Warrants will vest as follows: <ul style="list-style-type: none"><li>• Tranche 1 Warrants will vest on the date that is the last day of the month preceding the first year anniversary of the Tranche 1 Warrants being granted (<b>First Vesting Date</b>);</li><li>• Tranche 2 Warrants will vest on the date that is the last day of the month preceding the second year anniversary of the Tranche 2 Warrants being granted (<b>Second Vesting Date</b>);</li><li>• upon the occurrence of a merger, consolidation, takeover bid or scheme of arrangement in respect of the Company (or any event similar to those events involving a change in the ownership of a majority of the shares in the Company or control of the Company or all or a substantial part of the assets of the Company); or</li><li>• any other event as determined by the Board.</li></ul>
<b>Expiry Date</b>	Each Warrant will expire on the date that is the seventh year anniversary of the vesting date of the Warrant as detailed in the 'Vesting' section above ( <b>Expiry Date</b> ).
<b>Exercise Period</b>	The Warrants are exercisable during the period commencing on the applicable vesting date of the Warrants as detailed in the 'Vesting' section above and ending on the Expiry Date ( <b>Exercise Period</b> ). The holder's right to exercise a Warrant immediately lapses at midnight on the Expiry Date.
<b>Notice of Exercise</b>	A Warrant may be exercised during the Exercise Period by notice to the Company ( <b>Notice of Exercise</b> ) and payment of the Exercise Price for each Warrant within 5 days of the date of the Notice of Exercise.
<b>Timing of issue of Shares on exercise</b>	Upon the exercise of a Warrant, the Company must: <ol style="list-style-type: none"><li>1) within five (5) business days of the date on which the Exercise Notice takes effect, subject to any change to the number of Shares to be issued or to the Exercise Price required under the terms applicable to the Warrants as a result of a reorganisation of the Company's share capital, issue to the holder one Share for each Warrant exercised;</li></ol>

	<p>2) apply to ASX for listing or quotation of the Shares to be issued pursuant to the exercise of the Warrants and any such application must be made in accordance with the ASX Listing Rules;</p> <p>3) subject to the Corporations Act, issue a certificate representing the Shares issued on exercise of the Warrants within five (5) business days of the issue of the Shares.</p>
<b>Shares issued on exercise</b>	Shares issued on exercise of the Warrants will, subject to the Company's Constitution, rank equally with the existing Shares at the date of issue.
<b>Reorganisation of capital</b>	If prior to the issue of Shares on exercise of a Warrant, there is a reorganisation of the capital of the Company (including pro-rata bonus or rights issue, consolidation, subdivision, reduction or return), the Warrant and the Exercise Price of the Warrant is to be changed in the manner set out in the Warrant Agreement subject to the requirements of the Corporations Act and the ASX Listing Rules.
<b>Participation in new issues</b>	The holder may only participate in new issues of Shares if the holder exercises any Warrants and becomes the holder of Shares on or prior to the record date for the new issue of Shares.
<b>Transferability</b>	The Warrants are not transferable for a period of 12 months from the date the Warrants are issued to the holder without the prior written consent of the Company other than where a Permitted Vesting Event occurs or where there is a transfer to a related body corporate of the Warrant holder with the prior consent of the Company.



## Attachment B - Terms and conditions of Songtradr Convertible Notes

Key Term	Description
<b>Term and maturity</b>	The maturity date of the Convertible Notes is 10 September 2023 ( <b>Final Redemption Date</b> ).
<b>Total face value</b>	A\$1,420,000.
<b>Interest</b>	<p>The Convertible Notes carry an interest rate of 7.5% per annum.</p> <p>Interest accrues in 3 month periods on the outstanding amount under the Convertible Note Agreement, including any capitalised and uncapitalised interest (<b>Outstanding Amount</b>).</p> <p>Accrued interest will be capitalised on the last day of each 3 month period by increasing the Outstanding Amount. Songtradr may elect that the interest accrued over the term of Convertible Note Agreement be converted into Shares in accordance with conversion terms set out below.</p>
<b>Security and collateral</b>	The Convertible Note Agreement is secured by a general security deed over all present and future acquired property, interests, rights and proceeds of the Company, Jaxsta Holdings Pty Limited and Jaxsta Enterprise Pty Ltd.
<b>Conversion terms</b>	<p>Songtradr may at any time convert all (or part) of the Outstanding Amount to Shares by giving a conversion notice to the Company (<b>Conversion Notice</b>). If Songtradr gives a Conversion Notice to the Company, the Company must issue to Songtradr the number of Shares determined in accordance with the following formula:</p> $x = \frac{P}{CP}$ <p>where,</p> <p><b>x</b>      number of Shares to be issued;</p> <p><b>P</b>      conversion amount to be converted; and</p> <p><b>CP</b>      Conversion Price of A\$0.035.</p> <p>If any Diluting Event (as defined below) occurs, an adjustment will be made to the number and issue price of Shares to which Songtradr is entitled upon conversion of the Convertible Notes so that the relative fair market value of the Convertible Notes as compared to the fair market value of other securities on issue prior to the Diluting Event is not adversely affected by the Diluting Event. The following are <b>Diluting Events</b>:</p> <ul style="list-style-type: none"> <li>• an issue of securities by way of capitalisation of profits or reserves or bonus issue;</li> <li>• a cash or non-cash dividend or other distribution, including any spin off;</li> <li>• a rights issue or entitlements issue (of shares or other securities) or a placement (of shares or other securities), other than convertible securities, where the issue price per Share is less than the Conversion Price; or</li> <li>• an issue of securities convertible into Shares (or any amendment to the conversion terms of those securities) where the present value of the issue price per share (assuming the security is converted on the latest possible date) is less than the Conversion Price.</li> </ul>

<b>Maximum number of Shares on conversion</b>	1) The maximum number of Shares to be issued on conversion of the total face value is 40,571,428, subject to any additional Shares to be issued on conversion of accrued and capitalised interest. Songtradr cannot the Convertible Notes if doing so would breach the takeover rules contained in the Corporations Act.
<b>Voluntary prepayment</b>	The Company cannot prepay any Convertible Notes without the prior written consent of Songtradr.
<b>Conversion trigger</b>	<p>If, in the release to ASX of the Company's full year financial results for FY21 or FY22, the Company reports:</p> <ul style="list-style-type: none"> <li>a net profit of at least \$5,000,000, Songtradr must issue a Conversion Notice in respect of the aggregate of the face value and accrued but unpaid interest (if any); and</li> <li>a net profit of at least \$2,500,000 but less than \$5,000,000, Songtradr must, issue a Conversion Notice in respect of 50% of the aggregate of the face value and accrued but unpaid interest (if any).</li> </ul>
<b>Redemption</b>	The Company must repay the face value of the Convertible Notes plus any accrued interest in the event the Convertible Notes are not converted prior to 10 September 2023.
<b>Board Observer</b>	<p>1) Whilst Songtradr holds the Convertible Notes or at least 5% of the total issued Shares in the Company, Songtradr may appoint a representative who</p> <p>2) will be entitled to attend and observe board meetings of the Company in a non-voting capacity and on a confidential basis.</p>
<b>Events of default</b>	<p>The Convertible Note Agreement sets out a number of events that are each deemed to be an <b>Event of Default</b>. These events include:</p> <ul style="list-style-type: none"> <li>certain failures to pay or repay any part of amounts under a Note Document as when they fall due;</li> <li>an unremedied failure to comply with any provision of the Note Documents or with any condition of any waiver or consent;</li> <li>failure to convene a general meeting within 6 months to obtain shareholder approval or failure to obtain shareholder approval for the Note Documents;</li> <li>any representation or warranty or statement under a Note Document is or proves to have been incorrect or misleading in any material respect, and the circumstances that give rise to the breach are not remedied within 15 Business Days;</li> <li>certain financial indebtedness becomes due and payable, or becomes capable of being declared due and payable, before the scheduled date for payment or is not paid when due;</li> <li>any encumbrance is enforced against an asset of a party in an amount exceeding A\$350,000;</li> <li>a judgment in an amount exceeding A\$350,000 is obtained against a party, and is not set aside or satisfied within 14 days or any later date under the terms of the judgment on which it is required to be paid;</li> <li>a distress, attachment, execution or other process of a government agency is issued against, levied or entered upon an asset of a party in an amount exceeding A\$350,000, and is not set aside or satisfied within 14 days;</li> <li>a party is unable to pay its debts when they are due or is otherwise insolvent;</li> </ul>

- a party implements a merger, demerger or scheme of arrangement with any person;
- a party is deregistered, or any steps are taken to deregister a party under any applicable law;
- all or a material part of the secured property is destroyed, lost or destroyed subject to being appropriately covered by insurance;
- the Company ceases to have its ordinary shares listed for trading on the ASX;
- a material provision of a Note Document is illegal, void, voidable or unenforceable;
- any person becomes entitled to terminate, rescind or avoid any material provision of a Note Document;
- the execution, delivery or performance of a Note Document by a party breaches or results in a contravention of any law;
- any event or series of events, whether related or not, occurs which has, or is likely to have, a material adverse effect;
- a party repudiates a Note Document;
- if all or a material part of the property of a party is sold or divested because it is required to do so by a government agency, or is compulsorily acquired by any government agency without compensation

**Note Document** means the Convertible Note Agreement and each corresponding security document, the licence agreement and any document agreed by the Company and Songtradr to be a Note Document.

If an Event of Default occurs, while it is continuing Songtradr may at any time after its occurrence by notice to the Company declare that:

- all or part of the secured moneys, are immediately due and payable, whereupon they will become immediately due and payable; or
- all or part of the secured moneys are payable on demand, whereupon they will become payable by demand by Songtradr; or
- exercise any or all of its rights, remedies, powers or discretions under the Note Documents; or
- make a combination of the declarations of the above.

<b>Representations and warranties</b>	The Company has provided Songtradr with a number of customary representations and warranties in the Convertible Note Agreement.
<b>Guarantee and indemnity</b>	The obligations of the Company under the Convertible Notes are guaranteed by the wholly owned subsidiaries of the Company being Jaxsta Holdings Pty Limited and Jaxsta Enterprise Pty Ltd. The Company provides an indemnity in favour of Songtradr in respect of any loss suffered in connection with a default under the Convertible Note Agreement.
<b>Assignment and transferability</b>	2) Songtradr may assign or transfer its rights under or in connection with the Convertible Note Agreement without the consent of the Company.

## Attachment C - Summary of the Jaxsta Incentive Option Plan

Key Term	Description
<b>Eligibility</b>	<p>Participants in the Jaxsta Incentive Option Plan (<b>Plan</b>) may be:</p> <ol style="list-style-type: none"> <li>1) a Director (whether executive or non-executive) of the Company, its subsidiaries and any other related body corporate of the Company (<b>Group Company</b>);</li> <li>2) a full or part time employee of any Group Company;</li> <li>3) a casual employee or contractor of a Group Company to the extent permitted by ASIC Class Order 14/1000 (or any amendment to or replacement of that Class Order) (<b>Class Order</b>); or</li> <li>4) a prospective participant, being a person to whom the offer is made but who can only accept the offer if an arrangement has been entered into that will result in the person becoming a Participant under clauses (i), (ii) or (iii) above,</li> </ol> <p>who is declared by the Board to be eligible to receive grants of Options under the plan (<b>Participants</b>).</p>
<b>Offer</b>	<p>The Board may, from time to time, in its absolute discretion, make a written offer to any Participant (including a Participant who has previously received an offer) to apply for up to a specified number of Options, upon the terms set out in the Plan and upon such additional terms and conditions as the Board determines.</p>
<b>Plan limit</b>	<p>The Company must have reasonable grounds to believe, when making an offer, that the number of Shares to be received on exercise of Options offered under an offer, when aggregated with the number of Shares issued or that may be issued as a result of offers made in reliance on the Class Order at any time during the previous 3 year period under an employee incentive scheme covered by the Class Order or an ASIC exempt arrangement of a similar kind to an employee incentive scheme, will not exceed 5% of the total number of Shares on issue at the date of the offer.</p>
<b>Issue price</b>	<p>Unless the Options are quoted on the ASX, Options issued under the plan will be issued for no more than nominal cash consideration.</p>
<b>Vesting Conditions</b>	<p>An Option may be made subject to vesting conditions as determined by the Board in its discretion and as specified in the offer for the Option (<b>Vesting Conditions</b>).</p>
<b>Vesting</b>	<p>The Board may in its absolute discretion (except in respect of a Change of Control occurring where Vesting Conditions are deemed to be automatically waived) by written notice to a Participant, resolve to waive any of the Vesting Conditions applying to Options due to:</p> <ol style="list-style-type: none"> <li>1) Special Circumstances arising in relation to a Relevant Person in respect of those Options;</li> <li>5) a Change of Control (defined below) occurring; or</li> </ol>

	6) the Company passing a resolution for voluntary winding up, or an order is made for the compulsory winding up of the Company.
<b>Lapse of an Option</b>	<p>An Option will lapse upon the earlier to occur of:</p> <ol style="list-style-type: none"> <li>1) an unauthorised dealing in the Option;</li> <li>7) a Vesting Condition in relation to the Option is not satisfied by its due date, or becomes incapable of satisfaction, unless the Board exercises its discretion to vest the Option (e.g., due to death, total and permanent disability);</li> <li>8) in respect of unvested Options only, a Participant ceases to be a Participant, unless the Board exercises its discretion to vest the Options (e.g., due to death, total and permanent disability) or allow the unvested Options to remain unvested after the relevant person ceases to be a Participant;</li> <li>9) in respect of vested Options only, a relevant person ceases to be a Participant and the Option granted in respect of that person is not exercised within one (1) month (or such later date as the Board determines) of the date that person ceases to be a Participant;</li> <li>10) the Board deems that an Option lapses due to fraud, dishonesty or other improper behaviour of the Participant;</li> <li>11) the Company undergoes a change in control or winding up, and the Board does not exercise its discretion to vest the Option; and</li> <li>12) the expiry date of the Option.</li> </ol>
<b>Not transferrable</b>	Options are only transferrable in Special Circumstances with the prior written consent of the Board (which may be withheld in its absolute discretion) or by force of law upon death to the participant's legal personal representative or upon bankruptcy to the participant's trustee in bankruptcy.
<b>Shares</b>	Shares resulting from the exercise of the Options shall, subject to any Sale Restrictions (refer below) from the date of issue, rank on equal terms with all other Shares on issue.
<b>Quotation of Shares</b>	If Shares of the same class as those issued upon exercise of Options issued under the Plan are quoted on the ASX, the Company will, subject to the ASX Listing Rules, apply to the ASX for those Shares to be quoted on ASX within 10 business days of the later of the date the Shares are issued and the date any restriction period applying to the disposal of Shares ends.
<b>Share Sale Restrictions</b>	The Board may, in its discretion, determine at any time up until exercise of Options, that a restriction period will apply to some or all of the Shares issued to a Participant (or their eligible nominee) on exercise of those Options up to a maximum of seven (7) years from the grant date of the Options.
<b>No Participation Rights</b>	There are no participating rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.
<b>Reorganisation</b>	If, at any time, the issued capital of the Company is reorganised (including consolidation, subdivision, reduction or return), the terms of the Options will be

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changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reorganisation.

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## **Amendments**

Subject to express restrictions set out in the Plan and complying with the Corporations Act, ASX Listing Rules and any other applicable law, the Board may at any time by resolution amend or add to all or any of the provisions of the Plan, or the terms or conditions of any Option granted under the Plan including giving any amendment retrospective effect.

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## **Definitions**

Capitalised terms used in the above summary are as defined in the Plan, including:

***Change of Control*** means:

- 1) a bona fide Takeover Bid is declared unconditional and the bidder has acquired a Relevant Interest in at least 50.1% of the Company's issued Shares;
- 2) a court approves, under section 411 (4)(b) of the Corporations Act, a proposed compromise or arrangement for the purposes of, or in connection with, a scheme for the reconstruction of the Company or its amalgamation with any other company or companies; or
- 3) in any other case, a person obtains Voting Power in the Company which the Board (which for the avoidance of doubt will comprise those Directors immediately prior to the person acquiring that Voting Power) determines, acting in good faith and in accordance with their fiduciary duties, is sufficient to control the composition of the Board.



Jaxsta Ltd | ABN 15 106 513 580

# Proxy Voting Form

If you are attending the virtual Meeting  
please retain this Proxy Voting Form  
for online Securityholder registration.

[EntityRegistrationDetailsLine1Envelope]  
[EntityRegistrationDetailsLine2Envelope]  
[EntityRegistrationDetailsLine3Envelope]  
[EntityRegistrationDetailsLine4Envelope]  
[EntityRegistrationDetailsLine5Envelope]  
[EntityRegistrationDetailsLine6Envelope]

## [HolderNumber]

Holder Number:  
[HolderNumber]

Your proxy voting instruction must be received by **1.00pm (WST) on Tuesday, November 2020**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

### SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

#### YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

#### STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

#### DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

#### STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

#### APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

#### SIGNING INSTRUCTIONS

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

**Joint holding:** Where the holding is in more than one name, all Shareholders 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 Proxy Voting Form when you return it.

**Companies:** To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

**Email Address:** Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

#### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

#### Lodging your Proxy Voting Form:

##### Online:

Use your computer or smartphone to appoint a proxy at  
<https://investor.automic.com.au/#/loginsah>  
or scan the QR code below using your smartphone

**Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.**



##### BY MAIL:

Automic  
GPO Box 5193  
Sydney NSW 2001

##### IN PERSON:

Automic  
Level 5, 126 Phillip Street  
Sydney NSW 2000

##### BY EMAIL:

[meetings@automicgroup.com.au](mailto:meetings@automicgroup.com.au)

##### BY FACSIMILE:

+61 2 8583 3040

##### All enquiries to Automic:

##### WECHAT:

<https://automicgroup.com.au/>

**PHONE:** 1300 288 664 (Within Australia)  
+61 2 9698 5414 (Overseas)

