

# jaxsta

22 October 2021

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 2021 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 Wednesday, 24 November 2021 at 1:00pm (Sydney time) via Zoom meeting. The details provided below:

ZOOM MEETING ADDRESS:

[https://us02web.zoom.us/webinar/register/WN\\_jzl2x5PdRAGRoVxuG6-Jlg](https://us02web.zoom.us/webinar/register/WN_jzl2x5PdRAGRoVxuG6-Jlg)

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.

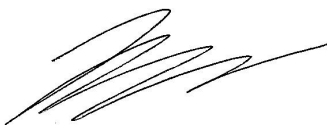
If you are attending the AGM online, please submit your Proxy Form by no later than 1:00pm Tuesday 24 November 2021 to facilitate a faster registration. If you are unable to attend the AGM, you must complete and return the enclosed Proxy Form by no later than 1:00pm (Sydney time) on Tuesday, 24 November 2021 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,



**Linda Jenkinson**  
**Chairman**



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

## **Notice of 2021 Annual General Meeting**

Notice is given that the 2021 Annual General Meeting (**AGM** or **Meeting**) of the shareholders of Jaxsta Ltd (**Jaxsta** or the **Company**) will be held:

Date: Wednesday, 24 November 2021

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 2021.

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 2021 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: Re-election of Director – Brett Cottle**

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

*“That Brett Cottle, 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 2: Re-election of Director – Jorge Nigaglioni**

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

*“That Jorge Nigaglioni, 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 2021, as set out in the Directors' Report, is adopted.”*

The Remuneration Report is contained in the 2021 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 2021 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 (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 29 September 2021 of a total of 41,667,669 fully paid ordinary shares in Jaxsta Ltd at an issue price of 6.0 cents per share, 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 a person who participated in the issue or any associates of those persons. 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.
- 3) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - a) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
  - b) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

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

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 2,000,000 share options on 5 October 2021 to Peloton Capital Ltd and its associates at an exercise price of 15 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.

- 3) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - a) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
  - b) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

## **Resolution 6: 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 6*

In accordance with ASX Listing Rule 14.11, the Company will disregard any votes cast in favour of Resolution 6 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 6 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.
- 3) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:



- a) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
- b) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.



## **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 2021

## 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 Monday, 24 November 2021 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 Monday, 24 November 2021 (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: <https://www.automicgroup.com.au/>
- Email: [hello@automic.com.au](mailto:hello@automic.com.au)

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 Monday, 24 November 2021, 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 Wednesday, 17 November 2021. 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 Wednesday, 24 November 2021 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 Resolution 3 and Mr Cottle and Mr Nigaglioni abstaining from making a recommendation on their 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 and 5 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 6 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: Re-election of director – Brett Cottle**

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.

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



Brett was the Chief Executive of Australasian Performing Right Association Ltd (APRA) for 28 years until stepping down in June 2018. For the last 21 of those years Brett also held the position of Chief Executive of Australasian Mechanical Copyright Owners Society Ltd (AMCOS) following the merger of back offices of those organisations in 1997.

APRA AMCOS administers performance, broadcast, on line and recording rights in musical works on behalf of songwriters and music publishers, and is the largest music industry body in Australasia with annual turnover exceeding \$300 million.

Brett hold a law degree from Sydney University, is a past Director of the Australian Copyright Council and a past member of the Copyright Law Review Committee.

Between 1991 and 2018 Brett was a Director of the International Confederation of Societies of Authors and Composers (CISAC) and is the only Australian to have served as Chair of that international body, a position he held between 2005 and 2010.

In 2012 Brett was awarded the Order of Australia.

#### *Board recommendation*

The Directors, with Brett Cottle abstaining, unanimously recommend Shareholders vote in favour of Resolution 1.

### **RESOLUTION 2: Re-election of director – Jorge Nigaglioni**

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.

Jorge Nigaglioni was appointed as a Director of the Company on 6 March 2013. 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. In accordance with clause 14.2 of the Constitution, Jorge retires from office at the conclusion of the AGM and is eligible for re-election as a Director of the Company.

Jorge has over 26 years of experience in accounting and finance roles in both public and private companies. Jorge has worked with start-up companies and has been the CFO for two publicly listed companies in the United States and Australia. As a Controller at Agilent Technologies, he was involved in turning around two divisions to profitability. In his last two years at PricewaterhouseCoopers he was involved in auditing and consulting for



start-up companies, where he focused his expertise to launch early ventures to success. Jorge has a Master of Business Administration from the University of Wisconsin-Madison and a Bachelor of Science degree in Business Administration from Bryant University. Jorge is a graduate and member of the Australian Institute of Company Directors and also holds a Certificate in Governance Practice and Administration from the Governance Institute of Australia.

#### *Board recommendation*

The Directors, with Jorge Nigaglioni 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 2021 (**FY20**) is set out in Jaxsta's 2021 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 FY21 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 and 5: 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 41,667,669 fully paid ordinary shares and 2,000,000 unlisted options 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 and 5, 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 41,667,669 fully paid ordinary shares on 29 September 2021 following the successful completion of a placement to sophisticated and professional investors (**Placement**). Peloton Capital acted as Lead Manager to the Placement.

The Placement was priced at \$0.06 per share and raised \$2,500,000 gross proceeds.

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

- 1) the allocation made by Peloton Capital was on the basis that the participants identified were a range of sophisticated and professional investors who qualified under the requirements of section 708 of the Corporations Act and were approved in consultation with the Board who qualified under the requirements of section 708 of the Corporations Act. The shares were issued to investors who were not related parties, advisers to the Company, key management personnel or associates of those aforementioned persons;
- 2) the number of ordinary shares issued under the Placement was 41,667,669;
- 3) the shares issued under the Placement were issued at a price of A\$0.060 per share;



- 4) the shares issued on 28 September 2021 under the Placement were fully paid ordinary shares which rank equally with other existing shares from the date of issue;
- 5) the net funds raised from the Placement were and will continue to be used by the Company to accelerate the adoption of its recently deployed paid tier of its Jaxsta Pro subscription service and continue to add resources to increase the business volume of Jaxsta Data Solution transactions that are part of the long-term business plan. Funds will continue to be used primarily for:
  - a) Continued feature development and sales and marketing promotion of the Jaxsta Plus tier.;
  - b) Additional resources for the Data Solutions sales team;
  - c) working capital.

A Voting Exclusion Statement accompanies Resolution 4 in the Notice of Meeting.

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

Resolution 5 seeks Shareholder ratification of the issue of 2,000,000 unlisted options on 5 October 2021 to Peloton Capital Pty Ltd and its associates (**Peloton**).

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) 2,000,000 unlisted options were issued to Peloton pursuant to a Corporate Advisor and Capital Raising Mandate (the **Peloton Options**);
- 2) the Peloton Options were issued to Peloton for nil cash consideration;
- 3) each Peloton Option has an exercise price of \$0.15 and grants Peloton the ability to subscribe for one ordinary share in the Company. The Peloton Options are exercisable for a period of 3 years. Upon exercise of the Peloton Options, Peloton 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 Peloton Options were issued to Peloton in connection with a Corporate Advisor and Capital Raising Mandate entered into by Jaxsta with Peloton under which Jaxsta is obligated to issue the options as part of the placement fees;
- 5) no funds were raised from the issue of the Peloton Options as they were issued for nil cash consideration with a \$0.15 per option exercise price and granted Jaxsta access to the placement funds; and
- 6) a Voting Exclusion Statement accompanies Resolution 5 in the Notice of Meeting.

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

#### *Board recommendation*

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

## **Resolution 6: 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 6 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 342,578,199 fully paid ordinary shares and a capacity to issue:

- 1) 51,386,730 equity securities under ASX Listing Rule 7.1, provided that Resolutions 4 and 5 are approved. If Resolutions 4 and 5 are not approved, the Company will have capacity to issue 1,469,783 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 6 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 6 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)	\$0.031 50% decrease in Issue Price	\$0.062 Issue Price	\$0.124 100% increase in Issue Price
342,578,199 (Current)	Shares issued	342,578,199	342,578,199	342,578,199
	Funds raised	\$10,619,924	\$21,239,848	\$42,479,697
513,867,299 (50% increase)	Shares issued	51,386,730	51,386,730	51,386,730
	Funds raised	\$1,592,989	\$3,185,977	\$6,371,955
685,156,398 (100% increase)	Shares issued	68,515,640	68,515,640	68,515,640
	Funds raised	\$2,123,985	\$4,247,970	\$8,495,939

- 4) The table has been prepared on the following assumptions:
- the Company issues the maximum number of equity securities available under the 10% Placement Facility in ASX Listing Rule 7.1A;
  - no unlisted Options over ordinary shares are exercised into shares before the date of issue of ordinary shares under ASX Listing Rule 7.1A;
  - 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%;
  - 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;
  - 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;
  - the issue of equity securities under the 10% Placement Facility consists only of shares; and
  - the issue price is \$0.062 per share<sup>2</sup>, being the closing price of the shares on ASX on 8 October 2021.
- 5) If any of the shares being approved by this Resolution 6 are issued, they will be issued during the placement period which expires on the first to occur of the following:
- The date that is 12 months after the date of the annual general meeting at which the approval is obtained (i.e. by 23 November 2022);
  - The time and date of the entity's next annual general meeting; or
  - The time and date of the approval by holders of the eligible entity's ordinary securities of a transaction under rule 11.1.2 or rule 11.2.

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

<sup>2</sup> Closing price on 8 October 2021 was \$0.062 per share.

- 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 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 6) 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 of 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 2020 Annual General Meeting held on 26 November 2020.

In the twelve months preceding the date of the proposed AGM, the Company issued 95,387,869 ordinary shares. The number of shares to be issued under Listing Rule 7.1 was 37,078,550. The Company also issued 24,719,033 under listing rule 7.1A, representing 10% of the issued capital of the Company as at 26 November 2020. The company refreshed its 7.1 capacity at an EGM on 11 June 2021 allowing a further 45,136,550 shares to be issued under Listing Rule 7.1. 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>24 March 2021</b> <b>Issue of Shares pursuant to Placement</b>
<b>Number issued</b>	53,720,100 (24,719,033 under LR 7.1A)
<b>Class of equity securities</b>	Fully Paid Ordinary Shares
<b>Names of persons to whom equity securities were issued</b>	Allotees who participated in the Placement consisting of a range of sophisticated and professional investors who qualify under the requirements of sections 9 and 708 of the Corporations Act identified by Peloton Capital.
<b>Issue price and discount to market price (if any)</b>	\$0.075
<b>Total cash consideration</b>	\$4,025,025
<b>Use of cash consideration</b>	Proceeds from the issue of shares will be used to: <ul style="list-style-type: none"> <li>• Complete the transition of Jaxsta Pro back to paid.</li> <li>• Sales and marketing of the Jaxsta API and data solutions</li> <li>• Working Capital</li> </ul>
<b>Non-cash consideration</b>	Not applicable

- 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) 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 6 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 6.

*No ASX responsibility for this Notice*



## Attachment A - Terms and conditions of Peloton Options

Key Term	Description
<b>Issue of Options</b>	The Options were granted on 5 October 2021.
<b>Entitlement</b>	Each Option entitles the holder to subscribe for one Share upon exercise of the Option.
<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 Option is A\$0.15 ( <b>Exercise Price</b> ).
<b>Vesting</b>	The Options vest immediately.
<b>Expiry Date</b>	Each Option will expire on the date that is the third year anniversary of the vesting date of the Option as detailed in the 'Vesting' section above ( <b>Expiry Date</b> ).
<b>Exercise Period</b>	The Options are exercisable during the period commencing on the applicable vesting date of the Options as detailed in the 'Vesting' section above and ending on the Expiry Date ( <b>Exercise Period</b> ). The holder's right to exercise a Option immediately lapses at midnight on the Expiry Date.
<b>Notice of Exercise</b>	An Option 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 Option 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 Option, 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 Options as a result of a reorganisation of the Company's share capital, issue to the holder one Share for each Option exercised;</li><li>2) apply to ASX for listing or quotation of the Shares to be issued pursuant to the exercise of the Options and any such application must be made in accordance with the ASX Listing Rules;</li><li>3) subject to the Corporations Act, issue a certificate representing the Shares issued on exercise of the Options within five (5) business days of the issue of the Shares.</li></ol>
<b>Shares issued on exercise</b>	Shares issued on exercise of the Options 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 Option, there is a reorganisation of the capital of the Company (including pro-rata bonus or rights issue, consolidation, subdivision, reduction or return), the Option and the Exercise Price of the Option is to be changed in the manner set out in the Option Agreement subject to the requirements of the Corporations Act and the ASX Listing Rules.

---

**Participation in new issues**

The holder may only participate in new issues of Shares if the holder exercises any Options and becomes the holder of Shares on or prior to the record date for the new issue of Shares.

---

**Transferability**

The Options are not transferable for a period of 12 months from the date the Options 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 Option holder with the prior consent of the Company.

---