



13 May 2019

ASX Limited
Isabelle Andrews
Adviser, Listing Compliance (Perth)
ASX Compliance Pty Ltd
Level 40, Central Park
152 – 158 St Georges Terrace
Perth WA 6000

By email: Isabelle.Andrews@asx.com.au
ListingsCompliancePerth@asx.com.au

Dear Isabelle

ASX AWARE QUERY

I refer to your letter dated 8 May 2019 regarding information in relation to the Jaxsta Limited (**Jaxsta** or **Company**) announcement entitled 'Placement' lodged on the ASX Market Announcements Platform on 8 May 2019 (the **Announcement**) disclosing that the Company had raised approximately \$3.3 million in a share placement to sophisticated and professional investors (**Information**).

In response to the questions set out in the 'Request for Information' section, Jaxsta advises the following:

1. Yes, Jaxsta does consider the Information to be information that a reasonable person would expect to have a material effect on the price or value of its securities.
2. Not applicable.
3. On 26 April 2019, Jaxsta disclosed that it planned to fund its short to medium term activities from a combination of potential capital management initiatives as well as the accelerated deferred consideration from the sale of Marine Rescue Technologies Limited, subject to shareholder approval (refer to ASX Announcement entitled 'Quarterly Cashflow Report' lodged on the ASX Market Announcements Platform on 26 April 2019).

As part of those capital management initiatives, the Board of Jaxsta resolved to undertake a share placement at 7.56 am (AEST) on Monday, 6 May 2019 and formally requested a trading halt prior to the market opening on Monday, 6 May 2019. Jaxsta first became aware that the total demand under the share placement was 13,220,000 shares at \$0.25 per share (resulting in a total capital raise of \$3,305,000) at 4.20 pm (AEST) on Tuesday, 7 May 2019.

The Jaxsta Board considered the terms of the placement and allocations to investors and formally approved the placement, subject to receipt of signed confirmation letters from the sophisticated and professional investors, at 6.50



pm (AEST) on Tuesday, 7 May 2019. The Company first became aware that all signed confirmation letters had been received at 9.45 am (AEST) on Wednesday, 8 May 2019.

4. Not applicable – the Company did not first become aware of the Information before the relevant date.
5. Jaxsta confirms that it is complying with the Listing Rules and, in particular, Listing Rule 3.1.
6. Jaxsta confirms that the Company's responses to the questions above have been authorised and approved in accordance with the Company's Continuous Disclosure Policy (a copy is available on the Company's website www.jaxsta.com) and pursuant to collective Board approval.

Yours sincerely,

Naomi Dolmatoff
Company Secretary



8 May 2019

Reference: ODIN01580

Ms Naomi Dolmatoff
Company Secretary
Jaxsta Ltd
Level 1, 113-115 Oxford Street
Darlinghurst NSW 2010

By email:

Dear Ms Dolmatoff

Jaxsta Ltd ('JXT'): Aware Query

ASX refers to the following:

- A. The change in the price of JXT's securities from a low of \$0.25 on Tuesday 23 April 2019 to a high of \$0.36 on Friday 26 April 2019.
- B. JXT's response to ASX's price and volume query letter dated 26 April 2019 and released to the ASX Market Announcements Platform ("MAP") at 6:30 PM on 26 April 2019, in which JXT stated it was not aware of any information that has not been announced to the market that might explain the recent trading in JXT's securities.
- C. JXT's trading halt request, dated 6 May 2019 and released to MAP at 09:14 am on 6 May 2019, in which JXT requested a trading halt be placed on its securities pending an announcement regarding a proposed equity placement.
- D. JXT's announcement entitled "Placement" lodged on the ASX Market Announcements Platform and released at 10:14 AM on 8 May 2019 (the 'Announcement'), disclosing that JXT had raised \$3.3 million in a share placement to sophisticated and professional investors ('Information').
- E. Listing Rule 3.1, which requires a listed entity to immediately give ASX any information concerning it that a reasonable person would expect to have a material effect on the price or value of the entity's securities.
- F. The definition of "aware" in Chapter 19 of the Listing Rules, which states that:

"an entity becomes aware of information if, and as soon as, an officer of the entity (or, in the case of a trust, an officer of the responsible entity) has, or ought reasonably to have, come into possession of the information in the course of the performance of their duties as an officer of that entity" and section 4.4 in Guidance Note 8 Continuous Disclosure: Listing Rules 3.1 – 3.1B "When does an entity become aware of information."

- G. Listing Rule 3.1A, which sets out exceptions from the requirement to make immediate disclosure, provided that each of the following are satisfied.

"3.1A Listing rule 3.1 does not apply to particular information while each of the following is satisfied in relation to the information:

3.1A.1 One or more of the following applies:

- *It would be a breach of a law to disclose the information;*
- *The information concerns an incomplete proposal or negotiation;*

- *The information comprises matters of supposition or is insufficiently definite to warrant disclosure;*
- *The information is generated for the internal management purposes of the entity; or*
- *The information is a trade secret; and*

3.1A.2 *The information is confidential and ASX has not formed the view that the information has ceased to be confidential; and*

3.1A.3 *A reasonable person would not expect the information to be disclosed."*

H. ASX's policy position on the concept of "confidentiality", which is detailed in section 5.8 of Guidance Note 8 *Continuous Disclosure*: Listing Rules 3.1 – 3.1B. In particular, the Guidance Note states that:

"Whether information has the quality of being confidential is a question of fact, not one of the intention or desire of the listed entity. Accordingly, even though an entity may consider information to be confidential and its disclosure to be a breach of confidence, if it is in fact disclosed by those who know it, then it ceases to be confidential information for the purposes of this rule."

Request for Information

Having regard to the above, ASX asks JXT to respond separately to each of the following questions and requests for information:

1. Does JXT consider the Information to be information that a reasonable person would expect to have a material effect on the price or value of its securities?
2. If the answer to question 1 is "no", please advise the basis for that view.
3. When did JXT first become aware of the Information?
4. If JXT first became aware of the Information before the relevant date, did JXT make any announcement prior to the relevant date which disclosed the information? If so, please provide details. If not, please explain why this information was not released to the market at an earlier time, commenting specifically on when you believe JXT was obliged to release the information under Listing Rules 3.1 and 3.1A and what steps JXT took to ensure that the information was released promptly and without delay.
5. Please confirm that JXT is complying with the Listing Rules and, in particular, Listing Rule 3.1.
6. Please confirm that JXT's responses to the questions above have been authorised and approved in accordance with its published continuous disclosure policy or otherwise by its board or an officer of JXT with delegated authority from the board to respond to ASX on disclosure matters.

When and where to send your response

This request is made under Listing Rule 18.7. Your response is required as soon as reasonably possible and, in any event, by no later than **09:00 AM AWST Monday, 13 May 2019**.

You should note that if the information requested by this letter is information required to be given to ASX under Listing Rule 3.1 and it does not fall within the exceptions mentioned in Listing Rule 3.1A, JXT's obligation is to disclose the information "immediately". This may require the information to be disclosed before the deadline set out in the previous paragraph and may require JXT to request a trading halt immediately.

If you wish to request a trading halt, you must tell us:

- the reasons for the trading halt;

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- how long you want the trading halt to last;
 - the event you expect to happen that will end the trading halt;
 - that you are not aware of any reason why the trading halt should not be granted; and
 - any other information necessary to inform the market about the trading halt, or that we ask for.

We require the request for a trading halt to be in writing. The trading halt cannot extend past the commencement of normal trading on the second day after the day on which it is granted.

You can find further information about trading halts in Guidance Note 16 *Trading Halts & Voluntary Suspensions*.

ASX reserves the right to release a copy of this letter and your response on the ASX Market Announcements Platform under Listing Rule 18.7A. Accordingly, your response should be in a form suitable for release to the market.

Your response should be sent to me by e-mail at ListingsCompliancePerth@asx.com.au. It should not be sent directly to the ASX Market Announcements Office. This is to allow me to review your response to confirm that it is in a form appropriate for release to the market, before it is published on the ASX Market Announcements Platform.

Listing Rules 3.1 and 3.1A

In responding to this letter, you should have regard to JXT's obligations under Listing Rules 3.1 and 3.1A and also to Guidance Note 8 *Continuous Disclosure: Listing Rules 3.1 – 3.1B*. It should be noted that JXT's obligation to disclose information under Listing Rule 3.1 is not confined to, nor is it necessarily satisfied by, answering the questions set out in this letter.

Suspension

If you are unable to respond to this letter by the time specified above ASX will likely suspend trading in JXT's securities under Listing Rule 17.3.

Enquiries

If you have any queries or concerns about any of the above, please contact me immediately.

Yours sincerely

Isabelle Andrews
Adviser, Listings Compliance (Perth)