



ASX LIMITED

Chairman's Address and Presentation to Extraordinary General Meeting

13 June 2019 – Jaxsta Limited (ASX: JXT, **Jaxsta** or the **Company**), attaches a copy of Jaxsta's Chairman's Address and Presentation to be delivered at Jaxsta's Extraordinary General Meeting being held today.

-Ends-

ABOUT JAXSTA:

Jaxsta (ASX: JXT) is a music technology company developing an online platform to hold global official music data. Through direct industry partnerships, the company aims to credit the 'who, what, when and where' of music. The company's core platform, Jaxsta.com, is expected to launch in 2019.

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Chairman's Address to Extraordinary General Meeting

The case for Jaxsta rests on the central proposition that a comprehensive and official database of the world's music recordings and underlying individual contributors will be an indispensable tool for the international music community and an irresistible attraction for music fans around the world.

The fact that there is currently no music equivalent to the film industry's International Movie Database is in itself astonishing, but the fact that it is being built by a small Sydney technology firm – Jaxsta – is all the more extraordinary, given the scale and complexity of the task.

Today we have announced the first significant step towards the realisation of Jaxsta's vision: the launch of Jaxsta.com – the beta site which will give the industry and the world at large its first real look at what the Company is in an advanced stage of building.

Key statistics related to the site are already impressive:

- the entire recorded music catalogues received from 2 of the 3 major international record companies – Universal Music Group (including EMI) and Sony Music Entertainment – have been up-loaded and integrated into the Jaxsta database, with the third major catalogue, Warner Music Inc., to be integrated over coming months;
- the catalogues of approximately 20 independent labels have also been integrated;
- the details of approximately 19 million recordings now accordingly sit in the database;
- more than 100 million credits credits for individual artists, songwriters, musicians, producers, engineers are contained in the database;
- the database itself comprises approximately 25 million pages of data, several times greater than the Wikipedia database.

In the approximately 6 months since the Company's re-listing as "Jaxsta" on the ASX, the Board, management and staff have worked tirelessly to navigate the complicated and arcane tiers of rights and layers of data required for an industry-supported central database. Our key timelines have been to launch the beta site in the first half of the calendar year and then to launch the subscription product in the second half of the year. We remain on track in terms of meeting those goals and we remain committed to, and enormously enthusiastic about, the Jaxsta vision.



Welcome to the Jaxsta Ltd Extraordinary General Meeting

Agenda

1. Welcome
2. Chairman's Address
3. Voting Procedure
4. Resolutions
5. Close

Chairman's Address

Voting Procedure

Matter	Procedure
Speaking at the Meeting	<p>Shareholders, proxies or corporate representatives</p> <p>White card – Shareholders – speak at Meeting and Vote</p> <p>Green card – Proxyholders – speak at Meeting and Vote</p> <p>Pink card – not eligible to speak at Meet or Vote</p>
Questions Protocol	<p>Raise your White or Green card when the Chairman opens the Meeting to questions (general and each time a Resolution is considered)</p> <p>Give your name or the name of the Shareholder you represent</p>
Voting	<p>Shareholders, proxies or corporate representatives are entitled to vote</p> <p>Joint shareholdings – only the vote of the shareholder whose name is recorded first in the register will be counted</p> <p>All voting to be determined by a show of hands (unless a poll is demanded in accordance with the Constitution)</p>

Resolutions

Resolution 1 – Amendment to terms of Share Sale and Purchase Agreement (Disposal of Marine Rescue Technologies Limited)

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 11.2 and for all other purposes, approval is given for the Company to amend the terms of the Share Sale and Purchase Agreement between the Company and Secure2Go Group Limited ACN 612 127 867 dated on or about 18 May 2018 (as amended from time to time) in relation to the sale of all of the securities in Marine Rescue Technologies Limited as set out in the Explanatory Memorandum of this Notice”

Resolution 1 – Proxies

	Holders	Votes
For	29	57,217,683 (98.96%)
Open	12	595,000 (1.03%)
Against	1	7,000 (0.01%)
Abstained/Excluded	Nil	N/A

Resolution 2 – Ratification of Prior Issue of Securities (Warner Music Inc.)

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 1,351,146 Warrants to the person, and on the terms and conditions, set out in the Explanatory Memorandum.”

Resolution 2 – Proxies

	Holders	Votes
For	29	57,217,683 (98.96%)
Open	12	595,000 (1.03%)
Against	1	7,000 (0.01%)
Abstained/Excluded	Nil	N/A

Resolution 3 – Ratification of Prior Issue of Securities (Universal Music Group)

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 2,852,420 Warrants to the person, and on the terms and conditions, set out in the Explanatory Memorandum.”

Resolution 3 – Proxies

	Holders	Votes
For	28	57,177,310 (98.89%)
Open	13	635,373 (1.10%)
Against	1	7,000 (0.01%)
Abstained/Excluded	Nil	N/A

Resolution 4 – Issue of Options to Linda Jenkinson

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 Linda Jenkinson 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 Linda Jenkinson upon the exercise of any such unlisted options in accordance with the unlisted options terms.”*

Resolution 4 – Proxies

	Holders	Votes
For	18	29,999,763 (94.72%)
Open	12	595,000 (1.88%)
Against	8	1,078,069 (3.40%)
Abstained/Excluded	4	26,146,851

Resolution 5 – Issue of Options to Brett Cottle

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 Brett Cottle 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 Brett Cottle upon the exercise of any such unlisted options in accordance with the unlisted options terms.”*

Resolution 5 – Proxies

	Holders	Votes
For	18	29,999,763 (94.72%)
Open	12	595,000 (1.88%)
Against	8	1,078,069 (3.40%)
Abstained/Excluded	4	26,146,851

Resolution 6 – Correction to the terms and conditions of CEO 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 6.23.3, and in accordance with the ASX Waiver dated 13 March 2019 granted to the Company, and for all other purposes, approval is given for the Company to permit the vesting of the Chief Executive Officer’s Options in accordance with the terms and conditions of the Chief Executive Officer’s Employment Agreement dated May 2018 as set out in the Explanatory Memorandum of this Notice and below:

Vesting

The Options will vest as follows:

- (i) 1,000,000 tranches will vest for each A\$0.10 increase in the Company’s Share price (measured on a VWAP basis so that each increment increase has to exist for at least 30 consecutive ASX trading days) from A\$0.20;”*

Resolution 6 – Proxies

	Holders	Votes
For	25	31,070,832 (98.10%)
Open	12	595,000 (1.88%)
Against	1	7,000 (0.02%)
Abstained/Excluded	4	26,146,851

Resolution 7 – Cancellation of Forfeited Class B and Class C Performance Shares

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 section 258D of the Corporations Act 2001 (Cth) and for all other purposes, the cancellation of the forfeited 3,166,666 Class B and 3,166,668 Class C Performance Shares in the Company which occurred between 2012 and 2014 be ratified”

Resolution 7 – Proxies

	Holders	Votes
For	28	57,067,504 (98.96%)
Open	12	595,000 (1.03%)
Against	1	7,000 (0.01%)
Abstained/Excluded	1	150,179

Meeting Close

Thank you for your attendance

