



Cleansing Prospectus

Jaxsta Limited
ACN 106 513 580

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For the offer of up to 100 Shares in the capital of the Company at a price of \$0.25 per Share to raise up to \$25 (before the costs of the Offer) by Jaxsta Limited ACN 106 513 580.

This Prospectus has been prepared primarily for the purpose of section 708A(11) of the Corporations Act to remove any secondary trading restrictions that would otherwise apply to the Shares issued by the Company prior to the Closing Date.

Refer to sections 1 and 2 of this Prospectus for more information in respect of the Offer.

Important notice

This Prospectus is a transaction specific Prospectus issued in accordance with section 713 of the Corporations Act. This is an important document and should be read in its entirety. After reading this prospectus you should consult your stockbroker, accountant, financial adviser, taxation adviser, other independent professional adviser or the share registry if you have any questions. You should have regard to all publicly available information concerning the company. The shares offered under this prospectus should be considered as a speculative investment.

Not for release to US wire services or distribution in the United States

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- **Indicative Key Dates for the Offer**

Event	Date
Lodgement of Prospectus with ASIC and ASX	22 June 2023
Offer opens	23 June 2023
Offer closes	4.00 pm on 23 June 2023
Expected date of official quotation of Shares	27 June 2023

Note - dates and times in this Prospectus are indicative only and subject to change.

Jaxsta reserves the right, subject to the Corporations Act, ASX Listing Rules and other applicable laws, to vary any or all of the dates and times of the Offer without prior notice, including extending the Offer or accepting late applications, either generally or in particular cases, or to withdraw the Offer without prior notice. Any extension of the Closing Date will have a consequential effect on the issue date of Shares under the Offer.

The commencement of quotation of Shares under the Offer is subject to confirmation from ASX.

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● Important information

About this Prospectus

This Prospectus is for the offer of up to 100 Shares in the capital of the Company at a price of \$0.25 per Share to raise \$25 (before the costs of the Offer) (the **Offer**), by Jaxsta Limited ACN 106 513 580 (**Jaxsta** or the **Company**).

This Prospectus is dated 22 June 2023 (**Lodgement Date**) and was lodged with ASIC on the same date pursuant to section 718 of the Corporations Act.

This Prospectus is a transaction specific prospectus for an offer of continuously quoted securities (as defined in the Corporations Act) and has been prepared in accordance with section 713(1) of the Corporations Act. As such it should be read in conjunction with the Company's other periodic and continuous disclosure announcements given to ASX which are available at www.asx.com.au using the ASX code JXT. In making representations in this Prospectus, regard has been had to the fact that the Company is a disclosing entity for the purposes of the Corporations Act and certain matters may reasonably be expected to be known to investors and professional advisers whom potential investors may consult. This Prospectus has been prepared primarily for the purpose of section 708A(11) of the Corporations Act to remove any trading restrictions that would otherwise apply to the Shares issued by the Company prior to the Closing Date.

The Prospectus does not contain the same level of disclosure as an initial public offering prospectus. This Prospectus expires on the date which is 13 months after the Lodgement Date, being 22 January 2024 (the **Expiry Date**), and no Shares will be issued on the basis of this Prospectus after the Expiry Date.

No person is authorised to give information or to make any representation in connection with this Prospectus, which is not contained in the Prospectus. Any information or representation not so contained in this Prospectus may not be relied on as having been authorised by the Company in connection with this Prospectus.

Applications for Shares offered pursuant to this Prospectus can only be submitted on an Application Form which accompanies this Prospectus.

ASIC and ASX disclaimer

A copy of this Prospectus has been lodged with ASIC and ASX. Neither ASIC nor ASX, nor any of their respective officers, take any responsibility for the contents of this Prospectus or the merits of the investment to which the Prospectus relates.

Applicants outside Australia

The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and persons who come into possession of this Prospectus should seek advice on and observe any of these restrictions. Failure to comply with these restrictions may violate securities laws. Applicants who are resident in countries other than Australia should consult their professional advisers as to whether any governmental or other consents are required or whether any other formalities need to be considered and followed.

This Prospectus does not constitute an offer in any place in which, or to any person to whom, it would not be lawful to make such an offer. It is important that investors read this Prospectus in its entirety and seek professional advice where necessary.

No action has been taken to register or qualify the Shares or the Offer, or to otherwise permit a public offering of the Shares in any jurisdiction outside Australia. This Prospectus has been prepared for publication in Australia and may not be released to US wire services or distributed in the United States.

This Prospectus does not constitute an offer to sell or a solicitation of an offer to buy, securities in the United States. The Shares have not been, and will not be, registered under the US Securities Act of 1933 and may not be offered or sold in the United States except in transactions exempt from, or not subject to, the registration requirements of the US Securities Act and applicable US state securities laws.

Web Site – Electronic Prospectus

A copy of this Prospectus can be downloaded from the website of the Company at www.jaxsta.com. If you are accessing the electronic version of this Prospectus for the purpose of making an investment in the Company, you must be an Australian resident and must only access this Prospectus from within Australia.

The Corporations Act prohibits any person passing onto another person an Application Form unless it is attached to a hard copy of this Prospectus or it accompanies the complete and unaltered version of this Prospectus. You may obtain a hard copy of this Prospectus free of charge by contacting the Company.

The Company reserves the right not to accept an Application Form from a person if it has reason to believe that when that person was given access to the electronic Application Form, it was not provided together with the electronic Prospectus and any relevant supplementary or replacement prospectus or any of those documents were incomplete or altered.

Investment Advice

This Prospectus does not provide investment advice and has been prepared without taking account of your financial objectives, financial situation or particular needs (including financial or taxation

issues). You should seek professional investment advice before subscribing for Shares under this Prospectus.

Risks

You should read this document in its entirety and, if in any doubt, consult your professional advisers before deciding whether to apply for Shares. There are risks associated with an investment in the Company. The Shares offered under this Prospectus carry no guarantee with respect to return on capital investment, payment of dividends or the future value of the Shares. Refer to Section 4 for details relating to some of the key risk factors that should be considered by prospective investors. There may be risk factors in addition to these that should be considered in light of your personal circumstances.

Forward-looking statements

This Prospectus may contain forward-looking statements which are identified by words such as 'may', 'could', 'believes', 'estimates', 'targets', 'expects', or 'intends' and other similar words that involve risks and uncertainties.

These statements are based on an assessment of present economic and operating conditions, and on a number of assumptions regarding future events and actions that, as at the date of this Prospectus, are expected to take place.

Such forward-looking statements are not guarantees of future performance and involve known and unknown risks, uncertainties, assumptions and other important factors, many of which are beyond the control of the Company, the Directors and our management.

The Company cannot and does not give any assurance that the results, performance or achievements expressed or implied by the forward-looking statements contained in this Prospectus will actually occur and investors are cautioned not to place undue reliance on these forward-looking statements.

The Company has no intention to update or revise forward-looking statements, or to publish prospective financial information in the future, regardless of whether new information, future events or any other factors affect the information contained in this Prospectus, except where required by law.

These forward-looking statements are subject to various risk factors that could cause actual results to differ materially from the results expressed or anticipated in these statements. These risk factors are set out in Section 4.

Photographs and Diagrams

Photographs used in this Prospectus which do not have descriptions are for illustration only and should not be interpreted to mean that any person shown endorses the Prospectus or its contents or that the assets shown in them are owned by the Company. Diagrams used in this prospectus are illustrative only and may not be drawn to scale.

Enquiries

If you are in any doubt as to how to deal with any of the matters raised in this Prospectus, you should consult with your broker or legal, financial or other professional adviser without delay. Should you have any questions about the Offer or how to accept the Offer please call the Company Secretary.

Definitions

Terms used in this Prospectus are defined in the Glossary in Section 7.1.

Time

Unless otherwise stated or implied, references to times in this Prospectus are to the time in Sydney, New South Wales, Australia.

Currency

References to "\$", "A\$", "AUD", or "dollar" are references to Australian currency, unless otherwise stated.

2. Details of the Offer

2.1 Overview and background of the Offer

Under this Prospectus, Jaxsta is offering the opportunity to subscribe for up to 100 Shares in the capital of the Company at a price of \$0.25 per Share to raise \$25 (before the costs of the Offer).

The Offer will only be extended to specific parties on invitation from the Directors and Application Forms will only be provided to these parties.

All of the Shares issued under the Offer will be fully paid ordinary shares in the share capital of the Company. Shares offered under the Offer will rank equally in all respects with existing ordinary Shares on issue as at the date of this Prospectus.

2.2 Purpose of the Offer and its objectives

On 21 June 2023, Jaxsta announced that it had successfully entered into agreements in connection with a placement of 75,000,000 Shares, each at an issue price of \$0.04 (**Placement Shares**) to raise \$3,000,000 (before costs) (**Placement**). The Placement Shares are being issued to either “Sophisticated Investors” or “Professional Investors” within the meaning of sections 708(8) and 708(11) of the Corporations Act.

- The primary purpose of this Prospectus is to remove any secondary trading restrictions that may have attached to the Placement Shares, and any other Shares issued by the Company, before the Closing Date (including prior to the date of this Prospectus). By the Company complying with section 708A(11) of the Corporations Act, the Shareholders who received the Placement Shares can sell these Shares issued within the next twelve months without the issue of a prospectus or other disclosure document.

2.3 Corporations Act and the Placement Shares

If securities are issued to an investor without a disclosure document then the on-sale of those securities is generally restricted pursuant to the Corporations Act, unless an exemption applies (such as those under section 708A of the Corporations Act). If the Company does not fall within one of these exemptions, any securities issued to an exempt investor in accordance with section 708 of the Corporations Act may be restricted from on-sale for the first 12 months from the date of issued unless the investor (to whom the securities may be on-sold) also falls within one of the exemptions.

However, section 708A(11) of the Corporations Act provides that a sale offer does not need disclosure (and therefore would be exempt from the on-sale provisions) if:

- 2.3.1 the relevant securities are in a class of securities that are quoted securities of the body;
- 2.3.2 either:
 - (a) a prospectus is lodged with the ASIC on or after the day on which the relevant securities were issued but before the day on which the sale offer is made; or
 - (b) a prospectus is lodged with ASIC before the day on which the relevant securities are issued and offers of securities that have been made under the prospectus are still open for acceptance on the day on which the relevant securities were issued; and

2.3.3 the prospectus is for an offer of securities issued by the body that are in the same class of securities as the relevant securities.

3. Effect of the Offer

3.1 Use of Proceeds

The Company is seeking to raise an amount of \$25 (before the costs of the Offer) under this Prospectus and, accordingly, the purpose of this Prospectus is not to raise capital.

All expenses of the Offer will be met from the funds raised by the Offer and the Company's existing cash reserves. Refer to section 6.18 of this Prospectus for further details relating to the estimated expenses of the Offer.

3.2 Capital structure as at the date of this Prospectus and immediately after the Offer

The effect on the capital structure of Jaxsta as a result of the Offer is set out below.

Type of securities	Date of Prospectus	Completion of the Offer
Quoted ordinary Shares	518,894,429	518,894,529
Unquoted ordinary Shares	None	No change
Unquoted Options (exercisable for 1 Share each)	235,422,143	No change
Unquoted Warrants (with each Warrant exercisable into 1 Share)	8,147,223	No change
Unquoted Convertible notes (convertible for 210,476,191 for each)	1	No change

**subject to ASX mandatory escrow*

3.3 Effect on Control

Given the nominal amount raised under the Offer, the Shares issued under the Offer will not have a material impact upon the Control of the Company.

3.4 Dilution risk

Given the nominal amount raised under the Offer, there will be minimal dilution impact to existing Shareholders. Each Shareholder's voting power in Jaxsta will be diluted by a negligible amount.

4. Rights and liabilities attached to Shares under the Offer

4.1 Shares

The following is a summary of the more significant rights and liabilities attaching to Shares being offered pursuant to this Prospectus. This summary is not exhaustive and does not constitute a definitive statement of the rights and liabilities of Shareholders. To obtain such a statement, persons should seek independent legal advice.

Full details of the rights and liabilities attaching to Shares are set out in the Constitution, a copy of which is available for inspection at the Company's registered office during normal business hours.

- 4.1.1 **General meetings:** Shareholders are entitled to be present in person, or by proxy, attorney or representative to attend and vote at general meetings of the Company. Shareholders may requisition meetings in accordance with section 249D of the Corporations Act and the Constitution of the Company.
- 4.1.2 **Voting rights:** Subject to any rights or restrictions for the time being attached to any class or classes of shares, at general meetings of Shareholders or classes of shareholders:
- (a) each Shareholder entitled to vote may vote in person or by proxy, attorney or representative;
 - (b) on a show of hands, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder has one vote; and
 - (c) on a poll, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder shall, in respect of each fully paid Share held by him, or in respect of which he is appointed a proxy, attorney or representative, have one vote for each Share held, but in respect of partly paid shares shall have such number of votes as bears the same proportion to the total of such Shares registered in the Shareholder's name as the amount paid (not credited) bears to the total amounts paid and payable (excluding amounts credited).
- 4.1.3 **Dividends:** Subject to the rights of any preference Shareholders and to the rights of the holders of any shares created or raised under any special arrangement as to dividend, the Directors may from time to time declare a dividend to be paid to the Shareholders entitled to the dividend which shall be payable on all Shares according to the proportion that the amount paid (not credited) is of the total amounts paid and payable (excluding amounts credited) in respect of such Shares.
- 4.1.4 **Interim dividends:** The Directors may from time to time pay to the Shareholders any interim dividends as they may determine. No dividend shall carry interest as against the Company. The Directors may set aside out of the profits of the Company any amounts that they may determine as reserves, to be applied at the discretion of the Directors, for any purpose for which the profits of the Company may be properly applied.
- 4.1.5 **Dividend reinvestment plan:** Subject to the ASX Listing Rules and the Corporations Act, the Company may, by resolution of the Directors, implement a dividend reinvestment plan on such terms and conditions as the Directors think fit. No such plan exists as at the date of this Prospectus.
- 4.1.6 **Winding-up:** If the Company is wound up, the liquidator may, with the authority of a special resolution, divide among the shareholders in kind the whole or any part of the property of the Company, and may for that purpose set such value as he

considers fair upon any property to be so divided, and may determine how the division is to be carried out as between the Shareholders or different classes of Shareholders.

- 4.1.7 **Shareholder liability:** As the Shares under the Prospectus are fully paid shares, they will not be subject to any calls for money by the Directors and will therefore not become liable for forfeiture.
- 4.1.8 **Transfer of Shares:** Generally, Shares in the Company are freely transferable, subject to formal requirements, the registration of the transfer not resulting in a contravention of or failure to observe the provisions of a law of Australia and the transfer not being in breach of the Corporations Act or the ASX Listing Rules. However, certain Shares remain subject to trading restrictions (see section 2.2 of this Prospectus for further information).
- 4.1.9 **Future increase in capital:** The issue of any new Shares is under the control of the Board of the Company as appointed from time to time. Subject to restrictions on the issue or grant of securities contained in the ASX Listing Rules, the Constitution and the Corporations Act (and without affecting any special right previously conferred on the holder of an existing Share or class of shares), the Directors may issue Shares and other securities as they shall, in their absolute discretion, determine.
- 4.1.10 **Variation of rights:** Under Section 246B of the Corporations Act, the Company may, with the sanction of a special resolution passed at a meeting of Shareholders vary or abrogate the rights attaching to Shares. If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may be varied or abrogated with the consent in writing of the holders of three quarters of the issued shares of that class, or if authorised by a special resolution passed at a separate meeting of the holders of the shares of that class.
- 4.1.11 **Alteration of Constitution:** In accordance with the Corporations Act, the Constitution can only be amended by a special resolution passed by at least three quarters of votes validly cast for Shares at the general meeting. In addition, at least 28 days written notice specifying the intention to propose the resolution as a special resolution must be given.

5. Risk Factors

5.1 Introduction

The business, assets and operations of the Company, are subject to certain risk factors that have the potential to influence the operating and financial performance of the Company in the future. These risk factors can impact the value of an investment in the Shares of the Company. The Company's Shares comprise a speculative investment.

The Board aims to manage these risks by carefully planning its activities and implementing risk control measures. Some of the risks are, however, highly unpredictable and the extent to which they can effectively manage them is limited.

Based on the information available as at the date of this Prospectus, set out below is a list of specific risks that the Company is exposed to. The summary of risks that follows is not intended to be exhaustive and this Prospectus does not take into account the personal circumstances, financial position or investment requirements of any particular person. There may be additional risks and uncertainties that the Company is unaware of or that the Company currently considers to be immaterial, which may affect the Company and their related entities.

Every investor should:

- 5.1.1 rely on their own knowledge of Jaxsta;
- 5.1.2 refer to disclosures made by Jaxsta on ASX; and
- 5.1.3 consult their professional advisers before deciding whether to apply for Shares under the Offer.

5.2 Risks specific to Jaxsta's business

- An investment in Shares involves a high degree of risk. You should carefully read the following risks, along with the other information included in this Prospectus. If any of the following risks occurs, our business, results of operations, financial condition, and cash flow could be materially impaired. The public price of our Shares could decline due to any of these risks, and you could lose all or part of your investment.

5.2.1 **Software risks:** Jaxsta is reliant on the availability and quality of its software. It is possible that an event could occur (for example, a software, hardware or connectivity outage, a software error or malfunction) that renders critical functionality that Jaxsta relies on for business to become unavailable affecting Jaxsta's ability to service its customers. Jaxsta has built backup, redundancy and disaster recovery plans into its systems architecture to mitigate this risk.

5.2.2 **Development risks:** The Jaxsta Platform is being developed in cooperation with the industry, but such a platform is the first of its kind in this format. The Company has built its business model to succeed at management's view of reasonable take up levels based on management's belief on what is a realistic base of assumptions. As with all software businesses, development time is crucial. Jaxsta requires continuous development in order to grow the business by providing more features, new revenue streams and competitive barriers. Jaxsta mitigates these risks by implementing agile software development practises to ensure the Jaxsta Platform can pivot and evolve based on changing requirements.

The development of the Vinyl.com platform is being developed by an outside party with the experience in building these types of platforms. There is a risk of delay in integrating the Jaxsta and other partner information in the timeline agreed to. Jaxsta is mitigating this risk by limiting the scope of the initial release and build enhancements through incremental development which may be developed in house.

Jaxsta has acquired the Vampr platform which has been developed by an outside party with the experience in building these types of platforms. There is a risk of integrating the Jaxsta platform and Vampr platform and the potential delay affecting the timelines of both platforms.

As all three platforms have dependencies, there is a risk of delay as we streamline the platforms to operate under one team and plan.

5.2.3 **Future funding needs:** The cash reserves as at the date of this Prospectus, together with the funds to be received in connection with the Placement, are considered sufficient to meet the immediate objectives of the Company. Further funding may be required by the Company to support its ongoing operations and implement its strategies [in the short to medium term]. Accordingly, we may need to engage in future equity and debt financings, including other methods if applicable to secure additional funds. If we raise additional funds through future issuances of equity or convertible debt securities, our existing shareholders could suffer additional significant dilution, and any new equity securities we issue could have rights, preferences, and privileges superior to those of holders of our ordinary shares. We may not be able to obtain additional financing on terms favourable to

us, if at all. If we are unable to obtain adequate financing or financing on terms satisfactory to us when we require it, our ability to support our business growth, acquire or retain Users, and to respond to business challenges could be significantly impaired. This may result in the delay or cancellation of certain activities or projects which would likely adversely affect the potential growth of the Company which in turn could harm our business.

- 5.2.4 **Attracting and retaining customers to the Jaxsta, Vinyl and Vampr Platforms:** The Company's revenue can be affected by its ability to attract and retain customers on the Jaxsta Platform. Various factors, such as marketing and promotions, brand damage or interruptions to service provisions, can affect the level of these customers using the Jaxsta Platform.
- 5.2.5 **Commercial Data Access Agreements:** Jaxsta has entered and will continue to enter into various Commercial Data Access Agreements (**CDAAs**) with third party Data Partners for the supply and license of content and metadata which is used by the Jaxsta Platform. Jaxsta is dependent on these third party Data Partners to supply data for the Jaxsta Platform and there are inherent contractual risks associated with these various CDAAs. Risks include, amongst other things, the risk of termination or non-renewal of these CDAAs by Data Partners and disputes with Data Partners.
- 5.2.6 **Distribution Agreements:** Jaxsta has entered and will continue to enter into various Distribution Agreements with third party suppliers for the supply and distribution of vinyl products which are used by the Vinyl Platform. Jaxsta is dependent on these third party suppliers to supply data for the Vinyl Platform and provide the supply and logistics of vinyl products for order fulfillment. There are inherent contractual risks associated with these various Distribution Agreements. Risks include, amongst other things, the risk of termination or non-renewal of these Distribution Agreements by these third parties, as well as disputes with the third parties.
- 5.2.7 **Vinyl.com Licensing Agreements:** Jaxsta has entered into a licensing agreement (**IP license**) with Songtradr Inc for the use of the Vinyl.com URL. The agreement has a licensing cost and a purchase option to acquire the full rights within a three year time frame. Jaxsta is dependent on this IP license to commercialise its direct to consumer merchandising opportunity. There are inherent contractual risks associated with the IP license. Risks include, amongst other things, the risk of termination or non-renewal of the IP license by Songtradr, as well as disputes with Songtradr. There is also a risk of not realising the value of this agreement early in its cycle, increasing the cost of the outright acquisition of the intellectual property.
- 5.2.8 **Computer system risk:** Our growth depends on the ability of our potential customers to access the Jaxsta Platform and the Vinyl Platform at any time and within an acceptable amount of time. In addition, our intention is to rely almost exclusively on our website for the payment of product and service sales. We may in the future experience disruptions, data loss, outages and other performance problems with our infrastructure and website due to a variety of factors, including infrastructure changes, introductions of new functionality, human or software errors, capacity constraints, denial of service attacks or other security-related incidents. In some instances, we may not be able to identify the cause or causes of these performance problems within an acceptable period of time. It may become increasingly difficult to maintain and improve our performance, especially during peak usage times as our products and website become more complex and our user traffic increases. If our products and websites are unavailable or if our users are unable to access our products within a reasonable amount of time, or at all, our business would be harmed. Moreover, we depend on services from various third parties, such as Amazon Web Services, to maintain our infrastructure and distribute our products via the Internet. Any disruptions in these services, outside of our control, would significantly impact the continued performance of our products.

In the future, these services may not be available to us on commercially reasonable terms, or at all. Any loss of the right to use any of these services could result in decreased functionality of our products until equivalent technology is either developed by us or, if available from another provider, is identified, obtained and integrated into our infrastructure. To the extent that we do not effectively address capacity constraints, upgrade our systems as needed, and continually develop our technology and network architecture to accommodate actual and anticipated changes in technology, our business, results of operations and financial condition could be harmed. To mitigate these risks to the business we utilise cloud based infrastructure to back up across multiple regions covering our global market and endeavour to ensure architecture is scalable and systems are constantly evolving to take advantage of more performative technologies.

- 5.2.9 **Data loss, theft or corruption:** Techniques used to gain unauthorised access to data and software are constantly evolving, and we may be unable to prevent unauthorised access to data pertaining to our users, including credit card and debit card information and other personal data about our Users, business partners and employees. Like all internet services, our Service, which is supported by our own systems and those of third parties we work with, is vulnerable to software bugs, computer viruses, internet worms, break-ins, phishing attacks, attempts to overload servers with denial-of-service, data scraping or other attacks and similar disruptions from unauthorised use of our third-party computer system. Any of these could lead to system interruptions, delays or shutdowns, causing loss of critical data or the unauthorised access to personal data. We may incur significant costs in protecting against or remediating cyber-attacks.

Any failure or perceived failure, by us to maintain the security of data relating to our users, to comply with our privacy policy, laws and regulations, industry standards, and contractual provisions to which we may be bound, could create a loss of confidence in us. This could also result in actions against us by governmental entities or others, all of which could result in litigation and financial losses, and could potentially cause us to lose Users, data partners and revenue generating opportunities.

Jaxsta has risks on both the data ingestion and data maintenance portion of the business. On the data ingestion side, Jaxsta has developed and driven new standardised tools to ensure data that is ingested is translated into a Jaxsta proprietary format before being made available to the public. This will ensure that no proprietary partner data is available in its original format. The ingestion process has also worked with industry groups and data partners to utilise standards to ensure the highest level of compatibility. Regarding data maintenance, Jaxsta utilises various systems to manage their structures and assets to prevent unauthorised access and corruption of data. Jaxsta will provide its services online through the Jaxsta Platform and Vinyl Platform.

Jaxsta has strategies and protections in place to mitigate security breaches and to protect data.

- 5.2.10 **Reputation Risk:** Jaxsta operates in an online environment therefore unfavourable publicity regarding: terms of Service, Service changes, Service quality, the actions of our developers whose services are integrated with our Service, the use of our Service for illicit, objectionable, or illegal ends, the actions of our Users, the quality and integrity of content shared on our Service, or the actions of other companies that provide similar services to us, could materially affect our reputation. Such negative publicity could have an adverse effect on the size, engagement, and loyalty of our User base and result in decreased revenue, which could materially adversely affect our business, operating results, and financial condition.

- Negative publicity can spread quickly, whether true or false. Disgruntled customers posting negative comments about Jaxsta, in public forums may also

have a damaging effect on Jaxsta's reputation and its ability to earn revenues and profits.

Our brand may be impaired by a number of other factors, including failure to keep pace with technological advances on the Jaxsta Platform, Vinyl Platform or with our Service, slower load times for our Service, a decline in the quality or quantity of the content available on our Service, a failure to protect our intellectual property rights, or any alleged violations of law, regulations, or public policy.

To mitigate these risks, Jaxsta:

- is working with publicists locally and internationally who will alert us to any bad press and help mitigate the fallout;
- has an alerts system that notifies us of press for monitoring;
- has a digital media agency that manages our social media and necessary responses working with the wider Jaxsta team and our team of publicists;
- has a communications flow policy for all media releases involving our company secretary, our local fin/tech PR firm, our local music industry PR firm, international PR team and digital media agency;
- has its social media team and PR team which have a communication plan in place for responding to social media questions and comments. Appropriate responses have been prepared, then reviewed and approved by senior management to ensure we can respond to questions and comments on social media in a timely manner with the best possible response;
- has created clear escalation pathways to respond to comments that fall outside the scope of our prepared responses; and
- created info@jaxsta.com and social@jaxsta.com - both email addresses have multiple people receiving these emails so there is always someone to review, respond or escalate if required.

5.2.11 **Contract Risk:** We are party to many license agreements which are complex and impose numerous obligations upon us which may make it difficult to operate our business. A breach of such agreements could adversely affect our business, operating results, and financial condition.

5.2.12 **Integration Risk:** The Company recently acquired Vampr Inc and there is a risk that the integration of the business will not be successful in growing the Vampr revenues or integrating the Vampr platform to the Jaxsta Platform successfully.

5.2.13 **Technology Risk:** Current advancements in artificial intelligence efforts may not deliver immediate benefits to the Jaxsta, Vampr and Vinyl platforms on their base functionality or without significant investment.

5.3 Investment speculative

The above list of risk factors ought not to be taken as exhaustive of the risks faced by the Company or by investors in the Company. The above factors, and others not specifically referred to above may, in the future, materially affect the financial performance of the Company and the value of the Company's Shares.

6. How to Apply

6.1 Opening and closing dates of the Offer

The Opening Date of the Offer will be on Friday, 23 June 2023 at 10.00 am and the Closing Date will be on Friday, 23 June 2023 at 4:00pm. The Directors reserve the right to close the Offer early or extend the Closing Date (as the case may be), should it be considered by them necessary to do so.

6.2 Application for Shares under the Offer

Applications for Shares under the Offer must be made by investors at the direction of the Company and must be made using the relevant Application Form accompanying this Prospectus.

Payment for the Shares must be made in full at the issue price of \$0.25 per Share. If you apply and pay for Shares before the close of the Offer, it is expected that you will be issued your Shares on or about Tuesday, 27 June 2023.

6.3 Number of Shares issued under the Offer

Jaxsta also reserves the right (in its absolute discretion) to reduce the number of Shares allocated to investors if Jaxsta believes their claims to be incorrect or overstated or if they, or their nominees, fail to provide information to substantiate their claims to Jaxsta's satisfaction.

6.4 Payment

It is your responsibility to ensure that your payment is received by the Company by no later than 5pm Sydney time on the Closing Date. Cash payments will not be accepted. Receipts for payment will not be issued.

Please ensure that you make arrangements so that your cheque, money order or bank draft is received at the below address no later than 5pm on the Closing Date:

Jaxsta Offer
C/- Jaxsta Limited
52 Smith Avenue
Allambie Heights NSW 2000

6.5 Minimum Subscription

There is no minimum subscription for the Offer.

6.6 No Underwriting

The Offer is not underwritten.

6.7 Issue of Shares

This Prospectus has primarily been issued to cleanse the issue of the Placement Shares and any other Shares issued on or before the Closing Date.

In the event that the Directors decide to issue Shares under this Prospectus, the issue of Shares will take place as soon as practicable after the Closing Date. Application monies will be held in a separate account until the Shares are issued. This account will be established and kept by the Company in trust for each Applicant. Any interest earned on the application monies will be for the benefit of the Company and will be retained by the Company irrespective of whether any Shares are issued and each Applicant waives the right to claim any interest.

The Directors will determine the allottees of all the Shares. The Directors reserve the right to reject any application or to allocate any Applicant fewer Shares than the number applied for.

6.8 ASX Quotation

Application for official quotation by ASX of the Shares offered under this Prospectus will be made as soon as possible and in any event within 7 days after the date of this Prospectus. If approval is not obtained from ASX before the expiration of 13 months after the date of issue of this Prospectus (or such period as varied by ASIC), the Company will not issue any Shares and will repay all Application Monies for the Shares within the time prescribed under the Corporations Act, without interest.

The fact that ASX may grant official quotation to the Shares is not to be taken in any way as an indication of the merits of the Company or the Shares now offered for subscription.

7. Important Information

7.1 Currency of information

The information in this Prospectus is dated 22 June 2023. There may be additional announcements made by Jaxsta after the date of this Prospectus and through the Offer that may be relevant to your consideration of whether to exercise or do nothing in respect of the Offer. Therefore, you are encouraged to check whether any further announcements have been made by Jaxsta before submitting your application. Refer to ASX's website (ticker: JXT).

No party other than Jaxsta has authorised or caused the issue of the information in this Prospectus, or takes any responsibility for, or makes any statements, representations or undertakings in this Prospectus.

7.2 No liability for premature trading

Jaxsta will have no responsibility and disclaims all liability (to the maximum extent permitted by law) to persons who trade Shares before such Shares are quoted on a normal ('T+2') settlement basis on ASX or before they receive their confirmation of issue, whether on the basis of confirmation of the allocation provided by Jaxsta or the Share Registry or otherwise. It is expected that normal trading on ASX will commence in relation to Shares issued under the Offer on or about Tuesday, 27 June 2023.

7.3 Investors

The information in this Prospectus contains an offer of Shares to investors and has been prepared in accordance with section 713 of the Corporations Act. Jaxsta, in its absolute discretion, reserves the right to determine whether an investor is able to participate in the Offer. Jaxsta disclaims all liability to the maximum extent permitted by law in respect of any determination as to whether an investor is eligible to participate in the Offer.

By making a payment of your Application Monies or returning an Acceptance Form and a cheque, bank draft or money order for your Application Monies, you will be taken to have represented and warranted that you, and each person on whose account you are acting, satisfy each of the criteria listed above. Investors who are nominees, trustees or custodians are therefore advised to seek independent professional advice as to how to proceed.

Persons acting as nominees for other persons must not subscribe for any Shares on behalf of, or send any documents related to the Offer to, any person located in the United States.

7.4 Ineligible investors

Jaxsta has decided that it is unreasonable to make offers under the Offer to potential investors who are located outside Australia or who are otherwise ineligible under applicable securities laws to receive an offer under the Offer, having regard to the number of such holders in those jurisdictions and the number and value of the Shares that they would be offered and the cost of complying with the relevant legal and regulatory requirements in those jurisdictions. Therefore, ineligible investors are not eligible to participate in the Offer.

In particular, this Prospectus does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States. The Shares have not been, and will not be, registered under the US Securities Act of 1933 and may not be offered or sold in the United States except in transactions exempt from, or not subject to, the registration requirements of the US Securities Act and applicable US state securities laws.

7.5 Not investment advice or financial product advice

The information in this Prospectus is not financial product advice and has been prepared without taking into account your investment objectives, financial circumstances or particular needs or circumstances. Jaxsta is not licensed to (and does not) provide financial product advice in respect of the Shares under the Offer.

The information in this Prospectus does not take into account the investment objectives, financial situation or needs of you or any particular investor. Before deciding whether to apply for Shares under the Offer, you should consider whether they are a suitable investment for you in the light of your own investment objectives and financial circumstances and having regard to the merits or risks involved. You should conduct your own independent review, investigation and analysis of the Shares the subject of the Offer. If, after reading this Prospectus, you have any questions about the Offer, you should contact your stockbroker, accountant, financial adviser, taxation adviser or other independent professional adviser.

7.6 Taxation

None of the Company, its Officers, employees or advisers is giving or is able to give advice about the specific tax consequences arising from the Offer.

The taxation consequences of any investment in the Shares will depend upon your particular circumstances. Potential investors must make their own enquiries concerning the taxation consequences of an investment in the Company. Applicants should consult their tax adviser for advice applicable to their individual needs and circumstances.

7.7 No cooling-off rights

No cooling-off rights apply to a subscription for Shares under the Offer. This means that you cannot withdraw your application once it has been accepted.

7.8 Directors' Interests

Director	Number of Shares or rights to Shares	Vesting conditions
Linda Jenkinson	166,668 Shares 14,500,000 Options	<p>There are three awards</p> <p>The first award* is for 3,000,000 Options and the Options will vest as follows:</p> <ul style="list-style-type: none"> (i) 750,000 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\$0.30; (ii) any unexercised Options will expire 5 years from the date of issue; and (iii) the Board will retain the right to amend or waive any of the vesting conditions at its own discretion. <p>The second award** is for 1,500,000 Options and the Options will vest as follows:</p> <ul style="list-style-type: none"> (i) 750,000 tranches will vest for each A\$0.075 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\$0.175; (ii) any unexercised Options will expire 5 years from the date of issue; and (iii) the Board will retain the right to amend or waive any of the vesting conditions at its own discretion. <p>The third award*** is for 10,000,000 Options and the Options will vest as follows:</p> <ul style="list-style-type: none"> (i) 2,500,000 options issued in lieu of cash fees will vest for a one year service period completed by 30 June 2023 with an exercise price of A\$0.00; (ii) 2,500,000 options issued in lieu of cash fees will vest for a second one year service period completed by 30 June 2024 with an exercise price of A\$0.00; (iii) 2,500,000 options issued in lieu of cash fees will vest when the Company's Share price reaches A\$0.10 (measured on a VWAP basis so that each increment increase has to exist for at least 14 consecutive ASX trading days) with an exercise price of A\$0.035; (iv) 2,500,000 options issued in lieu of cash fees will vest when the Company's Share price reaches A\$0.15 (measured on a VWAP basis so that each increment increase has to exist for at least 14 consecutive ASX trading days) and the Director has completed one

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		<p>full year of service as a Director. The options carry an exercise price of A\$0.035;</p> <p>(v) any unexercised Options will expire 5 years from the date of issue; and</p> <p>(vi) the Board will retain the right to amend or waive any of the vesting conditions at its own discretion.</p>
Robert "Ken" Gaunt	<p>15,754,807 Shares</p> <p>10,000,000 Options</p>	<p>The award*** is for 10,000,000 Options and the Options will vest as follows:</p> <p>(i) 2,500,000 options issued in lieu of cash fees will vest for a one year service period completed by 30 June 2023 with an exercise price of A\$0.00;</p> <p>(ii) 2,500,000 options issued in lieu of cash fees will vest for a second one year service period completed by 30 June 2024 with an exercise price of A\$0.00;</p> <p>(iii) 2,500,000 options issued in lieu of cash fees will vest when the Company's Share price reaches A\$0.10 (measured on a VWAP basis so that each increment increase has to exist for at least 14 consecutive ASX trading days) with an exercise price of A\$0.035;</p> <p>(iv) 2,500,000 options issued in lieu of cash fees will vest when the Company's Share price reaches A\$0.15 (measured on a VWAP basis so that each increment increase has to exist for at least 14 consecutive ASX trading days) and the Director has completed one full year of service as a Director. The options carry an exercise price of A\$0.035;</p> <p>(v) any unexercised Options will expire 5 years from the date of issue; and</p> <p>(vi) the Board will retain the right to amend or waive any of the vesting conditions at its own discretion.</p>
Ben Katovsky	<p>10,000,000 Options</p>	<p>The award*** is for 10,000,000 Options and the Options will vest as follows:</p> <p>(i) 2,500,000 options issued in lieu of cash fees will vest for a one year service period completed by 30 June 2023 with an exercise price of A\$0.00;</p> <p>(ii) 2,500,000 options issued in lieu of cash fees will vest for a second one year service period completed by 30 June 2024 with an exercise price of A\$0.00;</p> <p>(iii) 2,500,000 options issued in lieu of cash fees will vest when the Company's Share price reaches A\$0.10 (measured on a VWAP basis so that each increment increase has to exist for at least 14 consecutive ASX trading days) with an exercise price of A\$0.035;</p> <p>(iv) 2,500,000 options issued in lieu of cash fees will vest when the Company's Share price reaches A\$0.15 (measured on a VWAP basis so that each increment increase has to exist for at least 14 consecutive ASX trading days) and the Director has completed one full year of service as a Director. The options carry an exercise price of A\$0.035;</p> <p>(v) any unexercised Options will expire 5 years from the date of issue;</p>

		<p>and</p> <p>(vi) the Board will retain the right to amend or waive any of the vesting conditions at its own discretion.</p>
Steve Gledden	10,000,000 Options	<p>The award*** is for 10,000,000 Options and the Options will vest as follows:</p> <p>(i) 2,500,000 options issued in lieu of cash fees will vest for a one year service period completed by 30 June 2023 with an exercise price of A\$0.00;</p> <p>(ii) 2,500,000 options issued in lieu of cash fees will vest for a second one year service period completed by 30 June 2024 with an exercise price of A\$0.00;</p> <p>(iii) 2,500,000 options issued in lieu of cash fees will vest when the Company's Share price reaches A\$0.10 (measured on a VWAP basis so that each increment increase has to exist for at least 14 consecutive ASX trading days) with an exercise price of A\$0.035;</p> <p>(iv) 2,500,000 options issued in lieu of cash fees will vest when the Company's Share price reaches A\$0.15 (measured on a VWAP basis so that each increment increase has to exist for at least 14 consecutive ASX trading days) and the Director has completed one full year of service as a Director. The options carry an exercise price of A\$0.035;</p> <p>(v) any unexercised Options will expire 5 years from the date of issue; and</p> <p>(vi) the Board will retain the right to amend or waive any of the vesting conditions at its own discretion.</p>
<p><i>*issued as part of the remuneration package for non-executive directors and approved by shareholders at the 2019 EGM</i></p> <p><i>**issued as part of the remuneration package for non-executive directors and approved by shareholders at the 2021 EGM</i></p> <p><i>***issued as part of the remuneration package for non-executive directors and approved by shareholders at the 2022 EGM</i></p>		

7.9 Remuneration of Directors

The Constitution provides that Directors may be paid for their services as Directors. The sum currently fixed for Non-Executive Directors fees is \$500,000, as approved by shareholders in the general meeting held on 17 August 2018 and may be divided amongst the Directors as the Directors shall determine and, in default of agreement between them, in equal shares. A director may be paid fees or other amounts as the Directors determine where a director performs duties or provides services outside the scope of their normal duties. A director may be reimbursed for out of pocket expenses incurred by them in or about the performance of their duties as Directors.

The table below sets out the proposed remuneration of each Director for the financial year ending 30 June 2023 (exclusive of superannuation).

Director	For financial year up to 30 June 2023	Shares	Options
Linda Jenkinson	Nil	Nil	10,000,000 ¹
Robert Gaunt	Nil	Nil	10,000,000 ¹
Ben Katovsky	Nil	Nil	10,000,000 ¹
Steve Gledden	Nil	Nil	10,000,000 ¹

¹issued as part of the remuneration package for executive director and approved by shareholders at the June 2022 EGM

7.10 Entire Agreement

The terms contained in this Prospectus and the accompanying Acceptance Form constitute the entire agreement between you and Jaxsta as to the Offer to the exclusion of all prior representations and understandings between you and Jaxsta.

7.11 Disclaimer of representations

No person is authorised to give any information, or to make any representation, in connection with the Offer that is not contained in this Prospectus. Any information or representation that is not in this Prospectus may not be relied on as having been authorised by Jaxsta, or its related bodies corporate, in connection with the Offer.

Except as required by law, and only to the extent so required, none of the Jaxsta Group, the Directors of Jaxsta, or any other person, warrants or guarantees the future performance of Jaxsta or any return on any investment made pursuant to this Prospectus.

7.12 Withdrawal of Offer

The Directors reserve the right to withdraw all or part of the Offer and this Prospectus at any time, subject to applicable laws, in which case Jaxsta will refund Application Monies in relation to Shares not already issued in accordance with the Corporations Act and without payment of interest.

To the fullest extent permitted by law, you agree that any Application Monies paid by you to Jaxsta will not entitle you to any interest against Jaxsta and that any interest earned in respect of Application Monies will belong to Jaxsta.

7.13 Transaction specific prospectus and continuous disclosure obligations

Jaxsta is a “disclosing entity” (as defined in section 111AC of the Corporations Act) and therefore is subject to regular reporting and disclosure obligations. Pursuant to those obligations, Jaxsta is required to comply with all applicable continuous disclosure and reporting requirements in the Corporations Act and the ASX Listing Rules. In particular, Jaxsta must comply with the requirement to disclose to ASX any information held by Jaxsta which a reasonable person would expect to have a material effect on the price or the value of the Company's securities.

As this Prospectus is a transaction specific prospectus issued under section 713 of the Corporations Act, it is required to contain information in relation to the effect of the Offer on the Company and the rights and liabilities attaching to the Shares offered. This Prospectus is not required to provide information regarding Jaxsta's assets and liabilities, financial position and performance, profits and losses or prospects on the basis that, as at the date of this Prospectus, the Company has not withheld from its continuous disclosure reporting any information about such matters that investors and their professional advisers would reasonably require to make an informed assessment of such matters and expect to find in this Prospectus.

Having taken such precautions and having made such enquiries as are reasonable, the Company believes that it has complied with the general and specific requirements of ASX as applicable from time to time throughout the 3 months before the issue of this Prospectus which required the Company to notify ASX of information about specified events or matters as they arise for the purpose of ASX making that information available to the stock market conducted by ASX.

Information that is already in the public domain has not been reported in this Prospectus other than that which is considered necessary to make this Prospectus complete.

Jaxsta states that:

- 7.13.1 as a disclosing entity under the Corporations Act, it is subject to regular reporting and disclosure obligations;
- 7.13.2 copies of documents lodged with ASIC in relation to Jaxsta (not being documents referred to in section 1274(2)(a) of the Corporations Act) may be obtained from, or inspected at, the offices of ASIC; and
- 7.13.3 it will provide a copy of each of the following documents, free of charge, to any person on request:
 - (a) the annual financial report most recently lodged by the Company with ASIC;
 - (b) any half-year financial report lodged with ASIC after lodgement of the annual financial report and before lodgement of this Prospectus with ASIC; and
 - (c) any continuous disclosure notices given by the Company after the lodgement of the annual financial report and before the lodgement of this Prospectus with ASIC.

Copies of all documents lodged with ASIC in relation to the Company can be inspected at the registered office of the Company or an ASIC office during normal business hours.

A list of documents filed with ASX by or concerning Jaxsta since its 2022 Annual Report was released on 20 September 2022 until close of trading on ASX on 22 June 2023 (being the date prior to the date of this Prospectus) is set out in the table below.

Date	Announcement
22/6/2023	Appendix 3-Y
21/6/2023	Reinstatement to Official Quotation
21/6/2023	Appendix 3B (Proposed issue of securities)
21/6/2023	Placement and 1 more
16/6/2023	Suspension from Official Quotation
14/6/2023	Trading Halt
11/11/2023	Issued Capital - Other and 1 more
1/6/2023	Issued Capital - Other and 1 more
1/6/2023	Appendix 3B (Proposed issue of securities)
30/5/2023	Results of Meeting
30/5/2023	Company Presentation and 1 more
16/5/2023	Progress Report
27/4/2023	Commitments Test Entity - Third Quarter Activity Report and 1 more
24/4/2023	Proxy Form
24/4/2023	Notice of Extraordinary General Meeting and 1 more
17/4/2023	Asset Acquisition and 1 more
7/3/2023	Company Presentation
28/2/2023	Half Yearly Report and 4 more
22/2/2023	Asset Acquisition
31/1/2023	Commitments Test Entity - Second Quarter Activity Report and 1 more
3/1/2023	Appendix 2A
23/12/2022	Disclosure Document
22/12/2022	Placement
22/12/2022	Proposed issue of Securities - JXT
22/12/2022	Jaxsta Completes Small Placement
24/11/2022	Results of Meeting
23/11/2022	Chairman's Address to Shareholders
21/11/2022	Jaxsta pre-launch of Vinyl.com
21/11/2022	Pause in Trading
4/11/2022	Notification regarding unquoted securities - JXT
28/10/2022	Change of Director's Interest Notice & form 604

28/10/2022	Becoming a substantial holder - Wiltshire
26/10/2022	Paul Wiltshire Share Purchase
20/10/2022	Notice of Annual General Meeting
20/10/2022	Notice of Annual General Meeting/Proxy Form
5/10/2022	Quarterly Activities/Appendix 4C Cash Flow Report
28/9/2022	September Update Webinar
20/9/2022	2022 Corporate Governance Statement
20/9/2022	Appendix 4G

Any Shareholder who would like to receive a copy of any of the documents (or parts of the documents) that contain the statements which have been included in this Prospectus may obtain a copy free of charge by writing to the Jaxsta Company Secretary at co.secretary@jaxsta.com.

Copies of all announcements made by Jaxsta may also be obtained from ASX's website (ticker: JXT).

7.14 Market price of Shares

The Company is a disclosing entity for the purposes of the Corporations Act and its Shares are enhanced disclosure securities quoted on ASX.

The highest, lowest and last market sale prices of the Shares on ASX during the three months immediately preceding the date of lodgement of this Prospectus with ASIC and the most recent dates of those sales were:

	Price	Date
Highest	\$0.059	21 June 2023
Lowest	\$0.040	2 May 2023
Last	\$0.059	21 June 2023

7.15 Details of substantial holders

Those persons which directly or together with their associates, have a relevant interest in 5% or more of the Shares on issue are set out below:

Shareholder	Shares	Interest (%) ³
Richard White or nominee	50,000,000	9.64%
RUSCOL Pty Ltd	27,609,539	5.31%

¹ Refer to Vampr transaction completed on 1 June 2023

³ This is based on the Company's share register as at 21 June 2023 in addition to the Placement Shares

In the event that the Offer is fully subscribed, there will be no change to the substantial holders on completion of the Offer.

7.16 Consents

Each of the persons listed below has given and has not, before the lodgement of this Prospectus with ASIC, withdrawn their consent to the inclusion of the following information in this Prospectus in the form and context in which it is included and to all references in this Prospectus to that information in the form and context in which they appear:

7.16.1 each Director and Company Secretary, to being named in this Prospectus as a Director and to the inclusion of any statements made by them;

7.16.2 Automic Registry, to being named in this Prospectus as the Australian registry for Jaxsta.

Each person named above as having given its consent to the inclusion of a statement or report or to being named in this Prospectus:

7.16.3 does not make, or purport to make, any statement in this Prospectus or any statement on which a statement in this Prospectus is based other than, in the case of a person referred to above as having given their consent to the inclusion of a statement or report, a statement or report included in this Prospectus with the consent of that person; and

7.16.4 to the maximum extent permitted by law, expressly disclaims and takes no responsibility for any part of this Prospectus, other than a reference to its name and, in the case of a person referred to above as having given their consent to the inclusion of a statement or report, any statement or report which has been included in this Prospectus with the consent of that party.

7.17 Interests of advisers

Other than as set out below or elsewhere in this Prospectus, no adviser involved in the preparation of this Prospectus (nor any firm in which any adviser is a partner), has held at any time in the past two years any Shares or other securities of Jaxsta.

In addition, other than as set out below, no amounts (whether in cash, Shares, Convertible Notes or otherwise) have been paid or agreed to be paid and no benefits have been given or agreed to be given to any adviser (or any firm in which the adviser is a partner) for services rendered by the adviser, or the adviser's firm in connection with the promotion or formation of the Company or in connection with the Offer (or any component of it).

7.18 Estimated expenses of Offer

The total expenses of the Offer are estimated to be approximately \$5,200 as follows:

Expense	(\$)
ASIC Fees	\$3,206
ASX Fees	\$1,250
Miscellaneous, printing and other expenses	\$100
Total	\$4,556

7.19 ASIC declarations and Listing Rule waivers

Jaxsta has not been granted any modifications or exemptions by ASIC from the Corporations Act in connection with the Offer. Jaxsta has not been granted any waivers from ASX in relation to the Offer.

7.20 Electronic Prospectus

Subject to compliance with certain specified conditions, ASIC has exempted compliance with certain provisions of the Corporations Act to allow distribution of an electronic prospectus and electronic application form on the basis of a compliant prospectus lodged with ASIC, and the publication of notices referring to an electronic prospectus or electronic application form.

If you have received this Prospectus as an electronic prospectus, please ensure that you have received the entire Prospectus accompanied by the Application Form. If you have not, please phone the Company on +61 2 8317 1000 and the Company will send you, for free, either a hard copy or a further electronic copy of the Prospectus or both.

The Company reserves the right not to accept an Application Form from a person if it has reason to believe that when that person was given access to the electronic Application Form, it was not provided together with the electronic Prospectus and any relevant supplementary Prospectus or any of those documents were incomplete or altered.

7.21 Clearing House Electronic Sub-Register System (CHES) and Issuer Sponsorship

The Company will not be issuing share certificates in respect of Shares issued pursuant to this Prospectus. The Company is a participant in CHES for those investors who have a sponsoring stockbroker. Investors who do not wish to participate through CHES will be issuer sponsored by the Company. Because the sub-registers are electronic, ownership of securities can be transferred without having to rely upon paper documentation.

Electronic registers mean that the Company will not be issuing certificates to investors. Instead, investors will be provided with separate statements (similar to a bank account statement) that set out the number of Shares allotted to them under the Offer. The notice will also advise holders of their Holder Identification Number or Security Holder Reference Number and explain, for future reference, the sale and purchase procedures under CHES and issuer sponsorship.

Further monthly statements will be provided to holders if there have been any changes in their security holding in the Company during the preceding month.

7.22 Privacy Statement

Jaxsta and the Share Registry collect, hold and use certain personal information to assess your application, service your needs and provide facilities and services that you request and carry out appropriate administration.

Company and tax law requires some of the information to be collected. If you do not provide the information requested, your Application may not be able to be processed efficiently, if at all.

Under the *Privacy Act 1988* (Cth), you may request access to your personal information held by or on behalf of Jaxsta. You can request access to your personal information or obtain further information about Jaxsta's management practices by contacting the Share Registry or Jaxsta. If the Share Registry's record of your personal information is incorrect or out of date, it is important that you contact Jaxsta or the Share Registry so that records can be corrected.

7.23 Governing Law

The information in this Prospectus, the Offer, and the contracts formed on acceptance of the Offer pursuant to the Acceptance Forms are governed by the law applicable in New South Wales, Australia. Each investor who applies for Shares submits to the non-exclusive jurisdiction of the courts of New South Wales, Australia.

7.24 Approval of Prospectus

In accordance with section 720 of the Corporations Act, each Director has consented to the lodgement of this Prospectus with ASIC. This Prospectus is issued by the Company and its issue has been approved by a resolution of the Board on 22 June 2023.

Signed for and on behalf of Jaxsta:

Jorge Nigaglioni
Company Secretary
Jaxsta Limited
Dated: 22 June 2023

8. Glossary and Interpretation

8.1 Definitions

In this Prospectus, unless the context otherwise requires:

A\$, \$, or AUD means the currency of Australia.

Acceptance Form means the acceptance form which accompanies this Prospectus.

Applicant means an investor who applies for Shares under the Offer.

Application Form means the application form attached to this Prospect for Shares.

Application Monies means the amount payable by each Applicant under this Offer, being the amount equal to \$0.25 multiplied by the number of Shares that the Applicant applies for.

ASIC means the Australian Securities and Investments Commission.

ASX Listing Rules means the official listing rules of ASX as amended, varied, modified or waived from time to time.

ASX means ASX Limited ACN 008 624 691, and where the context requires, the Australian Securities Exchange.

ASX Settlement means ASX Settlement Pty Ltd ACN 008 504 532.

ASX Settlement Operating Rules means the operating rules of ASX Settlement which govern the administration of CHESS.

Board means the Board of Directors of Jaxsta.

CHESS means the Clearing House Electronic Subregister System of ASX.

Closing Date means the date that the Offer closes, being 4.00 pm Sydney time on 23 June 2023 (unless extended).

Control has the meaning given in section 50AA of the Corporations Act.

Corporations Act means the *Corporations Act 2001* (Cth).

Director means a director of the Company.

Jaxsta Group means Jaxsta and each of its subsidiaries (as that term is defined in the Corporations Act).

Jaxsta or Company means Jaxsta Limited ACN 106 513 580.

Jaxsta Platform means the online platform to hold official music metadata to develop a repository of official music-related information, comprising liner notes and label copy.

Jaxsta Pro means the part of the Jaxsta Platform which is a paid subscription based product.

Lodgement Date means 22 June 2023 being the date this Prospectus was lodged with ASIC.

Offer means the offer of 100 Shares in the capital of the Company at a price of \$0.25 per Share to raise up to \$25 (before the costs of the Offer).

Officer has the same meaning given to it in section 9 of the Corporations Act.

Option means an option to subscribe for a Share at a prescribed exercise price.

Placement means the placement of 75,000,000 Shares, each at an issue price of \$0.040 per Share to raise \$3,000,000 (before costs) to “Sophisticated Investors” or “Professional Investors” within the meaning of sections 708(8) and 708(11) of the Corporations Act.

Placement Shares means the 75,000,000 Shares issued under the Placement.

Prospectus means this cleansing prospectus dated 22 June 2023 prepared in accordance with section 708A(11) of the Corporations Act and lodged with ASIC on that date.

Share means a fully paid ordinary share in Jaxsta including a Share offered under this Prospectus.

Share Registry means Automic Pty Ltd.

Shareholder means a person registered in the register of members of Jaxsta as a holder of one or more Jaxsta Shares.

User means users of the Platform.

Vampr Platform means the app and other online platforms acquired from Vampr that now form part of the Jaxsta business. The platform connects users and offers courses, advertising and publishing and distribution arrangements for users content.

Vinyl Platform means the online platform to promote, sell and connect users for the purchase of Vinyl records and other future merchandise sold through the platform.

Warrant means an unquoted warrant in the Company allowing the holder to subscribe for a Share in accordance with the terms and conditions of a corresponding Warrant Agreement.

8.2 Interpretation

In this Prospectus, unless the context otherwise requires:

- 8.2.1 the singular includes the plural and vice versa;
- 8.2.2 a reference to an individual or person includes a corporation, firm, partnership, joint venture, association, authority, trust, state or government and vice versa;
- 8.2.3 a reference to any gender includes all genders;
- 8.2.4 where a word or phrase is defined, its other grammatical forms have a corresponding meaning;
- 8.2.5 a term not specifically defined in this Prospectus has the meaning given to it (if any) in the Corporations Act or the ASX Settlement Operating Rules, as the case may be;
- 8.2.6 unless otherwise specified, a reference to a section, clause, annexure or schedule is to a section, clause, annexure or schedule of or to this Prospectus;

- 8.2.7 a reference to any agreement or document is to that agreement or document (and, where applicable, any of its provisions) as amended, novated, supplemented or replaced from time to time;
- 8.2.8 a reference to any legislation or legislative provision includes any statutory modification or re-enactment of, or legislative provision substituted for, and any subordinate legislation under, that legislation or legislative provision;
- 8.2.9 the words “including”, “such as”, “particularly” and similar expressions do not imply limitation; and
- 8.2.10 headings are for convenience of reference only and do not affect interpretation.

● **Corporate Directory**

Directors	Registered Office
<p>Linda Jenkinson (Chair) Robert Gaunt (Non-Executive Director) Ben Katovsky (Non-Executive Director) Steve Gledden (Non-Executive Director)</p> <p>Company Secretary</p> <p>Jorge Nigaglioni</p>	<p>52 Smith Avenue Allambie Heights NSW 2100 Australia</p> <p>Telephone: +61 (02) 8317 1000</p> <p>Email: jaxstainvestors@jaxsta.com Website: www.jaxsta.com</p>
Australian Legal Adviser	Share Registry
<p>Maddocks* Angel Place Level 27, 123 Pitt Street Sydney NSW 2000 Australia</p>	<p>Automic Pty Ltd* Level 5, 126 Phillip Street Sydney NSW 2000</p> <p>Telephone: 1300 288 664 Email: hello@automicgroup.com.au</p>
Shareholder Information Line	
<p>Enquiries in relation to the Offer: +61 2 8317 1000</p> <p>Enquiries on individual shareholdings: 1300 992 916 (International calls: +61 3 9628 2200)</p>	

*These entities are included for information purposes only. They have not been involved in the preparation of this Prospectus and have not consented to being named in this Prospectus.

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