



## Announcement Summary

## Entity name

JAXSTA LTD

## Announcement Type

New announcement

## Date of this announcement

1/6/2023

## The Proposed issue is:

☒ A placement or other type of issue

## Total number of +securities proposed to be issued for a placement or other type of issue

ASX +security code	+Security description	Maximum Number of +securities to be issued
New code to be confirmed	CONVERTIBLE NOTES - NEW	1
JXT	ORDINARY FULLY PAID	88,734,476
JXTAG	OPTION EXPIRING VARIOUS DATES EX VARIOUS PRICES	3,000,000

## Proposed +issue date

1/6/2023

Refer to next page for full details of the announcement



## Part 1 - Entity and announcement details

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### 1.1 Name of +Entity

JAXSTA LTD

We (the entity named above) give ASX the following information about a proposed issue of +securities and, if ASX agrees to +quote any of the +securities (including any rights) on a +deferred settlement basis, we agree to the matters set out in Appendix 3B of the ASX Listing Rules.

If the +securities are being offered under a +disclosure document or +PDS and are intended to be quoted on ASX, we also apply for quotation of all of the +securities that may be issued under the +disclosure document or +PDS on the terms set out in Appendix 2A of the ASX Listing Rules (on the understanding that once the final number of +securities issued under the +disclosure document or +PDS is known, in accordance with Listing Rule 3.10.3C, we will complete and lodge with ASX an Appendix 2A online form notifying ASX of their issue and applying for their quotation).

### 1.2 Registered Number Type

ABN

### Registration Number

15106513580

### 1.3 ASX issuer code

JXT

### 1.4 The announcement is

☒ New announcement

### 1.5 Date of this announcement

1/6/2023

### 1.6 The Proposed issue is:

☒ A placement or other type of issue



## Part 7 - Details of proposed placement or other issue

## Part 7A - Conditions

**7A.1 Do any external approvals need to be obtained or other conditions satisfied before the placement or other type of issue can proceed on an unconditional basis?**☒ Yes

## 7A.1a Conditions

Approval/Condition	Date for determination	Is the date estimated or actual?	** Approval received/condition met?
+Security holder approval	30/5/2023	<input checked="" type="checkbox"/> Actual	Yes

**Comments**

EGM held on 30 May 2023 as released to market.

Approval/Condition	Date for determination	Is the date estimated or actual?	** Approval received/condition met?
Other (please specify in comment section)	1/6/2023	<input checked="" type="checkbox"/> Estimated	Yes

**Comments**

Completion of Share Purchase Agreement deliverables

## Part 7B - Issue details

Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?

☒ Existing class

Will the proposed issue of this +security include an offer of attaching +securities?

☒ No

## Details of +securities proposed to be issued

**ASX +security code and description**

JXT : ORDINARY FULLY PAID



### Number of +securities proposed to be issued

88,734,476

### Offer price details

Are the +securities proposed to be issued being issued for a cash consideration?

☒ No

### Please describe the consideration being provided for the +securities

Acquisition of Vampr Inc and subsidiaries

### Please provide an estimate of the AUD equivalent of the consideration being provided for the +securities

0.048000

Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?

☒ Yes

Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?

☒ Existing class

Will the proposed issue of this +security include an offer of attaching +securities?

☒ No

### Details of +securities proposed to be issued

#### ASX +security code and description

JXTAI : CONVERTIBLE NOTES

#### Number of +securities proposed to be issued

1

### Offer price details

Are the +securities proposed to be issued being issued for a cash consideration?

☒ Yes

In what currency is the cash consideration being paid?

AUD - Australian Dollar

What is the issue price per +security?

AUD 0.05000

Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?



☒ No

If some of the issued +securities do not rank equally

Is the actual date from which the +securities will rank equally (non-ranking end date) known?

☒ No

Provide the estimated non-ranking end period

31/05/2024

Please state the extent to which the +securities do not rank equally:

- In relation to the next dividend, distribution or interest payment; or
- For any other reason

The instrument will rank equally upon conversion to ordinary shares.

Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?

☒ Existing class

Will the proposed issue of this +security include an offer of attaching +securities?

☒ No

Details of +securities proposed to be issued

**ASX +security code and description**

JXTAG : OPTION EXPIRING VARIOUS DATES EX VARIOUS PRICES

**Number of +securities proposed to be issued**

3,000,000

**Offer price details**

Are the +securities proposed to be issued being issued for a cash consideration?

☒ No

**Please describe the consideration being provided for the +securities**

Options issued to an executive as part of the Vampr Acquisition Share Purchase Agreement

**Please provide an estimate of the AUD equivalent of the consideration being provided for the +securities**

Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?

☒ Yes



## Part 7C - Timetable

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### 7C.1 Proposed +issue date

1/6/2023

## Part 7D - Listing Rule requirements

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### 7D.1 Has the entity obtained, or is it obtaining, +security holder approval for the entire issue under listing rule 7.1?

☒ Yes

### 7D.1a Date of meeting or proposed meeting to approve the issue under listing rule 7.1

30/5/2023

### 7D.2 Is a party referred to in listing rule 10.11 participating in the proposed issue?

☒ No

### 7D.3 Will any of the +securities to be issued be +restricted securities for the purposes of the listing rules?

☒ Yes

### 7D.3a Please enter, the number and +class of the +restricted securities and the date from which they will cease to be +restricted securities

88,734,476 ordinary shares will have a one year escrow agreement ceasing on 31 May 2024

### 7D.4 Will any of the +securities to be issued be subject to +voluntary escrow?

☒ Yes

### 7D.4a Please enter the number and +class of the +securities subject to +voluntary escrow and the date from which they will cease to be subject to +voluntary escrow

88,734,476 ordinary shares will have a one year escrow agreement

## Part 7E - Fees and expenses

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### 7E.1 Will there be a lead manager or broker to the proposed issue?

☒ No

### 7E.2 Is the proposed issue to be underwritten?

☒ No

### 7E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed issue



## Part 7F - Further Information

### 7F.01 The purpose(s) for which the entity is issuing the securities

Acquisition of Vampr Inc and subsidiaries

### 7F.1 Will the entity be changing its dividend/distribution policy if the proposed issue proceeds?

☒ No

### 7F.2 Any other information the entity wishes to provide about the proposed issue

### 7F.3 Any on-sale of the +securities proposed to be issued within 12 months of their date of issue will comply with the secondary sale provisions in sections 707(3) and 1012C(6) of the Corporations Act by virtue of:

☒ Not applicable - the entity has arrangements in place with the holder that ensure the securities cannot be on-sold within 12 months in a manner that would breach section 707(3) or 1012C(6)