

16 November 2018

## Spookfish shareholders approve scheme of arrangement

**Spookfish Limited ("Spookfish") (ASX:SFI)** announces that, at a meeting of Spookfish shareholders held in Perth today ("Scheme Meeting"), shareholders voted in favour of the scheme of arrangement under which Eagle View Technologies, Inc. ("EagleView") has agreed to acquire all of the remaining issued ordinary shares in Spookfish that it does not already own ("Scheme").

Spookfish advises that the resolution to approve the Scheme was passed by the requisite majorities of Spookfish shareholders, with:

- 79.67% of shareholders present and voting at the Scheme Meeting (either in person, by proxy or attorney or in the case of corporate shareholders, by a duly appointed corporate representative) voting in favour of the resolution; and
- 98.20% of the total number of votes cast on the resolution by shareholders being in favour of the resolution.

An extract of the voting results of the Scheme Meeting is attached to this announcement.

### Indicative timetable and next steps

Spookfish will seek approval for the Scheme from the Federal Court of Australia ("Court") at a hearing scheduled for 10.15am (Perth time) on Friday 23 November 2018.

If the Court approves the Scheme, Spookfish intends to lodge a copy of the orders of the Court with the Australian Securities and Investments Commission ("ASIC") on Monday 26 November 2018. Once this occurs, the Scheme will become legally effective and it is expected that Spookfish shares will be suspended from trading on the ASX with effect from the close of trading on Monday 26 November 2018.

The indicative timetable for implementation of the Scheme remains as follows:

Event	Time and Date
<b>Second Court Hearing</b> for approval of the Scheme	10.15am (Perth time) on 23 November 2018
<b>Effective Date</b> on which the Scheme comes into effect and is binding on Spookfish Shareholders	26 November 2018
Court order lodged with ASIC and announcement to the ASX	
Last day of trading in Spookfish Shares on the ASX (with Spookfish Shares suspended from close of trading)	
<b>Scheme Record Date</b> for determining entitlements to Scheme Consideration	5.00pm (Perth time) on 3 December 2018

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**Implementation Date**

10 December 2018

Payment of Scheme Consideration to be made to Scheme Shareholders

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Capitalised terms in the timetable above have the meaning given to them in the Scheme Booklet announced to the ASX on Friday 12 October 2018. The above dates are indicative only. Spookfish reserves its right to vary any of the dates set out in the above timetable, subject to obtaining any necessary approvals. The actual timetable will depend upon the time at which the conditions to the Scheme are satisfied or, if applicable, waived.

**Scheme Consideration**

If the Scheme is approved and implemented, Spookfish shareholders will receive the Scheme Consideration of A\$0.09 for each Spookfish share held by them at the Scheme Record Date.

**Shareholder Information Line**

Spookfish shareholders who have questions in relation to the Scheme should contact the Spookfish Shareholder Information Line on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside of Australia) between 5.30am and 2.00pm (Perth time) on business days.

For further information, please contact:

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**About Spookfish**

*Spookfish Limited (ASX:SFI) is an Australian listed public company focused on the development and commercialisation of premium next generation geospatial imagery products and services. By starting from a clean sheet and challenging what was thought impossible, Spookfish's revolutionary technology enables rapid imaging of vast areas in high resolution from a multitude of angles at a fraction of the cost of contemporary systems. Spookfish aims to use these capabilities to make it easy for organisations of all sizes to gain access to premium imagery content and pervasive 3D models allowing concise, accurate and cost effective decision-making.*

**About EagleView**

*EagleView is the leading provider of high-resolution aerial imagery, property data analytics and structural measurements for government agencies, insurance carriers, roofing contractors and energy utilities. Using patented image capture techniques, 3D aerial measurement software and machine learning processes, EagleView helps customers answer questions related to millions of properties throughout the world. With a sixty-petabyte library of oblique and orthogonal Pictometry® aerial imagery dating back to 2001 and the capacity to process tens of thousands of roof measurement reports per day, EagleView enables organizations to reduce*



*field visits and adopt faster, safer and more cost-effective workflows. For more information, contact (866) 659-8439 or visit [www.EagleView.com](http://www.EagleView.com).*

**SPOOKFISH LIMITED**  
**Scheme Meeting**  
**Friday, 16 November 2018**  
**Voting Results**

**Resolution**

*“That, pursuant to and in accordance with the provisions of section 411 of the Corporations Act, the members approve the arrangement between Spookfish Limited and the holders of its fully paid ordinary shares (other than Eagle View Technologies, Inc.), designated the “Scheme”, as contained in and more particularly described in the Scheme Booklet accompanying the Notice of Scheme Meeting (with or without any modifications or conditions approved at this meeting or approved by the Federal Court of Australia after this meeting, and which are acceptable to Spookfish and Eagle View Technologies, Inc.) and, subject to approval of the Scheme by the Court, the Spookfish Board is authorised to implement the Scheme with any such modifications or conditions.”*

**Voting results**

The following information is provided in accordance with section 251AA(2) of the Corporations Act 2001 (Cth).

The following table provides a summary of the votes cast on the poll:

Voting results	For	Against	Abstain <sup>1</sup>	Total Votes
Number of votes	807,532,534	14,812,352	607,272	822,952,158
Number of holders	388	99	5	492
Percentage of votes	98.20%	1.80%	N/A	100%
Percentage of holders	79.67%	20.12%	N/A	100%

<sup>1</sup> Note that votes relating to a shareholder who has abstained from voting are not counted in determining requisite majorities.

The following table provides a summary of the instructions given to validly appointed proxies (as at proxy close):

Proxies received	For	Against	Abstain <sup>1</sup>	Open	Total Votes
Number of votes	796,919,692	14,263,352	607,272	5,115,108	816,298,152
Number of holders	358	96	5	19	478
<i>Percentage of votes</i>	<i>97.55%</i>	<i>1.75%</i>	<i>0.07%</i>	<i>0.63%</i>	<i>100%</i>
<i>Percentage of holders</i>	<i>74.90%</i>	<i>20.08%</i>	<i>1.00%</i>	<i>3.97%</i>	<i>100%</i>