

ASX: 9SP

ASX Release

7 February 2020

Notice of Special Meeting of Shareholders

9 Spokes International Limited (ARBN 610 518 075) (ASX: 9SP) (**9 Spokes** or **Company**) gives Notice of a Special Meeting of Shareholders to be held at Level 4, AECOM House, 8 Mahuhu Crescent Auckland on Wednesday, 26 February 2020 at 12 pm, NZT (10am, AEST).

The Notice of Meeting is attached, together with a copy of the shareholder proxy form.

Yours faithfully,



Melisa Beight
General Counsel & Company Secretary
9 Spokes International Limited

About 9 Spokes

9 Spokes is a business tracking and insights tool that enables SMBs to harness the power of their data to improve performance. SMBs can connect their cloud software to the 9 Spokes platform and use the Tracker tool to get a comprehensive, near real-time picture of how they're performing across the metrics that matter most – so they can make quick, sharp decisions that impact growth.

9 Spokes is available to SMBs directly through 9spokes.com and as a white-labelled platform for enterprise customers, including banks and other financial services providers. The Enterprise Edition allows banks, under their own brand, to deliver richer and more engaging experiences to their SMB customers. Through permissioned access to their SMB clients' data, banks get the insights they need to offer products and services that are better tailored to their small business customers' needs.

Find out more at 9spokes.com

Dear Shareholder,

On behalf of 9 Spokes International Limited (ARBN 610 518 075) (ASX: 9SP) (**9 Spokes or Company**), I invite you to attend our Special Meeting of Shareholders (**Meeting**) on Wednesday, 26 February 2020 at 12 pm, NZT (10am, AEST), to be held at Level 4, AECOM House, 8 Mahuhu Crescent, Auckland.

At the Meeting we will undertake the special business outlined on page 2 of this Notice of Meeting, which involves considering resolutions in relation to the ratification and approval of the issue of shares pursuant to a placement of fully paid ordinary shares to certain sophisticated and professional investors, as set out in the announcement released to the ASX dated Tuesday, 28 January 2020.

If you do not plan on attending the Meeting you are encouraged to cast a postal vote or appoint a proxy to attend and vote on your behalf by lodging your proxy appointment. Details of how you can submit your postal vote or proxy appointment can be found on page 7 of this Notice of Meeting.

Instructions on how to appoint a proxy or cast a postal vote are also detailed in the enclosed voting / proxy form. Proxies need to be received no later than 12pm, NZT (10am, AEST) on Monday, 24 February 2020 to be valid for the Meeting. Postal votes and proxy appointments may be lodged online or returned by mail. Details are provided on the voting / proxy form.

We look forward to seeing you at the Meeting.

Yours faithfully,

A handwritten signature in dark ink, appearing to read 'Paul Reynolds'.

Paul Reynolds
Chairman

Notice is hereby given to all Shareholders that a Special Meeting of Shareholders of 9 Spokes International Limited (ARBN 610 518 075) (ASX: 9SP) (**9 Spokes** or **Company**) will be held on Wednesday, 26 February 2019 at Level 4, AECOM House, 8 Mahuhu Crescent, Auckland and commencing at 12 pm, NZT (10.00am, AEST).

The Explanatory Memorandum has been prepared to assist Shareholders in determining how to vote on the Resolutions set out in this Notice of Meeting and is intended to be read in conjunction with the Notice of Meeting.

Special Business

Resolution 1 – Ratification of previous issue of some of the First Tranche Shares

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

"That, for the purposes of ASX Listing Rule 7.4 and all other purposes, Shareholders ratify and approve the previous issue and allotment of 142,333,918 fully paid ordinary shares in the Company to certain sophisticated and professional investors at an issue price of A\$0.015 per share, as set out in the Explanatory Memorandum."

Resolution 2 – Approval of issue of Second Tranche Shares

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

"That, for the purposes of ASX Listing Rule 7.1 and all other purposes, Shareholders approve the issue and allotment of 33,333,334 fully paid ordinary shares in the Company to certain sophisticated and professional investors at an issue price of A\$0.015 per share, as set out in the Explanatory Memorandum."

Voting Exclusion Statements

The Company will disregard any votes cast on the resolutions below by:

Resolution 1	Any person who participated in the issue or is a counterparty to the agreement being approved and any associate of those persons.
Resolution 2	Any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity) and any associates of those persons.

However, the above exclusions do not apply to a vote cast in favor of a resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution that way; or

- (b) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides;
- (c) or a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Explanatory Memorandum for the Resolutions

Resolutions 1 and 2 – Placement of shares to certain sophisticated and professional investors

1. As announced to the ASX on Tuesday, 28 January 2020, the Company is currently undertaking a capital raising of approximately A\$4 million by way of a placement of 266,666,667 fully paid ordinary shares in the Company (**Placement Shares**) to certain sophisticated and professional investors at an issue price of A\$0.015 per Placement Share (**Placement**).
2. The Placement is being conducted in two tranches as follows:
 - (a) an initial placement of 233,333,333 Placement Shares (**First Tranche Shares**), which were issued on Tuesday, 4 February 2020. 142,333,918 of the First Tranche Shares were issued under the Company's available placement capacity under ASX Listing Rule 7.1 (**Placement Capacity Shares**) and the remaining 90,999,415 were issued under the Company's available placement capacity under ASX Listing Rule 7.1A; and
 - (b) a subsequent placement of an additional 33,333,334 Placement Shares (**Second Tranche Shares**), which are anticipated to be issued on or about 28 February 2020 (subject to the passing of Resolution 2).
3. The proceeds of the Placement are intended to be used for the following purposes:
 - (a) accelerate the growth of new channel partners worldwide;
 - (b) accelerate product, software and infrastructure development, and
 - (c) provide additional working capital.
4. Broadly speaking, and subject to a number of exceptions, ASX Listing Rule 7.1 limits the amount of equity securities that the Company can issue without the approval of its Shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period (**15% Placement Capacity**).

5. The relationship between Resolution 1 and Resolution 2 is as follows:

- (a) if Resolution 1 is passed but Resolution 2 is not passed, the Second Tranche Shares will not be issued, but the issue of the Placement Capacity Shares will be excluded in calculating the Company's 15% Placement Capacity, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date the First Tranche Shares were issued;
- (b) if Resolution 2 is passed but Resolution 1 is not passed, the Second Tranche Shares will be issued, but the issue of the Placement Capacity Shares will be included in the Company's 15% Placement Capacity, effectively decreasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the date the First Tranche Shares were issued. This will not have an effect on the issue of the First Tranche Shares;
- (c) if both Resolution 1 and Resolution 2 are passed, the Second Tranche Shares will be issued and both the issue of the Placement Capacity Shares and the Second Tranche Shares will be excluded in calculating the Company's 15% Placement Capacity, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date the First Tranche Shares and the Second Tranche Shares were issued (as the case may be); and
- (d) if neither Resolution 1 nor Resolution 2 are passed, the Second Tranche Shares will not be issued and the issue of the Placement Capacity Shares will be included in the Company's 15% Placement Capacity, effectively decreasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the date the First Tranche Shares were issued. This will not have an effect on the issue of the First Tranche Shares.

Resolution 1

- 6. Resolution 1 seeks approval from Shareholders under ASX Listing Rule 7.4 (and all other purposes) to ratify the previous issue of the Placement Capacity Shares (constituting 142,333,918 of the First Tranche Shares) to certain sophisticated and professional investors on Tuesday 4 February 2020.
- 7. ASX Listing Rule 7.4 allows Shareholders to approve an issue of equity securities after it has been made or agreed to be made. If approved, the issue of the Placement Capacity Shares will be taken to have been approved under ASX Listing Rule 7.1 and so does not use any of the Company's 15% Placement Capacity. The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain Shareholder approval for such issues under ASX Listing Rule 7.1.
- 8. If Resolution 1 is passed, the issue of the Placement Capacity Shares will be excluded in calculating the Company's 15% Placement Capacity, effectively increasing the number of equity securities it can issue without Shareholder approval over the 12-month period following the date the First Tranche Shares were issued.

9 Spokes International Limited
New Zealand company number 3538758
(ARBN 610 518 075)
Level 3, 32 Market Place
Auckland 1010
New Zealand

9. If Resolution 1 is not passed, the issue of the Placement Capacity Shares will be included in calculating the Company's 15% Placement Capacity, effectively decreasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the date the First Tranche Shares were issued.

Information Required by ASX Listing Rule 7.5

10. Further details regarding the issue of the Placement Capacity Shares are set out below:

Placement Capacity Shares	
Issue date	Tuesday, 4 February 2020
Number of shares	142,333,918 fully paid ordinary shares.
Issue price	A\$0.015 per share.
Terms of issue	The Placement Capacity Shares were each fully paid ordinary shares in the capital of the Company issued on the same terms as the Company's existing ordinary shares.
Allottees	<p>The Placement Capacity Shares were issued through a placement to certain sophisticated and professional investors each of whom is not a related party of the Company, a member of the Company's key management personnel, a Substantial Holder in the Company, an advisor to the Company, or an associate of any of the above, except the following Substantial Holder:</p> <p>Alium Capital Management, who acquired 116,666,667 shares as part of the issue of First Tranche Shares, resulting in Alium Capital Management holding 9.9% of the Company's total issued share capital post the issue of the First Tranche Shares. 71,166,958 of the First Tranche Shares received by Alium Capital Management were Placement Capacity Shares.</p>
Use of funds raised	<p>Proceeds from the issue of the Placement Capacity Shares will be used in conjunction with the proceeds from the issue of the remaining First Tranche Shares and the Second Tranche Shares to:</p> <ul style="list-style-type: none"> (a) accelerate the growth of new channel partners worldwide; (b) accelerate product, software and infrastructure development, and (c) provide additional working capital.

11. The Board unanimously recommends that you **vote in favour** of this Resolution 1.

Resolution 2

12. Resolution 2 seeks approval from Shareholders pursuant to ASX Listing Rule 7.1 (and all other purposes) for the issue of the Second Tranche Shares to certain sophisticated and professional investors.
13. If Resolution 2 is passed, the Company will be able to proceed with the issue of the Second Tranche Shares. In addition, the issue of the Second Tranche Shares will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under ASX Listing Rule 7.1, effectively increasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the date the Second Tranche Shares are issued.
14. If Resolution 2 is not passed, the Company will not be able to proceed with the issue of the Second Tranche Shares.

Information Required by ASX Listing Rule 7.3

15. Further details regarding the issue of the Second Tranche Shares are set out below:

Second Tranche Shares	
Issue date	Expected to be on or about 28 February 2020 and, in any event, no later than 3 months after the date of this Meeting.
Number of shares	33,333,334 fully paid ordinary shares.
Issue price	A\$0.015 per share.
Terms of issue	The Second Tranche Shares will each be fully paid ordinary shares in the capital of the Company issued on the same terms as the Company's existing ordinary shares.
Allottees	<p>The Second Tranche Shares will be issued through a placement to certain sophisticated and professional investors each of whom is not a related party of the Company, a member of the Company's key management personnel, a Substantial Holder in the Company, an advisor to the Company, or an associate of any of the above, except the following Substantial Holder:</p> <p>Alium Capital Management, who is anticipated to acquire 16,666,667 shares as part of the issue of the Second Tranche Shares, which would result in Alium Capital Management holding increasing from 9.9% post the issue of the First Tranche Shares to 11% of the Company's total issued share capital post the issue of the Second Tranche Shares.</p>
Use of funds raised	<p>Proceeds from the issue of the Second Tranche Shares will be used in conjunction with the proceeds from the issue of the First Tranche Shares to:</p> <ol style="list-style-type: none"> (a) accelerate the growth of new channel partners worldwide; (b) accelerate product, software and infrastructure development, and (c) provide additional working capital.

16. The Board unanimously recommends that you **vote in favour** of this Resolution 2.

Record Date

Any person who is registered as a Shareholder at 9pm, NZT, (7pm, AEST) on Monday, 24 February 2020 is entitled to attend and vote at the Meeting or to cast a postal vote or to appoint a proxy to attend and vote in their place.

Postal Voting

Any Shareholder who is entitled to attend and vote at the Meeting may cast a postal vote by completing the voting / proxy form enclosed with this Notice of Meeting.

For the postal vote to be valid, the proxy form must be received by the Company's registry, Boardroom Pty Limited either by post to GPO Box 3993 Sydney NSW 2001 Australia or cast online at <https://www.votingonline.com.au/9spgm2020> at least 48 hours before the start of the Meeting.

Proxies

Any Shareholder who is entitled to attend and vote at the Meeting may appoint a proxy to attend and vote in their place by completing the voting / proxy form enclosed with this Notice of Meeting.

For the appointment of a proxy to be valid, the proxy form must be received by the Company's registry, either by post to GPO Box 3993 Sydney NSW 2001 Australia or cast online at <https://www.votingonline.com.au/9spgm2020> or as otherwise set out in the proxy form at least 48 hours before the start of the Meeting.

A proxy need not be a Shareholder. If the proxy form is returned without direction as to how the proxy shall vote on the resolution, then the proxy may vote as they think fit on a Resolution.

All joint holders of a Share must sign the proxy form. Companies may sign under the hand of a duly authorised officer or by power of attorney. If the proxy form has been signed under a power of attorney, the original or a certified copy of the power of attorney (unless already deposited with the Company) and a signed certificate of non-revocation of the power of attorney must be delivered to the Company at least 48 hours before the start of the Meeting.

Corporate Representatives

A corporation that is a Shareholder may appoint a representative to attend the Meeting on its behalf in the same manner as that which it could appoint a proxy. Corporate representatives should bring along to the Meeting a certified copy of evidence of their authority to act for the relevant corporation.

Powers of attorney

Any person representing a shareholder(s) by virtue of a power of attorney must bring the original or a certified copy of the power of attorney (unless already deposited with the Company) and a signed certificate of non-revocation of the power of attorney must be produced to the Company.

Glossary

Capitalised terms in this Notice of Meeting have the meaning set out below:

ASX	means ASX Limited (ABN 98 008 624 691), or the financial market it operates, as the context requires.
A\$	means Australian dollars.
ASX Listing Rules	means the listing rules of the ASX as amended or waived from time to time.
Board	means the board of directors of the Company.
Company or 9 Spokes	means 9 Spokes International Limited (New Zealand company number 3538758) (ARBN 610 518 075).
Explanatory Memorandum	means the explanatory memorandum accompanying the Resolutions contained in this Notice of Meeting.
First Tranche Shares	has the meaning given to that term in paragraph 2(a) of the Explanatory Memorandum.
Meeting or Special Meeting	means the Company's special meeting the subject of this Notice of Meeting.
Notice of Meeting	means this notice of meeting and includes the Explanatory Memorandum.
Placement	has the meaning given to that term in paragraph 1 of the Explanatory Memorandum.
Placement Capacity Shares	has the meaning given to that term in paragraph 2(a) of the Explanatory Memorandum.
Placement Shares	has the meaning given to that term in paragraph 1 of the Explanatory Memorandum.
Resolution	means either resolution 1 or resolution 2 the subject of the Meeting, as the context requires.
Second Tranche Shares	has the meaning given to that term in paragraph 2(b) of the Explanatory Memorandum.
Shareholder	means a person who is a registered holder of the Company's ordinary securities.
Substantial Holder	has the meaning given to that term in the ASX Listing Rules.
15% Placement Capacity	has the meaning given to that term in paragraph 4 of the Explanatory Memorandum.



All correspondence to:

✉	By Mail	Boardroom Pty Limited GPO Box 3993 Sydney NSW 2001 Australia
📠	By Fax	+61 2 9290 9655
💻	Online	www.boardroomlimited.com.au
☎	By Phone	(within Australia) 1300 737 760 (outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 12:00pm NZT (10:00am AEDT) on Monday 24 February 2020.**

📱 TO VOTE ONLINE

📱 BY SMARTPHONE

STEP 1: VISIT <https://www.votingonline.com.au/9spgm2020>

STEP 2: Enter your Postcode (if within Australia) OR Country of Residence (if outside Australia)

STEP 3: Enter your Voting Access Code (VAC):



PLEASE NOTE: For security reasons it is important you keep the above information confidential.

Scan QR Code using smartphone
QR Reader App

TO VOTE BY COMPLETING THE VOTING FORM

The voting form can be used to either vote directly by casting a postal vote (Section 1) OR appoint a proxy to vote on your behalf (Section 2).

SECTION 1: DIRECT VOTING

If you wish to vote directly and do not intend to attend the meeting, you should cast a postal vote by clearly marking the box in Section 1 and the boxes in Section 3 to indicate your voting instruction for each resolution. Please only mark either "for" or "against" for each resolution. Do not mark the "abstain" box if you are voting directly. If no direction is given on a resolution, or if you complete both the boxes in Section 1 and 2, your vote may be passed to the Chairman of the Meeting as your proxy. The Chairman's decision as to whether a postal vote is valid is final and conclusive.

SECTION 2: APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy if you do not intend to attend the meeting. If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Section 2. If you wish to appoint someone other than the Chairman of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting or does not vote on a poll in accordance with your instructions, the Chairman of the Meeting will be your proxy by default. A proxy need not be a Securityholder of the company. Do not write the name of the issuer company or the registered Securityholder in the space.

Appointment of more than one Proxy

You are entitled to appoint more than one proxy to attend the meeting and vote. If you wish to appoint a further proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a further proxy you must:

- complete an additional proxy form. On each form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise a pro rata proportion of your votes. Fractions of votes will be disregarded.
- return both forms together in the same envelope.

SECTION 3: VOTING DIRECTIONS

To cast your postal vote or to direct your proxy how to vote, place a mark in one of the boxes opposite each resolution. All your securities will be voted in accordance with such a direction. If you do not mark any of the boxes on a given resolution, your proxy may vote as he or she chooses (subject to any voting restriction that apply to your proxy). If you mark more than one box on a resolution your vote on that resolution will be invalid.

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the Meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

SECTION 4: SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the Securityholder.

Joint Holding: where the holding is in more than one name, all the Securityholders should sign.

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

LODGEMENT

Voting Forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the Meeting, therefore by **12:00pm NZT (10:00am AEDT) on Monday 24 February 2020.** Any Voting Form received after that time will not be valid for the scheduled Meeting.

Voting forms may be lodged using the enclosed Reply Paid Envelope or:

💻	Online	www.votingonline.com.au/9spgm2020
📱	By Smartphone	Scan the QR Code
📠	By Fax	+61 2 9290 9655
✉	By Mail	Boardroom Pty Limited GPO Box 3993, Sydney NSW 2001 Australia
👤	In Person	Boardroom Pty Limited Level 12, 225 George Street, Sydney NSW 2000 Australia

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

9 Spokes International Limited

ARBN 610 518 075

☐

Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.

Please note, you cannot change ownership of your securities using this form.

VOTING FORM

SECTION 1: DIRECT VOTING

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I/We being a Securityholder/s of **9 Spokes International Limited** (Company) and entitled to attend and vote hereby elect to vote directly by casting a postal vote for the Special Meeting of Shareholders of the Company to be held at **Level 4, AECOM House, 8 Mahuhu Crescent, Auckland 1010 New Zealand** on **Wednesday 26 February 2020 at 12:00pm NZT (10:00am AEDT)** and at any adjournment of that Meeting.

SECTION 2: APPOINTMENT OF PROXY

I/We being a Securityholder/s of **9 Spokes International Limited** (Company) and entitled to attend and vote hereby appoint:

☐

the **Chairman of the Meeting** (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered Securityholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting as my/our proxy at the Special Meeting of Shareholders of the Company to be held at **Level 4, AECOM House, 8 Mahuhu Crescent, Auckland 1010 New Zealand** on **Wednesday 26 February 2020 at 12:00pm NZT (10:00am AEDT)** and at any adjournment of that Meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

The Chair of the Meeting intends to vote undirected proxies in favour of each of the items of business.

SECTION 3: VOTING DIRECTIONS

		For	Against	Abstain*
Resolution 1	Ratification of previous issue of some of the First Tranche Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Approval of issue of Second Tranche Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

* If you mark the Abstain box for a particular resolution, you are directing your proxy not to vote on your behalf on a show of hands or on a poll.

SECTION 4: SIGN THE FORM

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2020