



Announcement Summary

Entity name

9 SPOKES INTERNATIONAL LIMITED

Announcement Type

New announcement

Date of this announcement

Friday August 28, 2020

The Proposed issue is:

- ☒ A non pro rata offer of securities under a disclosure document or product disclosure statement (PDS)
- ☒ A placement or other type of issue

Total number of +securities proposed to be issued for a non pro rata offer of securities under a disclosure document or product disclosure statement (PDS)

ASX +security code	+Security description	Maximum Number of +securities to be issued
9SP	ORDINARY FULLY PAID	1,000

Closing date for receipt of acceptances

Thursday October 1, 2020

Proposed +issue date

Thursday October 1, 2020

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
9SP	ORDINARY FULLY PAID	277,776,778

Proposed +issue date

Friday September 4, 2020

Refer to next page for full details of the announcement



Part 1 - Entity and announcement details

1.1 Name of +Entity

9 SPOKES INTERNATIONAL LIMITED

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.

1.2 Registered Number Type

ARBN

Registration Number

610518075

1.3 ASX issuer code

9SP

1.4 The announcement is

☒ New announcement

1.5 Date of this announcement

Friday August 28, 2020

1.6 The Proposed issue is:

- ☒ A non-+pro rata offer of +securities under a +disclosure document or +PDS
- ☒ A placement or other type of issue



Part 5 - Details of proposed non-pro rata offer under a disclosure document or PDS

Part 5A - Conditions

5A.1 - Are any of the following approvals required for the non-pro rata offer of securities under a disclosure document or PDS?

- Security holder approval
- Court approval
- Lodgement of court order with ASIC
- ACCC approval
- FIRB approval
- Another approval/condition external to the entity

☒ No

Part 5B - Offer 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

9SP : ORDINARY FULLY PAID

The number of securities to be offered under the disclosure document or PDS

1,000

Will the offer be conditional on applications for a minimum number of securities being received or a minimum amount being raised (i.e. a minimum subscription condition)?

☒ No

Will individual security holders be required to accept the offer for a minimum number or value of securities (i.e. a minimum acceptance condition)?

☒ No



Will individual security holders be limited to accepting the offer for a maximum number or value of +securities (i.e. a maximum acceptance condition)?

☒ No

Offer price details

Has the offer price been determined?

☒ Yes

In what currency will the offer be made?

AUD - Australian Dollar

What is the offer price per +security?

AUD 0.03600

Oversubscription & Scale back details

Will the entity be entitled to accept over-subscriptions?

☒ No

Will a scale back be applied if the offer is over-subscribed?

☒ No

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

☒ Yes

Part 5C - Timetable

5C.1 Lodgement date of +disclosure document or +PDS with ASIC

Friday August 28, 2020

5C.2 Date when +disclosure document or +PDS and acceptance forms will be made available to investors

Monday August 31, 2020

5C.3 Offer open date

Monday August 31, 2020

5C.4 Closing date for receipt of acceptances

Thursday October 1, 2020

5C.6 Proposed +issue date

Thursday October 1, 2020



Part 5D - Listing Rule requirements

5D.1 Has the entity obtained, or is it obtaining, +security holder approval for the entire issue under listing rule 7.1?

☒ No

5D.1b Are any of the +securities proposed to be issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1?

☒ Yes

5D.1b (i) How many +securities are proposed to be issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1?

1,000

5D.1c Are any of the +securities proposed to be issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A (if applicable)?

☒ No

5D.2 Is a party referred to in listing rule 10.11 participating in the proposed issue?

☒ No

Part 5E - Fees and expenses

5E.1 Will there be a lead manager or broker to the proposed offer?

☒ Yes

5E.1a Who is the lead manager/broker?

Canaccord Genuity (Australia) Limited

5E.1b What fee, commission or other consideration is payable to them for acting as lead manager/broker?

Management Fee of 2% of gross proceeds (\$36)
Capital Raising Fee of 4% of gross proceeds (\$36)

5E.2 Is the proposed offer to be underwritten?

☒ No

5E.3 Will brokers who lodge acceptances or renunciations on behalf of eligible +security holders be paid a handling fee or commission?

☒ No

5E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed offer

Costs of legal and filing fees of A\$22,000

Part 5F - Further Information



5F.01 The purpose(s) for which the entity intends to use the cash raised by the proposed issue

The purpose of the offer is not to raise capital but to facilitate the secondary trading of any shares that may be issued by the company before the Closing Date under the prospectus in accordance with Section 708A(11) of the Corporations Act 2001 (Cth)

5F.1 Will the entity be changing its dividend/distribution policy if the proposed offer is successful?

☒ No

5F.2 Please explain the entity's allocation policy for the offer, including whether or not acceptances from existing +security holders will be given priority

Only a nominal number of shares, being 1,000 will be issued under this prospectus

5F.3 URL on the entity's website where investors can download the +disclosure document or +PDS

www.9spokes.com

5F.4 Any other information the entity wishes to provide about the proposed offer



Part 7 - Details of proposed placement or other issue

Part 7A - Conditions

7A.1 - Are any of the following approvals required for the placement or other type of issue?

- +Security holder approval
- Court approval
- Lodgement of court order with +ASIC
- ACCC approval
- FIRB approval
- Another approval/condition external to the entity

☒ Yes

7A.1a Conditions

Approval/Condition	Date for determination	Is the date estimated or actual?	** Approval received/condition met?
+Security holder approval	Wednesday September 23, 2020	<input checked="" type="checkbox"/> Estimated	

Comments

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

9SP : ORDINARY FULLY PAID

Number of +securities proposed to be issued

277,776,778

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 0.03600

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

☒ Yes

Part 7C - Timetable

7C.1 Proposed +issue date

Friday September 4, 2020

Part 7D - Listing Rule requirements

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

☒ No

7D.1b Are any of the +securities proposed to be issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1?

☒ Yes

7D.1b (i) How many +securities are proposed to be issued without security holder approval using the entity's 15% placement capacity under listing rule 7.1?

166,000,000

7D.1c Are any of the +securities proposed to be issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A (if applicable)?

☒ No

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?

☒ No

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

☒ No

Part 7E - Fees and expenses



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

☒ Yes

7E.1a Who is the lead manager/broker?

Canaccord Genuity (Australia) Limited

7E.1b What fee, commission or other consideration is payable to them for acting as lead manager/broker?

Management Fee of 2% of gross proceeds
Capital Raising Fee of 4% of gross proceeds raised by Broker.
3 month monthly retainer of A\$5,000

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

Further fees associated with further commissions, legal, registry and issue of shares amounts to \$300,000

Part 7F - Further Information

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

Working capital to continue growing new banking partners, progressive global rollout of 9spokes.com, continued partner development with strategic partners Visa Inc, Microsoft, and Foundation, and continued focus on R&D development of the 9Spokes platform.

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