

ASX: 9SP

ASX Release

18 April 2019

## Cleansing Notice

This notice is given by 9 Spokes International Limited ARBN 610 518 075 (**Company**) under section 708AA(2)(f) of the *Corporations Act 2001* (Cth), as notionally modified by ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84 (**Corporations Act**).

The Company announced today a fully underwritten pro rata renounceable entitlement offer (**Entitlement Offer**) to raise A\$5,282,892 before costs. Under the Entitlement Offer, eligible shareholders will be entitled to acquire 2 new fully paid ordinary shares (**New Shares**) for every 3 shares held by them at 7.00pm (Sydney time) on the record date of Friday, 26 April 2019 at an issue price of A\$0.016 per New Share.

The maximum number of New Shares expected to be issued under the Entitlement Offer is 330,180,791, subject to the rounding of fractional entitlements.

The Company hereby gives notice under section 708AA(2)(f) of the Corporations Act that:

- (a) the Company will offer the New Shares under the Entitlement Offer without disclosure under Part 6D.2 of the Corporations Act;
- (b) this notice is being given under section 708AA(2)(f) of the Corporations Act;
- (c) as at the date of this notice, the Company has complied with:
  - (i) the provisions of Chapter 2M of the Corporations Act as they apply to the Company; and
  - (ii) section 674 of the Corporations Act;
- (d) as at the date of this notice, there is no excluded information of the type referred to in sections 708AA(8) and 708AA(9) of the Corporations Act that is required to be set out in this notice; and
- (e) the potential effect the issue of the New Shares will have on the control of the Company, and the consequences of that effect, is dependent on the extent to which eligible shareholders take up their entitlement for New Shares and whether or not they subscribe for additional New Shares arising under any shortfall. Given the structure of the Entitlement Offer as a fully underwritten pro-rata offer with a shortfall offer, the potential effect that the issue of New Shares will have on the control of the Company is as follows:
  - (i) if all eligible shareholders take up their entitlement in full under the Entitlement Offer, the Entitlement Offer will have no effect on the control of the Company (excluding the minimal effect of ineligible shareholders not being permitted to take up their entitlement);
  - (ii) the proportional interests in the Company of those eligible shareholders who do not take up their entitlement under the Entitlement Offer will be diluted by those other eligible shareholders who take up some, all or more than their entitlement;

- (iii) the proportional interests in the Company of shareholders who are not eligible shareholders will be diluted because those shareholders are not entitled to participate by acquiring New Shares in the Entitlement Offer;
- (iv) if there is a shortfall, those eligible shareholders who are allocated additional New Shares from that shortfall will increase their voting power in the Company; and
- (v) the Entitlement Offer is fully underwritten by Patersons Securities Limited (**Underwriter**). If none of the New Shares are taken up by eligible shareholders, then the Underwriter would be required to subscribe for all of the 330,180,791 New Shares (increasing its voting power to 39.99%), subject to any sub-underwriting arrangements it has entered into, detailed below. The Company understands that the Underwriter has entered into arrangements to sub-underwrite the Entitlement Offer. The maximum voting power percentage which any other sub-underwriter(s) may obtain in relation to the Entitlement Offer if those sub-underwriter(s) are required to subscribe up to the maximum number of New Shares under their relevant sub-underwriting arrangements will not exceed 19.99%.

Yours sincerely,



Neil Hopkins  
Company Secretary

**For more information:**

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**About 9 Spokes**

9 Spokes is a tracking tool designed to help SMEs enhance their performance and be their best business self. It collates and sorts the SME's data, so they can more easily see their progress against the things that matter most to their business.

SMEs can connect their cloud software to 9 Spokes to get a comprehensive picture of their business performance through a single smart dashboard—so it's easier to make the big and small decisions required to manage and grow their business effectively. As well connecting their existing supported software to the dashboard, businesses can choose from a selection of other recommended and accredited apps to suit their industry.

9 Spokes is provided under a direct model to small businesses and as a white labelled platform allowing key Banking Partners to offer 9 Spokes to their SME customers under their own brand.

Find out more at [www.9spokes.com](http://www.9spokes.com)