

ASX: 9SP

ASX Release

24 May 2019

9 Spokes International Limited – Issue of Shares under Entitlement Offer

9 Spokes International Limited (**Company**) advises that, further to its announcement on Wednesday, 21 May 2019 regarding the results of its fully underwritten 2 for 3 renounceable pro rata entitlement (**Entitlement Offer**) offer of fully paid ordinary shares to eligible shareholders (**New Shares**), as a result of a shareholder having applied for their entitlement twice, the shortfall is 133,334 New Shares less than announced. Accordingly, the shortfall from the Entitlement Offer is 159,332,280. This difference of 133,334 New Shares (representing an amount of A\$2,133.34) will not be underwritten by Patersons Securities Limited.

As a result of the above and the rounding of fractional entitlements under the Entitlement Offer, the Company confirms that a total of 330,047,971 New Shares has today been issued under the Entitlement Offer.

The Company confirms that a total of 825,319,158 fully paid ordinary shares are on issue after the issue of 330,047,971 New Shares under the Entitlement Offer.

An updated Appendix 3B is **attached**.

For more information:

Investors:

Simon Hinsley

NWR Communications

+61 401 809 653

simon@nwrcommunications.com.au

Media:

Warrick Lace

NWR Communications

+61 404 656 408

warrick@nwrcommunications.com.au

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

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

9 Spokes International Limited

ARBN

610 518 075

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- | | | |
|---|---|---|
| 1 | +Class of +securities issued or to be issued | Fully paid ordinary shares (New Shares). |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | The Company has issued 330,047,971 New Shares pursuant to the terms of the fully underwritten pro rata renounceable entitlement offer, as announced to the ASX on Thursday, 18 April 2019 (Entitlement Offer). |
| 3 | Principal terms of the +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | Issue of fully paid ordinary shares. |

4	Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?	Yes, the New Shares rank equally in all respects with the existing fully paid ordinary shares on issue.
	<p>If the additional +securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 	
5	Issue price or consideration	A\$0.016 per New Share.
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	The net proceeds of the Entitlement Offer will be used to retire existing debt and for the purposes of working capital.
6a	Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?	No.
	If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i	
6b	The date the security holder resolution under rule 7.1A was passed	N/A
6c	Number of +securities issued without security holder approval under rule 7.1	N/A
6d	Number of +securities issued with security holder approval under rule 7.1A	N/A

+ See chapter 19 for defined terms.

6e Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting) N/A

6f Number of +securities issued under an exception in rule 7.2 N/A

6g If +securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the +issue date and both values. Include the source of the VWAP calculation. N/A

6h If +securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements N/A

6i Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A - complete Annexure 1 and release to ASX Market Announcements N/A

7 +Issue dates
 Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A.
 Cross reference: item 33 of Appendix 3B. Friday, 24 May 2019.

	Number	+Class
8 Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	825,319,158	Fully paid ordinary shares

	Number	+Class
9 Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)	8,750,000	Options over fully paid ordinary shares with an exercise price of A\$.20.
	1,533,008	Options over fully paid ordinary shares that began to vest progressively from 21 December 2016, granted pursuant to an Employee Share Option Plan no longer on foot, and with an exercise price of NZ\$.16.
	1,143,413	Options over fully paid ordinary shares issued to directors under the Employee Share Option Plan (ESOP) and on terms as set out in the Company's Notice of Annual Meeting of Shareholders dated 28 August 2017.
	1,276,163 ¹	Options over fully paid ordinary shares issued to employees under the ESOP, all of which expire 5 years from their date of issue, and each with an exercise price of A\$.20.
10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	N/A	

¹ In the Appendix 3B filed by the entity on 18 April 2019, 1,351,629 of these options were on issue. Since that time, 75,466 of these options have been cancelled as a result of holders no longer being employed by the entity (or its subsidiaries).

+ See chapter 19 for defined terms.

Part 2 - Pro rata issue

11	Is security holder approval required?	No.
12	Is the issue renounceable or non-renounceable?	Renounceable.
13	Ratio in which the +securities will be offered	2 New Shares for every 3 existing fully paid ordinary shares held as at the Record Date for the Entitlement Offer.
14	+Class of +securities to which the offer relates	Fully paid ordinary shares.
15	+Record date to determine entitlements	7.00pm (Sydney time) on Friday, 26 April 2019.
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	No.
17	Policy for deciding entitlements in relation to fractions	Where fractions arise on the calculation of shareholders' entitlements under the Entitlement Offer they will be rounded up to the next whole number of the New Shares.
18	Names of countries in which the entity has security holders who will not be sent new offer documents <small>Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.</small>	All countries other than Australia and New Zealand.
19	Closing date for receipt of acceptances or renunciations	Friday, 17 May 2019.
20	Names of any underwriters	Patersons Securities Limited ABN 69 008 896 311

21	Amount of any underwriting fee or commission	<p>An underwriting fee is payable which is equal to 4% of the total amount raised under the Entitlement Offer.</p> <p>A management fee is also payable which is equal to 2% of the total amount raised under the Entitlement Offer.</p> <p>A corporate advisory fee of \$60,00 is also payable.</p>
22	Names of any brokers to the issue	N/A.
23	Fee or commission payable to the broker to the issue	N/A.
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	N/A.
25	If the issue is contingent on security holders' approval, the date of the meeting	N/A.
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	<p>No prospectus or other disclosure document is being prepared in relation to the Entitlement Offer. A Retail Offer Booklet and a personalised Entitlement and Acceptance Form will be despatched to eligible shareholders on or about Wednesday, 1 May 2019.</p>
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	N/A.
28	Date rights trading will begin (if applicable)	Wednesday, 24 April 2019 on a deferred settlement basis.
29	Date rights trading will end (if applicable)	Friday, 10 May 2019.

+ See chapter 19 for defined terms.

- 30 How do security holders sell their entitlements *in full* through a broker? Eligible shareholders who wish to sell their entitlement in full on ASX must instruct their broker and provide details as requested, details which are set out in their Entitlement and Acceptance Form.
- 31 How do security holders sell *part* of their entitlements through a broker and accept for the balance? Eligible shareholders who wish to sell part of their entitlement must instruct their broker and provide details as requested, details which are set out in their Entitlement and Acceptance Form.
- 32 How do security holders dispose of their entitlements (except by sale through a broker)? Eligible shareholders who wish to transfer their entitlement to another person other than on ASX must forward to Boardroom Pty Limited, the company's share registry, a standard renunciation form, along with the transferee's required application monies. If eligible shareholders wish to transfer their entitlement to a person on the CHESSE subregister, they should engage their CHESSE sponsoring participant.
- 33 ⁺Issue date Friday, 24 May 2019.

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

34 Type of ⁺securities
(tick one)

(a) ⁺Securities described in Part 1

(b) All other ⁺securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

- 35 If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders
- 36 If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories
1 - 1,000
1,001 - 5,000
5,001 - 10,000
10,001 - 100,000
100,001 and over
- 37 A copy of any trust deed for the additional +securities

+ See chapter 19 for defined terms.

Entities that have ticked box 34(b)

38 Number of +securities for which +quotation is sought

N/A.

39 +Class of +securities for which quotation is sought

N/A.

40 Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?

If the additional +securities do not rank equally, please state:

- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

N/A.

41 Reason for request for quotation now

Example: In the case of restricted securities, end of restriction period

(if issued upon conversion of another +security, clearly identify that other +security)

N/A.

	Number	+Class
42 Number and +class of all +securities quoted on ASX (<i>including</i> the +securities in clause 38)	N/A.	N/A.

Quotation agreement

1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant the following to ASX.

- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

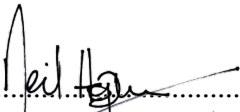
Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here:


.....
(Company secretary)

Date: 24 May 2019

Print name: Neil Hopkins

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+ See chapter 19 for defined terms.

Appendix 3B – Annexure 1

Calculation of placement capacity under rule 7.1 and rule 7.1A for eligible entities

Introduced 01/08/12 Amended 04/03/13

Part 1

Rule 7.1 – Issues exceeding 15% of capital	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
Insert number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue	495,271,187
<p>Add the following:</p> <ul style="list-style-type: none"> • Number of fully paid +ordinary securities issued in that 12 month period under an exception in rule 7.2 • Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval • Number of partly paid +ordinary securities that became fully paid in that 12 month period <p><i>Note:</i></p> <ul style="list-style-type: none"> • <i>Include only ordinary securities here – other classes of equity securities cannot be added</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	330,047,971
Subtract the number of fully paid +ordinary securities cancelled during that 12 month period	
“A”	825,319,158

+ See chapter 19 for defined terms.

Step 2: Calculate 15% of “A”	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
Multiply “A” by 0.15	123,797,873
Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used	
<p>Insert number of +equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued:</p> <ul style="list-style-type: none"> • Under an exception in rule 7.2 • Under rule 7.1A • With security holder approval under rule 7.1 or rule 7.4 <p><i>Note:</i></p> <ul style="list-style-type: none"> • <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	
“C”	0
Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1	
<p>“A” x 0.15</p> <p><i>Note: number must be same as shown in Step 2</i></p>	123,797,873
<p>Subtract “C”</p> <p><i>Note: number must be same as shown in Step 3</i></p>	0
Total [“A” x 0.15] – “C”	123,797,873 <i>[Note: this is the remaining placement capacity under rule 7.1]</i>

+ See chapter 19 for defined terms.

Part 2

Rule 7.1A – Additional placement capacity for eligible entities	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
“A” <i>Note: number must be same as shown in Step 1 of Part 1</i>	
Step 2: Calculate 10% of “A”	
“D”	<i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	
Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used	
<i>Insert</i> number of +equity securities issued or agreed to be issued in that 12 month period under rule 7.1A Notes: <ul style="list-style-type: none"> • <i>This applies to equity securities – not just ordinary securities</i> • <i>Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	
“E”	

+ See chapter 19 for defined terms.

Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A	
<p>“A” x 0.10</p> <p><i>Note: number must be same as shown in Step 2</i></p>	
<p>Subtract “E”</p> <p><i>Note: number must be same as shown in Step 3</i></p>	
<p>Total [“A” x 0.10] – “E”</p>	<p><i>Note: this is the remaining placement capacity under rule 7.1A</i></p>

+ See chapter 19 for defined terms.