

ASX: 9SP  
ASX Release  
28 August 2020

## **9Spokes lodges prospectus as a procedural requirement for its capital raise**

Auckland, NZ | 28 August 9Spokes (ASX: 9SP or the “Company”), a management app that brings meaningful data together across a business, its apps, and its banks, has today lodged with the Australian Securities and Investments Commission a transaction-specific prospectus (a copy of which follows this announcement). The purpose of the prospectus 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) (“Corporations Act”).

To ensure that shares issued are freely tradable (i.e., not subject to secondary trading restrictions in the Corporations Act), typically the Company would issue a cleansing notice under section 708A(5) of the Corporations Act (“Cleansing Notice”). However, the Company is unable to issue a Cleansing Notice given the length of the recent suspension of its shares on the ASX.

Announcement authorised by 9Spokes’ Chief Executive, Adrian Grant.

### **For further information, please contact:**

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### **About 9Spokes**

9Spokes is a powerful business ecosystem with global scale. It offers modern businesses a management app that brings meaningful data together across a business, its apps, and its bank. Think of 9Spokes as a virtual advisor, here to motivate and guide businesses so they not only survive but grow and thrive.

Powered by bank and business data, 9Spokes delivers meaningful, personalized, and shareable insights to businesses to help inform their next move and steer them towards their goals. It's a collaborative resource that facilitates holistic conversations between businesses and their banks that go beyond just the financials, helping to improve visibility and reduce risk. Businesses gain a value-added business hub, while their banks get the insights needed to offer products and services better tailored to their customers' needs.

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

# 9 Spokes International Limited

ARBN 610 518 075

## Prospectus

For the offer of up to 1,000 Shares at an issue price of \$0.036 per Share to raise approximately \$36 (before expenses).

This Prospectus has been prepared primarily for the purpose of section 708A(11) of the Corporations Act to remove any trading restrictions on the sale of Shares issued by the Company prior to the Closing Date.

### IMPORTANT NOTICE

This document is important and should be read in its entirety. If after reading this Prospectus you have any questions about the Shares being offered under this Prospectus or any other matter, then you should consult your stockbroker, accountant or other professional adviser. The Shares offered by this Prospectus should be considered as speculative.



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## 1. Corporate directory

<b>Registered Office</b>	Level 4, AECOM House 8 Mahuhu Crescent Auckland 1010, New Zealand
<b>New Zealand Company Number</b>	3538758
<b>New Zealand Business Number</b>	9429030957862
<b>Australian Registered Business Number</b>	610 518 075
<b>Directors</b>	Paul Reynolds (Chairman) Adrian Grant Shelley Ruha Thomas Power Mark Estall (until 30 September 2020) <sup>1</sup>
<b>Company Secretary</b>	Melisa Beight
<b>Australian Lawyers</b>	Bird & Bird Lawyers Level 22, MLC Centre 19 Martin Place Sydney, NSW 2000, Australia
<b>New Zealand Lawyers</b>	Webb Henderson Level 3, 110 Customs Street West Auckland 1010, New Zealand
<b>Share Registry</b>	Boardroom Pty Limited <sup>2</sup> Level 12, 225 George Street Sydney, NSW 2000, Australia

### Notes

1. As announced to the ASX on 14 August 2020, Mark Estall will be resigning as a non-executive director of the Company effective from 30 September 2020.
2. This entity has not been involved in the preparation of this Prospectus and has not consented to being named in this Prospectus. Its name is included for information purposes only.

## **2. Timetable and important notes**

### **2.1 Timetable**

Lodgement of Prospectus with the ASIC and ASX	28 August 2020
Opening Date	31 August 2020
Closing Date	1 October 2020

The Directors reserve the right to bring forward or extend the Closing Date at any time after the Opening Date without notice. As such, the date on which the Shares offered under this Prospectus will commence trading on the ASX may vary.

### **2.2 Important notes**

This Prospectus is dated 28 August 2020 and was lodged with the ASIC on that date. The ASIC and its officers take no responsibility for the contents of this Prospectus or the merits of the investment to which this Prospectus relates.

The expiry date of the Prospectus is 13 months after the date the Prospectus was lodged with the ASIC. No Shares will be issued on the basis of this Prospectus after the expiry date.

The Offer is only available to those who are personally invited to accept the Offer. Applications for Shares offered pursuant to this Prospectus can only be submitted on an original Application Form to be provided to Applicants, together with a copy of this Prospectus.

This Prospectus is a transaction specific prospectus for an offer of continuously quoted securities (as defined in the Corporations Act) and has been prepared in accordance with section 713 of the Corporations Act. It does not contain the same level of disclosure as an initial public offering prospectus.

Unless the context otherwise requires, terms commencing with capital letters have the same meaning as given in the Glossary contained in Section 9 of this Prospectus.

### **2.3 Risk factors**

Potential investors should be aware that subscribing for Shares in the Company involves a number of risks. The key risk factors of which investors should be aware are set out in Section 6 of this Prospectus. These risks, together with other general risks applicable to all investments in listed securities not specifically referred to, may affect the value of the Shares in the future. Accordingly, an investment in the Company should be considered speculative. Investors should consider consulting their professional advisers before deciding whether to apply for Shares pursuant to this Prospectus.

### **2.4 Overseas investors**

The distribution of this Prospectus in jurisdictions outside Australia (including without limitation, in New Zealand) may be restricted by law and therefore persons into whose possession this document comes should seek advice on and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of those laws. This Prospectus does not constitute an offer of Shares in any jurisdiction where, or to any person to whom, it would be unlawful to offer or issue Shares in reliance on this Prospectus.

## **2.5 Web Site – Electronic Prospectus**

A copy of this Prospectus can be downloaded from the website of the Company at [www.9spokes.com](http://www.9spokes.com). If you are accessing the electronic version of this Prospectus for the purpose of making an investment in the Company, you must be an Australian resident and must only access this Prospectus from within Australia. The Corporations Act prohibits any person passing onto another person an Application Form unless it is included in this Prospectus or it is accompanied by this Prospectus. Any person may obtain a hard copy of this Prospectus free of charge by contacting the Company.

The Company reserves the right not to accept an Application Form from a person if it has reason to believe that when that person was given access to the electronic Application Form, it was not provided together with the electronic Prospectus and any relevant supplementary or replacement prospectus or any of those documents were incomplete or altered.

## **2.6 Website**

No document or information included on our website is incorporated by reference into this Prospectus.

## **2.7 Forward-looking statements**

This Prospectus contains forward-looking statements which are identified by words such as 'may', 'could', 'believes', 'estimates', 'targets', 'expects', or 'intends' and other similar words that involve risks and uncertainties.

These statements are based on an assessment of present economic and operating conditions, and on a number of assumptions regarding future events and actions.

Such forward-looking statements are not a guarantee of future performance and involve known and unknown risks, uncertainties, assumptions and other important factors, many of which are beyond the control of our Company, the Directors and our management.

The Company cannot and does not give any assurance that the results, performance or achievements expressed or implied by the forward-looking statements contained in this Prospectus will actually occur and investors are cautioned not to place undue reliance on these forward-looking statements.

The Company has no intention to update or revise forward-looking statements, or to publish prospective financial information in the future, regardless of whether new information, future events or any other factors affect the information contained in this Prospectus, except where required by law.

These forward-looking statements are subject to various risk factors that could cause the Company's actual results to differ materially from the results expressed or anticipated in these statements. These risk factors include those that are set out in Section 6.

## **2.8 Disclaimer**

No person is authorised to give any information or to make any representation in connection with the Offer described in this Prospectus which is not contained in this Prospectus. Any information or representations not so contained may not be relied upon as having been authorised by the Company or any other person in connection with the Offer. You should rely only on information in this Prospectus.



### **3. Details of the Offer**

#### **3.1 Summary of the Offer**

Under this Prospectus, the Company invites investors identified by the Directors to apply for up to 1,000 Shares at an issue price of \$0.036 per Share payable in full on Application, to raise up to \$36.

The Offer will only be extended to specific parties on invitation from the Directors. Application Forms will only be provided by the Company to those specific parties.

All of the Shares offered under this Prospectus will rank equally with Shares on issue at the date of this Prospectus.

#### **3.2 Objective**

The Company is seeking to raise only a nominal amount under this Prospectus and, accordingly, the purpose of this Prospectus is not to raise capital.

The primary purpose of this Prospectus is to remove any trading restrictions that may otherwise have attached to Shares issued by the Company without disclosure under Chapter 6D of the Corporations Act prior to the Closing Date.

Relevantly, section 708A(11) of the Corporations Act provides that a sale offer does not need disclosure to investors if:

- a) the relevant securities are in a class of securities that are quoted securities of the body; and
- b) either
  - i) a prospectus is lodged with the ASIC on or after the day on which the relevant securities were issued but before the day on which the sale offer is made; or
  - ii) a prospectus is lodged with ASIC before the day on which the relevant securities are issued and offers of securities that have been made under the prospectus are still open for acceptance on the day on which the relevant securities were issued; and
- c) the prospectus is for an offer of securities issued by the body that are in the same class of securities as the relevant securities.

#### **3.3 Minimum subscription**

There is no minimum subscription in respect of the Offer.

#### **3.4 Application for Shares**

Applications for Shares must only be made by investors at the direction of the Company and must be made using the Application Form.

Payment for the Shares must be made in full, in Australian dollars, and in cleared funds, by electronic payment to the following Company bank account:

Account Name: 9 Spokes International Limited  
Account Number: 26905010AUD40  
SWIFT Code: ASBBNZ2A  
Bank Name: ASB Bank Limited  
Branch: 12-3109  
Branch Address: 12 Jellicoe Street, Auckland, 1010, New Zealand

Completed Application Forms must be emailed to [investors@9spokes.com](mailto:investors@9spokes.com) or mailed or delivered in the manner specified on the Application Form so they are received before the Closing Date.

### **3.5 Underwriter**

The Offer is not underwritten.

### **3.6 ASX Listing**

Application for official quotation of the Shares offered pursuant to this Prospectus will be made within 7 days of the date of this Prospectus. If ASX does not grant official quotation of the Shares offered pursuant to this Prospectus before the expiration of 3 months after the date of issue of the Prospectus, (or such period as varied by the ASIC), the Company will not issue any Shares and will repay all Application Monies for the Shares within the time prescribed under the Corporations Act, without interest.

The fact that ASX may grant official quotation to the Shares is not to be taken in any way as an indication of the merits of the Company or the Shares now offered for subscription.

### **3.7 Issue of Shares**

The issue of Shares offered under the Offer will take place as soon as practicable after the Closing Date. Application Monies will be held in a separate subscription account until the Shares are issued. This account will be established and kept by the Company in trust for each Applicant. Any interest earned on the Application Monies will be for the benefit of the Company and will be retained by the Company irrespective of whether any Shares are issued and each Applicant waives the right to claim any interest.

The Directors will determine the recipients of all the Shares. The Directors reserve the right to reject any Application or to allocate any Applicant fewer Shares than the number applied for.

Where the number of Shares issued is less than the number applied for, the surplus monies will be returned by payment to a designated bank account as indicated on the Application Form as soon as practicable after the Closing Date. Where no issue of Shares is made, the amount tendered on Application will be returned in full by cheque as soon as practicable after the Closing Date. Interest will not be paid on moneys refunded.

### **3.8 Restrictions on the Distribution of the Prospectus**

The distribution of this Prospectus outside of Australia (including, without limitation, New Zealand) may be restricted by law. This Offer does not, and is not intended to, constitute an offer in any place or jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer or to issue this Prospectus.

## 4. Purpose and effect of the Offer

### 4.1 Purpose of the Offer

As noted above, the primary purpose of this Prospectus is to remove any trading restrictions that may have otherwise attached to Shares issued by the Company prior to the Closing Date.

Under the Offer, an amount of up to approximately \$36 (before expenses) will be raised. All the funds raised from the Offer will be applied towards the expenses of the Offer. Refer to Section 7 of this Prospectus for further details relating to the estimated expenses of the Offer.

### 4.2 Effect of the offer

The effect of the Offer on the capital structure of the Company is set out below.

**Table 1. Effect on capital structure**

Shares currently on issue	1,215,559,455
Shares offered under this Prospectus	1,000
<b>Total Shares on issue on completion of the Offer<sup>2</sup></b>	<b>1,215,560,455</b>

#### Notes

1. The rights and liabilities attached to the Shares are summarised in Section 5.
2. This assumes the Offer is fully subscribed.

### 4.3 Financial effects of the Offer

After paying for the expenses of the Offer of approximately \$22,000, there will be no net proceeds from the Offer. The expenses of the Offer (exceeding the amount of up to \$36 raised from the proceeds of the Issue) will be met from the Company's existing cash reserves and will not have any material effect on those reserves.

## **5. Rights and liabilities attached to the Shares**

### **5.1 Constitution**

Full details of the rights and liabilities attaching to the Shares are set out in the Constitution, a copy of which is available for inspection on the Company website at [www.9spokes.com](http://www.9spokes.com) and at the Company's registered office during normal business hours, or on the website of the NZ Companies Office.

The following is a summary of the more significant rights and liabilities attaching to Shares to be issued pursuant to this Prospectus. This summary is not exhaustive and does not constitute a definitive statement of the rights and liabilities of Shareholders. To obtain such a statement, persons should seek independent legal advice. All Shares issued in the Company to date are fully paid ordinary shares in the capital of the Company. Shares to be issued pursuant to this Prospectus will be fully paid ordinary shares in the capital of the Company and will rank equally with all other issued Shares.

### **5.2 Voting**

Subject to any restriction on voting imposed by the Constitution, the Companies Act and the ASX Listing Rules, every Shareholder present in person or by proxy, attorney or representative at a meeting of Shareholders has one vote on a show of hands and, on a poll, one vote for every Share held. A poll may be demanded by the chairperson of the meeting, any five Shareholders present (or their proxy, attorney or representative) entitled to vote on the resolution, a Shareholder or Shareholders present who together hold at least 10% of the votes that may be cast on the resolution on a poll, or a Shareholder or Shareholders holding Shares on which the aggregate amount paid up is at least 10% of the total amount paid up on the Shares that confer that right.

### **5.3 General meetings**

Each Shareholder is entitled to receive the amount of notice required by the Companies Act for general meetings of the Company.

### **5.4 Dividends**

Dividends may be declared by the Directors by resolution of the Directors.

### **5.5 Transfer of Shares**

A Shareholder may transfer Shares by a proper transfer made in accordance with any computerised or electronic system for market settlement, securities transfer and registration under a system of transfer approved under section 376 of the Financial Markets Conduct Act which is applicable to the Company or conducted in accordance with the Companies Act and established or recognised by ASX for the purpose of facilitating transfers in Shares or by an instrument in writing in any usual form or any other form approved by the Directors. The Directors may refuse to register a transfer of Shares where the Shares are not quoted by ASX or where the refusal to register the transfer is permitted under the ASX Listing Rules.

### **5.6 Issue of shares**

Subject to section 5.12, the Directors may, under the Companies Act, the ASX Listing Rules and the Constitution, issue or allot further shares in the Company, or grant options over shares in the Company, to any person on the terms and at the times the Directors deem fit. Any further shares issued by the Company may have preferred, deferred or other special rights or special restrictions in relation to dividends, voting, return of capital or otherwise as the Directors deem fit.

### **5.7 Winding up**

Subject to any special or preferential rights attaching to any class or classes of shares, on a winding up of the Company a liquidator may, with the authority of a special resolution of the Shareholders, divide among the Shareholders the whole or any part of the Company's assets and, for that purpose, determine how he or she will carry out the division between the different classes of Shareholders, but so that no Shareholder is compelled to accept any shares or other securities in respect of which there is any liability. The liquidator may, with the sanction of a special resolution of the Shareholders, vest the whole or any part of the assets in trust for the benefit of contributories as the liquidator thinks fit.

### **5.8 Shareholder liability**

Fully paid shares are not subject to any call for money by the Directors and will therefore not become liable for forfeiture. However, partly paid shares are subject to calls on the holders by Directors for any money unpaid on them. Subject to the ASX Listing Rules, the Company has a lien on every partly paid share and dividends payable in respect of such shares. Partly paid shares may be forfeited for failure to pay the unpaid amount.

### **5.9 ASX Listing Rules**

Notwithstanding anything in the Constitution, if the ASX Listing rules prohibit an act being done, the act must not be done. If the ASX Listing Rules require an act to be done or not to be done, and if a provision is required in the Constitution by the ASX Listing Rules, the Constitution will be treated as containing that provision. If any provision of the Constitution becomes inconsistent with the ASX Listing Rules, the Constitution will be treated as not containing that provision to the extent of the inconsistency.

### **5.10 Directors**

The number of Directors is to be not less than three but no more than ten. Subject to the Companies Act, the Company may by resolution passed at a general meeting increase the minimum number of Directors or increase or reduce the maximum number of Directors.

The Directors are entitled to be remunerated for their services as Directors and the total amount or value of the remuneration must not exceed, for non-executive Directors, an aggregate maximum of a A\$500,000 per annum or such other amount determined by the Company at general meeting from time to time. This amount does not include the remuneration payable to any executive Director.

The remuneration of executive Directors will be fixed by the Directors and may be paid by way of salary, commission or participation in profits by all or any of these modes but may not be by commission on, or percentage of, operating revenue.

The Company may remunerate a Director in addition to the above amount (as determined by the Directors) if the Director performs additional or special duties for the Company at the request of the Directors.

A Director is not required to hold any shares in the Company.

The quorum for a meeting of Directors is three Directors unless otherwise fixed by the Directors.

At every annual general meeting of the Company one third of the Directors must retire from office, or if their number is not a multiple of three, the number nearest to but not more than one third of Directors. A Director must retire from office at the conclusion of the third annual meeting after which the Director was last elected or re-elected.

**5.11 Directors' indemnity**

Each Director is entitled to be indemnified out of the Company's property for any liability incurred by the person in that capacity and reasonable legal costs incurred in connection with proceedings in which the person becomes involved because of that capacity, to the extent permitted by the Companies Act.

**5.12 Future increase in capital**

The issue of any new shares is under the control of the Directors. Subject to restrictions on the issue or grant of securities contained in the ASX Listing Rules, the Constitution and the Companies Act (and without affecting any special right previously conferred on the holder of an existing share or class of shares), the Directors may issue shares as they shall, in their absolute discretion, determine.

## 6. Risk factors

### 6.1 Risks

The Shares offered under this Prospectus are considered speculative.

9SP is subject to a number of risks and other factors that may impact both on its future performance and the market price at which the Shares trade. Broadly, these risks can be classified as risks general to investing in listed securities and risks specific to an investment in 9SP. You should carefully consider the risks involved in relation to the Offer, including those risks described below and all of the other information set out in the Prospectus, before deciding to invest. If any of the events or developments described below occur, 9SP's business, financial condition or results of operations could be negatively affected. In that case, the market price of the Shares could decline, and you could lose all or part of your investment. As with any equity investment, substantial fluctuations in its value may occur. The table below, which is not exhaustive of the risks, identifies some of the risks that the Directors regard as major risks associated with 9SP's business, the industry in which it operates, and the risks associated with an investment in the Offer.

If you are considering a further investment in 9SP, you are advised to consider whether participating in the Offer is a suitable investment having regard to your personal investment objectives and financial circumstances (and the risk factors set out in the table below). If you are in any doubt about the suitability of any investment in 9SP, you should consult your stockbroker, accountant, financial adviser, lawyer or other independent professional adviser before deciding whether to participate in the Offer.

### 6.2 9SP Specific Risks

Risks specific to the 9SP Group's business and the industry in which it operates:

<b>Type of Risk</b>	<b>Description of Risk</b>
a. Relationship with Channel Partners and reseller/distribution partners	9SP has contracts with its Channel Partners. Contract terms vary. 9SP must ensure it does not breach contracts and strictly complies with all applicable laws and regulations. Termination of these contracts may adversely affect the Company's future financial performance and position.
b. Privacy and data protection law and regulation	<p>The 9SP Group, through the 9 Spokes Platform, handles significant quantities of data and information, much of which is confidential information of Customers, and some of which may be subject to legal protection in relevant jurisdictions.</p> <p>Legislative and regulatory frameworks relating to the protection of data and personal information may vary significantly between jurisdictions, and compliance costs may be onerous. Consequences for failing to adequately protect data may include punitive fines and may lead to the Company having significant legal liability to Customers and, in some circumstances, Channel Partners and resellers under general law and contract. The Company takes steps to mitigate this risk, including by monitoring changes in privacy legislation globally and with contractual protections where possible.</p>
c. Intellectual property	The 9SP Group uses intellectual property and technology developed in the course of its business that is owned or licensed by members of the 9SP Group. The Company's ability to offer its products and services is dependent on its ability to use particular intellectual property and technology, and any change in the ability to use or protect the intellectual property the Company relies on may have an adverse effect on the Company's future financial performance and position.

Type of Risk	Description of Risk
d. Insurance risks	<p>The intellectual property may not be capable of being legally protected or the Company may incur substantial costs in asserting or defending its intellectual property rights. The 9SP Group’s intellectual property may be lost, stolen or compromised as a result of an unauthorised security breach. To mitigate this risk, the Company actively protects its intellectual property by adopting best practice security processes and systems, contractual protections and copyright and patent protection.</p> <p>The Company maintains, in its view, appropriate policies of insurance consistent with those customarily carried by organisations in the cloud services industry. Any increase in the cost of the insurance policies of the Company or the industry in which it operates could adversely affect the Company’s business, financial condition and operational results. The Company’s insurance coverage may also be inadequate to cover losses it sustains. Uninsured loss or loss in excess of the Company’s insured limits could adversely affect the Company’s business, financial condition and operational results.</p>
e. Funding	<p>The growth of the Company relies on the development of new markets, new locations, customer uptake of its products and services, and ongoing development and maintenance of its existing infrastructure and software platform. The ability of the Company to effectively implement and expand its business plan over time is likely to depend, in part, on its ability to raise additional funds as required.</p> <p>On the date of this Prospectus the Company has announced a capital raise by way of placement of A\$10 million, before costs (Placement). Based on the Company’s current cash reserves, its plans and assumptions regarding existing and possible future revenues from business development opportunities, the Directors of 9SP currently expect the Company to extend its cash runway for approximately 24 months from funds raised from this Placement. This expectation is based on the realisation of expected sales revenue, maintenance of current revenue sources and a continuing focus on cost control. However, should these expectations not materialise the Company may need to raise additional funds before that time. There is no assurance that any equity or debt funding will be available to the Company at the required time, or be available on acceptable terms. Failure to obtain funding on favourable terms and in a timely way could have an adverse effect on the financial performance of the Company, including by hindering the Company’s ability to achieve breakeven, or to expand and pursue growth opportunities.</p>
f. Relationship with App Partners	<p>The 9SP Group has commercial agreements with App Partners, pursuant to which Apps may be made available for purchase on, and subscription fees collected from Customers using, the 9 Spokes Platform. These agreements can generally be terminated for convenience by either party.</p> <p>The 9SP Group relies on the availability of App Data from App Partners for the proper operation of aspects of the 9 Spokes Platform. Where the 9SP Group extracts App Data, terms and conditions of such extraction may be specified by the relevant App Partner and may include unilateral rights in favour of the App Partner. App Partners are generally not contractually obliged to facilitate the extraction of App Data, and accordingly the availability of certain Apps on the 9 Spokes Platform could cease without notice to the 9SP Group.</p>
g. Government and legal risk	<p>Changes in government, fiscal, monetary, environmental, taxation, and regulatory policies and other laws may also affect the business of the 9SP Group. The</p>



<b>Type of Risk</b>	<b>Description of Risk</b>
	markets in which the Company provides products and services may become subject to increasing regulation. Changes to the regulatory framework could impact on the industry generally and have an adverse impact on the financial position, performance, assets and operations of the Company.
h. Regulatory risk	<p>The Company is subject to a range of regulatory controls imposed by government and regulatory authorities (for example, the NZ Companies Office, ASX and ASIC). The relevant regulatory regimes are complex and are subject to change over time depending on changes in the laws and the policies of the governments and regulatory authorities.</p> <p>The Company is exposed to the risk of changes to the applicable laws and/or the interpretation of existing laws which may have a negative effect on the Company, its investments and/or returns to Shareholders or the risks associated with non-compliance with these laws (including reporting or other legal obligations). Non-compliance may result in financial penalties being levied against the Company. The Company acknowledges the importance of regulatory compliance as an ASX listed entity and endeavours to achieve strict compliance with all applicable rules and regulations, including by monitoring changes to regulations and taking external advice as appropriate.</p>

### 6.3 Investment Risks

General risks associated with an investment in 9SP

<b>Type of Risk</b>	<b>Description of Risk</b>
a. Income and capital risk	An investment in 9SP is speculative in nature and the capital contributed, and the returns projected, are not guaranteed by 9SP, its Directors, officers or any other person. The speculative nature of the investment poses a risk that the capital may not be returned.
b. Liquidity Risk	There is no guarantee that Shares will trade at a particular price or a particular volume. There is no guarantee that there will be an ongoing liquid market for Shares. Accordingly, there is a risk that, should the market for Shares become illiquid, Shareholders will be unable to realise their investment in 9SP.
c. Dilution	As noted above, 9SP is likely to be required to need to raise additional funds in the future, through a further capital raising or debt facility. Any such further capital raising is likely to have the effect of diluting the interests of Shareholders.
d. Litigation	In the ordinary course of its business, the 9SP Group may be subject to the risk of litigation and other disputes with contracting parties, its employees, consultants, lessors, regulators and other third parties. Proceedings may result in high legal costs, adverse monetary judgments and/or damage to the 9SP Group's reputation, which ultimately is likely to have an adverse effect on the financial performance of the 9SP Group.
e. Financial performance	The operating results of the 9SP Group may be difficult to predict and are subject to a number of factors which change from time to time. There can be no guarantee that 9SP will achieve its stated objectives or that any forward-looking statements will eventuate.
f. General economic risks	The performance of 9SP, in common with other companies, is subject to general economic conditions, general uncertainties arising from the COVID-19 pandemic,

**Type of Risk****Description of Risk**

movements in interest and inflation rates, prevailing global commodity prices and currency exchange rates that may have an adverse effect on 9SP's activities, as well as its ability to fund those activities.

Further, share market conditions may affect the value of the Shares regardless of 9SP's operating performance. Share market conditions can be affected by many market factors such as:

- general economic outlook;
- interest rates and inflation rates; and changes in investor sentiment.

**6.4 Consult your advisor**

The above list of risk factors should not be taken as exhaustive of the risks faced by the 9SP Group or by investors in 9SP. The above factors, and others not specifically referred to above, may in the future materially affect the financial performance of 9SP and the value of the Shares. Therefore, there is no guarantee with respect to the payment of dividends, returns of capital or the market value of the Shares.

You should consider these factors in light of your personal circumstances, including financial and taxation issues, and consult your professional adviser before making a decision in relation to making an Application.

## **7. Additional information**

### **7.1 Litigation**

As at the date of this Prospectus, the Company is not involved in any legal proceedings and the Directors are not aware of any legal proceedings pending or threatened against the Company.

### **7.2 Continuous disclosure obligations**

The Company is a “disclosing entity” (as defined in section 111AC of the Corporations Act) for the purposes of section 713 of the Corporations Act and, as such, is subject to regular reporting and disclosure obligations. Specifically, like all listed companies, the Company is required to continuously disclose any information it has to the market which a reasonable person would expect to have a material effect on the price or the value of the Company’s securities.

This Prospectus is a “transaction specific prospectus”. In general terms a “transaction specific prospectus” is only required to contain information in relation to the effect of the issue of securities on a company and the rights attaching to the securities offered under the prospectus. It is not necessary to include general information in relation to all of the assets and liabilities, financial position, profits and losses or prospects of the issuing company.

This Prospectus is intended to be read in conjunction with the publicly available information in relation to the Company which has been notified to ASX and does not include all of the information that would be included in a prospectus for an initial public offering of securities in an entity that is not already listed on a stock exchange. Investors should therefore have regard to the other publicly available information in relation to the Company before making a decision whether or not to invest.

The Company, as a disclosing entity under the Corporations Act, states that:

- a) it is subject to regular reporting and disclosure obligations;
- b) copies of documents lodged with the ASIC in relation to the Company (not being documents referred to in section 1274(2)(a) of the Corporations Act) may be obtained from, or inspected at, the offices of the ASIC; and
- c) it will provide a copy of each of the following documents, free of charge, to any person on request:
  - i. the annual financial report most recently lodged by the Company with the ASIC;
  - ii. any half-year financial report lodged by the Company with the ASIC after the lodgement of the annual financial report referred to in (i) and before the lodgement of this Prospectus with the ASIC; and
  - iii. any continuous disclosure documents given by the Company to ASX in accordance with the ASX Listing Rules as referred to in section 674(1) of the Corporations Act after the lodgement of the annual financial report referred to in (i) and before the lodgement of this Prospectus with the ASIC.

Copies of all documents lodged with the ASIC in relation to the Company can be inspected at the registered office of the Company during normal office hours.

Details of documents lodged by the Company with ASX since the date of lodgement of the Company’s latest annual financial report and before the lodgement of this Prospectus with the ASIC are set out in the table below.

**Table 2: Recent lodgements with ASX**

Date	Description
28 August 2020	9Spokes appoints new auditor
26 August 2020	Trading Halt
18 August 2020	9Spokes signs distribution partner agreement with Fundation
14 August 2020	Appendix 3Y – Mark Estall
14 August 2020	Director Resignation – Mark Estall
3 August 2020	Quarterly Activity Report and Appendix 4C
21 July 2020	Reinstatement to Official Quotation
21 July 2020	9 Spokes and Visa enter multi-year global strategic partnership
15 July 2020	Update regarding Suspension from Official Quotation
15 July 2020	Reissued Annual Report
7 July 2020	Response to ASX Query
1 July 2020	Information regarding suspension from Official Quotation

Copies of documents lodged with the ASX in relation to the Company are available through the Company's website at [www.9spokes.com](http://www.9spokes.com) or at ASX's website ([www.asx.com.au](http://www.asx.com.au) using ASX code "9SP").

### 7.3 Market price of shares

The Company is a disclosing entity for the purposes of the Corporations Act and its Shares are enhanced disclosure securities quoted on ASX.

The highest, lowest and last market sale prices of the Shares on ASX during the three months immediately preceding the date of lodgement of this Prospectus with the ASIC and the respective dates of those sales were:

**Table 3: Share price ranges**

	Price	Date
Highest	\$0.044	25 August 2020
Lowest	\$0.017	3 June 2020
Last	\$0.044	25 August 2020

### 7.4 Directors' interests

#### Interest in securities

Other than as set out below or elsewhere in this Prospectus, no Director has or had within 2 years before the lodgement of this Prospectus with the ASIC, any interest in:

- a) the formation or promotion of the Company;
- b) property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Offer; or
- c) the Offer,

and no amounts have been paid or agreed to be paid (in cash or Shares or otherwise) to any Director, either to induce them to become, or to qualify them as a Director, or otherwise for services rendered by them in connection with the formation or promotion of the Company or the Offer.

Directors' relevant interests in securities of the Company at the date of this Prospectus are as set out below:

**Table 4: Directors' interests**

<b>Director</b>	<b>Shares</b>	<b>Options<sup>1</sup></b>
Adrian Grant	66,680,151	-
Mark Estall	66,494,863	-
Paul Reynolds	4,423,625	667,013
Thomas Power	1,843,784	476,400
Shelley Ruha	1,120,000	-

**Note**

1. Options were issued to non-executive directors, Paul Reynolds and Thomas Power in September 2017 on the following terms:
  - a) an exercise price of A\$0.225 per Share;
  - b) the options vest on the price of the quoted Shares reaching A\$0.30 per Share, calculated on a 10-trading day VWAP; and
  - c) the expiry date of the options will be five years after the date of issue.

**Remuneration**

The remuneration of an executive Director is decided by the Board, without the relevant executive Director participating in that decision-making process. The total maximum remuneration of a non-executive Directors is determined by ordinary resolution of Shareholders in general meeting in accordance with the Constitution, the Companies Act, and the ASX Listing Rules, as applicable. The determination of non-executive Directors' remuneration within that maximum will be made by the Board having regard to the inputs and value to the Company of the respective contributions by each non-executive Director.

A Director may be paid fees or other amounts (i.e. non-cash performance incentives such as options, subject to any necessary Shareholder approval) as the other Directors determine where a Director performs special duties or otherwise performs services outside the scope of the ordinary duties of a Director. In addition, Directors are also entitled to be paid reasonable travelling, hotel and other expenses incurred by them respectively in or about the performance of their duties as Directors.

The following table shows the total (and proposed) annual remuneration (cash paid remuneration only, excluding any share-based payments) paid to both executive and non-executive Directors for the previous two completed financial years and the proposed annual remuneration for the current financial year.

**Table 5: Directors remuneration**

<b>Director</b>	<b>Financial year ended 31 March 2019 New Zealand dollars</b>	<b>Financial year ended 31 March 2020 New Zealand dollars</b>	<b>Financial year ending 31 March 2021 New Zealand dollars</b>
Paul Reynolds	\$104,000	\$160,000	\$155,000
Adrian Grant <sup>1</sup>	\$262,000	\$332,000	\$420,000
Shelley Ruha <sup>2</sup>	Nil	\$44,000	\$95,000
Thomas Power	\$136,000	\$73,000	\$80,000
Mark Estall <sup>3</sup>	\$296,000	\$303,000	\$60,000
Wendy Webb <sup>4</sup>	\$63,000	Nil	Nil

**Notes**

1. CEO remuneration subject to review as at the date of this prospectus.
2. Independent non-executive director, Shelley Ruha was appointed to the board on 14 October 2019.
3. Mark Estall, formerly an executive director was appointed as a non-executive director on 1 April 2020 and as announced to the ASX on 14 August 2020, he will be resigning as a non-executive Director, effective from 30 September 2020.

4. Independent non-executive director, Wendy Webb resigned from the Board on 21 September 2018.

#### **7.5 Interests of experts and advisers**

Other than as set out below or elsewhere in this Prospectus, no:

- a) person named in this Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus;
- b) promoter of the Company; or
- c) underwriter to the issue or a financial services licensee named in this Prospectus as a financial services licensee involved in the issue,

holds, or has held within the 2 years preceding lodgement of this Prospectus with the ASIC, any interest in:

- d) the formation or promotion of the Company;
- e) any property acquired or proposed to be acquired by the Company in connection with:
  - i. its formation or promotion; or
  - ii. the Offer; or
- f) the Offer,

and no amounts have been paid or agreed to be paid and no benefits have been given or agreed to be given to any of these persons for services provided in connection with:

- g) the formation or promotion of the Company; or
- h) the Offer.

Bird & Bird has acted as the Australian lawyers to the Company in relation to the Offer. The Company estimates it will pay Bird & Bird \$11,000 (excluding GST and disbursements) for these services.

Webb Henderson has acted as the New Zealand lawyers to the Company in relation to the Offer. The Company estimates it will pay Webb Henderson for these services, NZ\$ 5,500 (A\$5,060, excluding GST and disbursements, converted to Australian dollars at an exchange rate of NZ\$1 to \$0.92).

#### **7.6 Estimated expenses of the offer**

The estimated expenses of the Offer are estimated to be approximately \$22,000 (excluding GST) and are expected to primarily comprise ASIC filing fees and Prospectus preparation fees. The estimated expenses will be paid out of the Company's existing working capital.

#### **7.7 Consents and liability statements**

Each of the parties referred to below:

- a) does not make the Offer;
- b) has not authorised or caused the issue of this Prospectus;
- c) does not make, or purport to make, any statement that is included in this Prospectus, or a statement on which a statement made in this Prospectus is based, other than as specified below; and
- d) to the maximum extent permitted by law, expressly disclaims and takes no responsibility for any part of this Prospectus other than a reference to its name and a statement contained in this Prospectus with the consent of that party as specified below.

Bird & Bird has given, and has not before lodgement of this Prospectus withdrawn, its written consent to be named in this Prospectus as the Australian lawyers to the Company in relation to the Offer in the form and context in which it is named.

Webb Henderson has given, and has not before lodgement of this Prospectus withdrawn, its written consent to be named in this Prospectus as the New Zealand lawyers to the Company in relation to the Offer in the form and context in which it is named.

#### **7.8 Clearing House Electronic Sub-Register System (“CHESS”) and Issuer Sponsorship**

The Company will not issue certificates for Shares offered under this Prospectus. The Company is a participant in CHESS, for those investors who have, or wish to have, a sponsoring stockbroker. Investors who do not wish to participate through CHESS will be issuer sponsored by the Company. Because the sub-registers are electronic, ownership of securities can be transferred without having to rely upon paper documentation.

#### **7.9 Privacy Act**

If you complete an application for Shares, you will be providing personal information to the Company. The Company collects, holds and will use that information to assess your Application, service your needs as a Shareholder, facilitate distribution payments and corporate communications to you as a Shareholder and carry out administration.

The information may also be used from time to time and disclosed to persons inspecting the register, bidders for your securities in the context of takeovers, regulatory bodies, including the Australian Taxation Office, authorised securities brokers, print service providers, mail houses and the Share Registry.

You can access, correct and update the personal information that we hold about you. Please contact the Company if you wish to do so at the relevant contact numbers set out in this Prospectus.

Collection, maintenance and disclosure of certain personal information is governed by legislation including the Privacy Act, the Corporations Act and certain rules such as the ASX Settlement Operating Rules. You should note that if you do not provide the information required on the application for Securities, the Company may not be able to accept or process your application.

## 8. Directors' consent

This Prospectus is issued by the Company and its issue has been authorised by a resolution of the Directors.

In accordance with section 720 of the Corporations Act, each Director has consented in writing to the lodgement of this Prospectus with the ASIC.



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Paul Reynolds

**Chairman**

**For and on behalf of 9 Spokes International Limited**



## 9. Glossary

<b>\$ or A\$</b>	Australian dollars
<b>NZ\$</b>	New Zealand dollars
<b>9 Spokes Platform</b>	The integrated software, systems and technologies developed or licensed by 9 Spokes and made available to Channel Partners and Customers, in order to provide Customers with a range of centralised, cloud hosted business intelligence and management tools and includes the 9 Spokes smart business dashboard known as “Tracker”, “Connector” and 9 Spokes’ Content Hub
<b>9SP or Company</b>	9 Spokes International Limited ARBN 610 518 075
<b>9SP Group</b>	9SP together with its Related Bodies Corporate
<b>App</b>	Any internet accessible software service made available by a third party from which App Data may be extracted by the 9 Spokes Platform
<b>App Data</b>	Any data extracted directly from an App
<b>App Partner</b>	An Online Service Partner that offers Apps or services on the 9 Spokes Platform
<b>Applicant</b>	A person who has made an Application
<b>Application</b>	An application for Shares in respect of the Offer
<b>Application Form</b>	The Application Form accompanying this Prospectus to be provided to Applicants invited to accept the Offer
<b>Application Monies</b>	The monies accompanying Applications
<b>ASIC</b>	Australian Securities and Investments Commission
<b>ASX</b>	ASX Limited ACN 008 624 691 or the financial market operated by it, as the context requires
<b>ASX Listing Rules</b>	The listing rules of the ASX
<b>ASX Settlement Operating Rules</b>	The rules of ASX Settlement Pty Ltd ACN 008 504 532
<b>Board</b>	The board of Directors of 9SP
<b>Business Day</b>	A day that is a business day as defined in the ASX Listing Rules
<b>Channel Partner</b>	A licensee of the 9 Spokes Platform whereby an instance of the 9 Spokes Platform, branded in accordance with the requirements of the channel customer, is supplied by the Company to the licensee
<b>Closing Date</b>	The closing date of the Offer being 5:00pm (Sydney time) on 1 October 2020 or such other date as determined by the Directors
<b>Companies Act</b>	<i>Companies Act 1993</i> (NZ)
<b>Constitution</b>	The constitution of the Company, a copy of which is available as referred to in Section 5.
<b>Corporations Act</b>	<i>Corporations Act 2001</i> (Cth)
<b>Customer</b>	A business which has been authorised to use the 9 Spokes Platform
<b>Director</b>	A director of 9SP as at the date of this Prospectus
<b>Financial Markets Conduct Act</b>	<i>Financial Markets Conduct Act 2013</i> (NZ)
<b>NZ</b>	New Zealand

<b>NZ Companies Office</b>	The New Zealand Companies Office
<b>Offer</b>	The offer of Shares the subject of Section 3.1 of this Prospectus
<b>Offer Price</b>	A\$0.036 per Share
<b>Opening Date</b>	The opening date of the Offer, being Monday, 31 August 2020
<b>Privacy Act</b>	<i>Privacy Act 1988</i> (Cth)
<b>Prospectus</b>	This document
<b>Related Bodies Corporate</b>	Has the meaning given to that expression in the Corporations Act
<b>Share</b>	A fully paid ordinary share in the capital of 9SP
<b>Share Registry</b>	Boardroom Pty Limited ACN 003 209 836
<b>Shareholder</b>	A shareholder of 9SP