

4 August 2017

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 Tuesday, 22 August 2017 at 10.00 am (NZT).

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

Yours faithfully,



Neil Hopkins
Chief Financial Officer/Company Secretary

About 9 Spokes

The 9 Spokes smart dashboard enables SMEs to connect their software to one dynamic interface - giving them a clear overview of their business. It allows management and advisors to access data and new metrics across key areas, from any device at any time. With these insights, it's easier to make the big decisions to either manage or grow a business.

Businesses can integrate their supported software into the dashboard as well as choose from a selection of recommended and accredited apps to suit their industry.

The smart dashboard from 9 Spokes is available as a Direct model to small businesses and as a white labelled platform that Channel Partners can offer to their SME customer base.

Find out more at www.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 Tuesday, 22 August 2017.

The Meeting will be held at Level 4, AECOM House, 8 Mahuhu Crescent, Auckland.

At the Meeting we will undertake the special business outlined on pages 2 and 3 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 Thursday, 27 July 2017 (which is also set out as an Annexure before the voting / proxy form at the end this Notice of Meeting).

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 online at www.votingonline.com.au/9spgm2017

Instructions on how to appoint a proxy or cast a postal vote are detailed in the enclosed voting / proxy form. Proxies need to be received no later than 10.00am (NZT) on Sunday, 20 August 2017 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 blue ink that reads "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 Tuesday, 22 August 2017 at Level 4, AECOM House, 8 Mahuhu Crescent, Auckland and commencing at 10.00am (NZT).

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 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 60,444,524 fully paid ordinary shares in the Company to certain sophisticated and professional investors at an issue price of A\$0.13 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 31,863,169 fully paid ordinary shares in the Company to certain sophisticated and professional investors at an issue price of A\$0.13 per share, as set out in the Explanatory Memorandum."

Voting Exclusion Statements

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

Resolution 1	Any person who participated in the issue and any associates of that person.
Resolution 2	(a) Any person who may participate in the proposed issue; (b) Any person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed; and (c) Any associates of the persons referred to in (a) or (b).

However, the Company need not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or

- (b) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

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 Thursday, 27 July 2017, the Company is currently undertaking a capital raising of approximately A\$12 million by way of a placement of 92,307,693 fully paid ordinary shares in the Company (**Placement Shares**) to certain sophisticated and professional investors at an issue price of A\$0.13 per Placement Share (**Placement**).
2. The Placement is being conducted in two tranches as follows:
 - (a) an initial placement of 60,444,524 Placement Shares (**First Tranche Shares**), which were issued on Wednesday, 2 August 2017 under the Company's current placement capacity pursuant to ASX Listing Rule 7.1; and
 - (b) a subsequent placement of an additional 31,863,169 Placement Shares (**Second Tranche Shares**), which are anticipated to be issued on or about Monday, 28 August 2017 (subject to the passing of Resolution 2).
3. The proceeds of the Placement are intended to be used for the following purposes:
 - (a) to fund the Company's continued expansion into North America;
 - (b) to accelerate the growth of new channel partners worldwide;
 - (c) to accelerate product, software and infrastructure development; and
 - (d) to provide additional working capital and to pay for the costs of the Placement.
4. ASX Listing Rule 7.1 requires that Shareholders approve an issue of equity securities if, over a rolling 12 month period, the number of equity securities issued is more than 15% of the number of ordinary securities on issue at the start of that 12 month period (excluding any issue of equity securities issued with approval from Shareholders, among other exceptions) (**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, approval from Shareholders for the issue of the Second Tranche Shares will not be obtained, but the Company's 15% Placement Capacity will

nevertheless be replenished. Accordingly, the Second Tranche Shares may still be issued by the Company using that replenished 15% Placement Capacity;

- (b) if Resolution 2 is passed but Resolution 1 is not passed, the Second Tranche Shares will be issued, but the Company's 15% Placement Capacity will not be replenished. 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 the Company's 15% Placement Capacity will be replenished; and
- (d) if neither Resolution 1 nor Resolution 2 are passed, the Second Tranche Shares will not be issued and the Company's 15% Placement Capacity will not be replenished. 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 First Tranche Shares to certain sophisticated and professional investors on Wednesday, 2 August 2017.
- 7. ASX Listing Rule 7.4 permits a prior issue of securities made without approval under ASX Listing Rule 7.1 to be ratified by the holders of ordinary securities to refresh the Company's 15% Placement Capacity, provided that at the time such issue was made, it was made within the Company's 15% Placement Capacity. Accordingly, if the issue of the First Tranche Shares is ratified by the passing of Resolution 1, such issue will be treated as having been made with approval from Shareholders.

Information Required by ASX Listing Rule 7.5

- 8. Further details regarding the issue of the First Tranche Shares are set out below:

First Tranche Shares	
Issue date	Wednesday, 2 August 2017.
Number of shares	60,444,524 fully paid ordinary shares.
Issue price	A\$0.13 per share.
Terms of issue	The First Tranche 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.
Alottees	The First Tranche Shares were issued through a placement to certain sophisticated and professional

	investors (each of whom is not a related party of the Company).
Use of funds raised	<p>Proceeds from the issue of the First Tranche Shares will be used in conjunction with the proceeds from the issue of the Second Tranche Shares to:</p> <ul style="list-style-type: none"> (a) fund the Company's continued expansion into North America; (b) accelerate the growth of new channel partners worldwide; (c) accelerate product, software and infrastructure development; and (d) provide additional working capital and to pay for the costs of the Placement.

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

Resolution 2

10. 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. The issue of the Second Tranche Shares (subject to Resolution 2 being passed) is expected to occur on or about Monday, 28 August 2017.
11. As outlined in paragraph 4 above, ASX Listing Rule 7.1 prohibits the Company from issuing equity securities in excess of its 15% Placement Capacity without approval from Shareholders. The issue of the Second Tranche Shares (without approval from Shareholders) would exceed the 15% Placement Capacity. Passing Resolution 2 provides the required approval from Shareholders for the issue of the Second Tranche Shares.

Information Required by ASX Listing Rule 7.3

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

Second Tranche Shares	
Issue date	On or about Monday, 28 August 2017.
Number of shares	31,863,169 fully paid ordinary shares.

9 Spokes International Limited
 New Zealand company number 3538758
 (ARBN 610 518 075)
 Level 4, AECOM House, 8 Mahuhu Crescent
 Auckland 1010
 New Zealand

Issue price	A\$0.13 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.
Alottees	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).
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> <ul style="list-style-type: none"> (a) fund the Company's continued expansion into North America; (b) accelerate the growth of new channel partners worldwide; (c) accelerate product, software and infrastructure development; and (d) provide additional working capital and to pay for the costs of the Placement.

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

Record Date

Any person who is registered as a Shareholder at 10.00am (NZT) on Sunday, 20 August 2017 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 www.votingonline.com.au/9spgm2017 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, Boardroom Pty Limited either by post to GPO Box 3993 Sydney NSW 2001 Australia or via website voting at [www.votingonline.com.au/9spgm2017 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.

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 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.
15% Placement Capacity	has the meaning given to that term in paragraph 4 of the Explanatory Memorandum.

ASX: 9SP

ASX Release

27 July, 2017

9 Spokes successfully raises AU\$12 million in oversubscribed placement

Highlights:

- 9 Spokes announced today it has successfully raised AU\$12.0m (NZ\$12.8m) from sophisticated and institutional investors.
- Proceeds will be used to fund the continued expansion into North America, accelerate product roadmap and grow channel partners.
- Following settlement of the Placement, the Pro Forma cash balance as at 30 June 2017 would increase to approximately NZ\$21.0m¹, placing the Company in a strong financial position.

9 Spokes International Limited, (ASX: 9SP) (“9 Spokes” or “the Company”), the business insights dashboard for SMEs, is pleased to announce it has raised approximately AU\$12.0m (NZ \$12.8m) via an oversubscribed placement (“Placement”) to sophisticated and institutional investors at an issue price of AU\$0.13 per share. Bell Potter Securities was Lead Manager and Foster Stockbroking was Co-Manager to the Placement.

Following the settlement of the Placement, Pro Forma cash and cash equivalents as at 30 June 2017 would be NZ\$21.0m.

Commenting on the successful capital raising, CEO of 9 Spokes, Mark Estall said: *“We are delighted with the vote of confidence received from Australian, New Zealand and offshore investors in this capital raising.*

“We are now in an extremely strong position to execute significant business development opportunities, such as Royal Bank of Canada and one of New Zealand’s leading banks, and we are looking forward to delivering on more material milestones. We have grown our business development pipeline substantially this year and look forward to converting these high calibre opportunities over coming months.

“We now have a proven platform with more than 10,000 users and most importantly channels, such as Barclays Bank, that will deliver highly efficient user growth. I would personally like to thank our existing shareholders for their much appreciated long-term support, as well as welcome our new shareholders to the Company.”

¹ Cash balance at 30 June 2017 adjusted for NZ\$0.6m in delayed access fees received and NZ\$12m from capital raising (net of transaction costs)

The table below summarises the Pro-Forma impacts of the delayed access fee and capital raised from the Placement:

Pro Forma cash at 30 June 2017	NZ\$ Millions
Cash at 30 June 2017	8.4
Delayed access fee for March 2017 quarter	0.6
Capital raise, before offer costs	12.8
Less: offer costs	(0.8)
Pro Forma cash balance at 30 June 2017	21.0

The Placement will be completed in two tranches, with Tranche 1 consisting of approximately 60.4m shares to be issued within the Company's placement capacity under ASX Listing Rule 7.1. Tranche 2 will consist of approximately 31.9m shares to be issued subject to shareholder approval at a Special Meeting of Shareholders ("Meeting") to be held on or around 21 August 2017. A separate announcement confirming the time and place of the Meeting is expected to be made next week.

Funds raised by the Placement will be used to:

- fund the Company's continued expansion into North America
- accelerate the growth of new channel partners worldwide
- accelerate product, software and infrastructure development, and
- provide additional working capital and pay for offer costs.

Indicative Timetable ²	
Settlement of Tranche 1 Placement shares	Tuesday, 1 August 2017
Allotment of Tranche 1 Placement shares	Wednesday, 2 August 2017
Meeting for approval of issues of Tranche 2 Placement shares	On or around Monday 21 August 2017
Settlement of Tranche 2 Placement shares (subject to shareholder approval)	On or around Thursday, 24 August 2017
Allotment of Tranche 2 Placement shares (subject to shareholder approval)	On or around Friday, 25 August 2017

² The timetable above is indicative only and the Company reserves its right to alter the timetable.

For more information:**Investors:**

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Investor Relations, 9 Spokes

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About 9 Spokes

The 9 Spokes smart dashboard enables SMEs to connect their software to one dynamic interface - giving them a clear overview of their business. It allows management and advisors to access data and new metrics across key areas, from any device at any time. With these insights, it's easier to make the big decisions to either manage or grow a business.

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Find out more at www.9spokes.com



The easier way to track
business performance.



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 10:00am (NZT) on Sunday 20 August 2017.**

TO VOTE ONLINE

BY SMARTPHONE

STEP 1: VISIT www.votingonline.com.au/9spgm2017

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 **10:00am (NZT) on Sunday 20 August 2017.** 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/9spgm2017
-  **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

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 Tuesday, 22 August, 2017 at 10:00am (NZT)** 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 Tuesday, 22 August, 2017 at 10:00am (NZT)** and at any adjournment or 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 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 / / 2017