

THIS DOCUMENT AND THE ENCLOSED FORM OF PROXY ARE IMPORTANT AND REQUIRE YOUR IMMEDIATE ATTENTION. It contains resolutions to be voted on at the General Meeting of i-nexus Global plc (i-nexus or the Company) to be held on 7 July 2023. If you are in any doubt about the contents of this document or about what action to take, you should seek your own independent professional advice immediately from your stockbroker, solicitor, accountant or other appropriate independent financial adviser duly authorised under the Financial Services and Markets Act 2000 (as amended) (FSMA) if you are resident in the United Kingdom, or, if not, from another appropriately authorised independent financial adviser if you are in a territory outside the United Kingdom.

The Company and each of the Directors of i-nexus, whose names appear on page 6 of this document, accept responsibility for the information contained in this document. To the best of the knowledge of the Company and the Directors, the information contained in this document is in accordance with the facts and this document makes no omission likely to affect its importance.

If you have sold or otherwise transferred all of your Ordinary Shares, please forward this document, and the accompanying Form of Proxy, at once to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for onward delivery to the purchaser or transferee. The distribution of this document in jurisdictions other than the United Kingdom, including but not limited to the United States of America, Australia, Canada, Japan, New Zealand, Russia or the Republic of South Africa may be restricted by law and therefore persons into whose possession this document comes should inform themselves about and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of the securities laws of any such jurisdictions. Any person who is located outside of the United Kingdom and any person (including, without limitation, custodians, nominees and trustees) who has a contractual or other legal obligation to forward this document to a jurisdiction outside of the United Kingdom should seek appropriate advice before taking any action.

This document does not constitute an offer to buy, acquire or subscribe for, or the solicitation of an offer to buy, acquire or subscribe for, 2023 Convertible Loan Notes and/or Ordinary Shares or an invitation to buy, acquire or subscribe for 2023 Convertible Loan Notes and/or Ordinary Shares. This document does not contain an offer of transferable securities within the meaning of section 102B of FSMA and does not constitute a prospectus within the meaning of section 85 of FSMA. This document has not been examined or approved by the Financial Conduct Authority or the London Stock Exchange or any other regulatory authority.

I-NEXUS GLOBAL PLC

(Incorporated in England and Wales under the Companies Act 2006 with registered number 11321642)

Proposed issue of £0.5 million of Fixed Rate Unsecured Convertible Redeemable Loan Notes

Extension of the Redemption Dates of previous Convertible Loan Notes

and

Notice of General Meeting

You are recommended to read the whole of this document, but your attention is drawn, in particular, to the letter from the Independent Non-Executive Director which is set out on pages 6 to 11 of this document. This letter explains the background to, and reasons for, the proposed issue of the 2023 Convertible Loan Notes and contains a recommendation that you vote in favour of the Resolutions to be proposed at the General Meeting. It also explains the reasons for the extension of the redemption dates of the convertible loan notes previously issued by the Company and which remain outstanding.

Notice convening a General Meeting of the Company, to be held at 11.00 a.m. on 7 July 2023 at Saffery Champness, 71 Queen Victoria Street, London, EC4V 4BE is set out at the end of this document.

The action to be taken by Shareholders in respect of the General Meeting is set out on pages 10 and 11 of this document. You can register your vote(s) for the General Meeting either:

- **by logging on to www.shareregistrars.uk.com, clicking on the “Proxy Vote” button and then following the on-screen instructions;**

- **by post or by hand to Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX using the accompanying Form of Proxy enclosed with this document; or**
- **in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out in note 9c in the notes attached to the notice of the General Meeting that is set out at the end of this document.**

In order for a proxy appointment to be valid the proxy must be received by Share Registrars Limited by 11.00 a.m. on 5 July 2023 (or, in the case of an adjournment of the General Meeting, not later than 48 hours before the time fixed for the holding of the adjourned meeting (excluding any part of a day that is not a Business Day)).

Singer Capital Markets Advisory LLP (**Singer Capital Markets**), which is authorised and regulated in the United Kingdom by the Financial Conduct Authority, is acting for the Company and no one else in connection with the Proposed Transactions and will not be responsible to any person other than the Company for providing the regulatory and legal protections afforded to clients of Singer Capital Markets nor for providing advice in relation to the contents of this document or any matter, transaction or arrangement referred to in it. Singer Capital Markets has not authorised the contents of, or any part of, this document and no liability whatsoever is accepted by Singer Capital Markets for the accuracy of information or opinion contained in this document or for the omission of any information.

A copy of this document will be available on the website of i-nexus Global plc at (<http://www.i-nexus.com>).

Forward-Looking Statements

This document includes statements that are, or may be deemed to be, “forward-looking statements” which reflect the Directors’ current views, interpretations, beliefs or expectations with respect to the financial performance, business strategy and plans and objectives of management for future operations of the Group. These statements include forward-looking statements with respect to the Group and the sector and industry in which the business currently operates. Statements which include the words “believes”, “estimates”, “plans”, “projects”, “anticipates”, “expects”, “intends”, “may”, “aims”, “targets”, “will”, “should” or, “future”, “opportunity”, “potential” or, in each case, their negatives, and similar statements of a future or forward- looking nature identify forward-looking statements. These forward-looking statements include matters that are not historical facts. They appear in a number of places throughout this document. Forward-looking statements may and often do differ materially from actual results. Any forward-looking statements in this document are based on certain factors and assumptions, including the Directors’ current view with respect to future events and are subject to risks relating to future events and other risks, uncertainties and assumptions relating to the Company’s operations, results of operations, growth strategy and liquidity. While the Directors consider these assumptions to be reasonable based upon information currently available, they may prove to be incorrect. Save as required by law or by the AIM Rules, the Company undertakes no obligation to publicly release the results of any revisions to any forward-looking statements in this document that may occur due to any change in the Directors’ expectations or to reflect events or circumstances after the date of this document.

TABLE OF CONTENTS

POTENTIAL NEW ISSUE STATISTICS	4
EXPECTED TIMETABLE OF PRINCIPAL EVENTS	5
PART I LETTER FROM THE INDEPENDENT NON-EXECUTIVE DIRECTOR OF	6
PART II SUMMARY TERMS OF THE CONVERTIBLE LOAN NOTE	12
PART III DEFINITIONS	14
NOTICE OF GENERAL MEETING	16

POTENTIAL NEW ISSUE STATISTICS

Number of Ordinary Shares in existence as at the date of this document	29,571,605
Maximum number of new Ordinary Shares that could be issued pursuant to the Convertible Loan Note Instrument	5,800,000
Percentage of enlarged Ordinary Share capital represented by the maximum number of new Ordinary Shares that could be issued pursuant to the Convertible Loan Note Instrument ⁽¹⁾⁽²⁾	16.4 per cent.
Gross proceeds receivable from the issue of the 2023 Convertible Loan Notes	£0.5 million
Estimated net proceeds receivable from the issue of the 2023 Convertible Loan Notes (after expenses)	£0.43 million

Notes

- (1) Assuming there is full conversion of all of the maximum principal amount of and rolled up interest attributable to the 2023 Convertible Loan Notes issued, and there are no other Ordinary Shares issued by the Company.
- (2) Excluding any potential conversions from the 2020 Convertible Loan Notes and 2021 Convertible Loan Notes.

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

	<i>Date⁽¹⁾</i>
Posting of this document and the Form of Proxy	21 June 2023
Latest time and date for receipt of Form of Proxy	11.00 a.m. on 5 July 2023
Record time for voting at the General Meeting	11.00 a.m. on 5 July 2023
General Meeting	11.00 a.m. on 7 July 2023
Announcement of the results of the General Meeting	circa 11.30 a.m. on 7 July 2023

Notes

(1) References to times in this document are to London times unless otherwise stated.

PART I

LETTER FROM THE INDEPENDENT NON-EXECUTIVE DIRECTOR OF

I-NEXUS GLOBAL PLC

(Incorporated in England and Wales under the Companies Act 2006 with registered number 11321642)

Directors:

Richard Hugh Cunningham (*Non-Executive Chairman*)
Simon Peter Crowther (*Chief Executive Officer*)
Drew David Whibley (*Chief Financial Officer*)
David Firth (*Non-Executive Director*)

Registered Office:

27-28 Eastcastle Street
London
W1W

21 June 2023

Dear Shareholder,

**Proposed issue of £0.5 million of Fixed Rate Unsecured Convertible Redeemable Loan Notes
Extension of the Redemption Dates of previous Convertible Loan Notes
and
Notice of General Meeting**

1. Introduction

On 28 April 2023, the Company issued its interim results, which included a statement that the Board was considering the available options at its disposal in order to strengthen the Group's cash position.

The Company announced today that it has concluded this review and is proposing to raise in aggregate £0.5 million (before expenses) by way of the issue of 2023 Convertible Loan Notes to the Investors. The 2023 Convertible Loan Notes will be unlisted and non-transferable, and no offer or invitation is being made to Shareholders more generally to purchase, acquire, or subscribe for any of the 2023 Convertible Loan Notes in conjunction with the issue of the 2023 Convertible Loan Notes. The Company completed previous issues of convertible loan notes in November 2020 and September 2021 and the 2023 Convertible Loan Notes now proposed to be issued carry substantially equivalent terms to those previously issued.

The Company also announced today that it has agreed with the holders of both the 2020 Convertible Loan Notes and the 2021 Convertible Loan Notes (having passed the necessary written resolutions) to extend the final redemption dates from 4 November 2024 to 4 November 2025 in respect of the 2020 Convertible Loan Notes and from 29 September 2024 to 29 September 2025 in respect of the 2021 Convertible Loan Notes (both referred to as the Extensions). Other than the final redemption dates, the terms of the 2020 Convertible Loan Notes and the 2021 Convertible Loans Notes, as previously announced, remain unchanged.

Richard Cunningham, the Non-Executive Chairman and Herald, both of whom hold 2020 Convertible Loan Notes and 2021 Convertible Loan Notes and both of whom signed the written resolutions agreeing to the Extensions, have also agreed to participate in the issue of the 2023 Convertible Loan Notes and, subject to the passing of the Resolutions by Shareholders at the General Meeting, will subscribe for 2023 Convertible Loan Notes. Both Richard Cunningham and Herald's agreement to the Extensions and their participation in the issue of the 2023 Convertible Loan Notes (referred to as the Proposed Transactions) are related party transactions for the purposes of Rule 13 of the AIM Rules and, as a result, Richard Cunningham has not been involved in the decisions taken by the Board to proceed with the Proposed Transactions and, for the purposes of the Proposed Transactions, David Firth is the Company's Independent Non-Executive Director and is issuing this letter to the Company's Shareholders.

As further explained under paragraph 2 below, the Independent Board is strongly of the belief that the issue of the 2023 Convertible Loan Notes is the best available option for securing further investment in the near term, having regard to the desirability of demonstrating increased funding headroom and flexibility within a limited timeframe.

The issue of the 2023 Convertible Loan Notes is conditional on the passing of the Resolutions by Shareholders at the General Meeting, including a special resolution which will give the Directors the required authority to disapply statutory pre-emption rights in respect of the potential future issue of new Ordinary Shares upon conversion of the 2023 Convertible Loan Notes.

The purpose of this document is to outline the reasons for, and provide further information on, the Proposed Transactions and to explain why the Independent Board believes this to be in the best interests of the Company and its Shareholders as a whole.

At the end of this document you will find a notice of the General Meeting at which the Resolutions will be proposed to approve the issue of the 2023 Convertible Loan Notes. The General Meeting has been convened for 11.00 a.m. on 7 July 2023 at **Saffery Champness, 71 Queen Victoria Street, London, EC4V 4BE.**

Your attention is also drawn to the summary of the key terms of the Convertible Loan Notes in Part II of this document.

The Independent Board strongly believes that the Proposed Transactions are in the best interests of the Company and its Shareholders as a whole. The Independent Board also stresses that it is very important that Shareholders vote in favour of the Resolutions at the General Meeting, as those Directors who hold Ordinary Shares intend to do. The Independent Board believes that if the Resolutions are not passed at the General Meeting and so the issue of the 2023 Convertible Loan Notes does not proceed, then in the absence of available alternative sources of funding, it is likely that the Company will be required to employ mitigating actions to ensure it continues to operate within the cash resources currently available to it. This would increase the liquidity risk posed should any customer delay payment and would constrain management's ability to focus their efforts on more strategic areas of the business.

2. Background to and reasons for the Proposed Transactions

The Company saw an improvement in new business generation in FY22, securing a record nine new customers alongside a considerable improvement in renewal rates with existing customers. As a result of this positive progress, the Board took the decision within the second half of the financial year to accelerate a select number of essential investments, both in its existing employee base to preserve retention and in additional resources needed for operational delivery. While this increased the Company's recurring cost base and subsequently reduced cash reserves, these investments ensured the successful delivery and deployment of the new logos, several of which have since extended their use of the i-nexus software highlighting the speed of value being derived from the product alongside the increased market need for digitalised strategy solutions.

These extensions, combined with the delivery of a further five new logos during H1 of FY23, saw the Company's MRR grow by 25 per cent. to £281,000 on an annualised basis for the 12-month period to 31 March 2023. Following the conclusion of this essential investment plan in early FY23, there are no further plans to increase the cost base of the Company until such time as revenue growth delivers a position of at least Adjusted EBITDA breakeven, with the strategic objective to build a cash buffer thereafter.

Pipeline activity and in particular the number of prospects that are undertaking trials or pilots continues to be encouraging, providing confidence in continued revenue growth with an increasingly remote or hybrid workforce across multiple industries driving the need for scalable, robust, digital strategy execution tools.

Nevertheless, prior to the Company achieving a position of at least Adjusted EBITDA breakeven, the seasonality of customer renewals means that continued careful cash management is required as the Company approaches the end of its financial year, a forecasted cash low point, increasing the risk posed should any customer delay payment. In the absence of funding, were material delays to arise, the Company would need to implement potentially operationally harmful mitigating actions.

The Company's Outlook statement within the Interim Results, released on 28 April 2023, stated that whilst the business has clear visibility of its cash runway, the Board recognised that the continued efforts in managing our cash resources required consideration of the available options at its disposal in order to strengthen the Group's cash position. The Board is mindful of ensuring sufficient liquidity within the business should a downside scenario emerge in order to relieve pressure at the end of the FY23 financial year, and provide the management team with the ability to focus their efforts on more strategic areas of the business such as delivering on its pipeline opportunities and realising the growing expansion opportunities within its customer base, without the need to employ potentially operationally harmful mitigating actions.

The Independent Board have concluded that, in view of the continued challenges in the Group's current and near term forecast cash position, that it is desirable to create additional working capital headroom and that the issue of the 2023 Convertible Loan Notes is the best available option for securing such investment within a limited timeframe.

The Independent Board also concluded that the Extensions would similarly assist the Group with its working capital headroom in the near future and would enable the Group to focus its efforts on delivering on its pipeline opportunities and realising the growing expansion opportunities within its customer base.

3. Current Trading & Prospects

At the time of its Interim Results, the Company stated that it was on track to deliver improved double-digit net MRR growth in FY23, capitalising on the increased opportunities within its installed user base and strong prospect pipeline. Subsequent to this announcement, whilst the current expectation is that this statement will hold true, new revenue delivery during Q3 has moderated against forecast levels with most H2 new business and expansion opportunities now anticipated to land during Q4. Consequently, the delays experienced by the Company in realising these opportunities increases the pressure on cash flow, particularly as the Company approaches the forecasted low point at the end of the financial year, and highlights the essential need for the management team to focus their efforts on strategic areas of the business.

4. The 2023 Convertible Loan Notes

The Company has entered into the Convertible Loan Note Instrument pursuant to which the Company has created 2023 Convertible Loan Notes of an aggregate principal amount of £0.5 million. The issue of the 2023 Convertible Loan Notes is conditional only upon the passing of the Resolutions at the General Meeting.

The 2023 Convertible Loan Notes are unsecured and non-transferrable, and no application will be made for their admission to trading on any recognised securities exchange.

The Convertible Loan Note Instrument gives the holders of the 2023 Convertible Loan Notes the right to convert the 2023 Convertible Loan Notes they hold into Ordinary Shares at a price of 10 pence per Ordinary Share, equal to the nominal value of each Ordinary Share (which represents per premium of approximately 166.7 per cent. to the closing middle market price of 3.75 pence per Ordinary Share on 20 June 2023, being the latest practicable trading day prior to the date of this document) at any time on or prior to 7 July 2025.

Further details of the key terms and conditions attaching to the 2023 Convertible Loan Notes are set out in Part II of this document.

The Investors have entered into irrevocable undertakings with the Company whereby each Investor has agreed irrevocably and, save only for the passing of the Resolutions at the General Meeting, unconditionally to subscribe for an aggregate amount of £500,000 of 2023 Convertible Loan Notes:

<i>Subscriber</i>	<i>Aggregate amount of Convertible Loan Notes</i>
Herald	£420,000
Richard Cunningham	£30,000
Financière de L'Audiovisuel	£30,000
Siobhan Adele Robinson	£20,000

Upon the passing of the Resolutions, the Company shall issue the 2023 Convertible Loan Notes to the Investors and execute and deliver certificates in respect of the 2023 Convertible Loan Notes in the aggregate amounts finally subscribed for.

A copy of the draft Convertible Loan Note Instrument will be available for inspection at the Company's registered office from the date of this document until the time and date of the General Meeting.

5. Related Party Transactions

Richard Cunningham is a Director of the Company and its Non-Executive Chairman, whilst Herald is currently, prior to the issue of the 2023 Convertible Loan Notes and as at the date of this document, interested in (in aggregate) 4,031,490 Ordinary Shares, representing approximately 13.6 per cent. of the existing Ordinary Share capital of the Company, and is therefore regarded as a "Substantial Shareholder" for the purposes of the AIM Rules. Both Richard Cunningham and Herald agreed to the Extensions and Richard Cunningham has agreed to subscribe for 2023 Convertible Loan Notes with an aggregate par value of £30,000 and Herald has agreed to subscribe for 2023 Convertible Loan Notes with an aggregate par value of £420,000. Richard Cunningham and Herald's respective participations in the Proposed Transactions constitute related party transactions under Rule 13 of the AIM Rules.

The Independent Board considers, having consulted with Singer Capital Markets, that the terms of Richard Cunningham's and Herald's respective participations in the Proposed Transactions are fair and reasonable in so far as Shareholders are concerned. Herald's participation in the issue of the 2023 Convertible Loan Notes along with their participation in the 2020 Convertible Loan Notes and 2021 Convertible Loan Notes, would, if the total number of shares in issue remain the same, represent a fully diluted holding in excess of 29.9 per cent. should all of the loan notes they hold and the accrued interest thereon under all of the convertible loan note instruments be converted. **However, contained in each of the convertible loan notes instruments pertaining to the 2020 Convertible Loan Notes, 2021 Convertible Loan Notes and 2023 Convertible Loan Notes, there is a contractual provision that neither Herald nor the Company can invoke a conversion of such number of loan notes held by Herald (or individuals or entities acting in concert with Herald) that could result in Herald's interest in the Company (including individuals or entities acting in concert with Herald) exceeding 29.9 per cent. of total voting rights.**

6. Effect of the issue of the 2023 Convertible Loan Notes and Use of Proceeds

The net proceeds of the issue of the 2023 Convertible Loan Notes of £0.43 million will provide much needed additional working capital to allow the emerging sales and pipeline momentum to be reflected within operating results and cashflow and will be applied entirely towards meeting the Company's ongoing working capital requirements.

After taking into account the receipt of the expected net proceeds from the issue of the 2023 Convertible Loan Notes of £0.43 million, the Directors are of the opinion that the Group has sufficient working capital for its present requirements, that is for at least 12 months from the date of this document. In reaching this conclusion the Directors have modelled a downside scenario under which they assume, *inter alia*, a material decrease in monthly recurring revenues during the FY24 financial year, an increase in churn and reduced renewals and an increase in working capital requirements as a result of delays to receipt of client funds. Under this downside scenario the net proceeds would still provide the business with sufficient working capital headroom to continue to operate. Under this scenario, no measures were applied to the Group's existing cost base despite a number of potential mitigating actions being available through the discretionary nature of certain costs incurred. Whilst the internal modelling demonstrates continuing cash headroom, the Company's viability in the longer term remains critically dependent on its ability to capitalize on current positive momentum by securing a modest level of new sales to existing and potential customers. In the event the net proceeds are received and in the unlikely scenario the business trades to a downside case modelled by management over a twelve month period and beyond, the management would have to employ mitigating actions available to ensure the business remains solvent.

7. Potential dilutive effect resulting from the issue of the 2023 Convertible Loan Notes

The 2023 Convertible Loan Notes are capable of being converted into new Ordinary Shares at a price of 10 pence per Ordinary Share. In the circumstances whereby all of the principal amounts of the 2023 Convertible Loan Notes are converted and all of the rolled-up interest attributable to the 2023 Convertible

Loan Notes is also converted on the same basis they will upon full conversion represent an increase in the issued ordinary share capital of the Company (assuming there has not been any other share issuance in the meantime) of approximately 19.6 per cent.

The previous issue of convertible loan notes pursuant to the 2020 Convertible Loan Notes and 2021 Convertible Loan Notes are also capable of being converted into new Ordinary Shares at a price of 10 pence per Ordinary Share. In the circumstances whereby all of the principal amounts of the previous issue of convertible loan notes are converted and all of the rolled-up interest attributable to such notes is also converted on the same basis they will upon full conversion represent an increase in the issued ordinary share capital of the Company (assuming there has not been any other share issuance in the meantime) of approximately 91.7 per cent.

Accordingly, when the effect of the issue of the 2023 Convertible Loan Notes is added to the effect of the previous issue of convertible loan notes pursuant to the 2020 Convertible Loan Notes and 2021 Convertible Loan Notes, then the maximum number of new Ordinary Shares issued to satisfy full conversion of all tranches of convertible loan notes, including rolled-up interest, would represent an increase in the issued ordinary share capital of the Company of approximately 111.4 per cent. and so existing Shareholders would experience aggregate dilution of 52.7 per cent. As well as dilution, there is the potential that convertible loan notes that are converted into Ordinary Shares may be sold in the market impacting the Company's share price.

8. General Meeting

Set out at the end of this document is a notice convening the General Meeting of the Company to be held at 11.00 a.m. on 7 July 2023 at **Saffery Champness, 71 Queen Victoria Street, London, EC4V 4BE**, at which the Resolutions summarised below will be proposed:

Resolution one – authority to allot securities

Resolution one is proposed as an ordinary resolution. This means that, for the Resolution to be passed, more than 50 per cent. of the votes cast must be in favour of the Resolution. Resolution one grants the Directors authority to allot Ordinary Shares, or grant rights to subscribe for or convert any security into Ordinary Shares, up to an aggregate nominal value of £580,000. This will enable the Directors to issue the 2023 Convertible Loan Notes to the Investors and any further subscribers. The authority granted by this resolution shall expire on 8 July 2025.

Resolution two – disapplication of pre-emption rights

Resolution two is proposed as a special resolution. This means that, for the Resolution to be passed, at least 75 per cent. of the votes cast must be in favour of the Resolution. Resolution two shall disapply the statutory pre-emption provisions set out in the Companies Act in respect of the allotment of Ordinary Shares, or granting of rights to subscribe for or convert any security into Ordinary Shares, up to an aggregate nominal value of £580,000. This disapplication shall expire on 8 July 2025.

Resolution two is conditional on Resolution one being passed so that, if Resolution one is not passed, neither of the Resolutions will become effective and the issue of 2023 Convertible Loan Notes will not be implemented.

9. Irrevocable Undertakings

Each of the Directors and each of the Investors together with Antrak Limited, Bury Fitzwilliam-Lay and Partners and Alyson Levett have given an irrevocable undertaking to vote in favour of the Resolutions in respect of their own beneficial holdings (and that of their associates) of Ordinary Shares, together totalling 10,914,595, representing in aggregate 36.9 per cent. of the issued Ordinary Shares.

10. Actions to be taken in respect of the General Meeting

Please check that you have received the following with this document:

- a Form of Proxy for use in respect of the General Meeting; and

- a reply-paid envelope for use in connection with the return of the Form of Proxy (in the UK only).

Lodging a form of proxy does not preclude a member from attending and voting at the meeting. You are encouraged to complete, sign and return your Form of Proxy appointing your proxy (who may be the 'Chairman of the meeting') in accordance with the instructions printed thereon as soon as possible, but in any event so as to be received, by post or, during normal business hours only, by hand, to Share Registrars Limited at 3 The Millennium Centre, Crosby Way, Farnham, Surrey, GU9 7XX. Whichever means of return is used this must be done by no later than 11.00 a.m. on 5 July 2023 (or, in the case of an adjournment of the General Meeting, not later than 48 hours before the time fixed for the holding of the adjourned meeting (excluding any part of a day that is not a Business Day)). Shareholders should note that for the purposes of the General Meeting only, David Firth, as the Independent Non-Executive Director, will be the Chairman for the General Meeting.

If you hold your Ordinary Shares in the Company in uncertificated form (that is, in CREST) you may vote using the CREST Proxy Voting service in accordance with the procedures set out in the CREST Manual (please also refer to the accompanying notes to the Notice of the General Meeting set out at page 17 of this document). Proxies submitted via CREST must be received by the Company's agent (ID 7RA36) by no later than 11.00 a.m. on 5 July 2023 (or, in the case of an adjournment, not later than 48 hours before the time fixed for the holding of the adjourned meeting (excluding any part of a day that is not a Business Day)).

Appointing a proxy in accordance with the instructions set out above will enable your vote to be counted at the General Meeting. It should be noted that, voting on all Resolutions will be conducted by way of a poll, rather than on a show of hands.

11. Importance of the vote

IT IS VERY IMPORTANT that Shareholders vote in favour of the Resolutions at the General Meeting. The Independent Board believes that if the Resolutions are not passed at the General Meeting and so the issue of the 2023 Convertible Loan Notes does not proceed and in the absence of available alternative sources of funding, it is likely that the Company will require to operate with careful cash management processes in the short term, increasing the liquidity risk posed should any customer delay payment and constraining management's ability to focus their efforts on more strategic areas of the business.

12. Recommendation

The Independent Board strongly believes that the issue of the 2023 Convertible Loan Notes is in the best interests of the Company and its Shareholders as a whole. Accordingly, the Independent Board recommend that Shareholders vote in favour of the Resolutions to be proposed at the General Meeting as those members of the Board (and their associates) intend to do in respect of their entire beneficial holdings of 2,071,575 Ordinary Shares representing 7.01 per cent. of the current issued Ordinary Share capital.

Yours faithfully,

David Firth

Independent Non-Executive Director

PART II

SUMMARY TERMS OF THE CONVERTIBLE LOAN NOTE INSTRUMENT

The key terms and conditions of the Convertible Loan Note Instrument are as follows:

- (a) The issue of the 2023 Convertible Loan Notes is conditional only on the passing of the Resolutions at the General Meeting. There are no other conditions to the issue of the 2023 Convertible Loan Notes.
- (b) The aggregate nominal value of the 2023 Convertible Loan Notes is £500,000 and there is a minimum subscription amount of £2,500 by an Investor for 2023 Convertible Loan Notes.
- (c) The 2023 Convertible Loan Notes are unsecured and non-transferrable and no application will be made for their admission to trading on any recognised securities exchange.
- (d) The Investors have irrevocably agreed to subscribe for the amount of the 2023 Convertible Loan Notes as set out against their names in Part I of this document immediately upon the passing of the Resolutions at the General Meeting.
- (e) Following the issue of the 2023 Convertible Loan Notes, the Investors may issue a conversion notice before the date on which the 2023 Convertible Loan Notes are to be redeemed (see h below) notifying the Company that they wish to convert part or all of their 2023 Convertible Loan Notes into Ordinary Shares at a conversion price of 10 pence per Ordinary Share.
- (f) The Investors may convert the 2023 Convertible Loan Notes they hold, in whole or in part, at their sole discretion, provided that the conversion will not result in a holder of 2023 Convertible Loan Notes, together with any persons acting in concert with them, being interested in Ordinary Shares carrying in aggregate more than 29.9 per cent. of the voting rights of the Company and, in the event of any election to convert being made following an offer that is made to all holders of Ordinary Shares in the Company to acquire such number of Ordinary Shares that would give an offeror (and those acting in concert with them) to cast more than 50 per cent. of the votes, then this limitation shall continue to apply, but any 2023 Convertible Loan Notes held in excess of 29.9 per cent. on conversion can be redeemed at the higher of their par value and the highest offer price made by the offeror during an offer period.
- (g) The Company is entitled at any time following the date which is 12 months after the date of issue of the 2023 Convertible Loan Notes to require the Investors to convert, in whole or in part, their 2023 Convertible Loan Notes on a pro-rata basis into Ordinary Shares at the conversion price of 10 pence per Ordinary Share, provided the closing bid price of an Ordinary Share as shown in the Daily Official List of the London Stock Exchange for a period of at least 60 consecutive days is equal to or exceeds £0.79 per Ordinary Share.
- (h) Any 2023 Convertible Loan Notes not converted shall be redeemed on 7 July 2025.
- (i) Interest shall accrue on the 2023 Convertible Loan Notes at a fixed rate of 8 per cent. per annum and shall roll up, but shall not be compounded, and all accrued interest that is outstanding shall be payable in full on the date the 2023 Convertible Loan Notes are redeemed or, alternatively, the Investors may choose to convert the rolled up interest into Ordinary Shares at the same conversion price of 10 pence per Ordinary Share.
- (j) In the event that the Company is in default of any payment obligation under the Convertible Loan Note Instrument, default interest shall accrue (compounded quarterly) at the higher of 10 per cent. per annum and the base rate for the time being of Barclays Bank plc.
- (k) The Convertible Loan Note Instrument sets out certain events of default, on the occurrence of which the holders of 2023 Convertible Loan Notes may, in their sole discretion, require immediate repayment of the amounts due to them in respect of the 2023 Convertible Loan Notes. These include:
 - (i) the Company failing to make any payment due under the Convertible Loan Note Instrument within seven days of such payment becoming due;
 - (ii) material breach by the Company of the Convertible Loan Note Instrument which is not cured within 30 days;
 - (iii) a breach of warranty given by the Company pursuant to the Convertible Loan Note Instrument;
 - (iv) the Company ceasing or threatening to cease or becoming unable to pay its debts as they become due or ceasing to carry on all or substantially all of its business;

- (v) an encumbrancer taking possession or a receiver, administrative receiver, administrator or similar officer being appointed in respect of the whole or any substantial part of the Company's undertaking, property or assets; or
- (vi) the Company initiating or consenting to bankruptcy, insolvency or composition proceedings.

PART III

DEFINITIONS

The following definitions apply throughout this document (including the notice of General Meeting) and the Form of Proxy unless the context requires otherwise:

AIM	the market of that name operated by the London Stock Exchange
AIM Rules	together, the AIM Rules for Companies and the AIM Rules for Nominated Advisers (each as amended from time to time)
Board or Directors	the directors of the Company whose names are set out on page 6 of this document
Business Day	any day on which the banks are open in England and Wales for the transaction of business, other than a Saturday, Sunday or public holiday
Companies Act	the Companies Act 2006 (as amended from time to time)
Company	i-nexus Global plc, a company incorporated and registered in England and Wales with company number 11321642
2020 Convertible Loan Notes	the £1.325 million fixed rate unsecured convertible redeemable loan notes issued on 4 November 2020
2021 Convertible Loan Notes	the £0.65 million fixed rate unsecured convertible redeemable loan notes issued on 29 September 2021
2023 Convertible Loan Notes	the unsecured convertible redeemable loan notes 2023 of £0.5 million with a fixed interest rate of eight per cent. per annum, a redemption date of 7 July 2025 and a conversion price of 10 pence per Ordinary Share
Convertible Loan Note Instrument	the loan note instrument dated 20 June 2023 in connection with the 2023 Convertible Loan Notes
CREST	the relevant system for the paperless settlement of trades and the holding of uncertificated securities operated by Euroclear UK & International Limited in accordance with the CREST Regulations
CREST Regulations	the Uncertificated Securities Regulations 2001 (SI 2001/3755) (as amended from time to time)
Extensions	the 2020 Extension and the 2021 Extension
2020 Extension	the extension to the term of the 2020 Convertible Loan Notes issued pursuant to the convertible loan stock instrument dated 16 October 2020 such that the convertible loan stock outstanding is extended to and redeemable on 4 November 2025
2021 Extension	the extension to the term of the 2021 Convertible Loan Notes issued pursuant to the convertible loan stock instrument dated 29 September 2021 such that the convertible loan stock outstanding is extended to and redeemable on 28 September 2025
Form of Proxy	the form of proxy attached to this document for use by Shareholders in connection with the General Meeting

General Meeting	the general meeting of the Company to be held at Saffery Champness, 71 Queen Victoria Street, London, EC4V 4BE at 11.00 a.m. on 7 July 2023 notice of which is set out on pages 16 to 17 of this document
Group	the Company and its subsidiaries
Herald	Herald Investment Management Limited, a company incorporated and registered in England and Wales with company number 02877061
Independent Board	all of the directors except for Richard Cunningham
Independent Non-Executive Director	David Firth
Investors	Herald, Richard Cunningham, Financière de L'Audiovisuel and Siobhan Adele Robinson
London Stock Exchange	London Stock Exchange plc
MRR	monthly recurring revenue
Ordinary Shares	ordinary shares of £0.10 each in the capital of the Company
Proposed Transactions	(i) the issue of the 2023 Convertible Loan Notes to the Investors as contemplated by the terms of the Convertible Loan Note Instrument; and (ii) the Extensions
Registrars	Share Registrars Limited of 27/28 Eastcastle Street, London, W1W 8DH
Resolutions	the resolutions to be proposed at the General Meeting, as set out in the notice of General Meeting on page 16 of this document
Shareholders	holders of Ordinary Shares at the date of this document
Singer Capital Markets	Singer Capital Markets Advisory LLP, the Company's nominated adviser and broker
subsidiaries	has the meaning given to it in the Companies Act
UK or United Kingdom	the United Kingdom of Great Britain and Northern Ireland
US	the United States of America

All references in this document to “£”, “pence” or “p” are to the lawful currency of the United Kingdom.