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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, 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, 2021 Convertible Loan Notes and/or Ordinary Shares or an invitation to buy, acquire or subscribe for 2021 Convertible Loan Notes and/or Ordinary Shares.

I-NEXUS GLOBAL PLC

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

Proposed issue of up to £0.65 million of Fixed Rate Unsecured Convertible Redeemable 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 2021 Convertible Loan Notes and contains a recommendation that you vote in favour of the Resolutions to be proposed at the General Meeting. You should also refer to the section headed "Risk Factors" in part II of this document.

Notice convening a General Meeting of the Company, to be held at 10.00 a.m. on 29 September 2021 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 20 and 21 of this document. If you hold your Ordinary Shares in certificated form you are encouraged to complete the accompanying Form of Proxy and return it 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 or by scanning a copy of the Form of Proxy which should be emailed to voting@shareregistrars.uk.com. Whichever means of return is used it must be by no later than 10.00 a.m. on 27 September 2021 (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)).

If you hold your Ordinary Shares 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 the end of this document). Proxies submitted via CREST must be received by the Company's agent (ID 7RA36) by no later than 10.00 a.m. on 27 September 2021 (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 Transaction 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.

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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	8,060,000
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⁾	14.9 per cent.
Maximum gross proceeds receivable from the issue of the 2021 Convertible Loan Notes	£0.65 million
Estimated maximum net proceeds receivable from the issue of the 2021 Convertible Loan Notes (after expenses)	£0.62 million

Notes

- ⁽¹⁾ Assuming there is full conversion of all of the maximum principal amount of and rolled up interest attributable to the 2021 Convertible Loan Notes issued

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

	<i>Date⁽¹⁾</i>
Posting of this document and the Forms of Proxy	13 September 2021
Latest time and date for receipt of Forms of Proxy	10.00 a.m. on 27 September 2021
Record time for voting at the General Meeting	6.00 p.m. on 27 September 2021
General Meeting	10.00 a.m. on 29 September 2021
Announcement of the results of the General Meeting	29 September 2021

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*)
Alyson Margaret Levett (*Chief Financial Officer*)
David Samuel Peter Firth (*Non-Executive Director*)

Registered Office:

27-28 Eastcastle Street,
London,
W1W 8DH

13 September 2021

Dear Shareholder,

Proposed issue of up to £0.65 million of Fixed Rate Unsecured Convertible Redeemable Loan Notes and Notice of General Meeting

1. Introduction

On 2 September 2021, the Company provided an update on its trading and financial position, which included a statement that the Board had concluded that a modest injection of additional capital would provide the Group with the necessary financial flexibility to allow management to build upon the positive pipeline momentum that the Group has recently experienced. It was also announced that the Board had opened discussions with existing holders of convertible loan notes to establish if they were willing to provide the additional capital needed.

The Company announced today that it has concluded those discussions and is proposing to raise in aggregate up to £0.65 million (before expenses) by way of the issue of 2021 Convertible Loan Notes to the Investors. The 2021 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 2021 Convertible Loan Notes in conjunction with the Proposed Transaction. The Company completed a previous issue of convertible loan notes in November 2020 and the 2021 Convertible Loan Notes now proposed to be issued carry substantially equivalent terms to those previously issued.

Richard Cunningham, the Non-Executive Chairman, has agreed to participate in the Proposed Transaction and is one of the Investors who has agreed to subscribe for the 2021 Convertible Loan Notes following the passing of the Resolutions by Shareholders at the General Meeting. Richard Cunningham's participation in the Proposed Transaction is a related party transaction 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 Transaction and, for the purposes of the Proposed Transaction, 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 Proposed Transaction is the only viable available option for securing the investment that is necessary to support the Company in the near term, having regard to the need to restore certainty of funding within a limited timeframe.

The Proposed Transaction 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 2021 Convertible Loan Notes.

The purpose of this document is to outline the reasons for, and provide further information on, the Proposed Transaction 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 Proposed Transaction. The General Meeting has been convened for 10.00 a.m. on 29 September 2021 at **Saffery Champness, 71 Queen Victoria Street, London, EC4V 4BE.**

Your attention is also drawn to the risk factors set out in part II of this document and the summary of the key terms of the Convertible Loan Notes in part III of this document.

The Independent Board strongly believes that the Proposed Transaction is 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 Proposed Transaction does not proceed and in the absence of immediately available alternative sources of funding, it is likely that in the very near future the Company may not be able to meet its obligations as they fall due, thereby forcing the Board to consider entering into administration or some other form of insolvency procedure under which the prospects for recovery of value, if any, by Ordinary Shareholders would be uncertain.

2. Background to and reasons for the Proposed Transaction, current trading and prospects

The ongoing risks to the Company's recovery plan of the effects of the COVID-19 Pandemic were highlighted within the opening statement to the chief executive's report on the interim results announced at the end of May 2021. It was reported then that the challenges experienced in the prior financial year had continued into the first half of this financial year, with new business generation impacted by continued enterprise budgetary restrictions. The adverse impact of the COVID-19 Pandemic has continued to be observed since, in the form of extended sales lead times and less predictable customer behaviours. In response, management's priorities have been to exploit the growing sales pipeline, to continue to focus on cash conservation, and to further reduce the operating cost base as necessary.

On 2 September 2021 the Company issued an update on the Group's trading and financial position. Within that statement the Board reported that the business is now enjoying an increasingly positive engagement with its prospects and customers, demonstrated by the winning of three contracts in recent months, including two new logos, with two further deals nearing completion. These are the first new contracts to have been won by the Company for over nine months. Pipeline activity and in particular the number of prospects that are undertaking trials or pilots is also encouraging; and pre-pipeline activity in the form of inbound enquiries reached record levels during August 2021, a traditionally quiet month for the Company. Taken together these developments suggest that momentum is building.

Whilst welcome, this recent pick up in sales has taken longer to emerge than anticipated and, as is typical with new contract wins, initial MRR generated from those contracts is modest. During the same period, revenue foregone as a result of unbudgeted non-renewing contracts within our existing accounts has proven to be higher than we anticipated. In recent months, four existing accounts with a combined cash value of approximately £500k have decided not to renew. In response, the monthly operating cost base has been further reduced to £270k, from £360K at the beginning of the calendar year and a peak of over £800K in 2019. As a result, operating performance has been restored to EBITDA breakeven from June 2021 onwards.

More than offsetting the impact of the new contract wins, the unbudgeted non-renewal of existing accounts identified above has seriously eroded our short-term working capital and represents a substantial cash loss compared to our cash flow scenario planning. The latest available financial forecasts show a cash shortfall building during the next quarter, before reversing in line with our typical seasonal trading profile. We have also deferred £120k of PAYE/NI payments by arrangement with HMRC. It is against this background that the Independent Board is seeking to implement the Proposed Transaction to provide the necessary near term financial headroom to allow the emerging sales and pipeline momentum to be reflected within operating results and cashflow.

At the time of the interim results update, the Board noted that whilst the injection of funds received in November 2020 had provided the flexibility to satisfy the Group's near-term funding requirements, there could be no guarantee that these funds would provide sufficient working capital in the longer term in light of the risks the Group still faced. In view of the sudden deterioration in the Group's current and near term forecast cash position during the current quarter, the Independent Board is strongly of the belief that the Proposed Transaction is the only viable option for securing the investment that is necessary to support the Company in the near term, having regard to the need to restore certainty of funding within a limited timeframe.

3. The Proposed Transaction

The Company has entered into the Convertible Loan Note Instrument pursuant to which the Company has created 2021 Convertible Loan Notes up to an aggregate principal amount of £0.65 million. The issue of the 2021 Convertible Loan Notes is conditional only upon the passing of the Resolutions at the General Meeting.

The 2021 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 2021 Convertible Loan Notes the right to convert the 2021 Convertible Loan Notes they hold into Ordinary Shares at a price of 10 pence per Ordinary Share (which represents a premium of approximately 55 per cent. to the closing middle market price of 6.45 pence an Ordinary Share on 10 September 2021, being the latest practicable trading day prior to the date of this document) at any time on or prior to 29 September 2024.

Further details of the key terms and conditions attaching to the 2021 Convertible Loan Notes are set out in part III of this document.

The Investors have entered into irrevocable undertakings with the Company whereby each of them has agreed irrevocably and, save only for the passing of the Resolutions at the General Meeting, unconditionally to subscribe for an aggregate amount of £600,000 of 2021 Convertible Loan Notes and discussions are ongoing with a view to procuring a subscription commitment or commitments for the balance of £50,000:

<i>Subscriber</i>	<i>Aggregate amount of Convertible Loan Notes</i>
Herald	£500,000
Richard Cunningham	£37,500
Antrak Limited	£25,000
Financiere de L'Audiovisuel	£37,500

Upon the passing of the Resolutions, the Company shall issue the 2021 Convertible Loan Notes to the Investors and any further subscribers and execute and deliver certificates in respect of the 2021 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.

4. Related Party Transactions

Richard Cunningham is a Director of the Company and its Non-Executive Chairman, whilst Herald is currently, prior to the Proposed Transaction 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. Richard Cunningham has agreed to subscribe for 2021 Convertible Loan Notes with an aggregate par value of £37,500 and Herald has agreed to subscribe for 2021 Convertible Loan Notes with an aggregate par value of £500,000 pursuant to the Proposed Transaction. Richard Cunningham's and Herald's respective participations in the Proposed Transaction 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 Transaction are fair and reasonable in so far as Shareholders are concerned. Herald's participation in the Proposed Transaction along with their participation in the previous convertible loan note issue in November 2020, 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 both instruments be converted. **However, there is a contractual provision in both convertible loan note instruments that neither Herald nor the Company can invoke a conversion of such number of loan notes held by Herald that could result in Herald's shareholding exceeding 29.9 per cent.**

5. Effect of the Proposed Transaction and Use of Proceeds

The net proceeds of the Proposed Transaction of up to £0.62 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 minimum net proceeds of the Proposed Transaction of £0.62 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 a further slight decrease in monthly recurring revenues during the FY22 financial year. Whilst their internal modelling demonstrates continuing cash headroom in the event that this revenue profile occurs, 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. Given the nature of the COVID-19 Pandemic it is not possible to know the potential impact of the ongoing crisis on the activities of the Group for FY22 and beyond and, in particular, it is possible that as a direct or indirect result the Company will continue to experience a slower and/or lower sales conversion rate than the Directors have modelled within their downside case financial projections. This could in turn have a material adverse effect on the Group's business, results of operations, financial condition and prospects.

6. Potential dilutive effect resulting from the Proposed Transaction

The 2021 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 2021 Convertible Loan Notes are converted and all of the rolled-up interest attributable to the 2021 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 a minimum of approximately 25.2 per cent. and a maximum of approximately 27.3 per cent.

The previous issue of convertible loan notes concluded in November 2020 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 55.6 per cent.

Accordingly, when the effect of the Proposed Transaction is added to the effect of the previous issue of convertible loan notes, then the maximum number of new Ordinary Shares issued to satisfy full conversion of both tranches of convertible loan notes, including rolled-up interest, would represent an increase in the issued ordinary share capital of the Company of a minimum of approximately 80.7 per cent. and a maximum of approximately 82.8 per cent., and so existing Shareholders would experience aggregate dilution of between 44.7 per cent. and 45.3 per cent.

7. General Meeting

Set out at the end of this document is a notice convening the General Meeting of the Company to be held at 10.00 a.m. on 29 September 2021 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 £806,000. This will enable the Directors to issue the 2021 Convertible Loan Notes to the Investors and any further subscribers. The authority granted by this resolution shall expire on 29 September 2024.

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 £806,000. This disapplication shall expire on 29 September 2024.

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 2021 Convertible Loan Notes will not be implemented.

8. Irrevocable Undertakings

Each of the Directors and each of the Investors 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 8,990,805, representing in aggregate 30.40 per cent. of the issued Ordinary Shares.

9. 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.

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 The Courtyard, 17 West Street, Farnham, Surrey, GU9 7DR or a scanned copy be emailed to voting@shareregistrars.uk.com. Whichever means of return is used this must be done by no later than 10.00 a.m. on 27 September 2021 (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 21 of this document). Proxies submitted via CREST must be received by the Company’s agent (ID 7RA36) by no later than 10.00 a.m. on 27 September 2021 (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.

10. 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 Proposed Transaction does not proceed and in the absence of immediately available alternative sources of funding, it is likely that in the very near future the Company may not be able to meet its obligations as they fall due, thereby forcing the Board to consider entering into administration or some other form of insolvency procedure under which the prospects for recovery of value, if any, by Ordinary Shareholders would be uncertain.

11. Recommendation

The Independent Board strongly believes that the Proposed Transaction 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 that of their associates) intend to do in respect of their entire beneficial holdings of 2,827,631 Ordinary Shares representing 9.56 per cent. of the current issued Ordinary Share capital.

Yours faithfully,

David Samuel Peter Firth
Independent Non-Executive Director

PART II

RISK FACTORS

Investing in the Company is speculative and involves a high degree of risk. As at the date of this document, the Board considers the following risks to be the material risks of which they are aware and the most significant risks for Shareholders and potential investors. However, it should be noted that this list of risks is not exhaustive and that additional risks and uncertainties not currently known to the Board, or that the Board currently deems immaterial, may also have an adverse effect on the Group's financial condition, business, prospects and/or results of operations. The risks listed below do not necessarily comprise all the risks associated with an investment in the Company.

The order in which risks are presented is not necessarily an indication of the likelihood of the risks actually materialising, of the potential significance of the risks or of the scope of any potential harm to the Group's financial condition, business, prospects and/or results of operations.

If any of the events described in the following risks actually occur, the Group's business, financial condition, results or future operations could be materially affected. In such circumstances, the price of the Ordinary Shares could decline and investors could lose all or part of their investment. The Group's performance may be affected by changes in legal, regulatory and tax requirements in any of the jurisdictions in which it operates as well as overall global financial conditions. The information set out below does not purport to be an exhaustive summary of the risks affecting the Group.

1. Resolutions not being passed

Unless the Resolutions are passed at the General Meeting, the Proposed Transaction cannot take place. In such circumstances, the Company will not receive the subscription monies from the issue of the 2021 Convertible Loan Notes. If this were to happen, the Company will suffer a significant shortfall in its cash position which may, in the very near future, leave the Company unable to meet its obligations as they fall due and force the Board to consider entering into administration or some other form of insolvency procedure under which the prospects for recovery of value, if any, by Ordinary Shareholders would be uncertain. Accordingly, it is important that Shareholders vote in favour of the Resolutions so that the Proposed Transaction can take place and the Company can receive the subscription monies from the issue of the 2021 Convertible Loan Notes.

2. Working capital

Whilst the Directors believe that the minimum net proceeds of the Proposed Transaction will provide the necessary flexibility to satisfy the Company's near-term funding requirements, there can be no guarantee as to the Company's medium to longer term working capital requirements and, therefore, the Group may need to seek additional capital over and above that raised from the issue of the 2021 Convertible Loan Notes, whether from further equity issues, the issue of further debt instruments or additional bank borrowings to finance its investments or for other business purposes in the longer term. No assurance can be given as to the availability of such additional capital at any future time or the terms upon which such additional capital would be available.

The Directors emphasise however that their lowest case financial projections assume a slight decrease in monthly recurring revenues in FY22, and that, whilst the proceeds of the Proposed Transaction will provide the necessary flexibility in the event that this revenue profile occurs, the Company's continuing viability in the longer term remains critically dependent on its ability to secure new sales to existing and potential customers. In addition, given the nature of the COVID-19 Pandemic it is not possible to know the potential impact of the ongoing crisis on the activities of the Group for the current financial year and beyond and, in particular, it is possible that as a direct or indirect result the Company will continue to experience a slower and/or lower sales conversion rate and/or a higher rate of attrition to our customer base than the Directors have modelled within their financial projections. This could in turn have a material adverse effect on the Group's business, results of operations, financial condition and prospects.

3. COVID-19 Pandemic

The COVID-19 Pandemic has continued to affect the performance of the business of the Group throughout FY21. The restrictions being imposed in the UK, as well as similar lockdown measures introduced internationally (particularly in the US which is the Group's largest market) have created uncertainty around when normal business will resume. As at the date of this document, given the nature of the crisis, the Group is not aware of the full extent of the effects of the COVID-19 Pandemic for the next financial year or beyond.

The global economic slowdown resulting from the COVID-19 Pandemic requires a number of businesses worldwide to make adjustments to their operating models. In addressing the impact of the COVID-19 Pandemic on its markets and its customers, the Group has continued to take decisive action to reduce its operating cost base in cash terms since January 2021. Staffing expense reductions have been implemented and this has been combined with reduced discretionary spending. This has reduced the Group's monthly operating cost significantly to approximately £270,000.

Whilst the Group continues to monitor the situation on a regular basis and may be able to introduce further cost saving measures if needed, it is possible that in the longer term the COVID-19 Pandemic will have a material adverse effect on the Group's business, results of operations, financial condition and prospects. Also, there is no assurance that the implementation of the Company's strategic and operational changes introduced to date will be successful under current or future market conditions. Furthermore, if there were to be further outbreaks of the COVID-19 Pandemic either globally or in the Group's markets this could materially adversely affect the Group's business, results, financial condition and prospects.

4. Reliance on counterparties

There is a risk that parties with whom the Group trades or has other business relationships may be unable to pay the Group in a timely manner, or at all. Some of the Group's customers may seek to renegotiate their pricing and/or payment terms with the Group. Furthermore, as a result of the COVID-19 Pandemic and global economic slowdown some of the Group's customers may enter into bankruptcy or insolvency proceedings and be in a position whereby they are unable to pay the Group all or some of the payments to which the Group is owed. If any of these risks arise, this could have an adverse impact on the Group's business, revenue, financial condition, profitability, prospects and results of operations.

5. Inability to contract with customers on the most favourable terms to the Group and non-renewals

The Group enters into contracts with a wide variety of companies, many of whom possess greater negotiating leverage than is available to the Group and which contain provisions entitling the customer to not automatically renew the contract at the end of the initial term. The Group may also be required to tolerate terms which are less favourable than might be anticipated, and which may also be governed by the laws of jurisdictions other than England and Wales. Failing to secure the best commercial terms possible, including but not limited to, inserting automatic renewal provisions, or having to conduct legal proceedings in an overseas jurisdiction could have a material impact on the Group's business revenue, financial condition and profitability.

6. Dependence on key executives and personnel

The Group is managed by a limited number of key personnel, including the Directors and senior management, who have significant experience within the Group and the sectors it operates within. Whilst executive remuneration plans, incorporating long-term incentives, have been implemented to mitigate the associated flight risk, there is no certainty that key personnel will not leave. If members of the Group's key senior team depart, the Group may not be able to find effective replacements in a timely manner, or at all and its business may be disrupted or damaged.

7. The Group may not be able to protect its intellectual property or may be faced with claims relating to the infringement of third party intellectual property rights

The Group relies on a combination of both registered and unregistered intellectual property rights as well as confidentiality and non-disclosure clauses and agreements with employees, customers and suppliers to define and protect rights to the intellectual property in its products. It also relies on extensive product, industry and market “know-how” that cannot be registered and may not be subject to confidentiality and non-disclosure clauses or agreements. Although the Group intends to continue to protect its rights, there can be no guarantee that any of its know-how or registered or unregistered intellectual property rights, or claims to such rights, will now or in the future successfully protect what is considered to be the intellectual property underlying the Group’s products in any or all of the jurisdictions in which it does business, or that the Group’s registered or unregistered rights will not be successfully opposed or otherwise challenged. To the extent that innovations and products are not protected by patents, copyrights or other intellectual property rights, third parties (including competitors) may be able to commercialise the Group’s innovations or products or use the Group’s know-how, which could have a material adverse effect on its business, results of operations and financial condition. In addition, legal protection of intellectual property rights in one country will not provide protection in certain other countries where the Group operates. If the Group fails to protect its rights and others are able to improperly use its products, this failure may have a material adverse effect on its revenues, results of operations and prospects. The Group may face claims that it is infringing the intellectual property rights of others. If any of its products are found to infringe the patents or other intellectual property rights of others, the sale of such products could be significantly restricted or prohibited and the Group may be required to pay substantial damages.

8. The Group relies on third parties to deliver services which are integral to the Group’s business and its ability to generate revenue

The Group contracts with third parties to perform functions or operations that are integral to the Group’s products and services, including third party suppliers for integration software, and cloud hosting. The Group is at risk as to the availability, price and quality offered by such third party suppliers. Any significant changes in these factors could adversely affect profit margins and have a material adverse effect on the Group’s business, results of operations and financial condition. Further, the Group’s third party suppliers may not be responsive to the Group’s needs or may experience problems with their own operations beyond the Group’s control. The Group’s reliance on third party suppliers increases the risk of disruption to its operations. If the Group is unable to effectively utilise its third party suppliers, or if such third party service providers experience business difficulties or are unable to provide business services as anticipated, the Group may not be able to provide its services and may need to seek alternative service providers or resume providing these business processes internally, which could be costly and time-consuming and have a material adverse effect on the Group’s business, results of operations and financial condition.

9. Open source software (“OSS”)

Some of the Group’s proprietary software incorporates elements of OSS, the use of which by the Group is subject to terms of applicable licenses. Although the Group’s technical team have spent years building knowledge of the OSS used, the Board acknowledges that there are risks associated with the use of OSS. The Board considers the following as being the most likely to be experienced by the Group: OSS may contain a virus or viruses, contain a bug or bugs that the developers cannot fix, development support may cease from time to time, OSS may come with very limited informal support arrangements, or it may be made available without a warranty or assurance. The above may therefore impact the Group’s ability to deliver its product to its customers effectively and potentially affect its reputation and ability to generate repeat business.

10. Exchange rate

A significant proportion of the Group’s revenues are denominated in foreign currency, principally US dollars. Since the Group reports its financial results in sterling, fluctuations in rates of exchange between sterling and non-sterling currencies, particularly US dollars, may have a material adverse impact on the Group’s financial results.

11. Future issues of Ordinary Shares will result in dilution

When the effect of the Proposed Transaction is added to the effect of the previous issue of convertible loan notes concluded in November 2020, then in the circumstances whereby all of the rolled-up interest attributable to the 2021 Convertible Loan Notes is also converted the new Ordinary Shares issued to satisfy full conversion of both tranches of convertible loan notes would represent an increase in the issued ordinary share capital of the Company of a minimum of approximately 80.7 per cent. and a maximum of approximately 82.8 per cent., and so existing Shareholders would experience aggregate dilution of between 44.7 per cent. and 45.3 per cent.

In addition, the Group may require additional capital in the future which may be provided by way of an equity raise or by additional issue of debt securities convertible into Ordinary Shares, or rights to acquire these securities. Any such issues may exclude the pre-emption rights pertaining to the then outstanding shares. If the Company raises significant amounts of capital by these or other means, it could cause dilution for the Company's existing Shareholders. Moreover, the further issue of Ordinary Shares could have a negative impact on and/or increase the volatility of the market price of the Ordinary Shares.

12. No guarantee that the Ordinary Shares will continue to be traded on AIM

The Company cannot assure investors that the Ordinary Shares will always continue to be traded on AIM or on any other exchange. If such trading were to cease, certain investors may decide to sell their Ordinary Shares, which could have an adverse impact on the price of the Ordinary Shares. Additionally, if in the future the Company decides to obtain a listing on another exchange in addition to or as an alternative to AIM, the level of liquidity of the Ordinary Shares traded could decline.

13. Forward-looking Statements

This document contains forward-looking statements that involve risks and uncertainties. All statements, other than those of historical fact, contained in this document are forward-looking statements. The Group's actual results could differ materially from those anticipated in the forward-looking statements as a result of many factors. Investors are urged to read this entire document carefully before making an investment decision. The forward-looking statements in this document are based on the relevant Directors' beliefs and assumptions and information only as of the date of this document, and the forward-looking events discussed in this document might not occur. Therefore, Investors should not place any reliance on any forward-looking statements. Except as required by law or regulation, the Directors undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future earnings or otherwise.

It should be noted that the risk factors listed above are not intended to be exhaustive and do not necessarily comprise all of the risks to which the Group is or may be exposed or all those associated with an investment in the Group. In particular, the Group's performance is likely to be affected by changes in market and/or economic conditions, political, judicial, and administrative factors and in legal, accounting, regulatory and tax requirements in the areas in which it operates and holds its major assets. There may be additional risks and uncertainties that the Directors do not currently consider to be material or of which they are currently unaware, which may also have an adverse effect upon the Group.

PART III

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 2021 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 2021 Convertible Loan Notes.
- b) The aggregate nominal value of the 2021 Convertible Loan Notes is up to £650,000 and there is a minimum subscription amount of £2,500 by an Investor or a subscriber for 2021 Convertible Loan Notes.
- c) The 2021 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 2021 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 2021 Convertible Loan Notes, the Investors and any further subscribers may issue a conversion notice before the date on which the 2021 Convertible Loan Notes are to be redeemed (see h below) notifying the Company that they wish to convert part or all of their 2021 Convertible Loan Notes into Ordinary Shares at a conversion price of 10 pence per Ordinary Share.
- f) The Investors and any further subscribers may convert the 2021 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 2021 Convertible Loan Notes, together with any persons acting in concert with it, 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 2021 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 2021 Convertible Loan Notes to require the Investors and any further subscribers to convert, in whole or in part, their 2021 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 2021 Convertible Loan Notes not converted shall be redeemed on 29 September 2024.
- i) Interest shall accrue on the 2021 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 2021 Convertible Loan Notes are redeemed or, alternatively, the Investors and any further subscribers 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 2021 Convertible Loan Notes may, in their sole discretion, require immediate repayment of the amounts due to them in respect of the 2021 Convertible Loan Notes. These include:
- a. the Company failing to make any payment due under the Convertible Loan Note Instrument within seven days of such payment becoming due;
 - b. material breach by the Company of the Convertible Loan Note Instrument which is not cured within 30 days;
 - c. a breach of warranty given by the Company pursuant to the Convertible Loan Note Instrument;
 - d. 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;
 - e. 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
 - f. the Company initiating or consenting to bankruptcy, insolvency or composition proceedings.

PART IV

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
“2021 Convertible Loan Notes”	the unsecured convertible redeemable loan notes 2021 of up to £0.65 million with a fixed interest rate of eight per cent. per annum, a redemption date of 29 September 2024 and a conversion price of 10 pence per Ordinary Share
“Convertible Loan Note Instrument”	the loan note instrument dated 13th September 2021 in connection with the 2021 Convertible Loan Notes
“COVID-19 Pandemic”	the novel coronavirus disease 2019 pandemic
“CREST”	the computerised settlement system (as defined in the CREST Regulations) operated by Euroclear UK & Ireland Limited
“CREST Regulations”	the Uncertificated Securities Regulations 2001 (SI 2001/3755) (as amended from time to time)
“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 10.00 a.m. on 29 September 2021, notice of which is set out on pages 20 to 21 of this document
“Group”	the Company and its subsidiaries
“Herald”	Herald Investment Management Limited
“Independent Board”	all of the directors except for Richard Cunningham
“Independent Non-Executive Director”	David Firth
“Investors”	Herald, Richard Cunningham, Antrak Limited and Financiere de l’Audiovisuel

“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 Transaction”	the issue of 2021 Convertible Loan Notes to the Investors and any further subscribers as contemplated by this document
“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 20 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.

NOTICE OF GENERAL MEETING

I-NEXUS GLOBAL PLC

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

Notice is given that a general meeting of i-Nexus Global plc ("**Company**") will be held at **Saffery Champness, 71 Queen Victoria Street, London, EC4V 4BE** at 10.00 a.m. on 29 September 2021 for the purposes of considering and, if thought fit, passing the following resolutions. Resolution 1 will be proposed as an ordinary resolution and resolution 2 will be proposed as a special resolution.

ORDINARY RESOLUTION

1. That, pursuant to section 551 of the Companies Act 2006 ("**Act**"), the directors be and are generally and unconditionally authorised to exercise all powers of the Company to allot shares in the Company or to grant rights to subscribe for, or to convert any security into, shares in the Company up to an aggregate nominal amount of £806,000, **provided that** (unless previously revoked, varied or renewed) this authority shall expire on 29 September 2024, but the Company may make an offer or agreement before this authority expires which would or might require shares to be allotted or rights to subscribe for, or to convert any security into, shares to be granted after this authority expires and the directors may allot shares or grant such rights pursuant to any such offer or agreement as if this authority had not expired.

This authority is in addition to all existing authorities under section 551 of the Act.

SPECIAL RESOLUTION

2. **That:**
 - (a) subject to the passing of resolution 1 and pursuant to section 570 of the Act, the directors be and are generally empowered to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authority granted by resolution 1 as if section 561(1) of the Act did not apply to any such allotment; and
 - (b) (unless previously revoked, varied or renewed) this power shall expire on 29 September 2024, but the Company may make an offer or agreement before this power expires which would or might require equity securities to be allotted for cash after this power expires and the directors may allot equity securities for cash pursuant to any such offer or agreement as if this power had not expired.

This power is in addition to all existing powers under section 570 of the Act.

By order of the board

Secretary
13 September 2021

Notes:

Entitlement to attend and vote

1. The right to vote at the meeting is determined by reference to the register of members. Only those shareholders registered in the register of members of the Company as at 6.00 p.m. on 27 September 2021 (or, if the meeting is adjourned, 6.00 p.m. on the date which is two working days before the date of the adjourned meeting) shall be entitled to attend and vote at the meeting in respect of the number of shares registered in their name at that time. Changes to entries in the register of members after that time shall be disregarded in determining the rights of any person to attend or vote (and the number of votes they may cast) at the meeting.

Proxies

2. A shareholder is entitled to appoint another person as his or her proxy to exercise all or any of his or her rights to attend and to speak and vote at the meeting. A proxy need not be a shareholder of the Company.
3. A shareholder may appoint more than one proxy in relation to the meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. Failure to specify the number of shares each proxy appointment relates to or specifying a number which when taken together with the numbers of shares set out in the other proxy appointments is in excess of the number of shares held by the shareholder may result in the proxy appointment being invalid.
4. A proxy may only be appointed in accordance with the procedures set out in notes 6 and 7 below and the notes to the proxy form.
5. The appointment of a proxy will not preclude a shareholder from attending and voting in person at the meeting.
6. A form of proxy is enclosed. When appointing more than one proxy, complete a separate proxy form in relation to each appointment. Additional proxy forms may be obtained by contacting the Company Secretary on + 44 (0) 7939 696169 or the proxy form may be photocopied. Please state clearly on each proxy form the number of shares in relation to which the proxy is appointed.
7. To be valid, a proxy form must be received by post or (during normal business hours only) by hand at the offices of the Company's registrar, Share Registrars Limited, The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR, no later than 10.00 a.m. on 27 September 2021 (or, if the meeting is adjourned, no later than 48 hours (excluding any part of a day that is not a working day) before the time of any adjourned meeting).
8. You may not use any electronic address provided either in this notice of General Meeting or any related documents (including the form of proxy) to communicate for any purposes other than those expressly stated.
9. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
10. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "**CREST Proxy Instruction**") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications, and must contain the information required for such instruction, as described in the CREST Manual (available via www.euroclear.com). The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the Company's agent (ID 7RA36) by 10.00 a.m. on 27 September 2021. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
11. CREST members and, where applicable, their CREST sponsors, or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST sponsored member, or has appointed a voting service provider, to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
12. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

Corporate representatives

13. A shareholder which is a corporation may authorise one or more persons to act as its representative(s) at the meeting. Each such representative may exercise (on behalf of the corporation) the same powers as the corporation could exercise if it were an individual shareholder, provided that (where there is more than one representative and the vote is otherwise than on a show of hands) they do not do so in relation to the same shares. A director, the secretary or other person authorised for the purpose by the secretary may require all or any such persons to produce a copy of the resolution of authorisation certified by an officer of the corporation before permitting him to exercise his powers.

Method of voting

14. Voting on all resolutions will be conducted by way of a poll, rather than on a show of hands.

