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ikeGPS Group Limited Share Purchase Plan

6 SEPTEMBER 2017

This is an important document. You should read the whole document before deciding whether to subscribe for shares. If you have any doubts as to what you should do, please consult your broker or financial, investment or other professional advisor.



IMPORTANT INFORMATION

General information

This document has been prepared by ikeGPS Group Limited (**ikeGPS**) in connection with an offer of new ordinary shares (**Shares**). The offer is made to Eligible Shareholders under the exclusion in clause 19 of Schedule 1 of the Financial Markets Conduct Act 2013. This document is not a product disclosure statement or prospectus and does not contain all of the information which may be required in order to make an informed investment decision about the offer or ikeGPS.

Additional information is available under continuous disclosure obligations

ikeGPS is subject to continuous disclosure obligations under the NZX Main Board Listing Rules. Market releases by ikeGPS, including its most recent financial statements, are available at www.nzx.com and at www.asx.com.au under stock code IKE.

Offering restrictions

No action has been taken to permit a public offering of the Shares in any jurisdiction outside New Zealand. The distribution of this document in a jurisdiction outside New Zealand may be restricted by law and persons who come into possession of it (including nominees, trustees or custodians) should seek advice on and observe any such restrictions.

No person may subscribe for, purchase, offer, sell, distribute or deliver the Shares, or be in possession of, or distribute to any other person, any offering material or any documents in connection with the Shares, in any jurisdiction other than in compliance with all applicable laws and regulations. Without limiting the foregoing, this document may not be sent into or distributed in the United States.

No guarantee

No person named in this document (nor any other person) guarantees the Shares to be issued pursuant to the offer or warrants the future performance of ikeGPS or any return on any investment made pursuant to this document.

Decision to participate in the offer

The information in this document does not constitute a recommendation to acquire Shares or financial product advice. This document has been prepared without taking into account the investment objectives, financial or taxation situation or particular needs of any applicant or investor.

Enquiries

Enquiries about the offer can be directed to an NZX Primary Market Participant, or your solicitor, accountant or other professional adviser. If you have any questions about the number of Shares shown on the Entitlement and Acceptance Form that accompanies this document, or how to complete the Acceptance Form, please contact Link Market Services.

Times and dollars

All references in this document to time are to New Zealand time. Unless otherwise indicated, all references to \$ are to New Zealand dollars.

Defined terms

Capitalised terms used in this Share Purchase Plan (**SPP**) booklet have the specific meaning given to them in the Glossary at the back of this SPP booklet or in the relevant section of this SPP booklet.

CHAIRMAN'S LETTER

6 September 2017

Dear Shareholder

IKEGPS EQUITY RAISING TO SUPPORT GROWTH

On behalf of the directors of ikeGPS I am pleased to offer you the opportunity to participate in our SPP. Eligible Shareholders have the opportunity to acquire additional shares for \$0.29, without incurring brokerage or other transaction costs.

The SPP is part of ikeGPS's equity raising initiative announced on 18 August. ikeGPS is raising up to \$1.275 million through this SPP, which will be in addition to the \$3.725 million already raised by ikeGPS under the Placement.

The successful Placement supports the growth plans of ikeGPS and the potential for our products in addressing the global electric utility, AEC (architecture, engineering and construction) and signage markets. The equity raised under the Placement and SPP will be applied primarily to fund ikeGPS' \$4-5 million (approx.) working capital requirement for the coming 12 to 18 months. This working capital requirement is a function of delivering hardware products and selling multi-year subscription software with potential timing differences on large enterprise deals.

As outlined in our latest annual report, after three prior years of greater than 100% year-on-year growth, the first half of FY2017 was a challenging period for our business, followed by a return to growth in the second half of FY2017. Positively, we feel that we have addressed the one-off headwinds encountered in FY2017 and have momentum back across our products and markets. Trading for the first quarter of FY2018 represented record orders of both our IKE4 product for electric utilities and our Spike product for the signage and AEC markets.

The Board and management team are excited about the outlook for ikeGPS as it takes further steps in its pursuit to become the measurement platform of choice for targeted industries that need to measure, analyse and model their assets.

SHARE PURCHASE PLAN

The SPP is available to all Eligible Shareholders on equal terms. It gives all Eligible Shareholders the opportunity to invest up to \$15,000 in new Shares with a minimum application of \$1,000.

The issue price per share is \$0.29 – the same price as shares issued to investors under the Placement.

The SPP is intended to close at 5.00pm on 22 September 2017.

To apply for your new Shares, you should complete and return the enclosed Application Form with accompanying payment allowing sufficient time for it to be received by 5:00pm, 22 September 2017. The correct way to complete and send your Application Form and application monies is set out on the Application Form accompanying the SPP booklet.

Further details about the SPP are included in this booklet. While participation in the SPP is optional, if Eligible Shareholders choose not to take up their entitlement via the SPP their shareholdings will be diluted.

On behalf of the Board, I would like to thank you for your continued support. We look forward to continuing this journey with you as we pursue the next phase of growth.

Rick Christie

CHAIRMAN

IKEGPS GROUP LIMITED

KEY DETAILS

Application amount	You can apply for up to \$15,000 of Shares (51,725 Shares). The minimum application amount is \$1,000 of Shares (3,449 Shares).
Issue price	Shares are priced at \$0.29 per Share. This is the same price as Shares issued under the Placement.
When to apply	Applications must be received by 5.00pm on the Closing Date (22 September 2017, unless extended).
How to apply	Complete and return your personalised Application Form accompanying this booklet together with payment, in accordance with the instructions.
Receiving your Shares	You will receive your Shares on the Allotment Date (29 September 2017, unless extended).

KEY DATES*

Date	Event	
31 August 2017	<i>Record Date</i>	The date on which Eligible Shareholders are determined.
6 September 2017	<i>Opening Date</i>	Share Purchase Plan opens.
22 September 2017	<i>Closing Date</i>	Share Purchase Plan closes. Application Forms and payment must be received by 5.00pm.
29 September 2017	<i>Allotment Date and trading commencement</i>	Shares allotted. Trading is expected to commence on the NZX Main Board and the ASX.
No later than 6 October 2017	<i>Allotment statements mailed</i>	Allotment statements despatched to shareholders within 5 Business Days of the Allotment Date.

* Subject to the Listing Rules, ikeGPS reserves the right to alter the key dates.

QUESTIONS AND ANSWERS

1. What is the Share Purchase Plan (SPP)?

The SPP allows Eligible Shareholders to purchase up to \$15,000 worth of additional Shares in ikeGPS without incurring brokerage or other transaction costs.

All Shares issued under the SPP will be of the same class as, and rank equally with, all Shares in ikeGPS currently on issue. It is a term of the SPP that ikeGPS will take any necessary steps to ensure that the Shares are, immediately after issue, quoted on the NZX Main Board.

2. Am I eligible to participate?

You are eligible to participate in the SPP if:

- you were registered as an ikeGPS shareholder at 5:00pm on 31 August 2017 (being the Record Date); and
- your registered address is in New Zealand, provided that you do not hold Shares on behalf of another person who resides outside New Zealand.

For the avoidance of doubt, no U.S. person or person acting on behalf of a U.S. person may participate in the SPP.

If you are a Custodian, or you hold shares through a Custodian, please read clause 4 of the Terms and Conditions.

3. How many Shares can I purchase?

Eligible Shareholders can apply for up to \$15,000 of Shares under the SPP, in amounts of \$1,000, \$2,500, \$5,000, \$7,500, \$10,000, \$12,500 and \$15,000. Applications which are not for one of these denominations may not be accepted by ikeGPS.

ikeGPS may need to scale your application

back if the total value of valid applications exceeds \$1.275 million (see clause 9 of the Terms and Conditions).

Eligible Shareholders who take up the Maximum Amount, being \$15,000 of Shares under the SPP, may apply for additional Shares under the Shortfall Facility (see clause 3 of the Terms and Conditions for further details).

4. What is the Issue Price of the Shares?

The price of the Shares to be issued under the SPP is \$0.29 per Share, being the same price paid by investors in the Placement.

5. Are there any conditions to the SPP?

No. However, if the SPP is cancelled for any reason, all application monies will be returned to applicants and no Shares will be allotted under the SPP. No interest will be payable on any monies returned to applicants.

6. What if I own Shares through a trustee or custodian or own Shares in more than one capacity?

If you own Shares through a trustee or custodian, then, subject to certain certification requirements and other conditions, you may instruct the trustee or custodian to purchase Shares on your behalf, up to the \$15,000 limit. If you own Shares through a trustee or custodian and also own Shares in your own name, then you may either purchase Shares yourself or instruct your trustee or custodian to purchase Shares on your behalf. You may not do both.

If you receive more than one copy of this SPP

booklet, or if you hold Shares in more than one capacity (e.g. because you are both a sole and joint holder of Shares) you may only purchase Shares in all capacities up to the \$15,000 limit. By applying to purchase Shares under the SPP, you represent that you have not exceeded that limit.

7. Do I have to participate?

No. Participation in the SPP is entirely voluntary. There is a risk that your shareholding in ikeGPS may be diluted if you do not participate in the SPP. If you do not wish to participate in the SPP, do nothing.

8. Is this offer transferable to another person?

No. This offer is personal to you and you may not transfer your right to purchase Shares under the SPP to anyone else.

9. What are the risks to investing in the SPP?

The market price of Shares may rise or fall between the date of this offer and the date when Shares are allotted to you. As a result, the price to be paid for the Shares to be issued under the SPP may be higher or lower than the price at which Shares are trading on the NZX Main Board at the time the Shares are issued under the SPP.

There is no certainty that Shares will trade at or above the Issue Price following the issue of Shares under the SPP. Therefore, you should seek your own financial advice in relation to this offer and your participation under the SPP.

Further information about ikeGPS, including its most recent financial statements, can be obtained from ikeGPS's website:

www.ikegps.com. You are also recommended to monitor ikeGPS's market announcements through the NZX website: www.nzx.com.

10. What is the current share price?

The current price of ikeGPS's shares is quoted on the NZX website: www.nzx.com and the ASX website: www.asx.com.au.

11. How do I apply for Shares under the SPP?

Follow the step-by-step instructions set out on the enclosed personalised Application Form. Send your completed Application Form with your payment by cheque or direct debit as set out in the instructions on the Application Form.

If the exact amount of money is not tendered, ikeGPS reserves the rights not to accept all or part of your payment. In those circumstances, ikeGPS will return your application and cheque or refund all or part of your payment (without interest).

Once submitted, you will not be able to withdraw or revoke your application.

12. How long is the SPP open and when will I receive my Shares?

The SPP opens on 6 September 2017 and is expected to close at 5.00pm on 22 September 2017, unless extended. If you want to participate you should ensure your Application Form and payment (by cheque or direct debit) is received by 5.00pm on the

Closing Date.

Please allow adequate time for mail deliveries. Applications received after this time may not be accepted.

You will receive Shares issued to you under the SPP on the Allotment Date, which is currently expected to be 29 September 2017. A statement confirming the number of Shares issued to you under the SPP will be sent to you no later than 5 Business Days after the Allotment Date.

ikeGPS may, subject to the Listing Rules and applicable laws, extend the Closing Date and the Allotment Date.

13. How many Shares will I receive?

Subject to scaling, you will receive the number of Shares equal to the dollar amount of Shares you have applied for divided by the Issue Price and rounded up to the nearest Share (see the number of Shares for the different dollar amount denominations in clause 2.2 of the Terms and Conditions).

If ikeGPS receives applications for Shares in excess of \$1.275 million, it will scale back the number of Shares to be allotted to applicants under the SPP (see clause 9 of the Terms and Conditions).

14. Will the Shares be quoted?

The Shares will be quoted on the NZX Main Board and the ASX. The NZX Main Board is a licensed market operated by NZX Limited, which is a licensed market operator regulated under the Financial Markets Conduct Act 2013. However, NZX and ASX accept no responsibility for any statement in this SPP

booklet.

It is expected that you will be able to commence trading the Shares allotted to you under the SPP on the NZX Main Board and the ASX on the Allotment Date.

15. Why is there a maximum application amount of \$15,000?

The offer under the SPP needs to comply with the conditions imposed by Listing Rule 7.3.4(c) which caps the maximum application amount of each Eligible Shareholder at \$15,000.

Eligible Shareholders who take up the Maximum Amount may apply for additional Shares under the Shortfall Facility (see clause 3 of the Terms and Conditions for further details).

16. Why are shareholders outside New Zealand not eligible to participate in the SPP?

Shareholders outside of New Zealand are not eligible to participate in the SPP because of legal limitations in countries outside of New Zealand, the relatively small number of shareholders in other jurisdictions and the potential cost to ikeGPS of complying with the regulatory requirements in countries outside of New Zealand. ikeGPS has determined, pursuant to the Listing Rules, that it would be unduly onerous to extend the offer of Shares under the SPP to shareholder outside of New Zealand.

17. If I choose not to participate will my shareholding be diluted?

Participation in the SPP is optional, but if Eligible Shareholders choose not to participate in the SPP their shareholdings will be diluted.

18. What is ikeGPS's dividend policy?

As part of ikeGPS's growth plans, dividends are not currently paid. The Board did not declare any dividends in respect of the period ending 31 March 2017 and does not expect to declare any dividends during the period ending 31 March 2018.

19. Further assistance

If you have any further questions, please contact your broker or financial, investment or other professional advisor before making your investment decision.

TERMS AND CONDITIONS

1. Eligible Shareholders

- 1.1 You may participate in the SPP if you are an Eligible Shareholder.
- 1.2 Joint holders of Shares are taken to be a single registered holder of Shares for the purposes of determining whether they are an Eligible Shareholder and the certification on the Application Form is taken to have been given by all of them.
- 1.3 If you are an Eligible Shareholder, your rights under this offer are personal to you and non-renounceable, so you may not transfer them.

2. Issue Price and Number of Shares

- 2.1 The price of the Shares to be issued under the SPP is \$0.29 per Share (being the price paid by investors in the Placement). Purchases of part shares will be rounded up to the nearest share.
- 2.2 Subject to clause 4.2, if you are an Eligible Shareholder you may apply to purchase \$1,000 (3,449 Shares) \$2,500 (8,621 Shares), \$5,000 (17,242 Shares), \$7,500 (25,863 Shares), \$10,000 (34,483 Shares), \$12,500 (43,104 Shares) or \$15,000 (51,725 Shares) under the SPP by selecting the desired amount on the Application Form. Applications which are not for one of these denominations may not be accepted by ikeGPS or may be treated as an application for next lowest valid denomination.
- 2.3 Eligible Shareholders may only apply for a maximum of \$15,000 under the SPP and may only make one application. This applies to all Eligible Shareholders, including those who receive more than one offer under the SPP (for example, because they hold Shares in more than one capacity) and whether the Eligible Shareholder is applying through a

Custodian or on his or her own behalf. Any application in excess of \$15,000 will be deemed to be an application for \$15,000 in which case the excess amount will be refunded without interest.

3. Shortfall Facility

- 3.1 To the extent that ikeGPS receives, in aggregate, valid applications for less than \$1.275 million of Shares under the SPP, or any applicant who applies for Shares under the SPP fails to settle their application by 5:00pm on the Closing Date, ikeGPS may allot those shortfall Shares (Shortfall Shares) in accordance with Listing Rule 7.3.4(d).
- 3.2 Pursuant to Listing Rule 7.3.4(d), ikeGPS is inviting Eligible Shareholders who take up the Maximum Amount under the SPP to also apply for the Shortfall Shares at the Issue Price pursuant to the Shortfall Facility. Eligible Shareholders may apply for any number of Shortfall Shares but there is no guarantee that applicants will be allocated any or all of the additional Shortfall Shares for which they apply. The number of Shortfall Shares available under the Shortfall Facility is subject to Shortfall Availability.
- 3.3 Eligible Shareholders who take up the Maximum Amount may apply for Shortfall Shares by completing the Shortfall Facility section of the Application Form.
- 3.4 In the event that the total number of Shortfall Shares for which applications are received exceeds the total number of Shortfall Shares in the Shortfall Facility, ikeGPS may scale the Shortfall Facility applications in such manner as the directors consider equitable and in the interests of ikeGPS. In undertaking such scaling, the directors will have regard to:
 - a. the number of Shares held by applicants

- for Shortfall Shares as at the Record Date;
- b. optimisation of ikeGPS's share register, and anticipated future support for ikeGPS;
- c. encouraging retail participation in the Shortfall Facility;
- d. any applicable restrictions under the Takeovers Code or other applicable laws; and
- e. such other factors as may be considered relevant

ikeGPS reserves the right to ballot, reduce the upper limit of Shortfall Shares allocated or scale the applications in any other manner that it deems appropriate (subject to applicable laws and the Listing Rules). The directors' decision on scaling will be final.

- 3.5** To the extent that an Eligible Shareholder's application for Shortfall Shares is scaled back or rejected, the excess application money will be refunded to the Eligible Shareholder within 5 business days of the Allotment Date. No interest will be paid on amounts refunded. No Shortfall Shares will be allocated to Eligible Shareholders in excess of the number of Shortfall Shares which have been applied and paid for.

4. Custodians

4.1 Any Eligible Shareholder that

- a. is a trustee corporation or a nominee company and holds Shares in ikeGPS by reason only of acting for another person in the ordinary course of business of that trustee corporation or nominee company; or
- b. holds Shares in ikeGPS by reason only of being a bare trustee of a trust to which the Shares are subject,

is a custodian (Custodian) under the SPP.

- 4.2** Custodians may apply to purchase Shares for greater than \$15,000 under this SPP, without having to apply through the Shortfall Facility, but only up to the total value of Shares applied for on behalf of each beneficial owner in New Zealand for whom the Custodian acts as a Custodian. Custodians must confirm to ikeGPS that they are holding Shares as a Custodian for that beneficial owner by providing the written certification to ikeGPS described in clause 4.3 below. Each beneficial owner may only direct the Custodian to apply on behalf of that beneficial owner for one of the parcels described in clause 2.2.

- 4.3** If a Custodian applies to purchase Shares on behalf of one or more beneficial owners, the Custodian must certify to ikeGPS in writing by validly completing the Application Form:

- a. That the Custodian holds Shares directly or indirectly as a Custodian for beneficial owners; optimisation of ikeGPS's share register, and anticipated future support for ikeGPS;
- b. the number of those beneficial owners;
- c. in respect of each of the beneficial owners, how many Shares the beneficial owner or the beneficial owner's agent has instructed the Custodian to accept on behalf of that beneficial owner; and
- d. that the Custodian undertakes not to accept on behalf of any of those beneficial owners for which it acts directly or indirectly as Custodian Shares the total issue price of which is more than \$15,000.

5. Completing the Application Form and paying for Shares

If you wish to participate in the SPP (and the Shortfall Facility), you must complete the

Application Form and provide a cheque, or pay by direct debit, for the parcel of Shares you have selected in accordance with the instructions on the Application Form. Cheques must be drawn on a New Zealand bank account.

6. ikeGPS's discretion to accept or reject applications

6.1 ikeGPS has complete discretion to accept or reject your application to purchase Shares under the SPP, including (without limitation) if:

- a. your Application Form is incorrectly completed, incomplete or otherwise determined by ikeGPS to be invalid;
- b. your cheque is dishonoured or has not been completed correctly;
- c. you enclosed a cheque with your Application Form that is not made out in New Zealand dollars for the exact amount of the parcel that you have selected on the Application Form;
- d. your direct debit is dishonoured;
- e. it appears that you are applying to buy more than \$15,000 (in aggregate) of Shares under the SPP (except if you are a Custodian applying on behalf of more than one beneficial owner in accordance with clause 4.2);
- f. your Application Form is received after the Closing Date. While ikeGPS has discretion to accept late Application Forms and cheques, there is no assurance that it will do so. Late Application Forms and cheques, if not processed, will be returned to you at your registered address within 5 business days of the Allotment Date or within 5 business days of the date of receipt in respect of any late applications

received after the Allotment Date;

- g. ikeGPS believes that you are not an Eligible Shareholder or Custodian; or
- h. ikeGPS considers that your application does not otherwise comply with these Terms and Conditions.

6.2 No interest will be paid on any application monies returned to you. Any refunds for whatever reason will be paid to you either by direct credit to your bank account (if those details are held by the Share Registrar) or by cheque mailed within 5 Business Days of the Allotment Date.

7. Significance of sending in an application

7.1 If you apply to purchase Shares under the SPP by completing and returning the Application Form:

- a. your application, on these Terms and Conditions, will be irrevocable and unconditional (i.e. it cannot be withdrawn);
- b. you certify to ikeGPS that you are an Eligible Shareholder entitled to apply for Shares under these Terms and Conditions;
- c. ikeGPS may amend, vary, suspend, withdraw or terminate the SPP in accordance with clause 10;
- d. you certify that your acceptance of the SPP will not be, or cause, a breach of any law in any jurisdiction;
- e. you certify to ikeGPS that you are not applying for Shares under the SPP with an aggregate application amount in excess of \$15,000 (including any application made through a Custodian, but excluding applications under the Shortfall Facility) even though you may have received more

than one offer under the SPP or received offers in more than one capacity under the SPP;

- f. you authorise ikeGPS (and its officers or agents) to correct any error in, or omission from, your Application Form and to complete the Application Form by the insertion of any missing details;
 - g. you acknowledge that ikeGPS may at any time irrevocably determine that your Application Form is valid, in accordance with these Terms and Conditions, even if the Application Form is incomplete, contains errors or is otherwise defective;
 - h. you accept the risk associated with any refund that may be despatched to you by cheque to your address shown on ikeGPS's share register;
 - i. you agree to indemnify ikeGPS for, and to pay to ikeGPS within 5 Business Days of demand, any dishonour fees or other costs ikeGPS may incur in presenting a cheque for payment which is dishonoured;
 - j. you acknowledge that none of ikeGPS, its advisors or agents has provided you with investment advice or financial product advice, and that none of them has an obligation to provide advice concerning your decision to apply for and purchase Shares under the SPP; and
 - k. you irrevocably and unconditionally agree to these Terms and Conditions.
- 7.2** If a Custodian applies to purchase Shares under the SPP for a beneficial owner pursuant to clause 4.2, the certification referred to in clause 7.1(e) will be taken to be given by the beneficial owner on whose behalf the Custodian is applying to purchase Shares

8. Issue Price

You agree to pay the Issue Price per Share up to the maximum amount you have selected on

the Application Form.

9. Scaling

- 9.1** If ikeGPS receives applications in excess of \$1.275 million, it will scale back all applications on a proportionate basis, and the number of Shares you receive will be determined by dividing the dollar amount of the Shares you have applied for (as scaled back) by the Issue Price. If this produces a fractional number, the number of Shares you will be allotted will be rounded up to the nearest whole number of Shares.
- 9.2** If your application is scaled, your application monies will be greater than the value of the Shares you will be allotted. The difference will be refunded to you either by direct credit to your bank account (if those details are held by the Share Registrar) or by cheque mailed within 5 Business Days of the Allotment Date. No interest will be paid on any application monies returned to you.

10. The Shares

- 10.1** Shares issued under the SPP will rank equally with, and have the same voting rights, dividend rights and other entitlements as, existing fully paid Shares in ikeGPS quoted on the NZX Main Board and the ASX.
- 10.2** The Shares have been accepted for quotation on the NZX Main Board, which is a licensed market operated by NZX Limited, which is a licensed market operator regulated under the Financial Markets Conduct Act 2013. However, NZX accepts no responsibility for any statement in this SPP booklet.
- 10.3** You cannot trade in any Shares issued to you pursuant to the SPP, either as principal or agent, until quotation on the NZX Main Board in accordance with the Listing Rules. ikeGPS expects that the Shares will commence trading on the NZX Main Board and the ASX

on the Allotment Date.

11. Amendments to the SPP and waiver of compliance

11.1 Notwithstanding any other term or condition of the SPP and/or the Application Form, ikeGPS may, at its discretion:

- a. make non-material modifications to the SPP on such terms and conditions it thinks fit (in which event applications for Shares under the SPP will remain binding on the applicant notwithstanding such modification and irrespective of whether an Application Form was received by the Share Registrar before or after such modification is made); and/or
- b. suspend or terminate the SPP at any time prior to the issue of the Shares under the SPP (including by reviewing the timetable for the SPP). If the SPP is terminated, application monies will be refunded to applicants without interest within 5 Business Days of termination.

11.2 ikeGPS reserves the right to waive compliance with any provision of these Terms and Conditions.

11.3 ikeGPS will notify NZX of any waiver, amendment, variation, suspension, withdrawal or termination of the SPP.

12. Governing Law

These Terms and Conditions shall be governed by and construed in accordance with the laws of New Zealand.

13. Dispute Resolution

If any dispute arises in connection with the SPP, ikeGPS may settle it in any manner it thinks fit. It may do so generally or in relation to any particular shareholder, applicant, application or Share. ikeGPS's decision will be final and binding.

14. Inconsistency

Unless otherwise determined by the directors of ikeGPS, in the event of any inconsistency between the Terms and Conditions of the SPP and:

- a. the accompanying letter from the Chairman of ikeGPS and Questions and Answers, the Terms and Conditions take precedence; and
- b. ikeGPS's constitution, ikeGPS's constitution shall prevail.

GLOSSARY

Allotment Date	29 September 2017, unless extended.
Application Form	The personalised application form relating to the SPP that you received with this SPP booklet, including the instructions on the reverse of the form.
ASX	ASX Limited (ABN 98 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX Limited.
Business Day	A business day as defined in the Listing Rules.
Closing Date	22 September 2017, unless extended.
Custodian	See clause 4.1 of the Terms and Conditions for the definition of "Custodian".
Eligible Shareholder	A person who, at 5.00pm on the Record Date, was recorded in ikeGPS's share register as being a registered holder of Shares and having an address in New Zealand.
ikeGPS	ikeGPS Group Limited.
Issue Price	\$0.29 per Share.
Listing Rules	The NZX Main Board Listing Rules in force from time to time..
Maximum Amount	The maximum amount of Shares an Eligible Investor may apply for under the SPP, being \$15,000 worth of Shares.
NZX	NZX Limited.
NZX Main Board	The main board equity security market operated by NZX.
Opening Date	6 September 2017.
Placement	The \$3.725 million placement of Shares in ikeGPS to existing investors announced on 18 August 2017.
Record Date	31 August 2017.
Share	An ordinary share of ikeGPS.

Share Registrar	Link Market Services Limited.
Shortfall Availability	Any Shares available under this SPP that are not subscribed for by Eligible Shareholders under the SPP.
Shortfall Facility	The shortfall facility described in clause 3 of the Terms and Conditions.
Shortfall Shares	See clause 3.1 of the Terms and Conditions for the definition of "Shortfall Shares".
SPP	The share purchase plan detailed in this SPP booklet.
Terms and Conditions	The Terms and Conditions of the SPP detailed in this booklet.

DIRECTORY

ISSUER

ikeGPS Group Limited

Level One, 42 Adelaide Rd,
Mount Cook,
Wellington 6021
Telephone: +64 4 382 8064
<http://ikegps.com/>

LEGAL ADVISORS

Chapman Tripp

10 Customhouse Quay
PO Box 993
Wellington 6140
Telephone: +64 4 499 5999

SHARE REGISTRAR

Link Market Services Limited

PO Box 91976
Auckland 1142
Telephone +64 9 375 5998
enquiries@linkmarketservices.co.nz
<http://www.linkmarketservices.co.nz/>



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