



29 September 2022

Notification under section 708A(12C)(e) of the Corporations Act 2001 (Cth)

Wrkr Ltd (ASX: WRK) (the **Company**), announced on 27 September 2022 that it had undertaken an offer of fully paid, unsecured, unsubordinated notes (**Convertible Notes**) which are convertible into fully paid ordinary shares in the Company (**Shares**) to raise approximately \$3.3 million (**Offer**).

The Convertible Notes have a two-year term, 10% pa coupon paid quarterly as cash and a conversion price based on 20% discount to the Company's 30-day VWAP subject to a ceiling price of \$0.039 per share and a floor price of \$0.018 per share. A summary of the key terms of the Convertible Notes are set out in Annexure A to this notice.

As set out in the Company's announcement on 27 September 2022, the Convertible Notes are proposed to be issued in 2 tranches:

1. Tranche 1 – comprising 2,800,000 Convertible Notes (**Tranche 1 Convertible Notes**) raising \$2.8 million which will be issued today, 29 September 2022; and
2. Tranche 2 – comprising 500,000 Convertible Notes (**Tranche 2 Convertible Notes**) to raise a further \$0.5 million which issue is conditional on shareholder approval for the purposes of ASX Listing Rule 10.11 being obtained from shareholders at the Company's AGM on 24 November 2022. The settlement of the Tranche 2 Convertible Notes is currently expected to occur on or around 28 November 2022, subject to shareholder approval being obtained.

The Tranche 1 Convertible Notes have been issued without disclosure under Part 6D.2 of the *Corporations Act 2001* (Cth) (**Corporations Act**). The issue of this notice enables the Shares in the Company to be issued by the Company on the conversion of the Tranche 1 Convertible Notes, to be on-sold to retail investors without further disclosure. Neither ASIC nor ASX take responsibility for the contents of this notice.

The Company gives this notice to ASX as notice under section 708A(12C)(e) of the Corporations Act as it applied to the Company, as notionally inserted by ASIC Corporations (Sale Offers: Securities Issued on Conversion of Convertible Notes) Instrument 2016/82 (**ASIC Instrument 2016/82**).

The Company confirms that:

- a) the Tranche 1 Convertible Notes will be issued without disclosure to investors under Part 6D.2 of the Corporations Act;
- b) this notice comprises the notices under section 708A(12C)(e) of the Corporations Act as it applies to the Company, as inserted by ASIC Instrument 2016/82; and
- c) this notice complies with section 708A(12D) of the Corporations Act as inserted by ASIC Instrument 2016/82.



No offer

This notice does not constitute an offer of any Convertible Notes for issue or sale, or an invitation to subscribe for or purchase any Convertible Notes, and is not intended to be used in connection with any such offer or invitation.

Contents of this notice

This notice sets out the following:

- a) in relation to the Convertible Notes:
 - a. the effect of the issue on the Company;
 - b. a summary of the rights and liabilities attaching to the Convertible Notes; and
 - c. a summary of the rights and liabilities attaching to the Shares that will be issued on the conversion of the Convertible Notes; and
- b) any information that:
 - a. has been excluded from continuous disclosure notice in accordance with the ASX Listing Rules; and
 - b. investors and their professional advisors would reasonably require for the purpose of making an informed assessment of:
 - i. the assets and liabilities, financial position and performance, profits and losses and prospects of the Company; and
 - ii. the rights and liabilities attaching to the Shares; and
 - c. other information relating to the Company's status as a disclosing entity.

Effect of the Offer on the Company

The Convertible Notes will be debt obligations of the Company. The aggregate principal amount of the Convertible Notes to be issued under the Offer is \$3.3 million (split \$2.8 million for the Tranche 1 Convertible Notes and \$0.5 million for the Tranche 2 Convertible Notes). The effect of the issue of each tranche of Convertible Notes on the Company will be to increase the total liabilities of the Company by the aggregate principal amount of each of the tranches.

The cash position of the Company following the issue of the Tranche 1 Convertible Notes is \$3,393,464.

If shareholder approval is not obtained in relation to the Tranche 2 Convertible Notes, then they will not be issued, in which case the Company's total liabilities will only increase by \$2.8 million from the issue of the Tranche 1 Convertible Notes.

If Convertible Notes are converted and the Company issues Shares, the impact of the conversion would be to reduce the Company's total liabilities by the principal amount of the Convertible Notes converted.

The maximum number of Shares that may be issued on conversion of the Tranche 1 Convertible Notes as at the date of this document (prior to adjustment for customary dilutionary events) is 155,555,556 Shares.



The maximum number of Shares that may be issued on conversion of the Tranche 2 Convertible Notes as at the date of this document (prior to adjustment for customary dilutionary events) is 27,777,778 Shares.

Rights and liabilities attaching to Convertible Notes and Shares

A summary of the key terms of the Convertible Notes are set out in **Annexure A**.

Shares to be issued on conversion of the Convertible Notes will rank equally in all respects with all existing Shares. The rights attaching to Shares, including any new Shares to be issued on conversion of the Convertible Notes, are set out in the Company's constitution and in certain circumstances rights and liabilities may also arise under the Corporations Act, the ASX Listing Rules and other laws.

The Company intends to apply to the ASX for quotation of any Shares issued pursuant to the conversion of the Convertible Notes.

Further details of the rights and liabilities attaching to Shares are set out in the Constitution, a copy of which can be inspected free of charge at the Company's registered office during normal business hours.

Compliance with disclosure obligations

As a disclosing entity, the Company is subject to regular reporting and disclosure obligations under the Corporations Act and the ASX Listing Rules.

These obligations require the Company to notify ASX of information about specific events and matters as they arise. In particular, the Company is obliged to disclose to the market immediately any information which a reasonable person would expect to have a material effect on the price or value of the Shares unless certain limited exceptions apply.

The Company is also required to prepare and lodge with ASIC yearly and half-yearly financial statements accompanied by a Directors' statement and report, and an audit report or review. The Company is also required to prepare and lodge a quarterly report.

Copies of documents lodged with ASIC in relation to the Company are available to the public and may be purchased by calling the ASIC Customer Contact Centre on +61 1300 300 630, or via the ASIC Connect website and can be obtained from, or inspected at, an ASIC office. Certain copies of these documents can also be obtained from www.asx.com.au, together with other market announcements.

In addition, a copy of the following documents may be obtained free of charge by any person on their request:

- The Company's annual and half-year reports most recently lodged with ASIC (being the audited consolidated annual financial report for the financial year ended 30 June 2022); and
- any other continuous disclosure notices given by the Company after the lodgement of the Company's audited consolidated annual financial report for the financial year ended 30 June 2022 and before lodgement of this document with the ASX. Those announcements are recorded below.



Date	Announcement
27 September 2022	Notification regarding unquoted securities - WRK
27 September 2022	Capital Raise to accelerate Wrkr Growth Strategy
27 September 2022	Proposed issue of securities - WRK
27 September 2022	Proposed issue of securities - WRK
7 September 2022	Change of Director's Interest Notice
7 September 2022	Notification regarding unquoted securities – WRK
5 September 2022	Substantial Shareholder Notices
1 September 2022	Notification of cessation of securities – WRK
1 September 2022	Updated Security Trading Policy
30 August 2022	Key Dates and FY22 Annual Results Webcast
29 August 2022	FY22 Annual Results Presentation
29 August 2022	Appendix 4G (Key to Corporate Governance Disclosures)
29 August 2022	Corporate Governance Statement

All written requests for copies of the above documents should be addressed to the Company at its registered address. These documents, and all other regular reporting and disclosure documents of the Company, are also available electronically on the website of the ASX at www.asx.com.au.

No excluded information

As at the date of this notice, the Company advises that it has complied with its disclosure obligations under the ASX Listing Rules and the Corporations Act, and, in particular, there is no information which the Company has excluded from any of its continuous disclosure notices given in accordance with the ASX Listing Rules and the Corporations Act as at the date of this notice which it would be reasonable for investors and their professional advisors to require for the purpose of making an informed assessment of:

- the assets and liabilities, financial position and performance, profits and losses and prospects of the Company; and
- the rights and liabilities attaching to the Convertible Notes and Shares.



Consents

Each of the persons named in this document has consented to the inclusion of each statement it has made in the form and context in which the statement appears in this document, has consented to the references to those statements in the form and context in which they are included in this document and has not withdrawn those consents as at the date of this document.

Authorised for release to the ASX by the Company's directors.



ANNEXURE A - SUMMARY OF KEY TERMS OF CONVERTIBLE NOTES

1. Securities offered	Convertible Notes which are convertible into fully paid ordinary shares in the capital of the Company (Convertible Notes).
2. Face Value of each Convertible Note	\$1.00 per Convertible Note.
3. Maturity Date	4 October 2024.
4. Interest Rate	10% pa paid as cash on a quarterly basis.
5. Conversion	The Convertible Notes, together with any accrued unpaid interest, will automatically convert into fully paid ordinary shares in the Company (Conversion Shares) on the Maturity Date. The Conversion Shares will be issued at a share price equal to 20% discount to the 30-day VWAP, unless: • such amount is greater than \$0.039, in which case the conversion price will be \$0.039; or • such amount is less than \$0.018, in which case the conversion price will be \$0.018 (Convertible Note Floor Price).
6. Redemption	The Company may at any time prior to the Maturity Date, elect to redeem all or some of the Convertible Notes held by a Noteholder. The Company must also redeem all Convertible Notes upon the occurrence of an insolvency event. Where a Convertible Note is redeemed, the Company will pay to the relevant Noteholder an additional interest payment so that the total interest received by the Noteholder in respect of those Convertible Notes is equivalent to the amount they would have received had the relevant Convertible Notes been held until maturity.
7. Change of Control	If a change of control event occurs, the Noteholder may in its discretion elect to either convert all or some Convertible Notes at the Convertible Note Floor Price and/or redeem all or some Convertible Notes.
8. Ranking	The Convertible Notes will rank <i>pari passu</i> amongst themselves. All Conversion Shares will rank equally with and will carry the same rights as the existing issued fully paid ordinary shares in the Company.



9. Transferability	The Convertible Notes are not transferable without the prior written consent of the Company.
10. Rights attaching to Convertible Notes	A Convertible Note carries no right to participate in any offering of securities by the Company or the right to vote at any general meeting of the Company.
11. Security	The Convertible Notes will be unsecured.
12. Quotation	The Convertible Notes will not be quoted on ASX.
13. Reorganisation	If there is a reorganisation by the Company of its share capital, the rights of a Noteholder in relation to conversion will be changed to the extent necessary to comply with the ASX Listing Rules applying to a reorganisation of capital at the time of the reorganisation. If the Company makes a bonus issue of shares or other securities, then each Noteholder upon conversion of outstanding Convertible Notes held by it will be entitled to receive such number of further shares or securities which the Noteholder would have received if those outstanding Convertible Notes had been converted before the record date for the bonus issue.