



## Announcement Summary

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**Entity name**

WHISPIR LIMITED

**Announcement Type**

New announcement

**Date of this announcement**

23/6/2023

**The Proposed issue is:**

☒ A placement or other type of issue

**Total number of +securities proposed to be issued for a placement or other type of issue**

ASX +security code	+Security description	Maximum Number of +securities to be issued
New class-code to be confirmed	Convertible Notes	1,000,000
WSPAA	OPTION EXPIRING VARIOUS DATES EX VARIOUS PRICES	1,136,129

**Proposed +issue date**

23/6/2023

Refer to next page for full details of the announcement

Part 1 - Entity and announcement details

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**1.1 Name of +Entity**

WHISPIR LIMITED

We (the entity named above) give ASX the following information about a proposed issue of +securities and, if ASX agrees to +quote any of the +securities (including any rights) on a +deferred settlement basis, we agree to the matters set out in Appendix 3B of the ASX Listing Rules.

If the +securities are being offered under a +disclosure document or +PDS and are intended to be quoted on ASX, we also apply for quotation of all of the +securities that may be issued under the +disclosure document or +PDS on the terms set out in Appendix 2A of the ASX Listing Rules (on the understanding that once the final number of +securities issued under the +disclosure document or +PDS is known, in accordance with Listing Rule 3.10.3C, we will complete and lodge with ASX an Appendix 2A online form notifying ASX of their issue and applying for their quotation).

**1.2 Registered Number Type**

ABN

**Registration Number**

89097654656

**1.3 ASX issuer code**

WSP

**1.4 The announcement is**☒ New announcement**1.5 Date of this announcement**

23/6/2023

**1.6 The Proposed issue is:**☒ A placement or other type of issue



## Part 7 - Details of proposed placement or other issue

### Part 7A - Conditions

**7A.1 Do any external approvals need to be obtained or other conditions satisfied before the placement or other type of issue can proceed on an unconditional basis?**

☒ No

### Part 7B - Issue details

**Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?**

☒ New class

**Will the proposed issue of this +security include an offer of attaching +securities?**

☒ Yes

Details of +securities proposed to be issued

**ISIN Code (if Issuer is a foreign company and +securities are non CDIs)**

**Have you received confirmation from ASX that the terms of the proposed +securities are appropriate and equitable under listing rule 6.1?**

☒ Yes

**Will the entity be seeking quotation of the 'new' class of +securities on ASX?**

☒ No

**ASX +security code**

New class-code to be confirmed

**+Security description**

Convertible Notes

**+Security type**

+Convertible debt securities

**Number of +securities proposed to be issued**

1,000,000

**Offer price details**

**Are the +securities proposed to be issued being issued for a cash consideration?**

☒ Yes



**In what currency is the cash consideration being paid?**

AUD - Australian Dollar

**What is the issue price per +security?**

AUD 1.00000

**Will all the +securities issued in this class rank equally in all respects from their issue date?**

☒ Yes

+Convertible debt securities details

**These securities are:**

Convertible

**Type of security**

Convertible note or bond

**+Security currency**

AUD - Australian Dollar

**Face value**

AUD 1.0000

**Interest rate type**

Fixed rate

**Frequency of coupon/interest payments per year**

Monthly

**First interest payment date**

23/10/2023

**Interest rate per annum**

12.00000 %

**Is the interest rate per annum estimated at this time?**

☒ No

**s128F of the Income Tax Assessment Act status applicable to the +security**

Not applicable

**Is the +security perpetual (ie. no maturity date)?**

☒ No

**Maturity date**

23/12/2024

**Select other features applicable to the +security**

☒ None of the above

**Is there a first trigger date on which a right of conversion, redemption, call or put can be exercised (whichever is first)?**

☒ No

**Details of the type of +security that will be issued if the securities are converted, transformed or exchanged**

WSP : ORDINARY FULLY PAID



**Number of +securities that will be issued if the +securities are converted, transformed or exchanged (including, if applicable, any interest)**

2,912,904

**Please provide a URL link for a document lodged with ASX setting out the material terms of the +securities proposed to be issued or provide the information by separate announcement.**

<https://announcements.asx.com.au/asxpdf/20230623/pdf/05qxjr80m7qtn3.pdf>

#### Attaching +Security

**Is the proposed attaching security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional +securities in a class that is already quoted or recorded by ASX)?**

☒ Existing class

#### Attaching +Security - Existing class (additional +securities in a class that is already quoted or recorded by ASX)

##### Details of attaching +securities proposed to be issued

##### ASX +security code and description

WSPAA : OPTION EXPIRING VARIOUS DATES EX VARIOUS PRICES

##### Number of +securities proposed to be issued

1,136,129

##### Offer price details

**Are the +securities proposed to be issued being issued for a cash consideration?**

☒ No

##### Please describe the consideration being provided for the +securities

The securities are being issued as part of the funding agreement entered into with RiverFort Global Opportunities PCC Ltd as announced to the market on 23 June 2023. The options are being issued for nil consideration and are exercisable at 0.3433 each and expire 48 months after the date of issue.

##### Please provide an estimate of the AUD equivalent of the consideration being provided for the +securities

1.000000

**Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?**

☒ Yes



## Part 7C - Timetable

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### 7C.1 Proposed +issue date

23/6/2023

## Part 7D - Listing Rule requirements

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### 7D.1 Has the entity obtained, or is it obtaining, +security holder approval for the entire issue under listing rule 7.1?

☒ No

### 7D.1b Are any of the +securities proposed to be issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1?

☒ Yes

### 7D.1b ( i ) How many +securities are proposed to be issued without security holder approval using the entity's 15% placement capacity under listing rule 7.1?

1,000,000 convertible notes and 1,136,129 options

### 7D.1c Are any of the +securities proposed to be issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A (if applicable)?

☒ No

### 7D.2 Is a party referred to in listing rule 10.11 participating in the proposed issue?

☒ No

### 7D.3 Will any of the +securities to be issued be +restricted securities for the purposes of the listing rules?

☒ No

### 7D.4 Will any of the +securities to be issued be subject to +voluntary escrow?

☒ No

## Part 7E - Fees and expenses

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### 7E.1 Will there be a lead manager or broker to the proposed issue?

☒ No

### 7E.2 Is the proposed issue to be underwritten?

☒ No

### 7E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed issue

The Company will pay a due diligence fee of \$10,000 and legal fees of \$15,000 to the Investor plus a drawn fee of \$60,000.



Part 7F - Further Information

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**7F.01 The purpose(s) for which the entity is issuing the securities**

Loan facility for working capital purposes

**7F.1 Will the entity be changing its dividend/distribution policy if the proposed issue proceeds?**

☒ No

**7F.2 Any other information the entity wishes to provide about the proposed issue**

Please refer to the announcement made to the ASX earlier today entitled: 'Whispir secures \$7.5M financing facility'