

Notice of Annual General Meeting and explanatory statement

Whispir Limited

ACN 097 654 656

Date: Wednesday, 22 November 2023

Time: 10.00am (AEDT)

Place: Whispir Offices, Level 29, 385 Bourke Street Melbourne Victoria
3000

This Notice of Annual General Meeting and Explanatory Memorandum is an important document and should be read in its entirety.

If shareholders are in doubt as to how they should vote, they should promptly seek advice from their accountant, lawyer or other professional adviser.

NOTICE OF 2023 ANNUAL GENERAL MEETING

NOTICE is given that the 2023 Annual General Meeting (AGM) of Whispir Limited ACN 097 654 656 (the Company) will be held at Whispir Officers, Level 29, 385 Bourke Street Melbourne Victoria 3000 on Wednesday, 22 November 2023 at 10.00am (AEDT).

BUSINESS

Shareholders are invited to consider the following items of business at the Annual General Meeting:

Ordinary Business

1. FINANCIAL AND RELATED REPORTS

Agenda Item 1	Financial And Related Reports
Description	To receive and consider the Financial Report of the Company and its controlled entities and the related Directors' and Auditor's Reports in respect of the financial year ended 30 June 2023.

2. ADOPTION OF REMUNERATION REPORT (NON-BINDING VOTE)

Resolution 1	Adoption of Remuneration Report (non-binding vote)
Description	Shareholders are asked to adopt the Company's Remuneration Report. The Remuneration Report is set out in the 2023 Annual Report and is available from the Company's website (www.whispir.com). In accordance with section 250R of the Corporations Act, the vote on this resolution will be advisory only and will not bind the directors or the Company.
Resolution (Ordinary)	To consider and, if thought fit, pass the following resolution as an ordinary resolution : <i>"THAT the Remuneration Report for the financial year ended 30 June 2023 included in the Directors' Report of the Annual Report as required under section 300A of the Corporations Act, be adopted by the Company."</i>
Voting Exclusion	<p>The Company will disregard any votes cast on the resolution by or on behalf of:</p> <ul style="list-style-type: none">any KMP named in the remuneration report for the year ended 30 June 2023 and a person who will obtain a material benefit (except a benefit solely in the capacity of a holder of ordinary securities) if this Resolution is passed; orany associates of that person (or those persons), including their Closely Related Parties. <p>However, this does not apply to a vote cast on the resolution by:</p> <ul style="list-style-type: none">a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; orthe chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; ora holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

	<ul style="list-style-type: none"> ○ the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and ○ the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.
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3. RE-ELECTION OF SARAH MORGAN AS DIRECTOR

Resolution 2	Re-election of Sarah Morgan as Director
Description	Sarah Morgan retires as a director of the Company by rotation in accordance with Rule 3.6 of the Constitution of the Company and, being eligible under Rule 3.5, offers herself for re-election.
Resolution (Ordinary)	To consider and, if thought fit, pass the following resolution as an ordinary resolution : <i>"THAT Sarah Morgan, retiring from office in accordance with Rule 3.6 of the Constitution, and being eligible, is re-elected as a non-executive director of the Company."</i>
Voting Exclusion	There is no voting exclusion for Resolution 2.

4. APPROVAL OF ISSUE OF PERFORMANCE RIGHTS TO JEROMY WELLS

Resolution 3	Approval of issue of Performance Rights to Jeromy Wells
Description	Shareholders are asked to approve an issue of performance rights to Jeromy Wells in accordance with the equity incentive plan in place for senior executives. The Board has decided to issue 2,397,088 Performance Rights to Jeromy Wells under the terms of the Whispir Employee Share Ownership Plan.
Resolution (Ordinary)	To consider and, if thought fit, pass the following resolution as an ordinary resolution : <i>"THAT, for the purposes of Listing Rule 10.14 and for all other purposes, Shareholders' approval is given for the Company to grant 2,397,088 Performance Rights, each to acquire one ordinary fully paid Share in the Company, to Jeromy Wells, the Chief Executive Officer of the Company, on the terms set out in the accompanying Explanatory Statement."</i>
Voting Exclusion	<p>The Company will disregard any votes cast in favour of this Resolution by or on behalf of:</p> <ul style="list-style-type: none"> • the Directors and a person referred to in rule 10.14.1, 10.14.2 or 10.14.3 who are eligible to participate in the Whispir Employee Share Ownership Plan; or • an associate of those Directors. <p>However, this does not apply to a vote cast in favour of this Resolution by:</p> <ul style="list-style-type: none"> • a person as proxy for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution that way; or • the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or • a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

	<ul style="list-style-type: none"> ○ the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and ○ the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.
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5. RATIFICATION OF OPTIONS ISSUED TO RIVERFORT CAPITAL

Resolution 4	Ratification of Options issued to RiverFort Capital
Description	Shareholders are asked to ratify the issue of Options issued to RiverFort Capital as part of an initial drawdown of a financing facility in June 2023, that were issued under the Company's 15% Placement Capacity in accordance with Listing Rule 7.1.
Resolution (Ordinary)	To consider and, if thought fit, pass the following resolution as an ordinary resolution : <i>"THAT, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Shareholders approve and ratify the issue by the Company of 1,136,129 Options (RiverFort Options) issued under Listing Rule 7.1 on 23 June 2023 in accordance with the terms and conditions set out in the Explanatory Statement."</i>
Voting Exclusion	<p>The Company will disregard any votes cast in favour of this Resolution by or on behalf of:</p> <ul style="list-style-type: none"> • any person who participated in the issue of the RiverFort Options; or • an associate of any person who participated in the issue of the RiverFort Options. <p>However, this does not apply to a vote cast in favour of this Resolution by:</p> <ul style="list-style-type: none"> • a person as proxy for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution that way; or • the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or • a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met: <ul style="list-style-type: none"> ○ the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and ○ the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

6. APPROVAL OF ADDITIONAL 10% PLACEMENT CAPACITY FOR 12 MONTHS

Resolution 5	Approval Of Additional 10% Placement Capacity For 12 Months
Description	Shareholders are asked to approve the issue of equity securities up to a maximum of 10% of the issued capital of the Company for a period of 12 months from the date of this meeting in accordance with Listing Rule 7.1A.
Resolution (Special)	To consider and, if thought fit, pass the following resolution as an special resolution : <i>"THAT, for the purposes of ASX Listing Rule 7.1A and for all other purposes, approval is given for the issue of Equity Securities, totalling up to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2, in accordance with the terms and conditions set out in the Explanatory Statement."</i>

Voting Exclusion	<p>The Company will disregard any votes cast in favour of the Resolution by or on behalf of:</p> <ul style="list-style-type: none"> • if at the time the approval is sought the entity is proposing to make an issue of equity securities under rule 7.1A.2, any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity); or • an associate of that person (or those persons). <p>However, this does not apply to a vote cast in favour of a resolution by:</p> <ul style="list-style-type: none"> • a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or • the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the chair to vote on the Resolution as the Chair decides; or • a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met: <ul style="list-style-type: none"> ○ the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and ○ the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.
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Dated 19 October 2023

By order of the Board of Whispir Limited



Jennifer Pilcher
Company Secretary

QUESTIONS FROM SHAREHOLDERS

In order to provide an equal opportunity for all Shareholders to ask questions of the Board, we ask you to submit in writing any questions to the Company or to the Company's auditor, PwC, in relation to the conduct of the external audit for the year ended 30 June 2023, or the content of its audit report. Please send your questions to:

The Company Secretary, **Whispir Limited**
Level 29, 385 Bourke Street, Melbourne VIC 3000
E. jenni@whispir.com

Written questions must be received by no later than **5.00 pm (AEDT) on 16 November 2023**. Your questions should relate to matters that are relevant to the business of the Annual General Meeting, as outlined in this Notice of Meeting and Explanatory Statement.

In accordance with the *Corporations Act 2001* (Cth) and the Company's policy, a reasonable opportunity will also be provided to Shareholders attending the Annual General Meeting to ask questions about, or make comments upon, matters in relation to the Company including Remuneration Report.

During the course of the Annual General Meeting, the Chair will seek to address as many shareholder questions as reasonably practicable, and where appropriate, will give a representative of the auditor the opportunity to answer written questions addressed to it. However there may not be sufficient time to answer all questions at the Annual General Meeting. Please note that individual responses may not be sent to Shareholders.

VOTING INFORMATION

How will voting be conducted?

In accordance with the *Corporations Act 2001* (Cth), the Chair will put all Resolutions to a poll at the Annual General Meeting. Voting results on the Resolutions that are put to the meeting (including by proxy votes) will be announced to the ASX as soon as practicable following the conclusion of the Annual General Meeting.

Voting by proxy

- (a) A Shareholder entitled to attend and vote at the Annual General Meeting may appoint one proxy or, if the Shareholder is entitled to cast 2 or more votes at the Meeting, 2 proxies, to attend and vote instead of the Shareholder.
- (b) Where 2 proxies are appointed to attend and vote at the Meeting, each proxy may be appointed to represent a specified proportion or number of the Shareholder's voting rights at the Meeting.
- (c) A proxy need not be a Shareholder of the Company.
- (d) A proxy may be an individual or a body corporate. If a body corporate is appointed, the proxy form must indicate the full name of the body corporate and the full name or title of the individual representative of the body corporate for the Meeting.
- (e) A proxy form accompanies this Notice. If a Shareholder wishes to appoint more than 1 proxy, they may make a copy of the proxy form attached to

this Notice. For the proxy form to be valid it must be received together with the power of attorney or other authority (if any) under which the form is signed, or a (notarially) certified copy of that power of attorney or other authority **by 10.00 am (AEDT) on Monday 20 November 2023**:

- online by going to investorvote.com.au or by scanning the QR code, found on the enclosed proxy form with your mobile device
- by post at GPO Box 242, Melbourne, Victoria 3001; or
- by personal delivery at Yarra Falls, 452 Johnston Street, Abbotsford, Victoria, 3067; or
- by facsimile: Australia – 1800 783 447, overseas - +61 3 9473 2555; or
- Custodian voting - For Intermediary Online subscribers only (custodians) please visit www.intermediaryonline.com to submit your voting intentions.

Voting and other entitlements at the Annual General Meeting

A determination has been made by the Board of the Company under regulation 7.11.37 of the *Corporations Regulations 2001* that shares in the Company which are on issue at **7.00 pm (AEDT) on Monday 20 November 2023** will be taken to be held by the persons who held them at that time for the purposes of the annual general Meeting (including determining voting entitlements at the Meeting).

Proxy voting by the Chair

The *Corporations Amendment (Improving Accountability on Director and Executive Remuneration) Act 2011* (Cth), imposes prohibitions on Key Management Personnel and their Closely Related Parties from voting their shares (or voting undirected proxies) on, amongst other things, remuneration matters.

However, the Chair of a Meeting may vote an undirected proxy (i.e. a proxy that does not specify how it is to be voted), provided the Shareholder who has lodged the proxy has given an express voting direction to the Chair to exercise the undirected proxy, even if the resolution is connected with the remuneration of a member of Key Management Personnel.

If you complete a proxy form that authorises the Chair of the Meeting to vote on your behalf as proxy, and you do not mark any of the boxes so as to give him directions about how your vote should be cast, then you will be taken to have expressly authorised the Chair to exercise your proxy on Resolutions 1 and 5.

In accordance with this express authority provided by you, the Chair will vote in favour of Resolutions 1 and 5. If you wish to appoint the Chair of the Meeting as your proxy, and you wish to direct him how to vote, please tick the appropriate boxes on the form.

The Company's Chairman will chair the Meeting and intends to vote all available undirected proxies in favour of each item of business.

If you appoint as your proxy any Director of the Company, except the Chair, or any other Key Management Personnel or any of their Closely Related Parties and you do not direct your proxy how to vote on Resolutions 1 and 5, he or she will not vote your proxy on that item of business.

EXPLANATORY STATEMENT TO NOTICE OF 2023 ANNUAL GENERAL MEETING

1. FINANCIAL AND RELATED REPORTS

Explanation	<p>Section 317 of the Corporations Act requires the Company's financial report, directors' report and auditor's report for the financial year ended 30 June 2023 to be laid before the Company's 2023 Annual General Meeting. There is no requirement for a formal resolution on this item.</p> <p>The financial report contains the financial statements of the consolidated entity consisting of Whispir and its controlled entities.</p> <p>A copy of the 2023 Financial Report has been sent to all shareholders and further copies are available from the Company Secretary (sk@whispir.com).</p> <p>The Chair of the meeting will allow a reasonable opportunity at the meeting for shareholders to ask questions. Shareholders will also be given a reasonable opportunity at the meeting to ask the Company's auditor Ernst & Young questions about its audit report, the conduct of its audit of the Company's financial report for the year ended 30 June 2023, the preparation and content of its audit report, the accounting policies adopted by the Company in its preparation of the financial statements and the independence of Ernst & Young in relation to the conduct of the audit.</p>
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2. RESOLUTION 1 - ADOPTION OF REMUNERATION REPORT (NON-BINDING RESOLUTION)

Explanation	<p>Shareholders are asked to adopt the Company's Remuneration Report. The Remuneration Report is set out in the Company's 2023 Annual Report and is available from the Company's website (www.whispir.com.au).</p> <p>The Remuneration Report:</p> <ul style="list-style-type: none"> ▪ describes the policies behind, and the structure of, the remuneration arrangements of the Company and the link between the remuneration of executives and the Company's performance; ▪ sets out the remuneration arrangements in place for each Director and for certain members of the senior management team; and ▪ explains the differences between the basis for remunerating Non-Executive Directors and senior executives, including the Chief Executive Officer. <p>The vote on this resolution is advisory only and does not bind the Directors or the Company in accordance with section 250R of the Corporations Act. However, the Board will take into account any discussion on this resolution and the outcome of the vote when considering the future remuneration policies and practices of the Company.</p>
Voting Exclusion	A voting exclusion statement applies to this resolution, as set out in the Notice.
Board Recommendation	The Directors unanimously recommend that Shareholders vote in favour of adopting the Remuneration Report.
Chair's available proxies	The Chair of the Meeting intends to vote all available proxies in favour of this resolution.

3. RESOLUTION 2 RE-ELECTION OF SARAH MORGAN AS DIRECTOR

Explanation	<p>Rule 3.6 of the Company's Constitution requires one third of the Directors (or if their number is not three or a multiple of three, then the whole number nearest one third) to retire at each Annual General Meeting of the Company.</p> <p>The Directors to retire under Rule 3.6 are those who have been longest in office since their last election or appointment. As between two or more who became or were last re-elected Directors on the same day, those to retire shall, in default of agreement between them, be determined by lot.</p> <p>In this case, Sarah Morgan has held office as Director for the longest period since her last appointment, and in accordance with Rule 3.6 of the Company's Constitution, will retire as a Director at the 2023 Annual General Meeting.</p> <p>Sarah Morgan, being eligible under Rule 3.5 of the Constitution, offers herself for re-election as Director.</p>
About Sarah Morgan	<p>Sarah served as an Executive Director for corporate advisory firm Grant Samuel for 15 years, before taking up non-executive directorships at a variety of listed, private and not-for-profit organisations. She is currently a non-executive Director of Intrepid Group, and ASX listed Future Generation Global and Adslot. She is an experienced chair of Audit and Risk Committees and member of Remuneration Committees. She is also currently a non-executive Director of Skidata Ventures, a seed venture fund manager, and was previously a non-executive director of ASX listed Hansen Technologies and Nitro Software.</p> <p>Sarah holds a Bachelor of Engineering (Hons) and a Master of Business Administration ('MBA') from the University of Melbourne, a Post Graduate Diploma in Contemporary Art from the University of Manchester and is a graduate and member of the Australian Institute of Company Directors.</p> <p>Sarah is Chair of the Company's Audit & Risk Committee and a member of the Remuneration & Nomination Committee.</p>
Voting Exclusion	There are no voting exclusions applying to Resolution 2.
Board Recommendation	The Board, with Sarah Morgan abstaining, recommends that shareholders vote in favour of Sarah Morgan's re-election.
Chair's available proxies	The Chair of the Meeting intends to vote all available proxies in favour of these items of business.

4. RESOLUTION 3 - APPROVAL OF ISSUE OF PERFORMANCE RIGHTS TO JEROMY WELLS

Explanation	<p>The Board has approved an equity scheme for KMP of Whispir for FY24 under the auspices of the Whispir Employee Share Ownership Plan. This is to assist with the Company's ability to properly incentivise its key officers and executives.</p> <p>In keeping with contemporary practice for companies of a comparable size and growth profile, the Board intends to issue a total number of 2,397,088 Performance Rights to the CEO, Jeromy Wells, who is also an executive director of Whispir. The material terms are set out below.</p> <p>(a) No cash consideration is payable for the issue of the Performance Rights.</p> <p>(b) Performance Rights will be granted with a 3 year vesting period.</p> <p>(c) 50% of the Performance Rights are to be granted with a market performance hurdle and the other 50% are to be granted with a non-market performance hurdle.</p> <p>(d) Vesting of the Performance Rights will be assessed over the three year performance period commencing 1 July 2023 and ending 30 June 2026.</p> <p>(e) The Performance Rights are to be issued subject to the performance hurdles, which are as follows:</p> <ul style="list-style-type: none"> - Market performance hurdle representing 50% of the Performance Rights awarded have been agreed and set as rTSR metric over a three year period commencing 1 July 2023 in line with a bespoke basket of 22 Peer Group companies recommended by AON that will be measured to assess performance. <table border="1" data-bbox="507 1048 1366 1500"> <thead> <tr> <th>tTSR positioning compared to Peer Group</th><th>Vesting criteria</th></tr> </thead> <tbody> <tr> <td>Less than 50%</td><td>Nil</td></tr> <tr> <td>50% to 60%</td><td>Nil to 66.66%</td></tr> <tr> <td>Greater than 60% to 80%</td><td>66.66% to 100%</td></tr> <tr> <td>Greater than 80%</td><td>100%</td></tr> <tr> <td colspan="2">Performance achieved between levels will result in vesting on a pro rata basis</td></tr> </tbody> </table> <ul style="list-style-type: none"> - Non-market performance hurdle representing 50% of the Performance Rights awarded have been agreed to be set as a revenue CAGR metric over a three year period commencing 1 July 2023 as follows: <table border="1" data-bbox="507 1630 1366 2049"> <thead> <tr> <th>CAGR</th><th>Vesting criteria</th></tr> </thead> <tbody> <tr> <td>Less than 22%</td><td>Nil</td></tr> <tr> <td>22% to less than 27%</td><td>50% to 66%</td></tr> <tr> <td>27% to less than 31%</td><td>66% to 100%</td></tr> <tr> <td>Greater than 31%</td><td>100%</td></tr> <tr> <td colspan="2">Performance achieved between levels will result in vesting on a pro rata basis</td></tr> </tbody> </table>	tTSR positioning compared to Peer Group	Vesting criteria	Less than 50%	Nil	50% to 60%	Nil to 66.66%	Greater than 60% to 80%	66.66% to 100%	Greater than 80%	100%	Performance achieved between levels will result in vesting on a pro rata basis		CAGR	Vesting criteria	Less than 22%	Nil	22% to less than 27%	50% to 66%	27% to less than 31%	66% to 100%	Greater than 31%	100%	Performance achieved between levels will result in vesting on a pro rata basis	
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- (f) The Performance Rights will only vest if Mr Wells remains an employee of the Company. Any Performance Right which does not vest will lapse.
- (g) The Performance Rights will not be listed on ASX and will not be transferable, except as permitted under the WESOP.

Jeromy Wells received:

- 578,089 Performance Rights under the WESOP after shareholders voted in favour of this allotment at the 2022 annual general meeting;
- 218,625 Performance Rights under the WESOP after shareholders voted in favour of this allotment at the 2021 annual general meeting; and
- 221,506 Performance Rights under the WESOP after shareholders voted in favour of this allotment at the 2020 annual general meeting.

These are the only grants of securities made to Mr Wells under the WESOP since shareholders approved the plan. Subject to shareholder approval being obtained, the Performance Rights will be issued to Mr Wells within one (1) month of the AGM (and in any event event, no later than three (3) years of the AGM).

Mr Well's total remuneration package for the year ended 30 June 2023 is as follows:

Component	AUD	% of Total
Base salary and superannuation	597,403	76.24%
Benefits	28,133	3.59%
Short term incentive - maximum ⁱ	27,130	3.46%
Long term incentive - maximum ⁱⁱ	78,002	9.96%
Total	783,533	100.00%

Further details regarding Mr Well's remuneration package are set out in the Remuneration Report in the Company's 2023 Annual Report.

The Company settled on a performance rights mechanism as it is consistent with past practice, is specified in Mr Well's employment contract and is considered an optimal equity incentive for high growth companies.

The vesting conditions for the Performance Rights are designed to reward Mr Wells for successful performance and achievement of certain goals to ensure alignment with shareholders.

The maximum value of the Performance Rights is valued at \$599,707. The maximum value and number of performance rights to be granted to Mr Wells is stipulated in his employment contract and is outlined in the table below:

Per contract (A\$)	VWAP as at 1 July +/- 10 days	No of rights	Market Rights	Non-Market Rights
599,707	0.25	2,397,088	1,198,544	1,198,544

In determining the number of rights to award to Mr Wells, a +/- 10 day VWAP is applied from the date of the commencement of the performance period i.e. 1st July 2023; this is in accordance with the recommendation of the Company's external remuneration consultant, AON Australia.

Share-based payments expenses relating to the Performance Rights will be accrued for on a monthly basis over the 3 year vesting period based on a valuation to be provided by the

	<p>Company's external remuneration consultant, AON Australia, for the Market Rights and a VWAP based valuation for the Non-Market Rights, as at the expected grant date of 22 November 2023.</p> <p>Details of any securities issued under the EOP will be published in each annual report of the entity relating to a period in which securities have been issued. A summary of the WESOP Rules that the Performance Rights will be issued under is set out at Annexure A.</p> <p>Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of securities under the EOP after the Resolution is approved who were not named in the Notice of Meeting will not participate until approval is obtained under that rule.</p> <p>Whilst if the Resolution is passed, the Company will have three (3) years from the date of the meeting to issue the Performance Rights, it is intended that the Performance Rights will be issued within one (1) month of the of the meeting.</p> <p>If the Resolution is not passed, the Performance Rights will not be issued and the Board will consider alternative arrangements to appropriately remunerate and incentivise Mr Wells.</p>
Voting Exclusion	A voting exclusion statement applies to this resolution, as set out in the Notice.
Board Recommendation	The Board, with Jeromy Wells abstaining, recommends that shareholders vote in favour of this resolution.
Chair's available proxies	The Chair of the Meeting intends to vote all available proxies in favour of this item of business.

5. RESOLUTION 4 - RATIFICATION OF OPTIONS ISSUED TO RIVERFORT CAPITAL

Explanation	<p>General</p> <p>Resolution 4 seeks Shareholder approval and ratification pursuant to Listing Rule 7.4 for the issue of 1,136,129 Options issued under Listing Rule 7.1 on 23 June 2023 (RiverFort Options).</p> <p>ASX Listing Rule 7.1</p> <p>Broadly speaking, and subject to a number of exceptions, ASX Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.</p> <p>On 23 June 2023, the Company announced it had entered into a funding agreement with RiverFort capital whereby it would drawdown \$1 million of a convertible debt facility. As part of the offer of this drawdown, the Company issued RiverFort Capital 1,136,129 options, each option exercisable at \$0.3433, and expiring 48 months from the date of issue. Further information can be found in the announcements made to the ASX on 23 June 2023.</p> <p>The issue of the RiverFort Options does not fit within any of the exceptions under Listing Rule 7.2. Accordingly the issue of these RiverFort Options will use up part of the Company's 15% limit in ASX Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without shareholder approval under ASX Listing Rule 7.1 for the 12 month period following the date of issue, being 23 June 2023 (Issue Date).</p> <p>ASX Listing Rule 7.4 allows the Shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under ASX Listing Rule 7.1 and so does not reduce the Company's capacity to issue further equity securities without shareholder approval under that Listing Rule.</p> <p>The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain shareholder approval for such an issue under ASX Listing Rule 7.1.</p>
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	<p>To that end, Resolution 4 seeks Shareholder approval for the issue of 1,136,129 Options issued on 23 June 2023 under and for the purposes of ASX Listing Rule 7.4.</p> <p>If Resolution 4 is passed, the issue of the RiverFort Options will be excluded in calculating the Company's 15% limit under ASX Listing Rule 7.1, effectively increasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the Issue Date.</p> <p>If Resolution 4 is not passed, the issue of the RiverFort Options will be included in calculating the Company's 15% limit in ASX Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the Issue Date.</p> <p>Technical information required by ASX Listing Rule 7.5</p> <p>For the purposes of Listing Rule 7.5, information regarding the issue of the RiverFort Options is provided as follows:</p> <table border="1"> <tr> <td>The names of the persons to whom the Company will issue the securities:</td><td>RiverFort Global Opportunities PCC Ltd.</td></tr> <tr> <td>The number of securities issued:</td><td>1,136,129 Options were issued by the Company pursuant to Listing Rule 7.1.</td></tr> <tr> <td>The date on which the securities were issued:</td><td>23 June 2023.</td></tr> <tr> <td>The issue and exercise price:</td><td> <p>The issue price for the RiverFort Options was nil.</p> <p>The exercise price for the RiverFort Options was 34.33 cents each.</p> </td></tr> <tr> <td>The terms of the securities:</td><td> <p>The RiverFort Options vested immediately on issue.</p> <p>The expiry date of the RiverFort Options is 23 June 2027.</p> </td></tr> <tr> <td>The intended use of the funds raised:</td><td>No funds are being raised for the issue of the RiverFort Options.</td></tr> <tr> <td>If the securities were issued under an agreement, a summary of the material terms of the agreement:</td><td>A summary of the material terms of the funding agreement is set out in Annexure A to this Notice of Meeting.</td></tr> </table>	The names of the persons to whom the Company will issue the securities:	RiverFort Global Opportunities PCC Ltd.	The number of securities issued:	1,136,129 Options were issued by the Company pursuant to Listing Rule 7.1.	The date on which the securities were issued:	23 June 2023.	The issue and exercise price:	<p>The issue price for the RiverFort Options was nil.</p> <p>The exercise price for the RiverFort Options was 34.33 cents each.</p>	The terms of the securities:	<p>The RiverFort Options vested immediately on issue.</p> <p>The expiry date of the RiverFort Options is 23 June 2027.</p>	The intended use of the funds raised:	No funds are being raised for the issue of the RiverFort Options.	If the securities were issued under an agreement, a summary of the material terms of the agreement:	A summary of the material terms of the funding agreement is set out in Annexure A to this Notice of Meeting.
The names of the persons to whom the Company will issue the securities:	RiverFort Global Opportunities PCC Ltd.														
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The intended use of the funds raised:	No funds are being raised for the issue of the RiverFort Options.														
If the securities were issued under an agreement, a summary of the material terms of the agreement:	A summary of the material terms of the funding agreement is set out in Annexure A to this Notice of Meeting.														
Voting Exclusion	A voting exclusion statement applies to this resolution, as set out in the Notice.														
Board Recommendation	The Board recommend that shareholders vote in favour of Resolution 4.														
Chair's available proxies	The Chair of the Meeting intends to vote all available proxies in favour of these items of business.														

6. RESOLUTION 5 - APPROVAL OF ADDITIONAL 10% PLACEMENT CAPACITY FOR 12 MONTHS

Explanation	<p>General</p> <p>Listing Rule 7.1A provides that an Eligible Entity (as defined in the Listing Rules) may seek Shareholder approval at its annual general meeting to allow it to issue equity securities up to 10% of its issued capital over the following period of 12 months (10% Placement Capacity). The Company currently meets the definition of an Eligible Entity.</p> <p>If Shareholders approve this Resolution, the number of equity securities the Company may issue under the 10% Placement Capacity will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (as set out below).</p> <p>The effect of this Resolution 5 will be to allow the Company to issue up to 10% of the Company's fully paid ordinary securities on issue under the 10% Placement Capacity during the period up to 12 months after the date of the Meeting, without subsequent Shareholder approval and without using the Company's 15% annual placement capacity under ASX Listing Rule 7.1.</p> <p>The Directors understand that many Eligible Entities have sought this form of Shareholder approval to enable a capital raising to be implemented where appropriate during the following year, without incurring costs for obtaining Shareholder approval or incurring any time delay and associated deal risk in obtaining such approval.</p> <p>Accordingly, Shareholder approval of this resolution is considered to be a prudent approach. The Directors believe that this resolution will provide the Company with flexibility to raise capital quickly if advantageous terms are available, and is in the best interests of the Company.</p> <p>If the resolution is not passed, the Company will not be able to access the additional 10% Placement Capacity and will remain subject to the 15% limit on issuing equity securities without Shareholder approval set out in Listing Rule 7.1. If the Company then needs to issue additional equity securities it will need to call a Shareholder meeting to seek that approval, attracting the relevant costs and time delay and associated deal risk from that delay.</p> <p>Resolution 5 is a special resolution. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be in favour of this resolution for it to be passed.</p> <p>ASX Listing Rule 7.1A</p> <p>Listing Rule 7.1A enables an Eligible Entity to seek shareholder approval at its annual general meeting to issue equity securities in addition to those under the Eligible Entity's 15% annual placement capacity under Listing Rule 7.1.</p> <p>An Eligible Entity is one that, as at the date of the relevant annual general meeting:</p> <ul style="list-style-type: none"> a) is not included in the S&P/ASX 300 Index; and b) has a maximum market capitalisation (excluding restricted securities and securities quoted on deferred settlement basis) of \$300,000,000. <p>The Company is an Eligible Entity as it is not included in the S&P/ASX 300 Index and as at close of trade on 3 October 2023 has a market capitalisation of \$37,834,419, based on a share price of \$0.32.</p> <p>Any equity securities issued under the 10% Placement Capacity must be in the same class as an existing class of quoted equity securities. The Company currently has one class of quoted equity securities, being fully paid ordinary shares in the capital of the Company (ASX Code: WSP).</p> <p>The exact number of equity securities that the Company may issue under an approval under Listing Rule 7.1A will be calculated according to the following formula:</p>
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	<p style="text-align: center;">(A x D) - E</p> <p>Where:</p> <p>A: is the number of shares on issue 12 months before the date of issue or agreement:</p> <ul style="list-style-type: none"> ○ plus the number of shares issued in the previous 12 months under an exception in Listing Rule 7.2, other than exception 9, 16 or 17; ○ plus the number of shares issued in the previous 12 months on the conversion of convertible securities within Listing Rule 7.2 exception 9 where: <ul style="list-style-type: none"> • the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or • the issue of, or agreement to issue, the convertible securities was approved or taken under the Listing Rules to have been approved, under Listing Rule 7.1 or 7.4; ○ plus the number of shares issued in the previous 12 months under an agreement to issue securities within Listing Rule 7.3 exception 16 where: <ul style="list-style-type: none"> • the agreement was entered into before the commencement of the previous 12 month period; or • the agreement or issue was approved, or taken under the Listing Rules to have been approved, under Listing Rule 7.1 or rule 7.4; ○ plus the number of partly paid ordinary shares that became fully paid in the previous 12 months; ○ plus the number of shares issued in the previous 12 months with approval of holders of shares under Listing Rules 7.1 and 7.4. This does not include an issue of fully paid ordinary shares under the entity's 15% placement capacity without shareholder approval; and ○ less the number of shares cancelled in the previous 12 months. <p>D: is 10%.</p> <p>E: is the number of equity securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of issue or agreement to issue that are not issued with the approval of holders or shares under Listing Rule 7.1 or 7.4.</p>
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Information required by Listing Rule 7.1A

Pursuant to and in accordance with Listing Rule 7.3A, the information below is provided in relation to this resolution.

Minimum price	<p>The minimum price (being a cash only price) at which the equity securities may be issued is 75% of the volume weighted average price of equity securities in that class, calculated over the 15 ASX trading days on which trades in that class were recorded immediately before:</p> <ul style="list-style-type: none"> a) the date on which the price at which the equity securities are to be issued is agreed; or b) if the equity securities are not issued within 10 ASX trading days of the date on which the price at which the equity securities are to be issued is agreed, the date on which the equity securities are issued.
Date of issue	<p>The equity securities may be issued under the 10% Placement Capacity commencing the date of the Meeting and expiring on the first to occur of the following:</p> <ul style="list-style-type: none"> (i) 12 months after the date of the Meeting; (ii) the time and date of the Company's next annual general meeting; and (iii) the date of approval by Shareholders of any transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of the Company's activities) or 11.2 (disposal

	of the Company's main undertaking), (after which date, an approval under Listing Rule 7.1A ceases to be valid), or such longer period if allowed by ASX.																																												
Risk of voting dilution	<p>Any issue of equity securities under the 10% Placement Capacity will dilute the interests of Shareholders who do not receive any shares under the issue.</p> <p>If the Resolution is approved by Shareholders and the Company issues the maximum number of equity securities available under the 10% Placement Capacity, the economic and voting dilution of existing shares is shown in the table below.</p> <p>The table below seeks to demonstrate the potential dilution of existing Shareholders resulting from the issue of equity securities under the 10% Placement Capacity calculated in accordance with the formula contained in Listing Rule 7.1A.2. The table does this by setting out the potential number of shares issued and funds raised on the basis of:</p> <ul style="list-style-type: none"> (i) the current number of shares on issue; (ii) the number of shares on issue changing (variable 'A' in the formula); and (iii) a variation in the issue price of the shares (noting that shares may only be issued at up to a 25% discount based on the volume weighted average price of the shares calculated over the 15 ASX trading days preceding the issue). <p>The current number of shares on issue is 118,232,560 as at 4 October 2023.</p> <p>The current issue price set out in the table is the closing price of the shares on the ASX on 3 October 2023.</p> <table border="1"> <thead> <tr> <th rowspan="3">Number of shares on issue - Variable 'A' in Listing Rule 7.1A.2</th><th rowspan="3"></th><th colspan="3">Dilution</th></tr> <tr> <th>\$0.16</th><th>\$0.32</th><th>\$0.64</th></tr> <tr> <th>(50% decrease in Issue Price)</th><th>(Current Issue Price)</th><th>(100% increase in Issue Price)</th></tr> </thead> <tbody> <tr> <td>Current shares on issue (Variable A)</td><td>10% voting dilution (shares)</td><td>11,823,256</td><td>11,823,256</td><td>11,823,256</td></tr> <tr> <td>118,232,560 shares</td><td>Funds raised</td><td>\$1,891,721</td><td>\$3,783,442</td><td>\$7,566,884</td></tr> <tr> <td>50% increase in Variable A</td><td>10% voting dilution (shares)</td><td>17,734,884</td><td>17,734,884</td><td>17,734,884</td></tr> <tr> <td>177,348,840 shares</td><td>Funds raised</td><td>\$2,837,581</td><td>\$5,675,163</td><td>\$11,350,326</td></tr> <tr> <td>100% increase in Variable A</td><td>10% voting dilution (shares)</td><td>23,646,512</td><td>23,646,512</td><td>23,646,512</td></tr> <tr> <td>236,465,120 shares</td><td>Funds raised</td><td>\$3,783,442</td><td>\$7,566,884</td><td>\$15,133,768</td></tr> </tbody> </table> <p>The table above uses the following assumptions:</p> <ul style="list-style-type: none"> (i) The Company issues the maximum possible number of Equity Securities under the 10% Placement Capacity. (ii) The Company has not issued any equity securities in the 12 months prior to the Meeting that were not issued under an exception in Listing Rule 7.2 or with approval under Listing Rule 7.1. (iii) No further securities are bought back and cancelled by the Company under an on-market buyback. (iv) The issue of equity securities under the 10% Placement Capacity consists only of shares. It is assumed that no options are exercised into shares before the date of issue of the equity securities. 				Number of shares on issue - Variable 'A' in Listing Rule 7.1A.2		Dilution			\$0.16	\$0.32	\$0.64	(50% decrease in Issue Price)	(Current Issue Price)	(100% increase in Issue Price)	Current shares on issue (Variable A)	10% voting dilution (shares)	11,823,256	11,823,256	11,823,256	118,232,560 shares	Funds raised	\$1,891,721	\$3,783,442	\$7,566,884	50% increase in Variable A	10% voting dilution (shares)	17,734,884	17,734,884	17,734,884	177,348,840 shares	Funds raised	\$2,837,581	\$5,675,163	\$11,350,326	100% increase in Variable A	10% voting dilution (shares)	23,646,512	23,646,512	23,646,512	236,465,120 shares	Funds raised	\$3,783,442	\$7,566,884	\$15,133,768
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	<p>(v) The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.</p> <p>(vi) This table does not set out any dilution pursuant to approvals under Listing Rule 7.1.</p> <p>(vii) The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue.</p> <p>Shareholders should note that there is a risk that:</p> <ul style="list-style-type: none"> the market price for the shares may be significantly lower on the issue date than on the date of the Meeting; and the shares may be issued at a price that is at a discount to the market price for those shares on the date of issue.
Purpose of issue under 10% Placement Capacity	<p>The Company may issue equity securities under the 10% Placement Capacity for cash consideration only, in which case the Company intends to use funds raised for the acquisition of new resources, assets and investments (including expenses associated with an acquisition), continued expenditure on the Company's current assets and general working capital.</p> <p>The cash issue price will comply with the minimum issue price noted above.</p>
Allocation under the 10% Placement Capacity	<p>The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue under the 10% Placement Capacity. The identity of the allottees under the 10% Placement Capacity will be determined on a case by case basis having regard to the factors including the following:</p> <ul style="list-style-type: none"> (i) the purpose of the issue; (ii) alternative methods of raising funds available to the Company at that time, including, but not limited to, an entitlement issue or other offer where existing Shareholders may participate; (iii) the effect of the issue of the equity securities on the control of the Company; (iv) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company; (v) prevailing market conditions; and (vi) advice from corporate, financial and broking advisors (if applicable). <p>No allottees under the 10% Placement Capacity have been determined as at the day of finalisation of this Notice and may include existing substantial Shareholders and/or new Shareholders. However, the allottees cannot include any directors, related parties or associates of a related party of the Company without further specific Shareholder approval.</p>
Previous Issues	<p>The Company has issued no equity securities in the 12 months prior to the Meeting under Listing Rule 7.1A.2.</p>
Previous Approval	<p>The Company has not previously obtained Shareholder approval under Listing Rule 7.1A.</p>
Compliance with Listing Rules 7.1A.4 and 3.10.5A	<p>When the Company issues equity securities pursuant to the 10% Placement Capacity, it will:</p> <ul style="list-style-type: none"> (i) state in its ASX announcement of the proposed issue under Listing Rule 3.10.3 or in its application of the equity securities under Listing Rule 2.7 that the equity securities are being issued under Listing Rule 7.1A; and (ii) give to the ASX a list of the recipients of the equity securities and the number of equity securities issued to each (not for release to the market) immediately after the equity securities are issued, in accordance with Listing Rule 7.1A.4(b).

Special Resolution	This resolution is a special resolution. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be in favour of this resolution for it to be passed.
Voting Exclusion	A voting exclusion statement applies to this resolution, as set out in the Notice.
Board Recommendation	The Board recommend that shareholders vote in favour of Resolution 5.
Chair's available proxies	The Chair of the Meeting intends to vote all available proxies in favour of these items of business.

DEFINITIONS

A\$ or \$	Australian dollar.
Board	means the Company's board of directors.
CAGR	means Compound Annual Growth Rate.
CEO	means the Chief Executive Officer of the Company.
Closely Related Party (of a member of KMP of an entity)	has the definition given to it by section 9 of the Corporations Act, and means: a) a spouse or child of the member; or b) a child of the member's spouse; or c) a dependant of the member or of the member's spouse; or d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the entity; or e) a company the member controls; or f) a person prescribed by the regulations for the purposes of this definition (nothing at this stage).
Company or Whispir	means Whispir Limited ACN 097 654 656.
Constitution	means the constitution of Whispir Limited.
Corporations Act	means <i>Corporations Act</i> 2001 (Cth).
Director	means a director of the Board.
Equity Security	means: a) a share; b) a right to a share or option; c) an option over an issued security or unissued security; d) a convertible security; e) any security that ASX decides to classify as an equity security.
Explanatory Statement	means this explanatory statement accompanying and forming part of this Notice.
FY23	means the financial year from 1 July 2022 to 30 June 2023.
Key Management Personnel or KMP	means those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any director (whether executive or otherwise) of that entity.
Meeting	means the 2023 annual general meeting of the Company to which the Notice relates.
Notice	means this notice of meeting of the Company, including the accompanying Explanatory Statement.

Option	means an option issued under the Company's EOP.
Peer Group	Basket of ASX Companies recommended by AON and adopted by the WSP Board as being a representative group of Companies for comparing WSP rTSR.
Performance Right	means a right issued under the Company's EOP.
Resolution	means a resolution set out in this Notice.
rTSR	means relative Total Shareholder Return, which represents a measure of share price performance of an organisation, relative to a set of organisations in the market.
Share	means a fully paid ordinary share in the capital of the Company.
Shareholder	means a holder of at least one Share.
Whispir Employee Share Ownership Plan or WESOP	means the Whispir Employee Share Ownership Plan (formerly known as Whispir Employee Option Plan) last approved by shareholders on 23 November 2022.

-ENDS-

ANNEXURE A - SUMMARY OF FUNDING AGREEMENT WITH RIVERFORT GLOBAL OPPORTUNITIES PCC LTD

Funding	Agreement for the provision of funding by way of the issue of convertible securities with an aggregate face value of A\$7,500,000
Face Value of each Convertible Note	A\$1 per Convertible Security
Initial Drawdown	\$1 million (on signing), which is equal to the Face Value of 1,000,000 Convertible Securities
Further Drawdown's	Such amounts mutually agreed upon between the Company and the Investor from time to time
Drawdown Fee	6% on Draw Down amounts only (Initial Drawdown = \$60,000)
Establishment Fee	None
Interest Rate	12% per annum of amounts Drawn (e.g. \$120,000 p/a for Initial Drawdown)
Repayment Plan	For the first four months following a Drawdown there are no repayments. Then 1/14 th of the Initial Drawdown plus interest every month for 14 months paid to the Investor in readily available funds, such that a Drawdown plus accrued interest is repaid in full within 18 months
Maturity Date	Each Drawdown matures on the day which is 18 months after the Execution Date
Secured	Unsecured
Options	<p>The Investor shall be issued such number of options to acquire fully paid ordinary shares equal to 30% of the amount utilised under a Drawdown divided by the Closing Price (expressed in A\$ calculated), with the following key terms:</p> <p>Options Exercise Price: The greater of either:</p> <p>(a) 130% of the relevant Closing Price; and</p> <p>(b) if the Company completes a share placement prior to the Options Expiration Date, 100% of the resulted share placement price</p> <p>Option expiry date: 48 calendar months after the date of issue of the Options</p>
Closing Price	The average of the 5 daily VWAPs immediately preceding (but not including the date of) a Drawdown
Redemption by the Investor	The Investor may elect to convert one or more Convertible Securities on issue from time to time prior to the Maturity Date at a price equal to 130% of the Closing Price
Redemption by the Company	The Company may elect to give the Investor a right for a period of 12 months' from the relevant Redemption Date (Non-cash Repayment Period), to convert all, part or none of the Convertible Securities on issue, with an aggregate Face Value equal to the Amount Outstanding which is due and payable on the Redemption Date, at a price equal to 90% of the

	average of 3 daily VWAPs, during a period of 3 Trading Days in the 15 Trading Days preceding the Conversion Notice Date (such three days to be elected at the discretion of the Investor)
Maximum Number of Securities	The number of securities to be issued under the Funding Agreement cannot exceed 10 million
Ranking	The Convertible Securities rank in priority to all unsecured obligations of the Company, other than those mandatorily preferred at law. The Convertible Securities confer no right to attend or vote at general meetings of the Company
Security	The Convertible Notes will be unsecured
Quotation	The Convertible Notes will not be quoted on ASX



whispir limited
ABN 89 097 654 656

Need assistance?



Phone:
1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:
www.investorcentre.com/contact

WSP

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Whispir Limited Annual General Meeting

The Whispir Limited Annual General Meeting will be held on Wednesday, 22 November 2023 at 10:00am (AEDT). You are encouraged to participate in the meeting using the following options:



MAKE YOUR VOTE COUNT

To lodge a proxy, access the Notice of Meeting and other meeting documentation visit www.investorvote.com.au and use the below information:



Control Number: 999999
SRN/HIN: I9999999999
PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

For your proxy appointment to be effective it must be received by 10:00am (AEDT) on Monday, 20 November 2023.



ATTENDING THE MEETING IN PERSON

The meeting will be held at:
Whispir Offices, Level 29, 385 Bourke Street, Melbourne, VIC 3000

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

whispir

whispir limited
ABN 89 097 654 656

WSP

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Need assistance?



Phone:

1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:

www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:00am (AEDT) on Monday, 20 November 2023.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

XX

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

☐

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark ☒ to indicate your directions

Step 1

Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Whispir Limited hereby appoint

☐ the Chairman of the Meeting

OR

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Whispir Limited to be held at Whispir Offices, Level 29, 385 Bourke Street, Melbourne, VIC 3000 on Wednesday, 22 November 2023 at 10:00am (AEDT) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolutions 1 and 3 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1 and 3 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolutions 1 and 3 by marking the appropriate box in step 2.

Step 2

Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
Resolution 1	Adoption of Remuneration Report (non-binding vote)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Sarah Morgan as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approval of issue of Performance Rights to Jeromy Wells	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Ratification of Options issued to RiverFort Capital	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Approval of Additional 10% Placement Capacity for 12 Months	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3

Signature of Securityholder(s)

This section must be completed.

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/

/

Date

Update your communication details

(Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically