

Form 603

Corporations Act 2001

Section 671B

Notice of initial substantial holder

To Company Name/Scheme **WHISPIR LTD**

ACN/ARSN **097 654 656**

1. Details of substantial holder (1)

Name **Spheria Asset Management Pty Ltd**

ACN/ARSN (if applicable) **611 081 326**

The holder became a substantial holder on **30/10/2023**

2. Details of voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
ORDINARY FULLY PAID	9,932,673	9,932,673	7.58%

3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
REFER TO ANNEXURE A		

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
REFER TO ANNEXURE B			

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
REFER TO ANNEXURE C				

6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
N/A	

7. Addresses

The addresses of persons named in this form are as follows:

Name	Address
REFER TO ANNEXURE D	

Signature

print name **MATTHEW BOOKER**

capacity **DIRECTOR**

sign here



date **01/11/2023**

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 7 of the form.
 - (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
 - (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
 - (4) The voting shares of a company constitute one class unless divided into separate classes.
 - (5) The total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
 - (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
 - (7) Include details of:
 - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).
- See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
 - (9) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.

WHISPIR LTD**Annexure A**

Holder of relevant interest	Nature of relevant interest	Number of securities	Class of securities
Spheria Asset Management Pty Ltd	Spheria Asset Management Pty Ltd in its capacity as investment manager has the power to control voting and/or disposal of securities.	9,932,673	Ordinary fully paid

This is Annexure "A" as mentioned in form 603 Notice of initial substantial holder



Matthew Booker

Director

Date: 01/11/2023

WHISPIR LTD**Annexure B**

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder	Number of securities	Class of securities
Spheria Asset Management	Citibank	Citibank	9,932,673	Ordinary fully paid

This is Annexure "B" as mentioned in form 603 Notice of initial substantial holder



Matthew Booker

Director

Date: 01/11/2023

WHISPIR LTD**Annexure C**

Holder of relevant interest	Trade Date	Nature of change	Consideration		Number of securities	Class of Securities
			Cash	Non-cash		
Spheria Asset Management Pty Ltd	24/07/2023	Purchase	\$ 42,934.64		138,091	ORDINARY FULLY PAID
As above	25/07/2023	Purchase	\$ 120,166.91		342,836	ORDINARY FULLY PAID
As above	26/07/2023	Purchase	\$ 41,897.15		118,485	ORDINARY FULLY PAID
As above	03/08/2023	Purchase	\$ 30,863.78		78,310	ORDINARY FULLY PAID
As above	04/08/2023	Purchase	\$ 91,219.38		216,131	ORDINARY FULLY PAID
As above	07/08/2023	Purchase	\$ 50,443.21		114,500	ORDINARY FULLY PAID
As above	08/08/2023	Purchase	\$ 12,095.02		30,388	ORDINARY FULLY PAID
As above	09/08/2023	Purchase	\$ 48,923.36		124,695	ORDINARY FULLY PAID
As above	10/08/2023	Purchase	\$ 52,541.71		126,253	ORDINARY FULLY PAID
As above	11/08/2023	Purchase	\$ 246,640.85		557,280	ORDINARY FULLY PAID
As above	14/08/2023	Purchase	\$ 6,256.18		14,545	ORDINARY FULLY PAID
As above	17/08/2023	Purchase	\$ 16,256.82		38,670	ORDINARY FULLY PAID
As above	18/08/2023	Purchase	\$ 5,976.54		13,989	ORDINARY FULLY PAID
As above	21/08/2023	Purchase	\$ 14,228.92		35,056	ORDINARY FULLY PAID
As above	22/08/2023	Purchase	\$ 18,793.23		45,338	ORDINARY FULLY PAID
As above	23/08/2023	Purchase	\$ 13,777.96		36,721	ORDINARY FULLY PAID
As above	24/08/2023	Purchase	\$ 28,814.51		76,506	ORDINARY FULLY PAID
As above	25/08/2023	Purchase	\$ 9,306.23		23,509	ORDINARY FULLY PAID
As above	28/08/2023	Purchase	\$ 67,159.56		189,287	ORDINARY FULLY PAID
As above	29/08/2023	Purchase	\$ 87,970.13		258,586	ORDINARY FULLY PAID
As above	30/08/2023	Purchase	\$ 74,101.48		207,924	ORDINARY FULLY PAID
As above	31/08/2023	Purchase	\$ 5,512.25		15,572	ORDINARY FULLY PAID
As above	07/09/2023	Purchase	\$ 37,086.64		106,413	ORDINARY FULLY PAID
As above	08/09/2023	Purchase	\$ 43,498.91		125,807	ORDINARY FULLY PAID
As above	13/09/2023	Purchase	\$ 124,755.21		350,000	ORDINARY FULLY PAID
As above	14/09/2023	Purchase	\$ 123,010.91		352,872	ORDINARY FULLY PAID
As above	16/10/2023	Purchase	\$ 3,009.97		10,637	ORDINARY FULLY PAID
As above	30/10/2023	Placement	\$ 1,500,000.00		6,000,000	ORDINARY FULLY PAID

This is Annexure "C" as mentioned in form 603 Notice of initial substantial holder

A handwritten signature in dark ink, appearing to read 'Matthew', written over a horizontal line.

Matthew Booker

Director

Date: 01/11/2023

WHISPIR LTD

Annexure D

Name	Address
Spheria Asset Management Pty Ltd	Level 19, 307 Queen St, Brisbane QLD 4000, Australia

This is Annexure "D" as mentioned in form 603 Notice of initial substantial holder



Matthew Booker

Director

Date: 01/11/2023
