



## Update Summary

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**Entity name**

WELLFULLY LIMITED

**Announcement Type**

Update to previous announcement

**Date of this announcement**

9/12/2022

**Reason for update to a previous announcement**

In the Appendix 3B dated 10 October 2022, the Company indicated that the shares to be issued to a Director would not be subject to any voluntary escrow (Question 7D.4). This position has now changed with the shares now being subject to a voluntary escrow period of 12 months from the date of issue.

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**

WELLFULLY 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**

72056482636

**1.3 ASX issuer code**

WFL

**1.4 The announcement is**☒ Update/amendment to previous announcement**1.4a Reason for update to a previous announcement**

In the Appendix 3B dated 10 October 2022, the Company indicated that the shares to be issued to a Director would not be subject to any voluntary escrow (Question 7D.4). This position has now changed with the shares now being subject to a voluntary escrow period of 12 months from the date of issue.

**1.4b Date of previous announcement to this update**

10/10/2022

**1.5 Date of this announcement**

9/12/2022

**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?**

☒ Yes

#### 7A.1a Conditions

Approval/Condition	Date for determination	Is the date estimated or actual?	** Approval received/condition met?
+Security holder approval	25/11/2022	<input checked="" type="checkbox"/> Actual	Yes

#### Comments

Issue of securities to a Director

### 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)?**

☒ Existing class

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

☒ Yes

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

##### ASX +security code and description

WFL : ORDINARY FULLY PAID

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

9,090,910

##### 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 0.02200

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

☒ Yes

#### 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)?**

☒ New class

#### Attaching +Security - New class (+securities in a class that is not yet quoted or recorded by ASX)

##### Details of attaching +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?**

☒ Yes

**ASX +security code**

New class-code to be confirmed

**+Security description**

Free-attaching options exercisable at \$0.033 each on or before 24 months from the date of issue

**+Security type**

Options

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

9,090,910

##### 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**

Free attaching Options to the Placement Shares announced on 10 October 2022

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

0.000100



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

☒ Yes

#### Options details

**+Security currency**

AUD - Australian Dollar

**Exercise price**

AUD 0.0330

**Expiry date**

30/11/2024

**Details of the type of +security that will be issued if the option is exercised**

WFL : ORDINARY FULLY PAID

**Number of securities that will be issued if the option is exercised**

9,090,910

**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.**

Refer ASX announcement of October 2022. The Company will also be seeking shareholder approval and the NOM will detail the terms in further detail.

#### Part 7C - Timetable

**7C.1 Proposed +issue date**

30/11/2022

#### Part 7D - Listing Rule requirements

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

☒ Yes

**7D.1a Date of meeting or proposed meeting to approve the issue under listing rule 7.1**

30/11/2022

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

☒ Yes



**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?**

☒ Yes

**7D.4a Please enter the number and +class of the +securities subject to +voluntary escrow and the date from which they will cease to be subject to +voluntary escrow**

9,090,910 fully paid ordinary shares issued to a Director are subject to a voluntary escrow period of 12 months from the date of issue.

Part 7E - Fees and expenses

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

☒ Yes

**7E.1a Who is the lead manager/broker?**

CPS Capital Group Pty Ltd

**7E.1b What fee, commission or other consideration is payable to them for acting as lead manager/broker?**

A management fee of 2% and a placing fee of 4% of the total gross proceeds of the Placement. In addition, (i) 15 million options at \$0.0001 per option (on the same terms as the Free- attaching Options) and (ii) be paid a monthly corporate advisory fee of \$5,000 (excluding GST) for 12 months. See ASX announcement dated 10 October 2022.

**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 issue is part of an Placement and Debt Restructure announced on 10 October 2022.

Part 7F - Further Information

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

Part of the Placement and Debt Restructure announced on 10 October 2022.

**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**

Part of the Placement and Debt Restructure announced on 10 October 2022.

**7F.3 Any on-sale of the +securities proposed to be issued within 12 months of their date of issue will comply with the secondary sale provisions in sections 707(3) and 1012C(6) of the Corporations Act by virtue of:**

☒ The publication of a +disclosure document or +PDS for the +securities proposed to be issued

