



Announcement Summary

Entity name

WELLFULLY LIMITED

Announcement Type

New announcement

Date of this announcement

Wednesday February 10, 2021

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 |
|--------------------|--|--|
| n/a | Options exercisable at \$0.15 on or before 31 March 2023 | 10,986,535 |
| WFL | ORDINARY FULLY PAID | 21,973,070 |

Proposed +issue date

Wednesday February 10, 2021

Refer to next page for full details of the announcement



Part 1 - Entity and announcement details

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.

1.2 Registered Number Type

ACN

Registration Number

056482636

1.3 ASX issuer code

WFL

1.4 The announcement is

New announcement

1.5 Date of this announcement

Wednesday February 10, 2021

1.6 The Proposed issue is:

A placement or other type of issue

For personal use only



Part 7 - Details of proposed placement or other issue

Part 7A - Conditions

7A.1 - Are any of the following approvals required for the placement or other type of issue?

- **+Security holder approval**
- **Court approval**
- **Lodgement of court order with +ASIC**
- **ACCC approval**
- **FIRB approval**
- **Another approval/condition external to the entity**

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)?

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

21,973,070

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 0.07500

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?

No

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

Options exercisable at \$0.15 on or before 31 March 2023

+Security type

Options

Number of +securities proposed to be issued

10,986,535

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

1 free-attaching option for every 2 Placement shares subscribed for

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

0.150000

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 0.1500

Expiry date

Friday March 31, 2023

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

1

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.

Separate announcement

Part 7C - Timetable

7C.1 Proposed +issue date

Wednesday February 10, 2021

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?

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?

21,973,070 shares

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

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?

The Lead Manager will be paid a capital raising fee of 6% (excluding GST) on all funds raised pursuant to the Capital Raising. In addition, in connection with the Capital Raising the Lead Manager is entitled to (i) be issued 10 million options at \$0.001 per option (exercisable at \$0.15 on or before 31 March 2023 and otherwise on the same terms as the Free-attaching Options) (or to its nominee), (ii) be issued 2 options at \$0.001 per option (exercisable at \$0.15 on or before 31 March 2023 and otherwise on the same terms as the Free-attaching Options) for every \$1 raised under the Placement (or to its nominee), (iii) a fee of 6% (excluding GST) on all funds underwritten (if any) for the issue of loyalty options at \$0.001 under the Loyalty Offer (see below), and (iv) be paid a monthly corporate advisory fee of \$6,000 (excluding GST) for 12 months.

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

Part 7F - Further Information

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

To raise funds for technology licensing, business development, BodyGuard go-to-market activities, device division development and go-to-market activities, as well as providing for general working capital.

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