



## Announcement Summary

**Entity name**

WELLFULLY LIMITED

**Announcement Type**

New announcement

**Date of this announcement**

13/10/2021

**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
New class-code to be confirmed	1:3 free attaching option, exercise price of \$0.20 and expiry date of 24 months from date of issue	12,820,513
WFL	ORDINARY FULLY PAID	38,461,539

**Proposed +issue date**

20/10/2021

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**

New announcement

**1.5 Date of this announcement**

13/10/2021

**1.6 The Proposed issue is:**

A placement or other type of issue



Part 7 - Details of proposed placement or other issue

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Part 7A - Conditions

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**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

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**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

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**ASX +security code and description**

WFL : ORDINARY FULLY PAID

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

38,461,539

**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 0.13000

**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

1:3 free attaching option, exercise price of \$0.20 and expiry date of 24 months from date of issue

+Security type

Options

Number of +securities proposed to be issued

12,820,513

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 3 ordinary shares subscribed for under the Placement

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

0.200000

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 0.2000

**Expiry date**

30/11/2023

**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**

Upon exercise, 12,820,513 options to convert to 12,820,513 fully paid ordinary shares (ASX: WFL) (on a one for one basis)

**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 to ASX announcement lodged on 13 October 2021

Part 7C - Timetable

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

20/10/2021

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?**

31,473,369 ordinary 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)?**

Yes

**7D.1c ( i ) How many +securities are proposed to be issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A?**

6,988,170 ordinary shares

**7D.1c ( ii ) Please explain why the entity has chosen to do a placement rather than a +pro rata issue or an offer under a +security purchase plan in which existing ordinary +security holders would have been eligible to participate**

Due to timing and associated costs involved.



**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

**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. In addition the Lead Manager is entitled to (i) be issued 10 million options at \$0.0001 per option (on the same terms as the Free-attaching Options) (or to its nominee), (ii) be issued 2 options at \$0.0001 per option (on the same terms as the Free-attaching Options) for every \$1 raised under the Placement (or to its nominee), and (iii) be paid a monthly corporate advisory fee of \$5,000 (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**

Only as noted above

Part 7F - Further Information

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

The proceeds from the planned Placement are intended to be used to fund the launch of SWISSWELL, for the launch of the sunscreen and boost applicators, for ongoing marketing initiatives and for general 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 see ASX announcement lodged on 13 October 2021 for further detail.

**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 cleansing notice under section 708A(5), 708AA(2)(f), 1012DA(5) or 1012DAA(2)(f)



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