



Announcement Summary

Entity name

WELLFULLY LIMITED

Announcement Type

New announcement

Date of this announcement

2/5/2022

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	Unlisted options with an exercise price of \$0.15, expiring 30 April 2027	8,070,000

Proposed +issue date

30/11/2022

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.

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

2/5/2022

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	30/11/2022	<input checked="" type="checkbox"/> Estimated	No

Comments

Approval will be sought to issue the remaining 8,070,000 unlisted options to GEM Global Yield LLC SCS (GGY). The issue is part of the sign-on fees due to GGY (see Capital Funding Facility as announced on 2 May 2022) and is subject to shareholder approval.

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)?

 New class

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

 No

Details of +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?

 No**ASX +security code**

New class-code to be confirmed

+Security description

Unlisted options with an exercise price of \$0.15, expiring 30 April 2027

**+Security type**

Options

Number of +securities proposed to be issued

8,070,000

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**

19.3 million unlisted options issued to GEM Global Yield LLC SCS as part sign-on fees as part of the capital funding facility up to A\$55 million over a three year period. 11.23m Options will be issued under LR7.1 on 2 May 2022, the balance being the subject of this notice.

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

200,301.000000

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

Options details

+Security currency	Exercise price	Expiry date
AUD - Australian Dollar	AUD 0.1500	30/4/2027

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, 8,070,000 unlisted options convert to 8,070,000 fully paid ordinary shares (ASX: WFL).

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 today's ASX announcement entitled Wellfully Secures Capital Funding Facility of A\$32 + A\$23 million



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?

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?

No

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 Company has agreed to pay a fee of A\$550,000 to GEM Global Yield LLC SCS in connection with the GEM Capital Commitment Agreement, along with 19.3m options (11.3m which will be issued on 2 May 2022 and the rest (8,070,000) the subject of this notice).



Part 7F - Further Information

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

Unlisted options issued to the GEM Global Yield LLC SCS in lieu of sign-on fees as part of the capital commitment agreement of up to A\$55 million over a three year period.

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

If on 30 April 2023, the Company's share price is \$0.135 or less, then the exercise price of the unlisted options will be adjusted to an amount equal to 105% of the Company's share price.

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