

ASX Announcement

11 February 2021

WOO Capital Raise from Sophisticated Investors

The Board of Wooboard Technologies Limited ACN 600 717 539 (**Wooboard** or the **Company**) announces that it has appointed Clee Capital Pty Ltd (**Clee Capital**) to promptly provide funding from sophisticated and professional investors totalling \$4,000,000 (the **Capital Raise**). Clee Capital has confirmed to the Company that it has received firm funding commitments from sophisticated and professional investors for the entire \$4,000,000 the Company is seeking.

Wooboard has made the decision, as a matter of commercial priority, after receiving feedback from trial clients as part of their due diligence that there were concerns about Wooboard's auditors placing a 'going concern' note on recent audited accounts of the Company. Wooboard is conducting this Capital Raise in order to remove the 'going concern' note on the accounts and provide further comfort to large trial clients as to the strength of Wooboard's balance sheet and investor base.

Wooboard, pursuant to the new commercial approach outlined in the quarterly report of 1 February 2021 is now targeting large enterprise clients for its mental health and wellbeing software offering. Trial clients in performing their internal due diligence (which for large clients with large workforces globally is a detailed process) on whether to convert from trial to paid subscriptions which would involve substantial commitment from these enterprise clients in mobilising large workforces to Wooboard on a permanent basis have provided feedback that there are concerns around Wooboard's auditor's 'going concern' note and that it would be ideal if this was removed as a compliance matter for large clients in choosing a software vendor on a paid basis.

Wooboard has consulted with the auditors who have stated in order to remove the 'going concern' note there is a need to further strengthen the balance sheet of Wooboard in order to give comfort to our auditors and therefore provide comfort to our trial clients that are embarking on a very sensitive decision to entrust Wooboard with the mental health and wellbeing of their workforce. The nature of this commitment is that it is a sensitive and long term relationship. Enterprise clients have indicated the importance of knowing that Wooboard as the software vendor has longevity and strong balance sheet.

Therefore, in consultation with the auditors, this Capital Raise for the specific amount of \$4,000,000 is deemed necessary in order to appease the auditors in removing the 'going concern note'.

Wooboard will therefore, pursuant to the Capital Raise be issuing 1,333,333,333 fully paid ordinary shares in the capital of the Company (**New Shares**) at an issue price of \$0.003 per Share. Wooboard notes that the last capital raise was conducted at \$0.0018. In order to maximise shareholder value, the Board of Wooboard have demanded Clee Capital conduct this Capital Raise at a 66% premium to the last raise.

The Board of Wooboard does not envisage any future capital raise until such time as a major trial customer has been converted to paying.

The Capital Raise will be conducted in two tranches.

The Company will issue 605,540,681 Shares to raise a total of \$1,816,622, (363,324,409 Shares under its existing placement capacity and 242,216,272 Shares under listing rule 7.1A).

In addition, a further \$2,183,378 will be raised by way of a second tranche of 727,792,666 placement shares, which will be subject to shareholder approval. These shares will be issued at \$0.003 per share and will be issued once approved at a general meeting of shareholders to be held in the near future.

The funds raised under the Capital Raise will be applied to software development, enterprise customer sales support and servicing and working capital purposes for the WooBoard Platform.

Clee Capital will act as the lead manager for the raise and promptly mobilised their sophisticated investors and will be paid a fee of 7%.

In addition, Clee Capital will be granted 133,000,000 options, subject to shareholder approval, exercisable at \$0.005 per share.

-ENDS –

This announcement was authorised for release by the Board of Directors.

For further information, please contact:

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About Wooboard

WOOBOARD TECHNOLOGIES (ASX:WOO) is an Australian-based software-as-a-service solutions company that is revolutionising employee peer recognition as well as how customer loyalty and employee incentives are created, rewarded and managed. Our employee experience technology platform, Wooboard, uses a gamified, social cloud-based platform to allow employees to send recognition and share updates instantly.