



Compliance. Simple.

Capital Raising Presentation

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Overview

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This Presentation has been prepared in relation to:

- an institutional placement of new WRKR ordinary shares (“New Shares”) to certain ‘sophisticated’ and ‘professional’ investors (as defined in the Corporations Act 2001 (Cth)(“Corporations Act”)) in certain jurisdictions (“Placement”); and
- a non-underwritten offer of New Shares to eligible WRKR shareholders in Australia and New Zealand under a Share Purchase Plan in accordance with the Corporations Act as modified by ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547 (“SPP”).

The Placement and the SPP are together the capital raising (“Capital Raising”).

Summary Information

This Presentation is for information purposes only and contains information in a summary form. The information in this Presentation is of a general nature and does not purport to be complete, nor does it contain all the information which a prospective investor and their professional advisers may reasonably require in evaluating a potential investment in the Company, or that would be required to be included in a prospectus, product disclosure statement or other offer document under Australian law or under the laws of any other jurisdiction. It should be read in conjunction with WRKR’s most recent financial report and WRKR’s other periodic and continuous disclosure information lodged with the Australian Securities Exchange (“ASX”), which are available at www.asx.com.au. The content of this Presentation is provided as at the date of this Presentation (unless otherwise stated).

An offer booklet in respect of the SPP will be made available to eligible shareholders in Australia and New Zealand following its lodgement with ASX (“Offer Booklet”). Any eligible shareholder in Australia or New Zealand who wishes to participate in the SPP should carefully read and consider the Offer Booklet (in full) before deciding whether to apply for new shares under the SPP. Eligible shareholders who wish to apply for New Shares under the SPP will need to apply in accordance with the instructions contained in the Offer Booklet and the application form.

Not financial product advice or an Offer

The information contained in this Presentation is not investment, tax, legal, accounting, financial or other advice and does not, and will not, form any part of any contract or commitment for the acquisition of New Shares to be issued under the Placement or SPP (as applicable). It does not account for your particular needs and circumstances, including your investment objectives, financial situation, tax or other position. Any investment decision in relation to the Capital Raising or the Company should be made solely on the basis of your own independent enquiries.

(continued)

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An investment in WRKR shares is subject to known and unknown risks, some of which are beyond the control of the Company and its directors. WRKR does not guarantee any particular rate of return or financial performance, nor does it guarantee any particular tax treatment. You should have regard to the risk factors outlined in Appendix A of this Presentation when making your investment decision.

No cooling off

Cooling off rights do not apply to the acquisition of New Shares.

Financial Data

Except where otherwise mentioned, all dollar values are in Australian dollars ("A\$"). Any pro-forma financial information provided in this Presentation is for illustrative purposes only and is not represented as being indicative of WRKR's views on its future financial condition and/or performance. The pro-forma financial information has been prepared by WRKR and may not have been prepared in accordance with the measurement and recognition requirements or the disclosure requirements, of applicable accounting standards and other mandatory requirements in Australia, and has not been subject to external audit or review. The pro-forma financial information does not purport to be in compliance with Article 11 of Regulation S-X of the rules and regulations of the US Securities and Exchange Commission. The financial information also includes non-GAAP measures within the meaning of Regulation G under the U.S. Securities Exchange Act of 1934 and non-IFRS measures, which have been included because the Company believes it provides users with additional relevant information. The non-IFRS/non-GAAP financial information does not have a standardised meaning prescribed by IFRS and, therefore, may not be comparable to similarly titled measures presented by other entities, nor should they be construed as an alternative to other financial measures determined in accordance with IFRS. Investors are cautioned, therefore, not to place undue reliance on any non-IFRS/non-GAAP financial information and ratios included in this document. Such financial information does not purport to be in compliance with Article 3-05 of Regulation S-X under the US Securities Act.

The financial information provided in this Presentation is for illustrative purposes only and is not represented as being indicative of WRKR's views on its future financial position and/or performance. Certain figures, amounts, percentages, estimates, calculations of value and fractions provided in this presentation are subject to the effect of rounding. Accordingly, the actual calculation of these figures may differ from the figures set out in this Presentation.

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Past Performance

Past performance, including past share price performance of WRKR and pro forma financial information given in this Presentation, is given for illustrative purposes only and should not be relied upon as (and is not) an indication of WRKR's views on its future financial performance or condition. Past performances of WRKR cannot be relied upon as an indicator of (and provides no guidance as to) the future performance of WRKR including future share price performance. Nothing contained in this Presentation, nor any information made available to you is, or shall be relied upon as, a promise, representation, warranty or guarantee, whether as to the past, present or future.

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This Presentation contains certain forward-looking statements, which include, but are not limited to, words such as "expect", "anticipate", "estimate", "intend", "believe", "guidance", "should", "could", "may", "will", "predict", "plan", "propose", "likely", "target" and other similar expressions that are intended to identify forward-looking statements. Indications of, and guidance or outlook on, future earnings and financial position and performance are also forward-looking statements. Forward-looking statements are usually predictive in character, may be affected by inaccurate assumptions or unknown risks and uncertainties, or may differ materially from results ultimately achieved. As such, these statements should not be relied upon when making investment decisions. Examples of forward-looking statements in this presentation include statements regarding the timing and outcome of the Capital Raising as well as guidance regarding future financial results for WRKR. Forward-looking statements, opinions and estimates provided in this presentation are based on assumptions and contingencies that are subject to change without notice and involve known and unknown risks and uncertainties (including the "Key Risks" described in [Appendix A] of this presentation) and other factors that are beyond the control of the Limited Parties (as defined below). This includes statements about market and industry trends, which are based on interpretations of current market conditions. The Lead Manager (as defined below) and its related bodies corporate (as defined in the Corporations Act) and affiliates and each of their respective officers, directors, partners, employees, agents and advisers ("Lead Manager Parties") have not authorised, approved or verified the forward-looking statements or any other statements or information contained in this presentation.

Forward-looking statements are provided as a general guide only and should not be relied upon as an indication or guarantee of future performance. Actual results, performance or achievements may differ materially from those expressed or implied in such statements and any projections and assumptions on which these statements are based. These statements may assume the success of WRKR's business strategies. The success of any of those strategies will be realised in the period for which the forward-looking statement may have been prepared or otherwise. Investors are strongly cautioned not to place undue reliance on forward-looking statements, particularly given the current economic climate and geopolitical tensions, including ongoing conflicts and rising hostilities in Ukraine and the Middle East. No representation or warranty, express or implied, is made as to the accuracy, likelihood of achievement or reasonableness of any forecasts, prospects, returns or statements in relation to future matters contained in this presentation. The forward-looking statements are based on information available to WRKR as at the date of this Presentation.

Time

All references to time in this presentation are to Sydney time, unless otherwise indicated.

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Disclaimer

Morgans Corporate Limited (ABN 32 010 539 607) (**Lead Manager**) is acting as lead manager and bookrunner to the Placement. The Lead Manager, its affiliates and related bodies corporate, are full service financial institutions engaged in various activities, which may include trading, financing, corporate advisory, financial advisory, investment management, investment research, principal investment, hedging, market making, brokerage and other financial and non-financial activities and services, including for which they have received or may receive customary fees and expenses. The Lead Manager (and/or its affiliates or related bodies corporate) have provided, and may in the future provide, financial advisory, financing services and other services to the Company and to persons and entities with relationships with the Company, and/or may have other interests in or relationships with the Company, for which they received or will receive customary fees and expenses, including in relation to the Lead Manager acting as lead manager and underwriter of the Placement.

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Further, the Lead Manager Parties do not accept any fiduciary obligations to or relationship with you, any investor or potential investor in connection with the Capital Raising or otherwise. The Lead Manager Parties make no recommendation as to whether any person should participate in the Capital Raising, nor do the Lead Manager Parties make any representation, assurance or guarantee (express or implied) in connection with payment of any dividends or distribution the repayment of capital or any particular rate of income or capital return on an investment in WRKR (including an investment in New Shares).

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- to the maximum extent permitted by law, you undertake not to bring any claim against the Lead Manager Parties, or otherwise hold any of those parties liable in any respect, in connection with this presentation or the Equity Raising; and
- you warrant and agree that you have not relied on any statements made by the Lead Manager Parties in relation to the Capital Raising.

You acknowledge and agree that determination of eligibility of investors for the purposes of the Capital Raising is determined by reference to a number of matters, including legal and/or regulatory requirements and the discretion of WRKR and the Lead Manager, and each of the Limited Parties disclaim any duty or liability (including, without limitation, any liability arising from fault, negligence or negligent misstatement) to the maximum extent permitted by law in respect of that determination and the exercise or otherwise of that discretion. The Lead Manager may rely on information provided by or on behalf of institutional investors in connection with managing, conducting and underwriting the Placement without having independently verified that information, and the Lead Manager does not bear responsibility for the accuracy or completeness of that information.

For the avoidance of doubt, the SPP will not be underwritten, nor will the Lead Manager have any role in relation to the SPP.

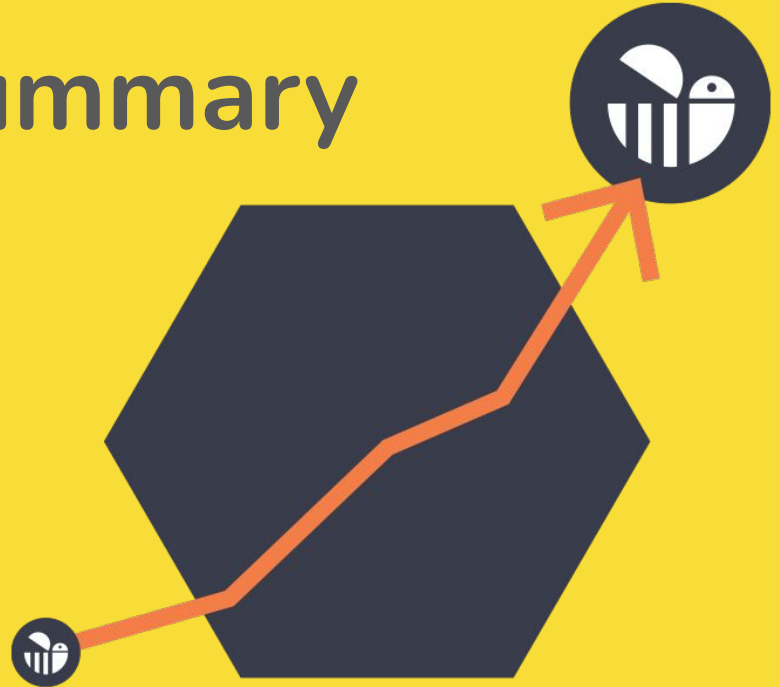
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02 About Wrkr

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Capital raising summary

- The Company is undertaking a capital raising of approximately A\$7.1 million by way of an institutional placement (“Placement”) of new fully paid ordinary shares in the Company (“New Shares”) and a Share Purchase Plan (“SPP”), together the (“Offer”).
- The Placement has raised approximately \$6.6 million via the issue of approximately 264 million New Shares in the Company at \$0.025 per New Share within the Company’s existing placement capacity under ASX LR 7.1 and 7.1A.
- In addition to the Placement, eligible existing shareholders in Australia and New Zealand will be offered the ability to participate in a non-underwritten Share Purchase Plan (“SPP”) to raise up to approximately A\$0.5 million at an offer price of \$0.0256 per New Share.
- In conjunction with the Placement and the SPP, the Company proposes to convert its existing \$A3.3m of convertible notes into New Shares at a conversion price that is the same as the Placement Price (“Convertible Note Conversion”)
- All New Shares issued under the Placement, the SPP and the Convertible Note Conversion will rank equally with existing WRKR shares from their date of issue.
- New Shares of the Placement and the Convertible Note Conversion will be issued at a fixed price of \$0.025:
 - 19.4% discount to the last traded price of \$0.0310 on 14 August 2024
 - 21.7% discount to the 5-day VWAP of \$0.0319
 - 20.0% discount to the 30-day VWAP of \$0.0312
- Morgans Corporate Limited (“Morgans”) is acting as Lead Manager (“Lead Manager”) to the Offer.

Capital Raising Summary

Use of Funds

- Additional resources for the Company to accelerate MUFG Retirement Solutions (formerly Link Group) contract delivery and third party consulting group opportunities;
- Strengthen the Company's balance sheet;
- Funding to support working capital and capex for further organic growth opportunities; and
- the costs associated with the Placement Offer and SPP.

Capital Raising Summary

Impact on WRKR capital structure

Indicative Post Capital Raising and Convertible Note Conversion	No. of Shares	%
Current ordinary shares on issue	1,271,589,025	75.37
New Shares issued (Placement)	264,000,000	15.65
New Shares issued (SPP)*	19,531,250	1.16
New Shares issued (Convertible Notes)	132,000,000	7.82
Estimated Ordinary shares on issue post Placement, Convertible Note Conversion and SPP	1,687,120,275	100%

*These SPP numbers are indicative only and subject to change. This assumes A\$0.5m is raised from the non-underwritten SPP.

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Timetable

Key Events	Key Dates
Trading Halt	15 August 2024
SPP record date	7.00pm on 16 August 2024
Announcement of the completion of the Placement, and announcement of the SPP, and conversion of the Convertible Notes. Trading resumes	19 August 2024
Settlement of New Shares issued under the Placement	22 August 2024
Allotment of New Shares issued under Placement and New Shares issued on conversion of the Convertible Notes	23 August 2024
Normal trading of New Shares issued under the Placement and on conversion of the Convertible Notes	26 August 2024
SPP opening date and despatch of SPP offer documents	27 August 2024
SPP Offer Closes	5.00pm on 10 September 2024
Announcement of results of SPP	12 September 2024
Allotment of New Shares issued under SPP	13 September 2024
Normal trading of New Shares issued under SPP	16 September 2024

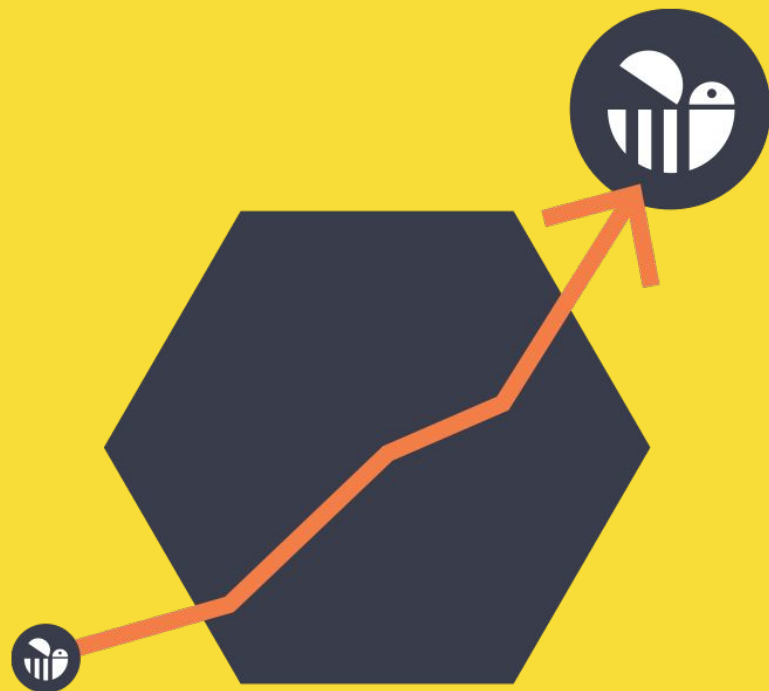
Note: The above timetable is indicative only and subject to change. Subject to the requirements of the Corporations Act, the ASX Listing Rules and any other applicable laws, WRKR in consultation with the Lead Manager, reserves the right to amend this timetable without notice or consultation and to withdraw the offer at any time. All time references are to Sydney (Australia) time.

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Revolutionising workforce compliance

Wrkr is a regulatory technology business helping Australian employers to simplify workforce compliance from hire to retire.

Wrkr digitally solves the compliance moments from onboarding (ID, Credentials, Bank Account, Tax Details, Super Fund Choice & Stapling, Contract Terms and Pay requirements) to processing pay and Super contributions.

Wrkr clients are Super Funds, Payroll & HRM Providers and Businesses (every industry and every size)

- ✓ **Regulated compliance**
- ✓ **Significant licences required (ATO DSP, GNGB, AFSL)**
- ✓ **SaaS and Transaction revenue**
- ✓ **Long term contracts**
- ✓ **Highly integrated, advanced technology**



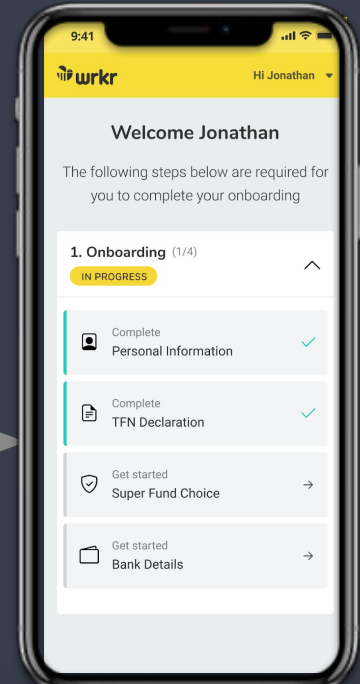
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Wrkr solves all of the compliance employee moments in a branded mobile experience

From paper, errors, time, data risks to...digital, mobile, data completion with real-time attestation meeting modern security standards (ISO27001, SOC 2 Type 1)

- ✓ **Employer branded**
- ✓ **Mobile friendly**
- ✓ **Data driven consent**
- ✓ **Real-time attestation**



Wrkr mobile application screen (in customer brand)



Our technology provides a 'one stop shop' for compliance management

Our integrated applications, being served from a single platform, simplifies the experience for Employers. One application to manage compliance moments between employers and their employees for:

- ✓ Pay
- ✓ Super & SMSF contributions
- ✓ STP and other ATO services
- ✓ Onboarding and certification
- ✓ Continuous compliance checks

wrkr Example application home screen

ABC Company Hi Jenny

Welcome to ABC Company.

Your previous contribution #123456 for \$2,525.00 is awaiting payment [Make payment](#)

Southern fund details are changing. Southern fund details are changing. From 1 April 2024, Southern will merge with Northern to become Central. Update your payroll with Central USI 98981234567801 [Read more](#) [Employer Obligations](#)

January All employees type

Category	Value	Change since last month
Total employees	500	↓ 4%
Total exits	17	↓ 2%
Total joins	9	↑ 5%
Net pay	\$1.24m	↑ 6%
Deductions	\$150,000	↑ 3%
PAYG Withheld	1.57m	↑ 4%

Payroll By location

Location	Value
Melbourne	\$562,001
Sydney	\$417,950

Public Holidays
1 January
New years day

Employment type

500 Total Employees

- Full time (200)
- Part-time
- Contract (100)

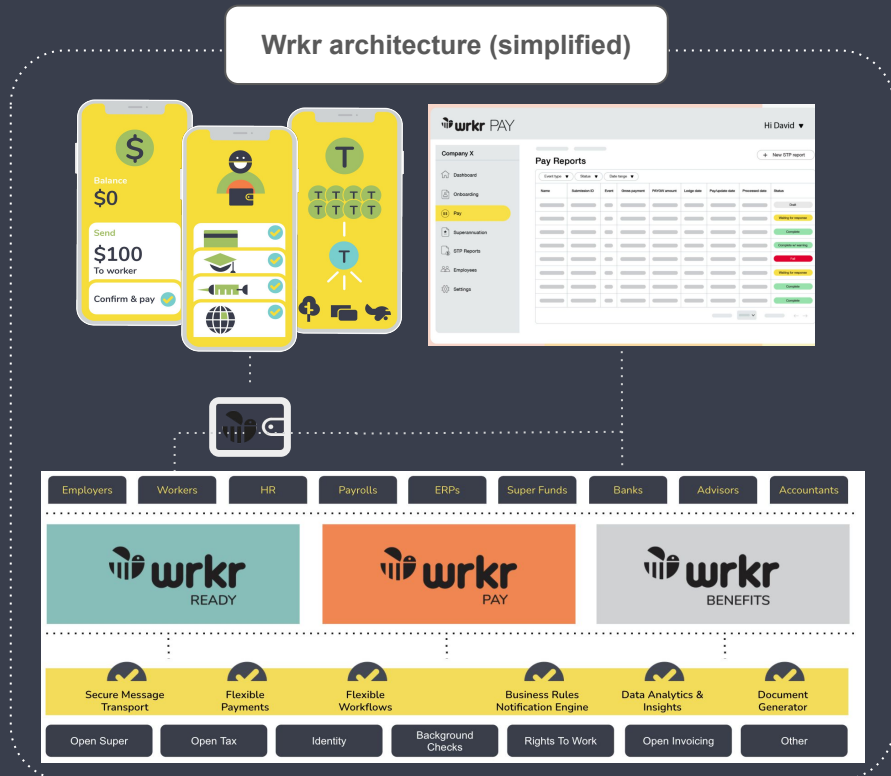


Our single platform is API first, enabling broad integration

Wrkr is a modern cloud platform that enables us to rapidly respond to evolving employee onboarding and pay compliance needs today and into the future.

- ✓ Modern cloud based
- ✓ Flexible delivery options
- ✓ Integration capability
- ✓ Pre-integrated to >30 HRM systems

Wrkr architecture (simplified)





Our API approach to compliance for HRM software closes a much needed gap

Wrkr has seen early interest from customers following an exciting launch with KPMG and Workday. Our API approach will accelerate the collaboration with SI's and International HRM providers.

- ✓ Identity
- ✓ TFN & Tax declaration
- ✓ Super choice and stapling
- ✓ Real-time Dashboard and more compliance moments to come

Wrkr KPMG & Workday example screens

The screenshot displays two overlapping browser windows. The top window shows the 'Validate your TFN' screen with a search bar, a menu, and a 'Validate your TFN' button. The bottom window shows the 'Super Fund Choice' screen with a blue header and a list of superannuation fund options. The KPMG logo is visible in the bottom right corner of the interface.

WCP Development Preview - kpmgsrv_wcpdev1

MENU W Search

Onboarding |< Validate your TFN

Validate your TFN

Click on the button below to add or edit your TFN and it will be validated

TFN Declaration

Super Fund Choice

Super Fund Choice

We will make contributions to your nominated fund.

You must nominate a superannuation fund within 28 days of joining the firm. Otherwise your superannuation contributions will be made to the firm's default fund.

Choose your superannuation fund

KPMG DEFAULT Fund [Our default superannuation fund]

My choice of super fund [APRA-regulated fund]

I manage my own super fund [Self-Managed Super Fund (SMSF)]

Click on OK to proceed

A Packaged Solution brought to you by

KPMG

Our MUFG Retirement Solutions (formerly Link Group), build for “Industry Funds” balances shared benefits and competitive differentiation by:



- ✓ MUFG Retirement Solutions contract management and aggregated pricing
- ✓ Full integration to Aspire™
- ✓ Full integration to support model
- ✓ Fund branding and configuration
- ✓ Employer experience designed with Fund
- ✓ Member onboarding designed with Fund
- ✓ Available catalog of compliance moments
- Additional services and custom industry solutions built in collaboration with individual funds

A Fund branded example of the Wrkr application

Rest Welcome Aldi Supermarket to the Rest Portal

Your previous contribution #123456 for \$2,523.00 to our Employment

Rest and ABC Super Super Successor Fund Transfer (SFT) deed signed
Rest and Marlin Super have today signed a Successor Fund Transfer (SFT) deed to formalise the proposed re-engage between the two industry super funds.
The SFT is expected to take place on 1 September 2023.

1,121 Active employees

Rest 66% Employees with Rest

+ Add Employees

● Rest ● Avastion Super ● Award Super ● CRUS Super

Workforce insights by industry

	Retail	Hospitality	Construction	Transport	Logistics	Government
Employee family footprint	40%	10%	40%	20%	10%	80%
Employee family footprint	50%	80%	50%	70%	30%	70%
Employee family footprint	80%	30%	50%	75%	80%	10%



Wrkr connects to a number of regulatory services so our customers don't have to

Our regulatory and compliance footprint allows us to participate across a broad spectrum of employee compliance moments from hire to retire, including payments under our AFSL, Super & SMSF contributions across the Superstream network and many individual compliance checks across federal and state based bodies.

- ✓ **Wrkr's platform investment and volume of existing customers enables economies of scale and is a significant barrier to entry for competitors**

Employee onboarding and pay touches a complex set of industry groups, regulators and governing bodies:

Australian Prudential Regulation Authority (APRA)
Australian Taxation Office (ATO)
ATO - Superstream
ATO - Standard Business Reporting (SBR)
Australian Cyber Security Centre (ACSC)
Australian Signals Directorate (ASD)
Cyber and Infrastructure Security Centre (CISC)
Digital Service Providers Australia New Zealand (DSPANZ)
Gateway Network Governance Body (GNGB)
IDMatch
ISO27001
SOC2 Certification
Office of the Australian Information Commissioner (OAIC)

Internal use only

We take security seriously

Active Fraud Prevention

Fraud Reduction Intelligence Platform, CIAM Platform and Passwordless Authentication provided by Transmit Security

Continuous monitoring

Deployment of a transparent Trust Centre for partner and customer visibility. All controls are monitored 24/7.

User control data driven consent

Users control their own data and give time based consent for visibility (not download). We provide attestation not data.

Zero Trust Model

Tightest security controls (no access to data without strict supervision and security verification).

Full encryption

All data is encrypted at rest and in transit.



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Wrkr has a clear strategy to maximise employee reach



Create new value



Create new value directly with Wrkr

Leverage customer data and the volume of unique customers to create new products:

1. Enable employee benefit provider partners
2. Create new employee benefits packages

Grow the value



Deliver on more compliance moments

Focus product development on becoming the one stop shop for compliance:

1. Identify and serve more onboarding moments in target industries
2. Automate complex ongoing compliance moments
3. Solve priority industry compliance needs

Grow the base



Reach many Wrkr

Prioritise organisations with the greatest reach:

1. Super funds
2. Payroll providers
3. Large employers

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Wrkr believes it has further market opportunity in Australia

Building from a base of:

- Processing compliance moments for over 500k Australians
- Platform footprint in 3 of the top 5 largest Funds by member number
- Over 20 high value compliance moments

The Wrkr **ARPU** of **~\$8** per user per year with 500k direct users and recent contracts with **MUFG Retirement Solutions** opening access to a **growth potential of 7M Superannuation users**.

Wrkr's collaboration with MUFG Retirement Solutions has already extended to their Hong Kong operations. MUFG Retirement Solutions operates in other global jurisdictions including the UK and NZ.

Australian Market for Wrkr compliance moments



Source: ¹Australian Bureau of Statistics (August 2024), Labour Force, Australia, ABS Website, accessed 5 August 2024. ²Annual superannuation bulletin June 2015 to June 2023 - superannuation entities, 31 January 2024, APRA.gov.au. ³SMSFs - A Statistical Overview, ATO Website (Jun 2023). ⁴Gateway Network Governance Board Performance Report (Jun 2023). ⁵2024 Australian Payroll Survey Results 2024, Australian Payroll Association.

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Wrkr & industry trends



Strong contracted base

>8,000 registered employers, processing compliance moments for >500k Australians; ART Super; MUFG Retirement Solutions; Rest Super.



Positioned for growth (SaaS)

MUFG Retirement Solutions deal provides potential access to Australian Super, Hostplus, CBUS and several smaller funds.



Strong financial management

Revenue growth year-on-year for 3 years and cost to income ratio improvements achieved.



Market Leading tech

Technology in use across Federal & State Government bodies and leading Super Funds.



Regulatory tail winds

Proposed PayDay Super reforms are set to double 'Super' transactions and open a software change moment across Australian businesses.



Favourable market conditions

Interest rates are high, generating increased float income. Population growth and immigration is high.



Industry dynamics

M&A activity, Super performance tests, increased cyber threats, and PayDay Super preparation is driving investment programs in Super, HR/Payroll sector.

01 Capital Raise Summary

02 About Wrkr

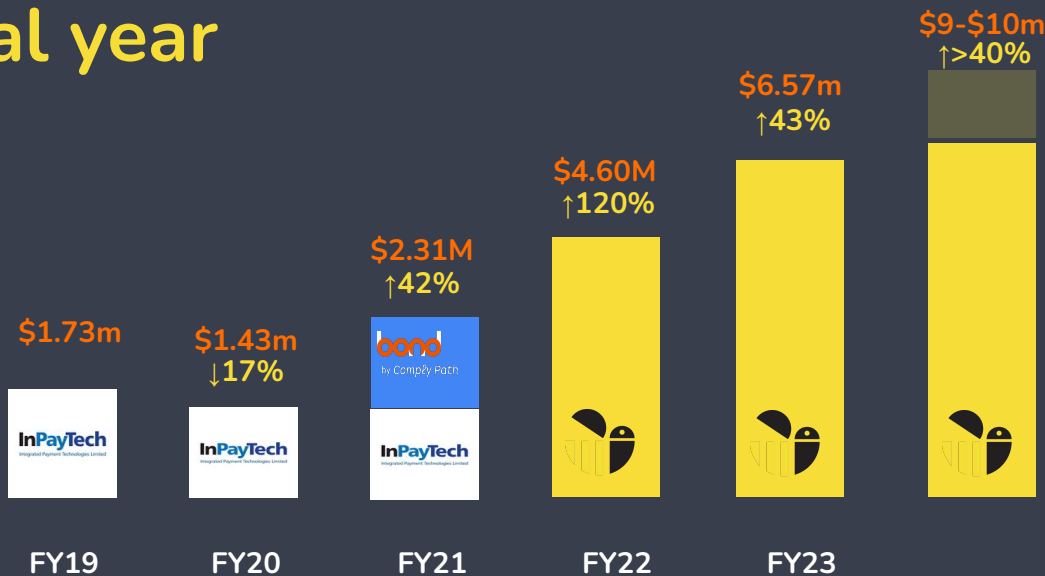
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Historical financial results by financial year

Operating Revenue FY19 to FY24



	FY19	FY20	FY21	FY22	FY23
Operating Revenue	1,727,694	1,426,490	2,031,560	4,597,852	6,575,048
EBITDA	(1,168,743)	(1,748,754)	(1,740,736)	(1,429,093)	(1,558,236)
NPAT	-13,022,078	-3,666,012	-3,788,972	-4,346,885	-4,172,908
Operating Cash flows	-823,783	-1,474,061	-2,046,248	-1,624,324	-375,610
Cash at Bank	1,460,240	990,954	2,731,435	1,276,551	4,108,448

Wrkr Ltd, formerly Integrated Payment Technologies Ltd, merged with Comply Path Pty Ltd in November 2020. Since the merger, and rebrand to Wrkr in 2021, Wrkr has achieved >40% year on year revenue growth and improvement in productivity.

Note: FY19 to FY23 figures as per historical Statutory Financial Statements. FY24 Revenue projection is based on the unaudited financial results. EBITDA represents profit adjusted for depreciation, amortisation, interest revenue, finance costs, capital raise costs, and the fair value movement on embedded derivatives and tax expenses

FY24 Financial Highlights



FY24 compared to FY23

Operating
Cash Flows
+\$340k

▲ 190% -\$376k

Cash Receipts
from Customers
\$9.51m

▲ 46% \$6.52m

Cost to
Income Ratio
0.95

▲ 36% 1.29

- Positive net operating cash flows achieved for the first time since Wrkr was listed in 2016 demonstrating:
 - Commitment to driving cost efficiencies;
 - Capitalising on the investment to date in the multi-cloud, multi-jurisdictional capabilities of the Wrkr platform;
 - Growth in revenues from the MUFU Retirement Solutions contracts and SMSF Hub;
 - Retention of key platform licence customers and a stable return on the existing clearing house, payments and single touch payroll products
 - Careful management of working capital and investment in growth

• Cost to income ratio (12 mths rolling) excludes interest, depreciation & amortisation, cost of employee share schemes, costs relating to changes in share capital, impairment of patents, convertible notes costs, and the fair value movement of the convertible notes embedded derivative.

• FY24 figures are unaudited and may be subject to change
• Figures compared to FY23

Financial outlook



- Projected FY24 net operating revenues of mid-range between \$9m - \$10m based on unaudited figures
- Continue to **balance our investment** between short term revenue generation and long term growth
- Continuation of development projects with ART, execution of MUFGB Retirement Solutions contract, and receipt of float interest expected to continue into FY25.
- With less than **24 months before PayDay Super**, Wrkr will invest alongside MUFGB Retirement Solutions in providing commercials and implementation planning options for MUFGB Retirement Solutions broader Fund clients.

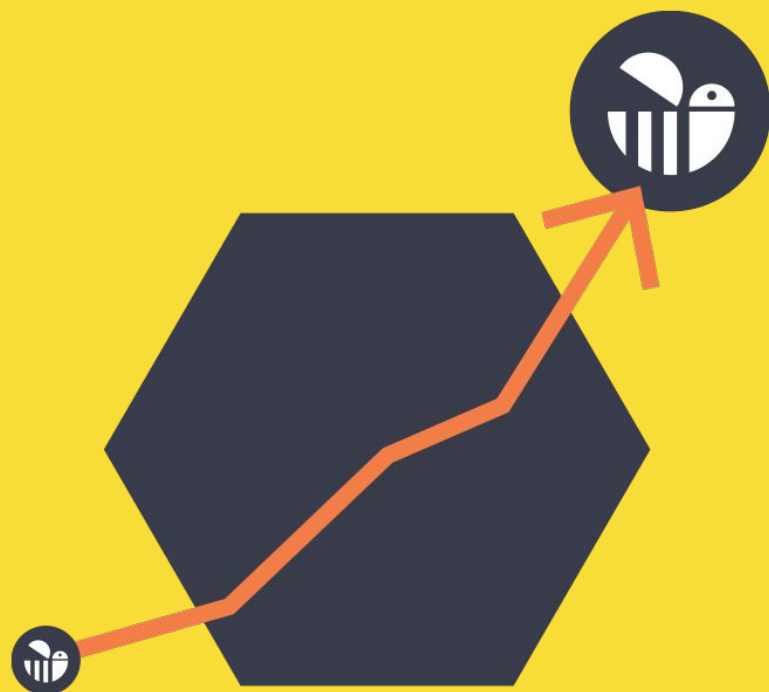
Internal use only

01 Capital Raise Summary

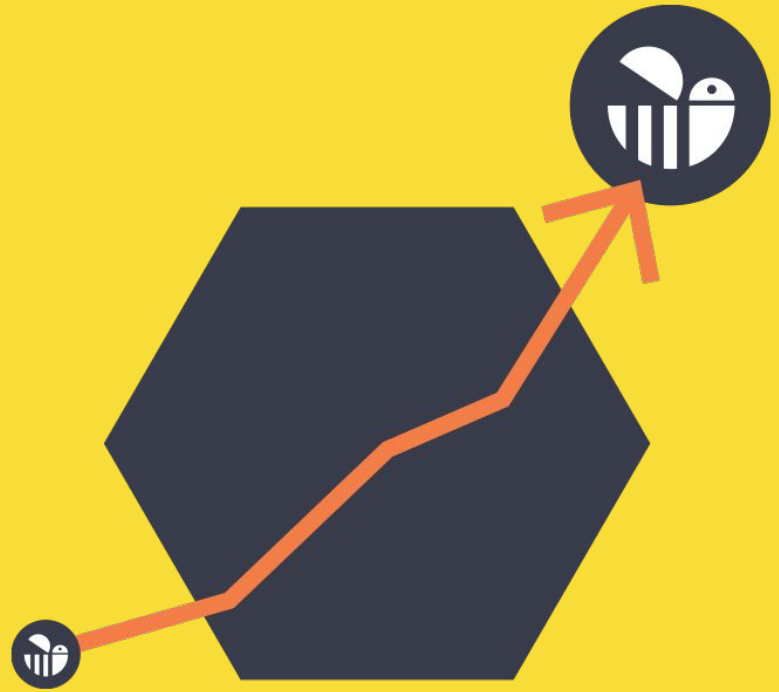
02 About Wrkr

03 Financial Overview

04 Appendices



Appendix A: Key risks



Key risks

Overview of key risks

This section summarises some of the key risks that may affect the future performance of an investment in Wrkr. This is not an exhaustive list of all risks that Wrkr and its investors may be exposed to in the future. If any of the following risks materialise, Wrkr's business, financial condition and operating results may be adversely impacted.

Additional risks not presently known to Wrkr or, if known, that are not presently considered material, may also have an adverse impact.

In deciding whether to participate in the Placement or SPP, you should read this section in its entirety and carefully consider the risks outlined in this section. Before investing in Wrkr, you should consider publicly available information on Wrkr (such as information available on the ASX) and consult your professional advisers to ensure you understand the terms of the Placement and SPP and the inherent risks.

Wrkr business risks

Competitive market

- Wrkr operates in a highly competitive market. Wrkr's competitive position may be impacted by a number of factors, including the level of innovation relative to that of competitors, commercial factors including pricing and liability, its ability to keep up with technological or regulatory change, its ability to respond to client preferences for products, and the ability to maintain strong relationships with existing customers by upholding the consistency and quality of its products and services. Innovation is constant and superior products that may be released to the market could result in pricing pressures upon Wrkr's product and result in unfavourable product positioning within the market.
- Wrkr competes with a number of businesses that provide similar products and services to its own. In addition, Wrkr competes with its clients' in-house capabilities to perform functions that they might otherwise outsource to Wrkr or its competitors. Some of Wrkr's competitors may now or in the future possess significantly greater financial, technical or marketing resources than Wrkr. If Wrkr fails to compete effectively, this could have adverse consequences for its business, financial position and prospects.
- Further, Wrkr's future prospects depend on identifying and executing on opportunities to continue to grow and diversify its business. Wrkr has a good track record of acquiring and integrating businesses successfully, however, no assurance can be given that further acquisitions will be completed or, if they are, successfully integrated. Failure to implement a successful growth strategy could have an adverse impact on Wrkr's business and operations.

Cybersecurity and Information technology ('IT') infrastructure

- Wrkr's IT infrastructure may be at risk from a variety of sources including hardware or software failures and cyber attacks that could result in financial loss, disruption to operations or damage to Wrkr's reputation. The global increase in cyber attacks has elevated the risk to Wrkr of a negative event impacting Wrkr's information and/or information systems.
- Wrkr notes that cyber security and information security are increasingly important considerations and potential areas of risk. Wrkr handles and stores personal information for its customers and employees. Various information, privacy and security regulations apply to the handling and storage of this information. Should Wrkr breach any of its obligations under these information, privacy and security regulations it could be exposed to penalties, which could adversely affect Wrkr's financial performance.

Key risks

Wrkr business risks

Reliance on key personnel	<ul style="list-style-type: none">• The operations and future success of Wrkr depends upon the efforts and abilities of its key executives. The loss of any of these people's services could adversely affect Wrkr's performance and its ability to execute its growth strategy.• Wrkr is reliant on attracting and retaining quality senior executives and other key technical and operational employees who provide expertise, experience and strategic direction in operating the business. Wrkr cannot guarantee that it will be able to continue to attract and retain high quality employees. The loss of the services of any of those key employees (for any reason whatsoever) or the inability to attract new qualified personnel, could materially adversely affect Wrkr's reputation and financial and operational performance.
Wrkr's or a third party's information technology systems may fail or be subject to attack	<ul style="list-style-type: none">• Wrkr relies on its information technology systems to perform functions that are crucial to its ability to service customers. Wrkr also processes and transfers the personal and account information of the customers of its clients. Wrkr's clients have the benefit of laws and regulations designed to protect the privacy of personal information and to prevent that information from being inappropriately disclosed, and these clients require that Wrkr abides by such laws and regulations in performing services.• Wrkr's information technology systems, as well as those of Wrkr clients or third party vendors that are engaged by Wrkr, may be vulnerable to privacy and security incidents, security attacks and breaches, computer viruses, emerging cybersecurity risks (which are constantly evolving and increasingly sophisticated), misplaced or lost data, programming and/or human errors or other similar events. It is possible that measures taken by Wrkr to protect its systems, proprietary information and its client data may not be sufficient to prevent unauthorised access to, or the disclosure and/or theft of such data. A security breach involving the misappropriation, loss or other unauthorised disclosure of confidential information including the personal or account information of clients' customers, whether by Wrkr or a third party, could have a material adverse effect on Wrkr's business, reputation, financial condition, cash flows or operations. The occurrence of any of these events could also result in interruptions, delays, the loss or corruption of data, cessation in the availability of systems, potential liability and regulatory action or liability under privacy and security laws, all of which could have a material adverse effect on Wrkr's financial position and operations and harm Wrkr's business reputation.
Unanticipated market changes	<ul style="list-style-type: none">• It is possible that the Superannuation and/or payments markets may change in a way not anticipated by Wrkr. This change may be caused by the influence of single touch payroll, for example, if superannuation funds were to invest in a methodology to create a path between the employer and the ATO. Such changes may adversely affect the growth prospects, operating results and financial performance of Wrkr.
Disruption of business operations	<ul style="list-style-type: none">• Wrkr and its customers are exposed to a large range of operational risks relating to both current and future operations. Such operational risks include equipment failure, accidents, information systems failure, external services failure, industrial action or disputes. While Wrkr endeavours to take appropriate action to mitigate these operational risks and, where Wrkr consider it practicable, insure against them, Wrkr cannot remove all possible risks of disruption to its business operations, and it cannot control the risks its clients are exposed to. A disruption in Wrkr's operations or those of its clients may have an adverse impact its growth prospects, operating results and financial performance.

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Key risks

Wrkr business risks

<p>Wrkr operates in a highly regulated market</p>	<ul style="list-style-type: none"> • Wrkr operates in highly regulated markets and its success can be impacted by changes to the regulatory environment and the structure of these markets. Wrkr must comply with significant and wide ranging laws and regulations. Changes to laws and regulations that apply to Wrkr may have a material adverse effect on Wrkr's business, financial position and prospects. • As with all companies involved in providing financial services products, Wrkr must comply with a frequently changing regulatory environment. There is a risk that Wrkr may fail to comply with regulatory requirements that exist now or are introduced in the future, which could lead to an increase costs of operations, more onerous legal and administrative hurdles, or restrict Wrkr's business operations and its ability to generate revenues.
<p>Disputes and regulatory matters</p>	<ul style="list-style-type: none"> • Wrkr is subject to the usual business risk that litigation or disputes may arise from time to time in the ordinary course of its business activities. These may include claims, disputes, inquiries and investigations involving competitors, customers, consumers, suppliers, employees, governmental agencies/authorities, regulators or other third parties. Claims may be made in relation to intellectual property, product safety, product performance, unfair competition, unfair contract terms, employment, and other matters typical for Wrkr's industry. There can be no assurance that legal or regulatory claims will not be made against Wrkr, or that insurance will continue to be available or adequate to cover liabilities resulting from any such claims. If Wrkr is involved in any litigation or disputes or protracted settlement negotiations in relation to that litigation or dispute, this may disrupt Wrkr's business operations, cause Wrkr to incur significant legal costs, and may divert management's attention away from the daily operations of the business. Any successful claim against Wrkr may adversely impact its future financial performance or position as well as its reputation and brand.
<p>Legal or regulatory change</p>	<ul style="list-style-type: none"> • A change in laws or regulations could adversely affect the business. Changes may result in, but are not limited to, a change in the market conditions affecting the competitive landscape, increase in costs of operating the business, and increased information security requirements.
<p>Economic conditions</p>	<ul style="list-style-type: none"> • Wrkr's financial performance can be impacted by current and future economic conditions which it cannot control, such as increases in interest rates and inflation and decline in global employment. • Economic activity continues to be uncertain with high interest rates globally and in Australia. To the extent global economic activity remains subdued, Wrkr could be adversely affected.
<p>Wrkr's material customer and supplier contracts may be breached, terminated or renewed on less favourable terms</p>	<ul style="list-style-type: none"> • Wrkr's relationships with its material suppliers, customers and other parties with whom Wrkr contracts to provide services are critical to its businesses. However, there is no guarantee that any existing supplier or customer contracts may be renewed on commercially reasonable terms, or at all. If, for any reason, Wrkr fails to maintain strong relationships with these parties or damages its reputation with them, there would be a risk that these contracts may be breached, terminated, not renewed or renewed on less favourable terms. The loss of any key customer may have a material adverse impact on Wrkr's revenue, and in turn its financial position and prospects.

Key risks

Wrkr business risks

Failure in technology

- The provision of Wrkr's services is a technically complex business requiring the deployment of sophisticated systems and technology. Wrkr depends on the capability and reliability of its information technology systems, and those of its key service providers to process transactions, report financial results and manage its business. A failure in these systems and technology could adversely affect its ability to deliver its services to clients. This may adversely affect Wrkr's business and severely damage its reputation.
- A failure of critical computer equipment may also affect some or all of Wrkr's key service providers or suppliers. In such situations, Wrkr may not be able to source adequate or alternative sources of supply, which could impact on its ability to meet customer demand and impact the financial performance and future prospects of its business. Significant or sustained failure of the information technology systems of Wrkr's key service providers, or a disruption in the relationship between Wrkr and its key service providers would have a material adverse effect on the its financial performance.

Data breach, misuse and breach of privacy

- Through the ordinary course of business, Wrkr collects a wide range of confidential information. The ability to derive an employee's total salary from their superannuation guarantee amount and the emergence of identity theft has meant privacy and confidentiality of employee/employment information is a priority to all employers. Similarly, the secure carriage of superannuation payment details from payroll processing to the respective superannuation funds is also critical.
- Wrkr maintains and relies extensively on information technology systems and network infrastructures for the effective operation of its business. It is also dependent on reliable telecommunication and information technology provision by third parties. Cyber-attacks may compromise or breach the technology platform used by Wrkr to protect confidential information. There is a risk that the measures taken by Wrkr may not be sufficient to detect or prevent unauthorised access to, or disclosure of, such confidential information. Any data security breaches or Wrkr's failure to protect confidential information could result in the loss of information integrity, or breaches of Wrkr's obligations under applicable laws (e.g. privacy law) or customer agreements, each of which may materially adversely impact Wrkr's financial performance and reputation.

Intellectual property

- Wrkr is reliant on its ongoing ability to commercialise its existing intellectual property rights and acquire ownership or rights to use and commercialise other intellectual property rights.
- There is a risk that third parties may make unauthorised use of, or successfully challenge Wrkr's rights to use, those intellectual property rights. There is also a risk that Wrkr may inadvertently fail to protect its intellectual property sufficiently. There is also a risk that Wrkr may inadvertently infringe the intellectual property rights of third parties. If any of these risks eventuate, it could result in WRRK being unable to use and commercialise the intellectual property which may have a material adverse impact on its financial performance, operations, brand and reputation.

Reputation and branding

- Wrkr's brand names are crucial assets of Wrkr and the success of Wrkr is heavily reliant on its reputation and branding. Unforeseen issues or events which place Wrkr's reputation at risk may impact on its future growth and profitability. The reputation and value associated with these brand names could be adversely impacted by a number of factors, including disputes or litigation with third parties such as employees, suppliers or customers, or adverse media coverage. Damage to Wrkr's brand and reputation could have an adverse effect on Wrkr's financial position and prospects.

Key risks

Wrkr business risks

Governing Body Approval to Operate	<ul style="list-style-type: none">An entity must be approved by the ATO as a 'Gateway' in order to be eligible to send or receive SuperStream messages via the SuperStream Transaction Network. WRKR, through its subsidiary, ClickSuper, is an accredited Gateway provider. There is a risk that WRKR's Gateway approval could be withdrawn by the ATO if WRKR does not meet its obligations under the ATO's Operational Framework for digital service providers. If WRKR's ATO approval is removed, ClickSuper will be unable to act as a 'Gateway', limiting its ability to operate as a 'Clearing House'. If WRKR was unable to contract with another Gateway approved operator, then WRKR would not be able to continue providing its SuperStream services.
Reliance on internet access	<ul style="list-style-type: none">Wrkr will depend on the ability of its customers and the payment recipients to access a deployed solution over telecommunications and internet access and to feel confident processing financial transactions online. Access is provided by various classes of entities in the telecommunications, broadband and internet access marketplace. Should any of these entities experience disrupted or restricted access to Wrkr's products or services, including prohibitive costs, usage of those products or services may be negatively impacted. Further, any reduction in levels of trust or confidence in online integrity may negatively impact usage of Wrkr's products or services
Programming errors	<ul style="list-style-type: none">Wrkr's products contain complicated programming and its objectives are to quickly develop and launch new and innovative products and features. They may therefore contain, now or in the future, errors, bugs or vulnerabilities or not be sufficiently documented or tested. Any errors, bugs or vulnerabilities discovered may take time to be remedied if not properly documented and could result in (among other consequences) damage to brand of Wrkr and its products or services, loss of customers, loss of platform partners, fall in revenues or liability for damages, any of which could adversely affect Wrkr's business and operating results.
Uncertainty of market acceptance of Wrkr's products	<ul style="list-style-type: none">Sales and growth in sales of Wrkr's products largely depend on the level of acceptance by medium to large superannuation funds. While Wrkr has made good progress in this market, there is a risk that this progress will not continue and Wrkr will not be able to execute its growth strategy.

Key risks

Wrkr business risks

Foreign exchange risk	<ul style="list-style-type: none">• The financial information in Wrkr's financial statements is presented in Australian dollars, while some of Wrkr's expenses are incurred in United States dollars.• Accordingly, Wrkr is subject to adverse exchange rate movements, particularly, adverse movements in the USD:AUD exchange rate. An adverse movement in the exchange rate (ie an increase in the Australian dollar relative to the US dollar) may have an adverse impact on Wrkr's future reported financial performance (ie reduce its reported sales, profitability, cash flows and financial position).
Credit	<ul style="list-style-type: none">• Credit risk may arise from the non-performance of customers of their contractual obligations towards Wrkr and there is a risk that payments to Wrkr are delayed or not made. If a substantial portion of Wrkr's receivables are delayed for a prolonged period or are not paid, this would adversely impact Wrkr's financial performance.
Financing risk	<ul style="list-style-type: none">• There are a number of factors which may impact Wrkr's ability to secure new debt facilities, some of which are outside of the control of Wrkr, its directors and its employees.
Wrkr is subject to uninsured risks	<ul style="list-style-type: none">• Wrkr maintains an insurance program to assist in mitigating its various operational and regulatory risks. The insurance program includes (but is not limited to) Professional Indemnity & Crime and Cyber Liability Insurance which provides broad cover for privacy liability, notification expenses, regulatory investigations and fines, system damage and rectification costs, business interruption and supply chain failure. Further, Wrkr requires that its third party suppliers maintain and provide evidence of insurance cover that meets Wrkr's minimum contractual requirements.• It is possible that Wrkr's insurance may not cover or be sufficient to satisfy all claims and that Wrkr may be held liable for damages that exceed or fall outside of Wrkr's insurance cover.• Although Wrkr has insurance to cover a range of cyber security risks, such cover is subject to limitations and may not be adequate to cover all financial exposures arising from one or more cyber security breaches. Material claims against this policy may lead to increased premium on renewal and additional exclusions from future policies. In addition, there are certain types of losses (such as losses caused by war, civil disorder and acts of terrorism) that are generally not insured because they are either uninsurable or because insurance cannot be obtained on commercially reasonable terms. Should an uninsured loss or a loss in excess of insured limits occur, any resulting loss could have a material adverse effect on Wrkr's business, financial condition and results of operations.

Key risks

Capital Raising specific risks

Dilution	Investors who do not participate in the Placement or the SPP, will have their percentage security holding in Wrkr diluted. Investors may also have their investment diluted by future capital raisings by Wrkr.
Funding	The proposed use of funds set out in this presentation is based on estimates and assumptions about certain events and circumstances which have not yet taken place, and are therefore subject to variation and possible non fulfilment. There can be no assurances as to the accuracy of estimated expenditure or funding needs described in this presentation. If the Capital Raising is not fully subscribed, in the absence of other sources of funding on a timely basis, Wrkr may not be able to fund all activities.
Future capital needs	If the Capital Raising is not fully subscribed, or if Wrkr takes longer to become cash positive, it may be necessary for Wrkr to raise additional funds in order to undertake further product development or fund other working capital needs which arise. There is no assurance that such funding will be available to Wrkr in the future or that it will be available on acceptable terms.
Liquidity and realisation risk	Wrkr is a small company when compared to other companies listed on ASX. As a result there may be limited liquidity of its shares on ASX at any given time. This may increase the volatility of the market price of the shares as well as the prevailing market price at which shareholders are able to sell their shares. This may result in shareholders receiving a market price for their shares that is less than the price paid for their shares.

Key risks

General risks

<p>There are risks associated with an investment in Shares</p>	<ul style="list-style-type: none"> • There are general risks associated with investments in equity capital and shares in companies operating in the industries in which Wrkr operates. Events may occur within or outside Australia, including in the jurisdictions where Wrkr operates or plans on operating that could have an adverse effect on the global economy and fluctuations in Wrkr's share price. <p>Factors that may affect Wrkr's future performance and share price which are beyond Wrkr's control include:</p> <ul style="list-style-type: none"> • Australian and international general economic conditions (including inflation rates, the level of economic activity, interest rates and foreign currency exchange rates), changes in government policy, changes in regulatory policy, the expressed views of regulators, investor sentiment and general market movements, which may or may not have an impact on Wrkr's position; • operating results that vary from expectations of securities analysts and investors; • changes in expectations as to the Wrkr's future financial performance, including financial estimates by securities analysts and investors; • changes in market valuations of other companies operating in the same industry as Wrkr; • the announcement of acquisitions, strategic partnerships, joint ventures or capital commitments by Wrkr or its competitors; or • major events such as terrorism, an outbreak of international hostilities, fires, floods, earthquakes, labour strikes, civil wars, natural disasters, outbreaks of disease or other man-made or natural events.
<p>There may be changes in accounting standards</p>	<ul style="list-style-type: none"> • Australian accounting standards are set by the Australian Accounting Standards Board (AASB) and are outside Wrkr's control. Changes to accounting standards issued by the AASB may have a materially adverse impact on the financial performance and position of Wrkr as reported in its financial statements
<p>Adverse changes to tax laws may occur</p>	<ul style="list-style-type: none"> • Changes to the rate of taxes imposed on Wrkr or changes in tax legislation or changing interpretations enforced by taxation authorities, whether in Australia or such other foreign jurisdictions in which Wrkr may operate, may lead to an increase in Wrkr's taxation obligations and a reduction in potential shareholder returns.
<p>Force majeure events</p>	<ul style="list-style-type: none"> • Events could occur within or outside Australia that could impact the global economy and the Australian economy, the operations of Wrkr and the trading price of Wrkr shares. These events could include health crises (such as COVID-19), war, acts of terrorism, international hostilities, labour strikes, fires, floods, earthquakes and other natural or man-made events or occurrences that could have a material adverse effect on the demand for Wrkr's products and services and its ability to conduct business. Wrkr has only a limited ability to insure against some of these risks.
<p>Unforeseen risk</p>	<ul style="list-style-type: none"> • There may be other risks of which Wrkr is unaware at the time of this Presentation which may impact Wrkr, its operations and / or the valuation and performance of its shares. • The key risks disclosed in this Presentation ought not to be taken as exhaustive of the risks faced by Wrkr or by investors in Wrkr. The above risks and others not specifically referred to above may in the future materially affect Wrkr, its financial performance or the value of its shares.

Appendix B: Offer jurisdictions



Foreign Selling Restrictions

New Zealand

This document has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act 2013 (the "FMC Act"). The New Shares are not being offered to the public within New Zealand other than to existing shareholders of the Company with registered addresses in New Zealand to whom the offer of these securities is being made in reliance on the Financial Markets Conduct (Incidental Offers) Exemption Notice 2016.

Other than in the entitlement offer, the New Shares may only be offered or sold in New Zealand (or allotted with a view to being offered for sale in New Zealand) to a person who:

- Is an investment business within the meaning of clause 37 of Schedule 1 of the FMC Act;
- meets the investment activity criteria specified in clause 38 of Schedule 1 of the FMC Act;
- is large within the meaning of clause 39 of Schedule 1 of the FMC Act;
- is a government agency within the meaning of clause 40 of Schedule 1 of the FMC Act; or
- is an eligible investor within the meaning of clause 41 of Schedule 1 of the FMC Act.

Foreign Selling Restrictions

Hong Kong

WARNING: This document has not been, and will not be, registered as a prospectus under the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) of Hong Kong, nor has it been authorised by the Securities and Futures Commission in Hong Kong pursuant to the Securities and Futures Ordinance (Cap. 571) of the Laws of Hong Kong (the “SFO”). Accordingly, this document may not be distributed, and the New Shares may not be offered or sold, in Hong Kong other than to “professional investors” (as defined in the SFO and any rules made under that ordinance).

No advertisement, invitation or document relating to the New Shares has been or will be issued, or has been or will be in the possession of any person for the purpose of issue, in Hong Kong or elsewhere that is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to New Shares that are or are intended to be disposed of only to persons outside Hong Kong or only to professional investors. No person allotted New Shares may sell, or offer to sell, such securities in circumstances that amount to an offer to the public in Hong Kong within six months following the date of issue of such securities.

The contents of this document have not been reviewed by any Hong Kong regulatory authority. You are advised to exercise caution in relation to the Offer. If you are in doubt about any contents of this document, you should obtain independent professional advice.

Foreign Selling Restrictions

Singapore

This document and any other materials relating to the New Shares have not been, and will not be, lodged or registered as a prospectus in Singapore with the Monetary Authority of Singapore. Accordingly, this document and any other document or materials in connection with the offer or sale, or invitation for subscription or purchase, of New Shares, may not be issued, circulated or distributed, nor may the New Shares be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore except pursuant to and in accordance with exemptions in Subdivision (4) Division 1, Part 13 of the Securities and Futures Act 2001 of Singapore (the “SFA”) or another exemption under the SFA.

This document has been given to you on the basis that you are an “institutional investor” or an “accredited investor” (as such terms are defined in the SFA). If you are not such an investor, please return this document immediately. You may not forward or circulate this document to any other person in Singapore.

Any offer is not made to you with a view to the New Shares being subsequently offered for sale to any other party in Singapore. On-sale restrictions in Singapore may be applicable to investors who acquire New Shares. As such, investors are advised to acquaint themselves with the SFA provisions relating to resale restrictions in Singapore and comply accordingly.

Thank you & Questions



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Management Team



Trent Lund

CEO and Managing Director

Trent has over 25 years experience in technology and innovation. Trent is also CEO of Unlocked Ventures and holds numerous advisory board roles in technology & business.



Karen Gilmour

CFO

Karen has over 15 years experience in senior finance management positions across banking & finance, commodities and construction across Australia and UK.



Joe Brasacchio

CTO (Comply Path Founder)

Joe has over 20 years of experience in leading high profile digital transformations, co-design in open Data Standards development, building RegTech platforms and venturing.



Jean-Paul Seow

Head of Commercial and Alliances

Jean-Paul has over 15 years experience covering commercial, strategy and venturing. Worked across FS, Telco, Retail and Postal industries across AU, Asia and US.



Greg Tonner

Head of Growth

Greg is a strong leader with over 25 years in executing growth strategies in the software and technology sectors across Asia and the UK. Greg was CEO and led the transformation of the Queensland Cowboys.

Board



Emma Dobson
Non-Executive Chair



Paul Collins
Non-Executive Director



Randolf Clinton
Non-Executive Director



Jillian McGregor
Company Secretary

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