Monday, 29 September 2025

Notice of 2025 Annual General Meeting

Wrkr Ltd (Wrkr) (ASX:WRK), in relation to its 2025 annual general meeting, releases:

(a) Shareholder AGM Access Notice;
(b) Notice of 2025 Annual General Meeting; and
(c) Proxy Form.

The attached documents have been authorised for release by the Wrkr Board.

29 September 2025

Annual General Meeting

An Annual General Meeting of Shareholders of Wrkr Ltd (Company) will be held at the offices of Cliftons Sydney at Level 13, 60 Margaret Street, Sydney, NSW, 2000 at 11.00am (Sydney time) on Thursday 30 October 2025.

The Notice of Annual General Meeting can be viewed and downloaded at the Company's Investor Hub at https://wrk.investorhub.com/.

A complete copy of the Notice of Annual General Meeting has also been posted to the Company's ASX market announcements page under the Company's ASX code "WRK".

The Notice of Annual General Meeting includes information on participating in the meeting and the business to be considered at the meeting.

Shareholders should monitor the Company's website and ASX announcements where updates will be provided if it becomes necessary or appropriate to make alternative arrangements for the holding or conduct of the meeting.

If you are unable to attend the meeting, we encourage you to submit a proxy form as early as possible. Instructions for lodgement of proxies are in the Notice of Annual General Meeting. Proxy forms must be lodged by 11.00am (Sydney time) on Tuesday 28 October 2025.

If you are unable to access the Notice of Annual General Meeting online or you have questions regarding submission of your proxy, please contact the Company's share registry, Boardroom Pty Ltd on 1300 737 760 (within Australia) or +61 2 9290 9600 (outside Australia).

Yours sincerely,



Emma Dobson
Non-Executive Chair
E: emma.dobson@wrkr.com.au

Authorised by the Board

NOTICE OF ANNUAL GENERAL MEETING

WRKR LTD

ACN 611 202 414

11.00am (Sydney time)

Thursday 30 October 2025

To be held at the offices of Cliftons Sydney at Level 13, 60 Margaret Street, Sydney, NSW, 2000

This Notice of Annual General Meeting should be read in its entirety. If you are in doubt as to how you should vote, you should seek advice from your professional adviser.

Should you have any questions or comments in relation to this Notice of Annual General Meeting, please email the Company at investorrelations@wrkr.com.au.

CONTENTS

General Information	2
Letter from the Chair	4
Notice of Annual General Meeting	5
Explanatory Statement	8
Glossary	13

GENERAL INFORMATION

VENUE

The Annual General Meeting of the Shareholders of Wrkr Ltd (**Company**) ACN 611 202 414 to which this Notice of Annual General Meeting relates will be held at the offices of Cliftons Sydney at Level 13, 60 Margaret Street, Sydney, NSW, 2000 at 11.00am (Sydney time) on Thursday 30 October 2025.

Any Shareholders who wish to attend the Annual General Meeting should monitor the Company's website and its ASX announcements for any updates about the Annual General Meeting. If it becomes necessary or appropriate to make alternative arrangements for the holding or conducting of the meeting, the Company will make further information available through the ASX website (ASX: WRK) and on the Company's website/Investor Hub website.

OPPORTUNITY TO ASK QUESTIONS

The Annual General Meeting is an opportunity to ask questions of the Board and management on the items of business before the Annual General Meeting and the management of the Company or questions of the auditor on the conduct of the audit and the auditor's report.

Shareholders are encouraged to direct questions to the Company or auditor at investorrelations@wrkr.com.au so that they are received no later than 7.00pm Tuesday, 28 October 2025. Please use the email subject "AGM Question". Questions may also be asked in person during the Annual General Meeting.

YOUR VOTE IS IMPORTANT

The business of the Annual General Meeting affects your shareholding and your vote is important.

The Company intends to conduct a poll on the Resolutions set out in the Notice of Annual General Meeting.

VOTING IN PERSON AND BY PROXY

To vote in person, attend the Annual General Meeting on the date and at the place set out above.

You have the right to appoint a proxy of your choice. The proxy need not be a Shareholder. If you are entitled to vote two or more votes you may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If you appoint two proxies and the appointment does not specify the proportion or number of your votes, then each proxy may exercise half of the votes.

Completed Proxy Forms may be lodged as follows:

Online:

Step 1: Visit https://www.votingonline.com.au/wrkagm2025
Step 2: Enter your Postcode (if within Australia) OR Country of Residence (if outside Australia)
Step 3: Enter your Voting Access Code (VAC) – as contained in attached Proxy Form
Step 4: Follow the prompts to vote on each Resolution.

By Mail to: Boardroom Pty Limited

GPO Box 3993

Sydney NSW 2001 Australia

In Person: Boardroom Pty Limited

Level 8, 210 George Street

Sydney NSW 2000 Australia

By fax: +61 2 9290 9655

Your proxy must be received by 11.00am (Sydney time) on Tuesday 28 October 2025.

Proxy Forms and appointments received later than the above time will be invalid.

LETTER FROM THE CHAIR

Dear Shareholder

I am pleased to invite you to the Annual General Meeting of the Company which will be held at the offices of Cliftons Sydney at Level 13, 60 Margaret Street, Sydney, NSW, 2000 on Thursday 30 October 2025, commencing at 11.00am (Sydney time).

The following pages contain details of the items of business that you have the opportunity to vote on at the Annual General Meeting.

The Board encourages you to vote in favour of all of the Resolutions.

I look forward to welcoming you at the Annual General Meeting. If you are unable to attend, please ensure that you lodge a proxy by the required date and time.

Yours sincerely,



Emma Dobson
Non-Executive Chair

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of Shareholders of the Company will be held at the offices of Cliftons Sydney at Level 13, 60 Margaret Street, Sydney, NSW, 2000 at 11.00am (Sydney time) on Thursday 30 October 2025.

The Explanatory Statement to this Notice of Annual General Meeting provides information on matters to be considered at the Annual General Meeting and includes a glossary of defined terms. The Explanatory Statement, General Information section and the Proxy Form are part of this Notice of Annual General Meeting.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders at 7pm (Sydney time) on Tuesday 28 October 2025.

AGENDA

ORDINARY BUSINESS

FINANCIAL STATEMENTS AND REPORTS

To consider the financial statements of the Company for the financial year ended 30 June 2025 together with the declaration of the Directors, the Directors' report, the remuneration report and the auditor's report.

RESOLUTION 1 – REMUNERATION REPORT

To consider and, if thought fit, to pass the following Resolution as a **non-binding ordinary resolution**:

> "That the remuneration report as contained in the Directors' report of the Company for the financial year ended 30 June 2025 be adopted."

Voting exclusion

As required by the Corporations Act, the Company will in accordance with section 250R, disregard any votes cast on Resolution 1 by or on behalf of a member of the key management personnel for the Company details of whose remuneration are included in the remuneration report, or a closely related party of any such a member. However, the Company need not disregard such a vote if the vote is not cast on behalf of such a person and is cast:

(a) as a proxy by writing that specifies how the person is to vote on the Resolution; or

(b) by the chair of the meeting as a proxy, and the appointment does not specify the way the proxy is to vote and expressly authorises the chair to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the key management personnel for the Company.

The term "closely related party" in relation to a member of the key management personnel includes a spouse, child, dependent and certain other close family members as well as any companies controlled by the member.

RESOLUTION 2 – RE-ELECTION OF DIRECTOR – DUNCAN MCLENNAN

To consider and, if thought fit, to pass the following Resolution as an **ordinary resolution**:

"That Duncan McLennan, who retires in accordance with ASX Listing Rule 14.4 and clause 13.1(d) of the Company's Constitution and being eligible, offers himself for re-election, be re-elected a Director."

SPECIAL BUSINESS

RESOLUTION 3 – RATIFICATION OF PRIOR PLACEMENT SHARE ISSUE

To consider and, if thought fit, to pass the following Resolution as an **ordinary resolution**:

> "That for the purposes of ASX Listing Rule 7.4 and all other purposes, Shareholders approve the prior issue of 166,666,667 fully paid ordinary shares to institutional, professional and sophisticated investors under a placement, as detailed in the Explanatory Statement."

Voting Exclusions

In accordance with the ASX Listing Rules, the Company will disregard any votes cast in favour of Resolution 3 by or on behalf of a person who participated in the issue or an associate of that person. However, this does not apply to a vote cast in favour of Resolution 3 by:

(a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or

(b) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the chair to vote on the Resolution as the chair decides; or

(c) the holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

a. the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting on the Resolution; and

b. the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

RESOLUTION 4 – RENEWAL OF PROPORTIONAL TAKEOVER APPROVAL PROVISIONS

To consider and, if thought fit, to pass the following Resolution as a **special resolution**:

> "That the proportional takeover approval provisions contained in clause 11 of the Company's Constitution be renewed for a further 3 years with effect from the date of the Meeting."

GENERAL INFORMATION ON PROXY VOTING

It is the intention of the Chair to vote eligible undirected proxies in favour of all Resolutions.

In respect of Resolution 1, the Proxy Form contains an express authorisation for the Chair to exercise undirected proxies even though this Resolution is connected directly or indirectly with the remuneration of a member of key management personnel.

Those Shareholders appointing a proxy who do not want the Chair to cast their vote in favour of a Resolution should:

(a) appoint the Chair as proxy with a direction to cast votes in the manner directed; or

(b) appoint a person other than the Chair as proxy with or without a direction to cast votes 'for', 'against' or to 'abstain' from voting on the Resolution (as the Shareholder considers appropriate).

DATED: 29 September 2025

BY ORDER OF THE BOARD



Emma Dobson (Non-Executive Chair)

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the Annual General Meeting to be held at the offices of Cliftons Sydney at Level 13, 60 Margaret Street, Sydney, NSW, 2000 on Thursday 30 October 2025 at 11.00am (Sydney time).

The purpose of this Explanatory Statement is to provide information to assist Shareholders in deciding whether or not to pass the Resolutions in the Notice of Annual General Meeting.

FINANCIAL STATEMENTS AND REPORTS

The business of the Annual General Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2025 together with the declaration of the Directors, the Directors' report, the remuneration report and the auditor's report.

RESOLUTION 1 – REMUNERATION REPORT

The remuneration report as set out in the Directors' report in the Company's 2025 Annual Report must be put to the vote for its adoption in accordance with section 250R(2) of the Corporations Act. The vote on this resolution is advisory only and does not bind the Directors or the Company.

The remuneration report sets out the Company's remuneration arrangements for the Directors and key management personnel of the Company. The remuneration report is part of the Directors' report for the financial year ended 30 June 2025. The 2025 Annual Report of the Company (containing the remuneration report) is available on the Company's Investor Hub website at https://wrk.investorhub.com/.

Shareholders will be given a reasonable opportunity at the Annual General Meeting to ask questions about, or make comments on, the remuneration report.

If at least 25% of the votes cast are against the adoption of the remuneration report at this Annual General Meeting, and then again at the following annual general meeting, the Company will be required to put a resolution to the later annual general meeting to approve calling a further general meeting (**spill resolution**). If 50% or more of eligible votes cast are in favour of the spill resolution, the Company must convene a general meeting (**spill meeting**) within 90 days of the later annual general meeting. All of the Directors (other than the Managing Director) who were in office when the Directors' report considered at the later annual general meeting was approved, will need to stand for re-election at the spill meeting.

RESOLUTION 2 – RE-ELECTION OF DIRECTOR – DUNCAN MCLENNAN

As noted above, ASX Listing Rule 14.4 and clause 13.1(d) of the Constitution require that any Director appointed by the Board to fill a casual vacancy or as an addition to the Board holds office only until the next annual general meeting of the Company and is eligible for re-election at that meeting.

The Board appointed Duncan McLennan as a Director on 7 July 2025. The Company conducted appropriate checks into Mr McLennan's background and these checks did not reveal any information of concern.

Mr McLennan retires pursuant to ASX Listing Rule 14.4 and clause 13.1(d) of the Constitution and, being eligible, offers himself for re-election.

Mr McLennan was a partner of KPMG for more than 25 years, holding several leadership roles in Australia and overseas, including six years as National Managing Partner of KPMG Australia's Audit and Assurance division. He has extensive experience working with ASX-listed and leading global companies across many industry sectors, with specific expertise in external audit, financial reporting, accounting systems and controls, governance and risk management.

He holds a Bachelor of Economics from the University of Sydney, is a Graduate of the Australian Institute of Company Directors and is a Fellow of the Chartered Accountants of Australia and New Zealand.

In addition to his appointment to the Board, Mr McLennan was appointed as Chair of the Company's Audit, Risk and Compliance Committee.

Mr McLennan is the brother-in-law of the wife of the Company's Managing Director and Chief Executive Officer, Trent Lund. The Board is confident that this connection will not influence Mr McLennan's capacity to bring an independent judgment to bear on issues before the Board and to act in the best interests of the Company as a whole. Mr McLennan's professional career as an external auditor in the signing capacity of ASX listed companies for 25 years means he has extensive knowledge of and experience with the meaning and importance of independence and is fully aware of the fiduciary duties of directors. He is considered an independent Director by the Board.

Recommendation

The Directors (with Mr McLennan abstaining) support the re-election of Mr McLennan and recommend that Shareholders vote in favour of Resolution 2 due to Mr McLennan's expertise in audit, financial reporting, accounting systems and controls, governance and risk management.

RESOLUTION 3 – RATIFICATION OF PRIOR PLACEMENT SHARE ISSUE

Background

In August 2025, the Company successfully completed a $15 million placement (**Placement**) of 166,666,667 new fully paid ordinary shares (**Placement Shares**) to institutional, professional and sophisticated investors at a price of $0.09 per Placement Share. The Placement Shares were issued on 15 August 2025 (**Issue Date**).

ASX Listing Rules

Broadly speaking, and subject to a number of exceptions, ASX Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

The issue of the Placement Shares does not fall within any of these exceptions and as it has not yet been approved by the Company's Shareholders, it uses some of the 15% limit in ASX Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under ASX Listing Rule 7.1 for the 12 month period following the Issue Date.

ASX Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under ASX Listing Rule 7.1 and so does not reduce the company's capacity to issue further equity securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain Shareholder approval for such issues under ASX Listing Rule 7.1.

To this end, Resolution 3 seeks Shareholder approval for the issue of the Placement Shares under and for the purposes of ASX Listing Rule 7.4.

If Resolution 3 is passed, the issue of the Placement Shares will be excluded from the Company's 15% limit in ASX Listing Rule 7.1, effectively increasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the Issue Date.

If Resolution 3 is not passed, the issue of the Placement Shares will be included in the Company's 15% limit in ASX Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the Issue Date.

ASX Listing Rule 7.5 requires the following information to be provided to Shareholders:

(a) the Placement Shares were issued to institutional, professional and sophisticated investors who are not related parties of the Company. Morgans Corporate Limited acted as Lead Manager to the Placement and identified potential investors that were supportive of the Company;

(b) the number of Placement Shares issued was 166,666,667;

(c) the Placement Shares were issued on 15 August 2025 at $0.09 per Placement Share;

(d) funds raised from the issue of the Placement Shares will predominantly be used to:

- subject to successful negotiations:
    - increase workforce capacity to prepare to concurrently onboard the MUFG Retirement Solutions remaining Super Funds seeking Payday Super compliance by 1 July 2026;
    - fund the implementation of Cloud Payrolls seeking supplier changes to meet the new requirements of Payday Super and manage costs of increased transaction volumes expected;
- develop the Company's solution, sales and support capability to serve current users of the ATO Small Business Clearing House as it is decommissioned;
- fund the integration costs of a potential 'bolt on' acquisition that provides value accretive compliance moments, or alternatively accelerate the internal development of this capability in readiness for employer SaaS subscriptions;
- support working capital; and
- cover the costs associated with the Placement;

(e) Resolution 3 is subject to a voting exclusion statement (see the Notice of Annual General Meeting).

Recommendation

The Directors recommend that Shareholders vote in favour of Resolution 3.

RESOLUTION 4 – RENEWAL OF PROPORTIONAL TAKEOVER APPROVAL PROVISIONS

Clause 11 of the Constitution provides that the Company must refuse to register the transfer of Shares acquired under a proportional takeover bid unless a resolution is passed by Shareholders in general meeting approving the offer or is deemed to have been passed.

In accordance with the Corporations Act and the Constitution, clause 11 ceases to have effect three years from when the clause was renewed by a special resolution of Shareholders. Accordingly, the Directors request that Shareholders approve the renewal of the proportional takeover approval provisions as set out in clause 11 for a further 3 years with effect from the date of this Meeting.

Proportional takeover bid

A proportional takeover bid is a takeover offer sent to each Shareholder, but only for a specified proportion of the Shares (i.e. less than 100%) held by the Shareholder. Therefore, Shareholders who accept such a proportional takeover offer in full will only dispose of that specified proportion and will retain the balance of their Shares.

This may allow control of the Company to pass without Shareholders having the chance to sell all of their Shares and assist a bidder to take control of the Company without paying an adequate control premium.

Effect of the proportional takeover approval provisions

The effect of clause 11 is that in the event a proportional takeover bid is made, the Directors must ensure that a general meeting is held before the 14th day before the last day of the bid period, at which Shareholders will consider a resolution to approve the takeover bid.

A person (other than the bidder or an associate of the bidder), who as at the end of the day on which the first offer under the takeover bid is made, held bid class securities, is entitled to vote on the resolution. The vote is to be decided on a simple majority.

If the resolution is not passed, transfers which would have resulted from the acceptance of a bid will not be registered and the bid will be taken to have been withdrawn.

If the bid is approved (or taken to have been approved), the transfers must be registered if they comply with the Corporations Act and the Constitution.

The proportional takeover provisions only apply for 3 years from the date of their adoption or last renewal (after that, the provisions may be renewed by a special resolution of Shareholders). The provisions do not apply to full takeover bids.

Potential advantages and disadvantages for Directors and Shareholders

The potential advantages of clause 11 for Shareholders include the following:

(i) the right for Shareholders to meet and decide, by majority vote, whether to accept a proportional takeover bid;

(ii) it may help Shareholders to avoid being locked in holding residual Shares as a minority and may prevent a bidder acquiring control of the Company without paying an adequate control premium (i.e. paying for all of their Shares);

(iii) it increases Shareholders' bargaining power and may help ensure that any bid is adequately priced; and

(iv) knowing the view of the majority of Shareholders may help each individual Shareholder to decide whether to accept or reject the offer.

The Directors consider that the opportunity for Shareholders to vote is an advantage for the Directors because it enables the Directors to formally obtain the views of Shareholders in respect of a proportional takeover bid. It does not otherwise offer any advantage or disadvantage to the Directors (other than in their capacity as Shareholders) who remain free to make their own recommendation as to whether the bid should be accepted.

The Directors recognise that clause 11 may potentially discourage proportional takeover bids being made for Shares in the Company or reduce the likelihood of a proportional takeover succeeding, which may result in Shareholders losing an opportunity to sell some of their Shares at a premium. The inclusion of the provisions may also be considered to constitute an unwarranted additional restriction on the ability of members to freely deal with their Shares. However, the Directors consider that the potential advantages for Shareholders of the proportional takeover provisions operating for a further three years outweigh the potential disadvantages.

While the existing proportional takeover provisions have been in effect, there have been no proportional takeover bids for the Company against which the advantages or disadvantages of the provisions may be assessed.

Knowledge of Takeover Bids

As at the date of this Notice of Annual General Meeting, no Director is aware of any proposal to acquire or to increase the extent of a substantial interest in the Company.

Reasons for renewing the provision

The Directors consider it in the interests of Shareholders to continue to have the proportional takeover provisions in the Constitution, thereby giving Shareholders the opportunity to vote on any proposed proportional takeover bid. The renewal of clause 11 gives Shareholders the collective opportunity to decide whether a proportional takeover bid is acceptable and should be permitted to proceed.

If this Resolution is approved, clause 11 will be renewed for a further 3 years with effect from the date of the Meeting.

Recommendation

The Directors recommend that Shareholders vote in favour of Resolution 4.

GLOSSARY

Annual General Meeting or **AGM** or **Meeting** means the meeting convened by the Notice.

ASX Listing Rules means the Listing Rules of the ASX.

ASX means ASX Limited ACN 008 624 691.

Constitution means the Company's Constitution as in place from time to time.

Board means the board of Directors of the Company.

Company means Wrkr Ltd (ACN 611 202 414).

Corporations Act means Corporations Act 2001 (Cth).

Director means a current Director of the Company.

Dollar or **"$"** means Australian dollars.

Explanatory Statement means the Explanatory Statement accompanying the Notice.

Notice or **Notice of Meeting** or **Notice of Annual General Meeting** means this notice of annual general meeting and the explanatory statement accompanying the Notice and the Proxy Form.

Proxy Form means the Proxy Form accompanying the Notice.

Resolution means a resolution set out in the Notice.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a holder of a Share.

All Correspondence to:

By Mail Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia

By Fax: +61 2 9290 9655

Online: www.boardroomlimited.com.au

By Phone: (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 11.00am (Sydney time) on Tuesday, 28 October 2025.**

TO APPOINT A PROXY ONLINE

BY SMARTPHONE

STEP 1: VISIT https://www.votingonline.com.au/wrkagm2025

STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)

STEP 3: Enter your Voting Access Code (VAC):

Scan QR Code using smartphone
QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.
If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy
You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:
(a) complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
(b) return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item for all your securities your vote on that item will be invalid.

Proxy which is a Body Corporate
Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:
Individual: This form is to be signed by the securityholder.
Joint Holding: where the holding is in more than one name, all the securityholders should sign.
Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.
Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore before 11.00am (Sydney time) on Tuesday 28 October 2025**.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged:

Online	https://www.votingonline.com.au/wrkagm2025
By Fax	+ 61 2 9290 9655
By Mail	Boardroom Pty Limited GPO Box 3993, Sydney NSW 2001 Australia
In Person	Boardroom Pty Limited Level 8, 210 George Street Sydney NSW 2000 Australia

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration**.**

Wrkr Ltd
ABN 50 611 202 414

☐ **Your Address**
This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.
Please note, you cannot change ownership of your securities using this form.

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of **Wrkr Ltd** (Company) and entitled to attend and vote hereby appoint:

☐ the **Chair of the Meeting (mark box)**

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held at the offices of Cliftons Sydney at Level 13, 60 Margaret Street, Sydney, NSW, 2000 **on Thursday 30 October 2025, at 11.00am (Sydney time)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolution 1, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of this Resolution even though Resolution 1 is connected with the remuneration of a member of the key management personnel for the Company.

The Chair of the Meeting intends to vote all undirected proxies in favour of all Items of business (including Resolution 1). If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

STEP 2 VOTING DIRECTIONS

* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority on a poll.

		For	Against	Abstain*
Resolution 1	Remuneration Report	☐	☐	☐
Resolution 2	Re-election of Director - Duncan McLennan	☐	☐	☐
Resolution 3	Ratification of Prior Placement Share Issue	☐	☐	☐
Resolution 4	Renewal of Proportional Takeover Approval Provisions	☐	☐	☐

STEP 3 SIGNATURE OF SECURITYHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1	Securityholder 2	Securityholder 3
Sole Director and Sole Company Secretary	Director	Director / Company Secretary

Contact Name…….. Contact Daytime Telephone…….. Date / / 2025