



29 August 2019

Dear Shareholder,

### **Non-renounceable Entitlement Offer – Letter to Ineligible Shareholders**

As announced on 27 August 2019, Weebit Nano Limited (ABN 15 146 455 576) (**Company**) (ASX Code: WBT) is seeking to raise up to \$2,500,000 (before costs) by way of a non-renounceable pro rata entitlement offer (**Entitlement Offer**). The Entitlement Offer provides eligible shareholders with the opportunity to subscribe for 1 new share for every 9.5 shares held at 7.00pm (AEST) on 3 September 2019 (**Record Date**) at an issue price of \$0.39 per new share. The Entitlement Offer will not be underwritten. Shareholders who are eligible to participate in the Entitlement Offer may also apply for new shares in excess of their entitlement under the Entitlement Offer which may be satisfied out of any shortfall from the Entitlement Offer under a “top-up” facility.

If fully subscribed, the Entitlement Offer will raise gross proceeds of up to approximately \$2.5 million.

The Entitlement Offer Booklet was lodged with ASX on 27 August 2019 and is available to download from the ASX website.

This letter is to inform you that, unfortunately, you are not eligible to participate in the Entitlement Offer. **You are not required to do anything in response to this letter.**

### **Why am I not eligible to participate in the Entitlement Offer?**

The Entitlement Offer is being made to all shareholders of the Company on the Record Date whose registered address is in Australia or New Zealand, or the Company has otherwise determined is eligible to participate (**Eligible Shareholders**).

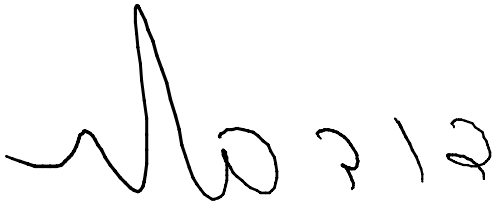
According to our records, you do not satisfy the eligibility criteria for an Eligible Shareholder set out above. Accordingly, in compliance with ASX Listing Rule 7.7.1(b) and section 9A(3)(b) of the *Corporations Act 2001* (Cth), the Company wishes to advise you that it will not be extending the Entitlement Offer to you and you will not be able to subscribe for new shares under the Entitlement Offer. You will not be sent documents relating the Entitlement Offer.

As the Entitlement Offer is non-renounceable, you will not receive any payment or value for rights in respect of any new shares that would have been offered to you if you were eligible.

The securities laws of many countries require the use of offer documents specific to that country or compliance with local laws for the Entitlement Offer to be made in those countries. Having regard to the number of shareholders in particular countries, the number and value of the Company's ordinary shares to which those shareholders would otherwise be entitled and the potential cost of compliance with local laws to make the Entitlement Offer in those countries, the Company has limited the countries in which the Entitlement Offer will be made.

On behalf of the Board of the Company, I thank you for your continued support.

Yours sincerely

A handwritten signature in black ink, appearing to read 'D Perlmutter'. The signature is fluid and cursive, with a prominent initial 'D' and a trailing flourish.

**David Perlmutter**

Chairman