

WEEBIT NANO LTD
ACN 146 455 576

PROSPECTUS

For the offer of:

- (a) 23,446,429 Options exercisable at \$0.45 each expiring at 5:00 pm (AEST) on the day occurring 18 months from the date of issue of the Options, expected to be 24 July 2020 (**Placement Options**), on the basis of one (1) free-attaching Option for every Placement Share subscribed for by Eligible Placement Participants under the Placement WBT announced on 15 June 2020 (**Placement Options Offer**);
- (b) 11,350,000 Options exercisable at \$0.45 each expiring at 5:00 pm (AEST) on the day occurring 18 months from the date of issue of the Options, expected to be 24 July 2020 at \$0.0001 per option (**Broker and Adviser Options**) to the Placement Brokers and the Advisers (**Broker and Adviser Options Offer**);
- (c) 1,785,714 Shares at \$0.28 per share (**SPP Shares**) to Eligible Shareholders (**SPP Shares Offer**); and
- (d) 1,785,714 Options exercisable at \$0.45 each expiring at 5:00 pm (AEST) on the day occurring 18 months from the date of issue of the Options, expected to be 24 July 2020 (**SPP Options**), on the basis of one (1) free-attaching Option for every SPP Share subscribed for by Eligible Shareholders under the SPP (**SPP Options Offer** and, together with the SPP Shares Offer, the **SPP Offer**).

The Placement Options Offer, the Broker and Adviser Options Offer and the SPP Offer are together, referred to as the **Offers**.

The Offers will be separated into two tranches. Tranche 1 will consist of the maximum number of Placement Shares, Placement Options and Broker and Adviser Options allowed under the Company's available placement capacity under ASX Listing Rule 7.1 and 7.1A.¹ Tranche 2 will be subject to Shareholder approval at an Extraordinary General Meeting to be held and consist of the balance of the Securities to be issued under the Offers, including all of the SPP Shares and SPP Options to be issued under the SPP. It is expected that materials in respect of that meeting will be dispatched to Shareholders by 22 June 2020 and that the meeting will be held on 23 July 2020 and all of the Offer Options will be issued on 24 July 2020.

IMPORTANT NOTICE

This document is important and should be read in its entirety. If after reading this Prospectus you have any questions about the Securities being offered under this Prospectus or any other matter, then you should consult your stockbroker, accountant or other professional adviser.

¹ Tranche 1 Placement Options and Tranche 1 Broker and Adviser Options will be issued at the same time as the SPP Options and the Tranche 2 Placement Options and Tranche 2 Broker and Adviser Options to help satisfy the ASX spread requirements for listing.

The Securities issued under this Prospectus should be considered as speculative. *If you have any questions about the SPP Offer, please contact the Company's corporate and investor relations advisor (Market Eye) on **03 9591 8904 (in Australia)** or **+61 3 9591 8904 (outside Australia)** between 9.00am to 5.30pm (Sydney time) Monday to Friday.*

Letter from the Chairman

19 June 2020

Dear Shareholder,

On behalf of the Board of Weebit Nano Ltd (**WBT or Company**), I am pleased to offer you the opportunity to participate in WBT's SPP Offer.

As announced to ASX on 15 June 2020, the Company has received commitments to raise circa \$6.6 million (**Placement**), through the issue of new shares at \$0.28, together with one free attaching Option for every Placement Share exercisable at \$0.45 each with an expiry date of 18 months from issue. The Placement will be completed in two tranches.

The Company is now pleased to offer each of its existing Eligible Shareholders the opportunity to participate in the SPP Offer on the same terms as the Placement. Eligible Shareholders will also receive free attaching Options on the same basis as under the Placement, being one (1) free-attaching Option for every SPP Share subscribed for by Eligible Shareholders under the SPP.

The SPP Offer provides you with the ability to subscribe for up to A\$30,000 worth of new ordinary shares in WBT (**New Shares**) without incurring brokerage or any other transaction costs. The SPP aims to raise A\$500,000 and is not underwritten.

WBT is continuing to make progress with the development of its Silicon Oxide Resistive RAM (SiOx ReRAM) memory technology. The funds being raised via the previously announced Placement and this SPP Offer will fund WBT to progress towards first commercial agreements, as discussions with potential customers and partners continue to progress, particularly in China where the Company is seeing strong interest.

Completing WBT's memory module for the embedded memory market, and transferring the technology to a production fab are two key near-term milestones that the Company is very focused on now achieving given the funding that will be put in place through the previously announced Placement and this SPP Offer. In addition, the Company can now accelerate its development work across both the embedded memory and standalone memory markets, making up lost time from the COVID-19 related shutdowns.

The amount that each Eligible Shareholder can apply for under the SPP Offer is capped at A\$30,000.

WBT's board may decide to, at its absolute sole discretion, scale back the number of New Shares that will be allotted under this SPP Offer. In the event that a scale-back is applied, WBT intends that the Scale-back policy applied would take into account the size of your application and the number of Shares you held as at 7.00pm (Sydney time) on Friday, 12 June 2020 (**Record Date**). You may be allocated fewer New Shares than the number for which you apply, in which case you will receive a corresponding refund of your application money without interest.

The SPP Offer is not underwritten, and is being offered to Eligible Shareholders at A\$0.28 per New Share, being the issue price of the shares offered under the Placement.

The SPP Offer is offered to all Eligible Shareholders, being registered holders on the Record Date with a registered address in Australia or New Zealand and who are not in the United States and are not U.S. persons or acting for the account or benefit of a U.S. Person and who meet certain other conditions as set out in the terms and conditions. The SPP Offer is also open to eligible Custodians who may participate on behalf of certain Eligible Beneficiaries on the terms and conditions set out in this document.

The SPP Offer provides Eligible Shareholders with an opportunity to apply to buy a parcel of New Shares in WBT valued at A\$2,500, A\$5,000, A\$7,500, A\$10,000, A\$12,500, A\$15,000, A\$17,500, A\$20,000, A\$22,500, A\$25,000, A\$27,500, or A\$30,000.

The SPP Offer opens on Monday, 22 June 2020 and is **expected to close at 5pm (Sydney time) on**

Friday, 17 July 2020.

Participation in the SPP offer is voluntary. All New Shares issued under the SPP Offer will rank equally with existing Shares and will carry the same voting rights and entitlement to receive any future distributions. No brokerage or other transaction costs apply to purchases under the SPP Offer. The issue and normal trading of New Shares and Options is expected to occur on Friday, 24 July 2020.

On behalf of the Board, we invite you to participate in the SPP Offer and thank you for your continued support of WBT.

Yours sincerely

A handwritten signature in black ink, appearing to read 'D Perlmutter', with a stylized flourish at the end.

David Perlmutter

Chairman

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Directors

David (Dadi) Perlmutter
Chairman

Jacob (Coby) Hanoch
Managing Director and CEO

Yoav Nissan-Cohen
Executive Director

Ashley Mark Krongold
Non-Executive Director

Frederick Bart
Non-Executive Director

Atiq Raza
Non-Executive Director

Company Secretary

Mark Licciardo
Mertons Corporate Services Pty Ltd
Level 7, 330 Collins Street
Melbourne VIC 3000

Registered Office

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Level 7, 330 Collins St
Melbourne VIC 3000

Telephone: +61 3 8689 9997

Website: www.weebit-nano.com
Email: info@weebit-nano.com

Solicitors

King & Wood Mallesons
Level 61, 1 Farrer Place
Sydney NSW 2000

Share Registry

Computershare Investor Services Pty
Limited Yarra Falls 452 Johnston St
Abbotsford VIC 3067

Auditor

Nexia Perth Audit Services Pty Ltd
Level 3, 88 William Street
Perth WA 6000

Corporate Adviser and Investor Relations

Market Eye Pty Ltd
Level 8, 360 Collins Street
Melbourne VIC 3000

Lead Manager

CPS Capital Group Pty Ltd
Level 45, 108 St Georges Tce
Perth WA 6000

ASX Code

WBT

2 SUMMARY OF IMPORTANT DATES AND INFORMATION

2.1 Timetable¹

Event	Date ¹
Record Date for SPP Offer	7pm (Sydney time) Friday, 12 June 2020
Lodge Prospectus with the ASIC and ASX	Friday, 19 June 2020
SPP Offer opens	Monday, 22 June 2020
SPP Offer closes	Friday, 17 July 2020
Announcement of results of SPP	Wednesday, 22 July 2020
Extraordinary General Meeting to approve the issue of the Tranche 2 Securities	Thursday, 23 July 2020
Issue of Tranche 1 Options, Tranche 2 Broker and Adviser Options and Tranche 2 Securities under the Offers	Thursday, 23 July 2020
Anticipated trading of the Offer Options and the other Tranche 2 Securities on ASX commences ²	Friday, 24 July 2020

Notes:

1. These dates are indicative only and subject to change. The Directors reserve the right to vary these dates without prior notice.
2. All Placement Options and Broker and Adviser Options will be issued at the same time as the SPP Options to help satisfy the ASX spread requirements for listing.

2.2 Important Notes

This Prospectus is dated 19 June 2020 and was lodged with the ASIC and ASX on that date. The ASIC, ASX and their respective officers take no responsibility for the contents of this Prospectus or the merits of the investment to which this Prospectus relates.

No Securities may be issued on the basis of this Prospectus later than 13 months after the date of this Prospectus.

No person is authorised to give information or to make any representation in connection with this Prospectus, which is not contained in the Prospectus. Any information or representation not so contained may not be relied on as having been authorised by the Company in connection with this Prospectus.

It is important that investors read this Prospectus in its entirety and seek professional advice where necessary. The Securities the subject of this Prospectus should be considered highly speculative.

This Prospectus is a transaction specific prospectus for an offer of continuously quoted securities (as defined in the Corporations Act) and options to acquire continuously quoted securities and has been prepared in accordance with section 713 of the Corporations Act. It does not contain the same level of disclosure as an initial public offering prospectus. In making representations in this Prospectus regard has been had to the fact that the Company is a disclosing entity for the purposes of the Corporations Act and certain matters may reasonably be expected to be known to investors and professional advisers whom potential investors may consult.

2.3 Risk factors

Potential investors should be aware that subscribing for Securities in the Company involves a number of risks. The key risk factors of which investors should be aware are set out in Section 6 of this Prospectus. These risks together with other general risks applicable to all investments in listed securities not specifically referred to, may affect the value of the Securities in the future. Accordingly, an investment in the Company should be considered highly speculative. Investors should consider consulting their professional advisers before deciding whether to apply for Securities pursuant to this Prospectus.

2.4 Taxation implications

The Directors do not consider it appropriate to give Shareholders advice regarding the taxation consequences of applying for Securities under this Prospectus.

The Company, its advisers and its officers do not accept any responsibility or liability for any such taxation consequences to Shareholders. As a result, Shareholders should consult their professional tax adviser in connection with applying for Securities under this Prospectus.

2.5 Forward-looking statements

This Prospectus contains forward-looking statements which are identified by words such as 'may', 'could', 'believes', 'estimates', 'targets', 'expects', or 'intends' and other similar words that involve risks and uncertainties.

These statements are based on an assessment of present economic and operating conditions, and on a number of assumptions regarding future events and actions that, as at the date of this Prospectus, are expected to take place.

Such forward-looking statements are not guarantees of future performance and involve known and unknown risks, uncertainties, assumptions and other important factors, many of which are beyond the control of our Company, the Directors and our management.

The Company cannot and does not give any assurance that the results, performance or achievements expressed or implied by the forward-looking statements contained in this prospectus will actually occur and investors are cautioned not to place undue reliance on these forward-looking statements.

The Company has no intention to update or revise forward-looking statements, or to publish prospective financial information in the future, regardless of whether new information, future events or any other factors affect the information contained in this prospectus, except where required by law.

These forward looking statements are subject to various risk factors that could cause our actual results to differ materially from the results expressed or anticipated in these statements. These risk factors are set out in Section 6.

The pro forma financial information provided in this Prospectus is for illustrative purposes only and is not represented as being indicative of the Company's view on its future financial condition and/or performance.

3 DETAILS OF THE OFFERS

3.1 Placement Options Offer and SPP Offer

On 15 June 2020, the Company announced:

- (a) that it had received commitments from sophisticated and professional investors to place 23,446,429 Shares at an issue price of \$0.28 per share to raise a total of \$6,600,000, together with one (1) free-attaching Option for each Share subscribed for and issued (**Placement**); and
- (b) it is undertaking an offer of SPP Shares and SPP Options to Eligible Shareholders pursuant to a share purchase plan to raise approximately \$500,000 (**SPP or Share Purchase Plan**).

The maximum amount an Eligible Shareholder can apply for under the SPP will be restricted to a cumulative total of \$30,000 (representing 107,142 Shares at an issue price of \$0.28 per Share), together with one (1) free-attaching SPP Option for each Share subscribed for and issued.

In certain circumstances, a listed company may undertake a share purchase plan in accordance with the SPP ASIC Instrument. The SPP ASIC Instrument allows a share purchase plan to be conducted without the use of a prospectus once in any consecutive 12 month period. The Company will not rely on the SPP ASIC Instrument because the SPP Options to be issued under the SPP Offer are a new class of securities not quoted on the ASX. Accordingly, the Company is undertaking the SPP Offer under this Prospectus.

The proceeds from the Placement and SPP will be used in accordance with the table set out below:

Use of Funds	%
Complete the Company's memory module development for the embedded memory market	50%
Transfer the technology to a production facility	15%
Continue "selector" development work at Leti for the standalone memory market	20%
Sales and marketing activities	5%
General working capital and the costs of the Offer	10%
Total	100%

The above table is a statement of current intentions as of the date of this Prospectus. As with any budget, intervening events and new circumstances have the potential to affect the manner in which the funds are ultimately applied. The Board reserves the right to alter the way funds are applied on that basis.

The Tranche 1 Securities represent the maximum number allowed under the Company's available placement capacity under ASX Listing Rule 7.1 and 7.1A and are not subject to Shareholder approval. The Tranche 2 Securities, including all of the SPP Shares and SPP Options, are subject to Shareholder approval.

The SPP Shares offered pursuant to the SPP Shares Offer will be fully paid and will rank equally in all respects with the Company's existing Shares on issue. A summary of the rights and liabilities attaching to the Shares is set out in Section 5.2.

The Placement Options and SPP Options offered pursuant to the Placement Options Offer and SPP Options Offer, respectively, will be issued on the terms and conditions set out in Section 5.1 of this Prospectus. Shares issued upon exercise of any Placement Options or SPP Options will be fully paid and will rank equally in all respects with the Company's existing Shares on issue. A summary of the rights and liabilities attaching to the Shares is set out in Section 5.2.

The purpose of the Placement Options Offer and SPP Offer is set out in Section 4.1.

3.2 Broker and Adviser Options Offer

In accordance with the mandate agreement, dated 1 June 2020, between the Company and the Lead Manager, the Company will issue 9,350,000 Broker and Adviser Options to the Placement Brokers each of whom is a sophisticated or professional investor.

In accordance with the mandate agreement, dated 23 January 2020, between the Company and the Corporate Adviser and amended by the Company on 7 June 2020, subject to approval from the Company's shareholders, the Company will issue 2,000,000 Broker and Adviser Options to the Corporate Adviser.

2,205,340 of the Broker and Adviser Options are Tranche 1 Securities, which are not subject to Shareholder approval. The remaining 9,144,660 Broker and Adviser Options are Tranche 2 Securities that are subject to Shareholder approval.

The Broker and Adviser Options offered pursuant to the Broker and Adviser Options Offer will be issued on the terms and conditions set out in Section 5.1 of this Prospectus.

Shares issued upon exercise of any Broker and Adviser Options will be fully paid and will rank equally in all respects with the Company's existing Shares on issue. A summary of the rights and liabilities attaching to the Shares is set out in Section 5.2.

The purpose of the Broker and Adviser Options Offer is set out in Section 4.1.

3.3 Eligible participants

Placement Options Offer

Only Eligible Investors were invited to participate in the Placement Options Offer.

Broker and Adviser Options Offer

Only the Placement Brokers and the Corporate Adviser were invited to participate in the Broker and Adviser Options Offer.

SPP Offer

(a) **(General Shareholder)** You are eligible to participate in the SPP Offer (**Eligible Shareholder**) if you were a registered holder of Shares in WBT at the SPP Record Date whose address in the Register of WBT is in Australia or New Zealand unless:

- (i) you hold Shares on behalf of another person who resides outside Australia and New Zealand;
- (ii) you are in the United States or you are a U.S. Person or are acting for the account or benefit of a U.S. Person; or
- (iii) you are ineligible to participate in the SPP Offer because of the aggregate limit explained below.

WBT has determined that, because of foreign securities laws, it is not practical for holders of Shares with registered addresses outside Australia and New Zealand to participate in the SPP Offer.

(b) **(Single Holders)** If you are the only registered holder of Shares, but you receive more than one offer under the SPP Offer (for example, due to multiple registered holdings), you may only apply for one maximum parcel of SPP Shares up to the value of \$30,000.

(c) **(Joint Holders)** If you are recorded with one or more other persons as the joint holder of Shares, that joint holding is considered to be a single registered holding for the purposes of the SPP Offer and, subject to the conditions of eligibility set out in this Section 3.3, the joint holders are entitled to participate in the SPP Offer in respect of that single holding only. Any agreement, certification or acknowledgement (including under Section 3.6(e) by one joint holder will be deemed to be given by each of the other joint holder(s)). If the same joint holders receive more than one offer under the SPP Offer due to multiple registered holdings, the joint holders may only apply for SPP Shares up to a maximum of \$30,000.

(d) **(Custodians, Trustees and Nominees)** Subject to the SPP Terms and Conditions, Eligible Shareholders who are Custodians may participate in the SPP on behalf of each Eligible Beneficiary on whose behalf the Custodian is holding Shares. If you are a Custodian within the definition of 'custodian' in the SPP ASIC Instrument and you are a Beneficiary and you apply to acquire SPP Securities on behalf of the Beneficiary, you must certify in writing to WBT a number of matters relating to such Beneficiaries in the form of a Custodian Certificate.

If you are a Custodian, please contact the Share Registry to obtain the form of Custodian Certificate that you are required to submit.

If you hold Shares as a trustee or nominee for another person, but are not a 'Custodian', you cannot participate for Beneficiaries in the manner described above. In this case, the rules for multiple single holdings (above) apply.

Nominees and other registered holders of Shares must not take up any SPP Securities on behalf of, or send any documents related to the SPP Offer to, any person in the United States, any U.S. Person or any person that is acting for the account or benefit of a U.S. Person, nor any other country outside Australia and New Zealand.

(e) **(Directors and employees of Weebit Nano)** Directors and employees of WBT who are Eligible Shareholders may participate in the SPP Offer.

3.4 Minimum subscription

There is no minimum subscription for the Offers.

3.5 Applications

Placement Options Offer

The Lead Manager separately advised the Eligible Investors of the Application procedures for the Placement Options Offer.

Broker and Adviser Options Offer

The Lead Manager separately advised the Placement Brokers of the Application procedures for the Broker and Adviser Options Offer.

SPP Offer

(a) Eligible Shareholders may apply to purchase a parcel of SPP Shares (with an equivalent number of 'free' SPP Options) above a minimum of \$2,500 and only in increments of \$2,500, up to a maximum of \$30,000. If you are an Eligible Shareholder and wish to participate in the SPP Offer, you must follow the instructions on the personalised Application Form available online at <https://wbtspp.thereachagency.com> on the SPP Offer Open date and make a payment by BPAY® equivalent to the value of the parcel of SPP Securities you wish to apply for, by using your customer reference number (which is required to identify your holding) and the biller code, so that payment is received by the Share Registry by 5.00pm (Sydney time) on the SPP Closing Date.

Payments must be denominated in Australian dollars only.

When you pay by BPAY® you do not need to send your completed Application Form as receipt of your BPAY® payment will be taken by WBT as your application.

Your own financial institution may implement earlier cut off times for electronic payments and you should take this into consideration when paying by BPAY®. Your financial institution may have set a limit on the amount that you can pay by BPAY®.

- (b) Receipts for payment will not be issued.
- (c) If you apply for SPP Securities under the SPP Offer, you will apply for a certain value, rather than a certain number, of SPP Securities. Subject to Section 3.6(g), WBT will divide the parcel value you select by \$0.28 to determine the number of SPP Shares and SPP Options for which you have applied (rounded down to the nearest whole number of SPP Shares and SPP Options). Any balance of money sent by you that is remaining as a result of rounding will be refunded to you except where the amount is less than \$2.00 (or an amount advised by WBT) in which instance it will be retained by WBT or donated to charity (at WBT's discretion).
- (d) You will not be charged brokerage or other transaction costs on the acquisition of any SPP Securities.
- (e) Eligible Shareholders who receive more than one offer under the SPP Offer (e.g. because they hold Shares in more than one capacity) may apply on different Application Forms for SPP Securities but may not apply for SPP Securities with an aggregate value of more than \$30,000.
- (f) If you are a Custodian, you may spend up to \$30,000 applying for SPP Securities for each underlying Eligible Beneficiary subject to you annexing to your Application Form a Custodian Certificate for the total of your application addressed to WBT with the information set out in paragraph 8(3) of the SPP ASIC Instrument.
- (g) WBT may accept or reject your application for SPP Securities, either in whole or in part, in its absolute discretion. For example, WBT may reject your application in any of the following circumstances (among others):
 - (i) your application does not comply with the SPP Terms and Conditions;
 - (ii) it appears that you are applying to purchase a number of SPP Securities that will mean that your Aggregate SPP Participation will exceed \$30,000;
 - (iii) payment of the application monies is submitted by cheque, bank draft or money order;
 - (iv) your Bpay® payment is received after the SPP Closing Date. Late or otherwise incomplete or invalid payments will be refunded to you; or
 - (v) WBT believes you are not an Eligible Shareholder (subject to compliance with any applicable ASIC or ASX requirements).

3.6 Other Terms and Conditions of the SPP

- (a) **(SPP Opening Date and SPP Closing Date)** The SPP Offer opens at 9.00am (Sydney time) on Monday, 22 June 2020 and is scheduled to close at 5.00pm (Sydney time) on Friday, 17 July 2020. WBT reserves the right to change the closing date of the SPP Offer. No late applications will be accepted.
- (b) **(Application Amounts)** The minimum application amount under the SPP Offer is \$2,500, subject to any Scale-back. All applications must be in increments of \$2,500. Applications under the SPP Offer may only be made for the following amounts:

- (i) \$2,500;
- (ii) \$5,000;
- (iii) \$7,500;
- (iv) \$10,000;
- (v) \$12,500;
- (vi) \$15,000;
- (vii) \$17,500;
- (viii) \$20,000;
- (ix) \$22,500;
- (x) \$25,000;
- (xi) \$27,500; and
- (xii) \$30,000.

(c) **(Number of SPP Securities to be issued)** If you apply for SPP Securities, you will apply for a certain value, rather than a certain number, of SPP Securities. If your application is accepted, WBT will divide the value of your application monies \$0.28 in order to determine the number of SPP Shares and equal number of 'free' SPP Options which, subject to scale back, will be issued to you. If this calculation produces a fractional number, the number of SPP Securities you are issued will be rounded down to the nearest whole number of SPP Securities (refer to Section 3.6(g) for information on rounding in the event of a Scale-back).

(d) **(Refunds)** In the event of: (i) Scale-back in accordance with Section 3.6(g); or (ii) where the unallocated money of an individual application is greater than \$2.00 in accordance with Section 3.5(c), the difference between the value of the SPP Securities you are issued (calculated using an issue price of \$0.28 per share) and the application money you paid will be refunded to you by WBT, without interest, following issuance of the SPP Securities.

(e) **(Effect of making an Application)** If you submit a BPAY® payment:

- (i) you represent, warrant, and acknowledge that you have read and understood the terms and provisions of this Prospectus;
- (ii) you warrant that you are an Eligible Shareholder and are eligible to participate in the SPP for the amount of your application;
- (iii) you represent, acknowledge and agree that you are not in the United States and are not a U.S. Person and are not acting for the account or benefit of a U.S. Person (in which case, you will not be eligible to participate in respect of that person), and that you are subscribing for or purchasing the SPP Securities in an "offshore transaction" (as defined in Rule 902(h) under the U.S. Securities Act) in compliance with Regulation S under the U.S. Securities Act;
- (iv) you understand and acknowledge that the SPP Securities have not been, and will not be registered under the U.S. Securities Act or the securities laws of any other jurisdiction in United States;

- (v) if in the future you decide to sell or otherwise transfer the SPP Securities, you will only do so in regular way transactions on the ASX where neither you nor any person acting on your behalf know, or has reason to know, that the sale has been pre-arranged with, or that the purchaser is, a person in the United States or a U.S. Person or is acting for the account or benefit of a U.S. Person;
- (vi) you are not engaged in the business of distributing securities and you have not sent, and you agree not to send, release or distribute this Prospectus, the Application Form, or copies thereof, or any other materials relating to the SPP Offer to any person in the United States or to any person who is, or is acting for the account or benefit of, a U.S. Person;
- (vii) if you are acting as a trustee, nominee or Custodian, each Beneficiary on whose behalf you are participating is resident in Australia and is not in the United States or a U.S. Person and is not acting for the account or benefit of a U.S. Person and you have not sent this Prospectus, the Application Form or any other materials or information relating to the SPP Offer to any such person;
- (viii) you will not deposit the SPP Securities into any unrestricted depository receipt facility established or maintained by a depository bank;
- (ix) you irrevocably and unconditionally agree to the SPP Terms and Conditions and the terms of the Application Form and agree not to do any act or thing that would be contrary to the spirit, intention or purpose of the SPP Offer or the SPP Terms and Conditions;
- (x) you acknowledge your application is irrevocable and unconditional (that is, cannot be withdrawn);
- (xi) you certify that the total of the application price for the following does not exceed \$30,000:
 - (A) SPP Securities under the SPP Offer the subject of this application;
 - (B) any other SPP Securities under the SPP Offer or any Shares that you acquired under any similar arrangement in the 12 months before the date of your application;
 - (C) any other New Shares which you have instructed a Custodian to acquire on your behalf under the SPP Offer; and
 - (D) any other Shares or Options issued to a Custodian in the 12 months before the date of your application as a result of an instruction to apply for Shares on your behalf under an arrangement similar to the SPP Offer given by you to the Custodian or a Downstream Custodian (as defined in the SPP ASIC Instrument), even though you may have received more than one offer under the SPP Offer or received offers in more than one capacity under the SPP Offer;
- (xii) if you are a Custodian, you warrant that you have provided a Custodian Certificate to WBT (in a form that is true, correct and not misleading) and make the additional representations contained in the Custodian Certificate;
- (xiii) you warrant that all details and statements in your Application Form are true and complete and not misleading;

- (xiv) you authorise WBT to correct minor or easily rectified errors in, or omissions from, your Application Form and to complete the Application Form by inserting any missing minor detail;
 - (xv) you acknowledge that WBT may determine that your Application Form is valid, in accordance with the SPP Terms and Conditions, even if the Application Form is incomplete, contains errors or is otherwise defective;
 - (xvi) you accept the risk associated with any refund that may be sent to your address or to your nominated bank account as shown on the Register;
 - (xvii) you acknowledge that no interest will be paid on any application money paid in connection with this SPP Offer and that are held pending the allotment of SPP Securities or subsequently refunded to you for any reason;
 - (xviii) you acknowledge that you have not been provided with investment advice or financial product advice or tax advice by WBT or the Share Registry and that neither of them has any obligation to provide this advice in relation to your consideration as to whether or not to participate in, or the extent of such participation in, the SPP Offer;
 - (xix) you acknowledge that WBT and its officers and agents are not liable for any exercise of its discretions referred to in the SPP Terms and Conditions;
 - (xx) you agree to be bound by the Constitution of WBT (as amended from time to time);
 - (xxi) you authorise WBT, and its officers and agents, to do anything on your behalf necessary for SPP Securities to be issued to you in accordance with the SPP Terms and Conditions; and
 - (xxii) you agree that when you have previously provided WBT or the Share Registry with bank account details for the purpose of direct credit of WBT dividends, any refund to be paid to you under the SPP Terms and Conditions may be direct credited into that nominated account.
- (f) **(Waiver, Amendment, Suspension and Withdrawal)** WBT may, at its discretion, waive compliance with any provision of the SPP Terms and Conditions amend or vary the SPP Terms and Conditions (including the timetable for the SPP) or suspend or withdraw, suspend or terminate the offer made under the SPP Offer at any time and in its absolute discretion. Any such waiver, amendment, variation, suspension or withdrawal will be binding on all Eligible Shareholders even where WBT does not give notice of the event. However, the rights of any Eligible Shareholders in connection with any SPP Securities that have been duly issued and allotted to that person before the occurrence of any such waiver, amendment, variation, suspension or withdrawal will not be affected as a result of any such occurrence. In the event that the SPP is withdrawn or terminated all of your application monies will be refunded to you. No interest will be paid on any money returned to you.
- (g) **(Scale-back):**
- (i) The SPP Offer aims to raise \$500,000. WBT may, in its absolute discretion, reduce the number of SPP Securities allotted to each applicant to the extent and in the manner that it sees fit, including if the aggregate amount applied for by all Eligible Shareholders exceeds WBT's requirements (**Scale-back**). If undertaken, the Scale-back will take into account the application size of each applicant and the number of Shares held on the Record Date.
 - (ii) If there is a Scale-back, you may receive less than the parcel of SPP Securities for which you have applied.

- (iii) If there is a Scale-back, the difference between the application money received from you, and the number of SPP Shares allocated to you multiplied by the issue price of \$0.28 per SPP Share, will be refunded by WBT, without interest, following allotment.
- (iv) If a Scale-back produces a fractional number of SPP Securities when applied to your parcel, the number of SPP Securities you will be allotted will be rounded down to the nearest whole number of SPP Securities.
- (h) **(Dispute Resolution)** WBT may settle in any manner it thinks fit, any difficulties, anomalies or disputes that may arise in connection with or by reason of the operation of the SPP Offer. The decision of WBT will be conclusive and binding on all participants and other persons to whom the determination relates. WBT's rights may be exercised by the Board or any delegate of the Board. The powers of WBT under these terms and conditions may be exercised by the Directors or any delegate or representative of the Directors or senior officers of WBT.
- (i) **(Governing Law)** The SPP Terms and Conditions are governed by the laws in force in New South Wales. Any dispute arising out of or in connection with the SPP Terms and Conditions, or the offer of SPP Securities, will be determined by the courts of New South Wales. By accepting the SPP Offer, you agree to submit to the exclusive jurisdiction of the courts in New South Wales. Other terms and conditions, rights and obligations of New Shares are contained in the Constitution of WBT. The SPP Terms and Conditions prevail to the extent of any inconsistency with the Application Form.

3.7 Underwriting

The Offers are not underwritten.

3.8 Shares will be quoted. Options will be quoted subject to satisfying the ASX's requirements for quotation, including minimum spread

Subject to the Corporations Act and the Listing Rules, application will be made to ASX no later than 7 days after the date of this Prospectus for Official Quotation of the Securities under the Offers.

If ASX does not grant Official Quotation of the Shares offered pursuant to this Prospectus before the expiration of 3 months after the date of issue of the Prospectus (or such period as varied by the ASIC), the Company will not issue any Shares.

The fact that ASX may grant Official Quotation to the Securities is not to be taken in any way as an indication of the merits of the Company or the Securities now offered for subscription.

3.9 Issue

Securities issued pursuant to the Offers will be issued in accordance with the ASX Listing Rules and timetable set out in Section 2.1.

Holding statements for Securities issued under the Offers will be mailed in accordance with the ASX Listing Rules and timetable set out in Section 2.1.

3.10 Overseas shareholders

The distribution of this Prospectus outside the Commonwealth of Australia may be restricted by law.

This Offers do not, and are not intended to, constitute an offer in any place or jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer or to issue this Prospectus.

Residents of countries outside Australia should consult their professional advisers as to whether any government or other consents are required, or whether any formalities need to be observed should they wish to make an application to take up Securities on the basis of this Prospectus. The return of a duly completed Application Form will be taken to constitute a representation and warranty that there has been no breach of such laws and that all approvals and consents have been obtained.

3.11 Enquiries

Any questions concerning the Offers should be directed to the Corporate Adviser on 03 9591 8904 (in Australia) or +61 3 9591 8904 (outside Australia) between 9.00am to 5.30pm (Sydney time) Monday to Friday.

4 PURPOSE AND EFFECT OF THE OFFERS

4.1 Purpose of the Offers

Placement Options Offer

The purpose of the Placement Options Offer is to issue 23,446,429 Placement Options to Eligible Investors who participated in the Placement.

The Placement Options are being offered under this Prospectus to allow the Placement Options, and Shares issued on the exercise of any of the Placement Options, to be on-sold within 12 months of their issue without a disclosure document or 'cleansing statement' being issued for those Placement Options or Shares, that otherwise would be required under the Corporations Act to on-sell those Placement Options or Shares within 12 months of their issue.

No funds will be raised from the issue of the Placement Options pursuant to the Placement Options Offer as the Placement Options are free attaching to Placement Shares subscribed for under the Placement.

Broker and Adviser Options Offer

The purpose of the Broker and Adviser Options Offer is to issue 6,350,000 Broker and Adviser Options to the Placement Brokers on the basis of one option for every \$1 raised under the Placement, a further 3,000,000 Broker and Adviser Options to the Lead Manager for advising on the Placement and a further 2,000,000 Broker and Adviser Options to the Corporate Adviser for advising on the Offers.

The Broker and Adviser Options are being offered under this Prospectus to allow the Broker and Adviser Options, and Shares issued on the exercise of any of the Options, to be on-sold within 12 months of their issue without a disclosure document or 'cleansing statement' being issued for those Broker and Adviser Options or Shares, that otherwise would be required under the Corporations Act to on-sell those Broker and Adviser Options or Shares within 12 months of their issue.

\$1,135 will be raised from the issue of the Broker and Adviser Options pursuant to the Broker and Adviser Options Offer as the Broker and Adviser Options are issue for at \$0.0001 per option.

SPP Offer

The purpose of the SPP Offer is to raise approximately \$500,000 through the issue of up to 1,785,714 SPP Shares to Eligible Shareholders who participated in the SPP.

The SPP Shares are being offered under this Prospectus to allow them to be:

- (a) offered to Eligible Shareholders; and
- (b) on-sold within 12 months of their issue without a disclosure document or 'cleansing statement' being issued at the time of the on-sale, that otherwise would be required under the Corporations Act.

The SPP Options are being offered under this Prospectus to allow:

- (a) the SPP Options to be offered to Eligible Shareholders; and
- (b) the SPP Options, and Shares issued on the exercise of any of the SPP Options, to be on-sold within 12 months of their issue without a disclosure document or 'cleansing statement' being issued for those SPP Options or Shares, that otherwise would be

required under the Corporations Act to on-sell those SPP Options or Shares within 12 months of their issue.

No funds will be raised from the issue of the SPP Options pursuant to the SPP Options Offer as the SPP Options are free attaching to SPP Shares subscribed for under the SPP.

4.2 Effect of the Offers

The principal effect of the Offers, assuming all Securities offered under the Prospectus pursuant to the Offers are issued, will be to:

- increase the number of Shares currently on issue by 1,785,714 Shares; and
- increase the number of Options currently on issue by 36,582,143 Options.²

4.3 Effect on capital structure

The effect of the Offers on the capital structure of the Company, assuming the maximum number of Securities offered under this Prospectus are issued, is set out below.

Shares ¹	Number
Shares currently on issue	72,512,734
Shares to be issued pursuant to the SPP	1,785,714
Total Shares on issue after completion of the Offers	74,298,448

Notes:

1. The rights and liabilities attaching to Shares are summarised in Section 5.2 of this Prospectus.

Options	Number
Options on issue as at the date of this Prospectus ¹	8,577,096
Options offered pursuant to the Placement Options Offer	23,446,429
Options to be issued pursuant to the Broker and Adviser Options Offer	11,350,000
Options offered pursuant to the SPP Offer	1,785,714
Total Options on issue after completion of the Offers	45,159,239

Notes:

1. Comprising:
- a) 1,977,096 Options – Exercise price \$0.75, expiry 30 June 2020
 - b) 1,120,000 Options – Exercise price \$0.43875, expiry 2 October 2021
 - c) 180,000 Options – Exercise price \$1.3125, expiry 12 October 2022
 - d) 180,000 Options – Exercise price \$1.53125, expiry 12 October 2022
 - e) 160,000 Options – Exercise Price \$1.565, expiry 15 February 2028
 - f) 160,000 Options – Exercise Price \$1.445, expiry 1 January 2028
 - g) 160,000 Options – Exercise Price \$1.2725, expiry 5 March 2028
 - h) 800,000 Options – Exercise Price \$0.8475, expiry 16 October 2028
 - i) 290,000 Options – Exercise Price \$1.7175, expiry 29 January 2028
 - j) 400,000 Options – Exercise price \$0.43875, expiry 1 October 2027
 - k) 240,000 Options – Exercise Price \$0.4286, expiry 14 April 2029
 - l) 160,000 Options – Exercise Price \$0.4468, expiry 14 August 2029

² Assuming 1,785,714 SPP Shares and 1,785,714 SPP Options are issued under the SPP.

- m) 900,000 Options – Exercise Price \$0.74, expiry 14 August 2029
- n) 1,300,000 Options – Exercise Price \$0.54, expiry 14 August 2029
- o) 450,000 Options – Exercise Price \$0.54, expiry 14 August 2029
- p) 100,000 Options – Exercise Price \$0.39, expiry 16 October 2029

Performance Rights	Number
Performance Rights on issue as at the date of this Prospectus ¹	1,000,741
Performance Rights to be issued pursuant to the Offers	Nil
Total Performance Rights on issue upon completion of the Offers	1,000,741

Notes:

1. Comprising:
2. 230,741 Performance Rights – expiring 30 July 2021
3. 176,000 Performance Rights – expiring 29 January 2028
4. 128,000 Performance Rights – expiring 5 March 2028
5. 210,000 Performance Rights – expiring 1 October 2027
6. 64,000 Performance Rights – expiring 20 May 2023
7. 128,000 Performance Rights – expiring 14 August 2029
8. 64,000 Performance Rights – expiring 15 February 2028

4.4 Pro-forma statement of financial position

The Company's reviewed consolidated statement of financial position as at 31 December 2019 and unaudited pro-forma statement of financial position as at 31 December 2019 shown below have been prepared on the basis of the accounting policies normally adopted by the Company and reflect the changes to its financial position.

The pro-forma statement of financial position has been prepared assuming no Options are exercised after the date of this Prospectus but prior to the issue of the Options under this Prospectus and including the cash impact of expenses relating to the Offer.

The pro-forma statement of financial position has been prepared to provide investors with information on the assets and liabilities of the Company and pro-forma assets and liabilities of the Company as noted below. The historical and pro-forma financial information is presented in an abbreviated form, insofar as it does not include all of the disclosures required by Australian Accounting Standards applicable to annual and interim financial statements.

	Reviewed 31 Dec 2019 AU\$	Subsequent Events AU\$	Pro forma adjustments AU\$	Pro Forma 31 Dec 2019 AU\$
CURRENT ASSETS				
Cash and cash equivalents	2,071,025	1,450,000	6,312,700	9,833,725
Other receivables	370,387	-	-	370,387
	2,441,412	1,450,000	6,312,700	10,204,112
NON CURRENT ASSETS				
Deposits	13,223	-	-	13,223
Right of use assets	159,033	-	-	159,033
Plant and equipment	68,425	-	-	68,425
	240,681	-	-	240,681
CURRENT LIABILITIES				
Trade and other payables	574,007	-	-	574,007
Lease liability	94,644	-	-	94,644
	668,651	-	-	668,651
NON CURRENT LIABILITIES				
Lease liability	70,140	-	-	70,140
	70,140	-	-	70,140
NET ASSETS	1,943,302	1,943,302	6,312,700	9,706,002
EQUITY				
Issued capital	34,281,267	-	6,312,700	40,593,967
Reserves	6,488,642	-	-	6,488,642
Accumulated losses	(38,826,607)	1,450,000	-	(37,376,607)
TOTAL EQUITY	1,943,302	1,943,302	6,312,700	9,706,002

Basis of Preparation

The pro forma statement of financial position has been prepared in accordance with the ASIC Regulatory Guide 230 relating to Disclosing non-IFRS Financial Information. The pro forma statement of financial positions has been prepared on a going concern basis, which contemplates the continuity of normal business activity and the realisation of assets and settlement of liabilities in the normal course of business.

The pro forma statement of financial position is based on the reviewed financial position as at 31 December 2019 that has then been adjusted to reflect the following material transactions:

Subsequent events

On 27 April 2020, it was announced on the ASX that the Group had received the equivalent of ~AU\$1.45 million in relation to the French government's R&D incentive, for research and development work carried out in France during 2019;

Pro Forma Adjustments

The following transactions are yet to occur, but are proposed to occur immediately before or following completion of the Offer:

- (a) The issue of 23,446,429 ordinary shares at an issue price of \$0.28 per share to raise a total of \$6,565,000 before costs, together with one free-attaching option for each share subscribed for and issued. Each option is exercisable at \$0.45 each and has an expiry date 18 months from issue.
- (b) The issue of 1,785,814 ordinary shares at an issue price of \$0.28 per share to raise a total of \$500,000 before costs, together with one free-attaching option for each share subscribed for and issued. Each option is exercisable at \$0.45 each and has an expiry date 18 months from issue.
- (c) The issue of 1 option for every dollar raised for brokerage services, to a total of 6,350,000 options. Each option is exercisable at \$0.45 each and has an expiry date 18 months from issue.
- (d) The issue of 3,000,000 options to the Lead Manager for advising on the Placement. Each option is exercisable at \$0.45 each and has an expiry date 18 months from issue.
- (e) The issue of 2,000,000 to the Corporate Adviser for advising on the Offers. The options have an exercise price of \$0.45 and an expiry date of 18 months from issue.
- (f) The payment of the remaining cash costs related to the Offer are estimated to be \$752,000.

The Pro Forma Historical Financial Information has been presented in abbreviated form and does not contain all the disclosures usually provided in an Annual Report prepared in accordance with the *Corporations Act 2001*.

4.5 Details of substantial holders

As at the date of this Prospectus no persons (together with their associates) have a relevant interest in 5% or more of the Shares on issue.

There will be no change to the substantial holders on completion of the Offers.

5 RIGHTS AND LIABILITIES ATTACHING TO SECURITIES

5.1 Options

The Placement Options and Broker and Adviser Options entitle the holder to subscribe for Shares on the following terms and conditions:

(a) **Entitlement**

Each Option entitles the holder to subscribe for one Share upon exercise of the Option.

(b) **Exercise Price**

Subject to paragraph 5.1(i), the amount payable upon exercise of each Option will be \$0.45 (**Exercise Price**).

(c) **Expiry Date**

Each Option will expire at 5:00 pm (Sydney time) on the day occurring 18 months from the date of issue of the Options, expected to be 24 July 2020, namely 23 January 2022 (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

The Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

(e) **Notice of Exercise**

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(f) **Exercise Date**

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

(g) **Timing of issue of Shares on exercise**

Within 15 Business Days after the Exercise Date, the Company will:

- (i) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company; and
- (ii) if admitted to the official list of ASX at the time, apply for Official Quotation on ASX of Shares issued pursuant to the exercise of the Options.

(h) **Shares issued on exercise**

Shares issued on exercise of the Options rank equally with the then issued shares of the Company.

(i) **Reconstruction of capital**

If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

(j) **Participation in new issues**

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.

(k) **Change in exercise price**

An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.

(l) **Transferability**

The Options are transferable subject to any restriction or escrow arrangements imposed by the ASX or under applicable Australian securities laws.

(m) **Quotation**

The Company will apply for quotation of the Options on the official list of the ASX.

5.2 Shares

The following is a summary of the more significant rights and liabilities attaching to Shares. This summary is not exhaustive and does not constitute a definitive statement of the rights and liabilities of Shareholders. To obtain such a statement, persons should seek independent legal advice.

Full details of the rights and liabilities attaching to Shares are set out in the Constitution, a copy of which is available for inspection at the Company's registered office during normal business hours:

(a) **General meeting and notices**

Each member is entitled to receive notice of, and to attend and vote at, general meetings of the Company and to receive all notices, accounts and other documents required to be sent to members under the Constitution, the Corporations Act or the ASX Listing Rules.

(b) **Voting rights**

Subject to any rights or restrictions for the time being attached to any class or classes of shares, at a general meeting of the Company every holder of fully paid ordinary shares present in person or by an attorney, representative or proxy has one vote on a show of hands (unless a member has appointed 2 proxies) and one vote per share on a poll.

A person who holds a share which is not fully paid is entitled, on a poll, to a fraction of a vote equal to the proportion which the amount paid bears to the total issue price of the share.

Where there are 2 or more joint holders of a share and more than one of them is present at a meeting and tenders a vote in respect of the share, the Company will count only the vote cast by the member whose name appears first in the Company's Register of members.

(c) **Issues of further Shares**

The Directors may, on behalf of the Company, issue, grant options over unissued shares to any person on the terms, with the rights, and at the times that the Directors decide. However, the Directors must act in accordance with the restrictions imposed by the Constitution, Listing Rules, the Corporations Act and any rights for the time being attached to the shares in any special class of those shares.

(d) **Variation of Rights**

Unless otherwise provided by the terms of issue of a class of shares and subject to the Corporations Act, the rights attached to the shares in any class may be varied or cancelled only with the written consent of the holders of at least three-quarters of the issued shares of the affected class, or by special resolution passed at a separate meeting of the holders of the issued shares of the affected class.

(e) **Transfer of Shares**

Subject to the Constitution, the Corporations Act and ASX Listing Rules, Shares are freely transferable.

The Shares may be transferred by a proper transfer effected in accordance with the ASX Settlement Operating Rules, by any other method of transferring or dealing with Shares introduced by ASX and as otherwise permitted by the Corporations Act or by a written instrument of transfer in any usual form or in any other form approved by either the Directors or ASX that is permitted by the Corporations Act.

The Directors may decline to register a transfer of Shares (other than a proper transfer in accordance with the ASX Settlement Operating Rules) where permitted to do so under the ASX Listing Rules. If the Directors decline to register a transfer, the Company must, within 5 Business Days after the transfer is delivered to the Company, give the party lodging the transfer written notice of the refusal and the reason for the refusal. The Directors must decline to register a transfer of Shares when required by law, by the ASX Listing Rules or by the ASX Settlement Operating Rules.

(f) **Dividends**

The Directors may from time to time determine dividends to be distributed to members according to their rights and interests. The Directors may fix the time for distribution and the methods of distribution.

Each share carries the right to participate in the dividend in the same proportion that the amount for the time being paid on the share (not credited) bears to the total amounts paid and payable (excluding amounts credited) in respect of such shares.

(g) **Dividend reinvestment and Share plans**

Subject to the requirements in the Corporations Act and the ASX Listing Rules, the Directors may implement and maintain dividend reinvestment plans (under which any member may elect that dividends payable by the Company be reinvested by way of subscription for fully paid shares in the Company).

(h) **Capitalisation of profits**

Subject to the ASX Listing Rules and any rights or restrictions attaching to any class of shares, the Company may capitalise profits. Members are entitled to participate in a capital distribution in the same proportions in which they are entitled to participate in dividends.

(i) **Winding-up**

Subject to the rights of holders of shares with special rights in a winding-up and the Corporations Act, if the Company is wound up all monies and property that are to be distributed among Shareholders on a winding-up, shall be distributed in proportion to the Shares held by them respectively, irrespective of the amount paid-up or credited as paid-up on the Shares.

(j) **Shareholder liability**

As the Shares issued will be fully paid shares, they will not be subject to any calls for money by the Directors and will therefore not become liable for forfeiture.

(k) **Alteration of Constitution**

In accordance with the Corporations Act, the Constitution can only be amended by a special resolution passed by at least three quarters of Shareholders present and voting at the general meeting. In addition, at least 28 days written notice specifying the intention to propose the resolution as a special resolution must be given.

6 RISK FACTORS

6.1 Introduction

This Section describes the key risks of investing in WBT. You should consult your own professional, financial, legal and tax advisers about the risks and suitability of investing in light of your particular circumstances.

This is not an exhaustive list of the relevant risks and the risks set out below are not in order of importance. The risks set out below and other risks not specifically referred to may in the future materially adversely affect the value of the WBT's shares and their performance. Accordingly, no assurance or guarantee of future performance or profitability is given by WBT in respect of the WBT's shares.

In deciding whether to invest in WBT, you should read this Prospectus in its entirety and carefully consider the risks outlined in this Section. You should also consider publicly available information on WBT and examine the full content of this Prospectus.

6.2 COVID-19 Business Risks

Even though WBT is pre-revenue, WBT's operating and financial performance is influenced by a variety of domestic and global general economic and business conditions. A prolonged deterioration in general economic conditions, including a decrease in business demand, would likely have a material adverse effect on WBT's prospects or financial condition (or both). This risk is heightened in the current uncertain economic environment.

In light of recent global macroeconomic events, including but not limited to the global impact of COVID-19, it is likely that the world economy will experience an economic downturn of uncertain severity and duration. Furthermore, the containment measures implemented in response to COVID-19 are expected to result in significant and prolonged dislocation to economies globally, including in the markets in which WBT operates.

There are also other changes in the macroeconomic environment which are also beyond the control of WBT and may be exacerbated in an economic recession or downturn. These include, but are not limited to:

- changes in inflation, interest rates and foreign currency exchange rates;
- changes in employment levels and labour costs;
- changes in aggregate investment and economic output; and
- other changes in economic conditions which may affect the revenue or costs of WBT.

In particular, the inability for WBT's people to travel and temporary shutdowns of certain facilities of WBT's partners will delay the progress of technological development and commercialization.

Due to the impact of COVID-19, many of these factors are in a state of change, and may have an adverse impact on the financial position and prospects of WBT in the future. If market conditions continue to deteriorate, WBT may need to take additional measures in order to respond, including cost cutting and delays to development plans.

6.3 Risks in Respect of WBT's Current Operations

(a) Funding risk

WBT currently operates on a negative cash operating basis in that its operating expenses exceed its revenue, which is negligible. The Placement is not underwritten. There is no guarantee that the monies raised under the capital raising will be

adequate or sufficient to achieve its stated objectives or meet the ongoing funding requirements of WBT under its current business plan.

If the capital raising does not achieve the amount of capital sought, or WBT requires access to further funding at any stage in the future, there can be no assurance that additional funds will be available either at all or on terms and conditions which are commercially acceptable to WBT. If WBT is unable to obtain such capital, it may be required to reduce the scope of its anticipated activities, which could adversely affect its business, financial condition and operating results. If sufficient funding is not raised, the embedded memory module which is closer to generating revenue, may need to be prioritised over discrete memory. This is the case particularly given the challenges of developing selectors.

(b) **Existing technology risks**

Current memory storage technologies like DRAM, NAND Flash and NOR Flash face technological barriers to meet long term customer requirements and demands. These barriers include the ability to reduce costs, improve power consumption and improve reliability. Existing memory technologies may however be able to overcome these barriers and remain as the leading and customer preferred technology.

(c) **Competition and new technologies**

The industry in which WBT is involved is subject to increasing domestic and global competition which is fast-paced and fast-changing. There are various companies working to develop alternative data storage solutions, including the development of technologies that are based on the concept of ReRAM.

While WBT will undertake all reasonable due diligence in its business decisions and operations, WBT will have no influence or control over the activities or actions of its competitors, whose activities or actions may positively or negatively affect the operating and financial performance of WBT's projects and business. For instance, new technologies could result in the ReRAM Technology not being differentiated from other similar offerings.

The size and financial strength of some of WBT's competitors may make it difficult for it to maintain a competitive position in the technology market. The key competition risk is in achieving appreciable market share and differentiation from its key competitors.

(d) **Sales and marketing success**

WBT is seeking to develop and market the ReRAM technology. By its nature, there is no guarantee that the ReRAM technology development and marketing campaign will be successful. In the event that it is not successful, WBT may encounter difficulty creating market awareness of the ReRAM technology. This would likely have an adverse impact on WBT's potential profitability.

Even if WBT does successfully commercialise the ReRAM technology, there is a risk WBT will not achieve an acceptable commercial return. For example, new technology may overtake WBT's technology.

(e) **Staff Risk**

There is a risk that knowledge will be lost in the event that development staff who have knowledge of the technology and business staff resign or retire. This involves the risk that those staff will have information in respect of WBT's intellectual property which has a commercial value, as well as an opportunity cost for replacement of those staff and subsequent training.

(f) **Protection of intellectual property rights**

WBT continues to pursue intellectual property protection in the form of patents for newly developed technologies. However, if WBT fails to protect its intellectual property rights, competitors may gain access to its technology which may harm its business.

Securing rights to intellectual property, and in particular patents, is an integral part of securing potential product value from the development of information technology. Competition in retaining and sustaining protection of intellectual property and the complex nature of intellectual property can lead to expensive and lengthy patents disputes for which there can be no guaranteed outcome.

Legal standards relating to the validity, enforceability and scope of protection of intellectual property rights are uncertain. Effective patent, trademark, copyright and trade secret protection may not be available to WBT in every country in which the ReRAM technology may eventually be sold. Accordingly, despite its efforts, WBT may not be able to prevent third parties from infringing upon or misappropriating the intellectual property.

Market conditions depending, WBT may be required to incur significant expenses in monitoring and protecting future intellectual property rights. It may initiate or otherwise be involved in litigation against third parties for infringement, or to establish the validity, of its rights. Any litigation, whether or not it is successful, could result in significant expense to WBT and cause a distraction to management.

In addition, unauthorised use of the "Weebit" brand in counterfeit products or services may not only result in potential revenue loss, but also have an adverse impact on its brand value and perceptions of its product qualities.

(g) **Currency Risk**

WBT expects to derive a majority of its revenue in US dollars. WBT will also be required to pay fees in the currency for the State of Israel (shekel), the Australian dollar and Euro. Accordingly, changes in the exchange rate between the US dollar and Euro, the US dollar and the Australian dollar or the Israel shekel and the Australian dollar or the Australian dollar and Euro would be expected to have a direct effect on the performance of WBT.

6.4 **General risks**

(a) **Share Price Fluctuations**

The market price of WBT's securities will fluctuate due to various factors, many of which are non-specific to WBT, including recommendations by brokers and analysts, Australian and international general economic conditions, inflation rates, interest rates, changes in government, fiscal, monetary and regulatory policies, global geo political events and hostilities and acts of terrorism, and investor perceptions. Fluctuations such as these may adversely affect the market price of the WBT's securities. Neither WBT nor the Directors warrant the future performance of WBT or any return on investment in WBT.

(b) **Economic Risks**

WBT is exposed to economic factors in the ordinary course of business. A number of economic factors / conditions, both domestic and global, affect the performance of financial markets generally, which could affect the price at which the WBT's securities trade on ASX. Among other things, adverse changes in macroeconomic conditions, including movements on international and domestic stock markets, interest rates, exchange rates, cost and availability of credit, general consumption and consumer

spending, input costs, employment rates and industrial disruptions, inflation and inflationary expectations and overall economic conditions, economic cycles, investor sentiment, political events and levels of economic growth, both domestically and internationally, as well as government taxation, fiscal, monetary, regulatory and other policy changes may affect the demand for, and price of, the WBT's securities and adversely impact WBT's business, financial position and operating results. Trading prices can be volatile, and volatility can be caused by general market risks such as those that have been mentioned. Securities in WBT may trade at or below the price at which they commence trading on ASX including as a result of any of the factors that have been mentioned, and factors such as those mentioned may also affect the income, expenses and liquidity of WBT. Additionally, the stock market can experience price and volume fluctuations that may be unrelated or disproportionate to the operating performance of WBT.

(c) **Taxation**

Future changes in taxation law in the jurisdictions in which WBT operates, including changes in interpretation or application of the law by the courts or taxation authorities in those jurisdictions, may affect taxation treatment of an investment in the WBT's securities, or the holding and disposal of those securities. Further, changes in tax law, or changes in the way tax law is expected to be interpreted, in the various jurisdictions in which WBT operates, may impact the future tax liabilities of WBT.

(d) **Accounting Standards**

WBT prepares its general-purpose financial statements in accordance with International Financial Reporting Standards (IFRS) and the *Corporations Act 2001* (Cth). Accounting Standards are subject to amendment from time to time, and any such changes may impact on WBT's statement of financial position or statement of financial performance.

(e) **Forward-Looking Statements**

There can be no guarantee that the assumptions and contingencies on which the forward-looking statements, opinions, estimates, timelines and milestones are based will ultimately prove to be valid or accurate. The forward-looking statements, opinions and estimates depend on various factors, including known and unknown risks, many of which are outside the control of WBT. Actual performance of WBT may materially differ from forecast performance.

(f) **Dividend Guidance**

No assurances can be given in relation to the payment of future dividends. Future determinations as to the payment of dividends by WBT will be at the discretion of WBT and will depend upon the availability of profits, the operating results and financial conditions of WBT, future capital requirements, covenants in relevant financing agreements, general business and financial conditions and other factors considered relevant by WBT. No assurance can be given in relation to the level of tax deferral of future dividends. Tax deferred capacity will depend upon the amount of capital allowances available and other factors.

(g) **Changes in Applicable Law and Regulations**

WBT is subject to the usual business risk that there may be changes in laws, regulations and government policy which may affect its operations and/or financial performance. Such changes may impact income or operational expenditure. WBT is also subject to the usual risks to changes in taxation regimes and Accounting Standards. There can be no assurance that such changes will not have a material adverse effect on WBT's business, operational performance or financial results or returns to Shareholders. Adverse changes to tax law may also reduce WBT's

capacity to claim research and incentive grants or rebates, thereby increasing expenses and reducing WBT's assets.

Incidents involving China's or the region's security may cause uncertainty in the Chinese markets and may adversely affect the Chinese economy and WBT's activities in the region. Export growth continues to be a major driver of China's rapid economic growth. Reduction in spending on Chinese products and services, institution of tariffs or other trade barriers or a downturn in any of the economies of China's key trading partners may have an adverse impact on the Chinese economy. The ongoing trade war between China and the United States and the increasing regulatory intervention in markets, in particular the United States attempts to limit China's access to cutting-edge technology owned by the US companies and companies of its allies, may restrict the WBT's ability to exploit its technology as expeditiously as possible. Events such as these and their consequences are difficult to predict, and it is unclear whether further tariffs or barriers may be imposed, or other escalating actions may be taken in the future.

(h) Cost Inflation

Higher than expected inflation rates generally, or specific to the technology industry, could be expected to increase operating and development costs and potentially reduce the value of future project developments. While, in some cases, such cost increases might be offset by increased selling prices, there is no assurance that this would be possible or that WBT will be in its production and supply phase of its business when this occurs.

(i) Quotation of Options

WBT intends for the Placement Options, Broker and Adviser Options and SPP Options (**Options**) to be quoted on the ASX. Accordingly, WBT will apply for Official Quotation of the Options in accordance with the timetable set out in the ASX Listing Rules. However, the quotation of the Options is subject to the satisfaction of the ASX Listing Rules requirements (including, the spread requirements). While the Tranche 1 Placement Options and Tranche 1 Broker and Adviser Options are not subject to Shareholder approval, they will be issued at the same time as the SPP Options, Tranche 2 Placement Options and Tranche 2 Broker and Adviser Options to help satisfy the spread requirements under the ASX Listing Rules. However, if WBT does not ultimately receive sufficient applications for Options to satisfy these requirements (or does not otherwise satisfy the requirements), the Company will withdraw the application for Official Quotation in respect of the Options and the Options will not be quoted and will remain unlisted, until such time as WBT can satisfy the ASX Listing Rule requirements.

6.5 General Risks Relating to WBT

(a) Additional Requirements for Capital

The capital requirements of WBT depend on numerous factors. Depending on the ability of WBT to generate income from its operations, WBT may require further financing in addition to amounts raised under the Placement. Any additional equity financing will dilute shareholdings, and debt financing, if available, may involve restrictions on financing and operating activities. If WBT is unable to obtain additional financing as needed, it may be required to reduce the scope of its anticipated activities which could adversely affect its business, financial condition and operating results.

(b) Reliance on Key Management

The responsibility of overseeing the day-to-day operations and the strategic management WBT depends substantially on its senior management and Directors.

There can be no assurance that there will be no detrimental impact on the performance of WBT or its growth potential if one or more of these employees cease their employment and suitable replacements are not identified and engaged in a timely manner.

(c) Active market for Shares

There can be no assurance that there will be, or continue to be, an active market for WBT's securities or that the price of WBT's securities will increase. As a result, investors may, upon selling their securities, receive a market price for their securities that is less than the price of the WBT's securities offered pursuant to the Placement.

(d) Trading Price of Shares

WBT's operating results, economic and financial prospects and other factors will affect the trading price of the WBT's securities. In addition, the price of WBT's securities is subject to varied and often unpredictable influences on the market for equities, including, but not limited to general economic conditions including the performance of the Australian dollar on world markets, inflation rates, foreign exchange rates and interest rates, variations in the general market for listed stocks in general, changes to government policy, legislation or regulation, industrial disputes, general operational and business risks and hedging or arbitrage trading activity that may develop involving the WBT's securities.

In particular, the share prices for many companies have been and may in the future be highly volatile, which in many cases may reflect a diverse range of non-company specific influences such as global hostilities and tensions relating to certain unstable regions of the world, acts of terrorism and the general state of the global economy. No assurances can be made that WBT's market performance will not be adversely affected by any such market fluctuations or factors.

(e) Litigation Risks

In the ordinary course of conducting its business, WBT is exposed to potential litigation and other proceedings, including through claims of breach of agreements, intellectual property infringement or in relation to employees (through personal injuries, occupational health and safety or otherwise). If such proceedings were brought against WBT, it would incur considerable defence costs (even if successful), with the potential for damages and costs awards against WBT if it were unsuccessful, which could have a significant negative financial effect on WBT's business. Changes in laws can heighten litigation risk (for example, antitrust and intellectual property). Circumstances may also arise in which WBT, having received legal advice, considers that it is reasonable or necessary to initiate litigation or other proceedings, including for example to protect its intellectual property rights.

(f) Economic Risks

General economic conditions, movements in interest and inflation rates and currency exchange rates may have an adverse effect on WBT's activities, as well as on its ability to fund those activities.

Further, share market conditions may affect the value of WBT's securities regardless of WBT's operating performance. Share market conditions are affected by many factors such as:

- (i) general economic outlook;
- (ii) interest rates and inflation rates;
- (iii) currency fluctuations;

- (iv) changes in investor sentiment toward particular market sectors;
- (v) the demand for, and supply of, capital; and
- (vi) terrorism or other hostilities.

(g) Force Majeure

WBT, now or in the future, may be adversely affected by risks outside the control of WBT including labour unrest, civil disorder, war, subversive activities or sabotage, extreme weather conditions, fires, floods, explosions or other catastrophes, epidemics or quarantine restrictions.

(h) Acquisitions

As part of its business strategy, WBT may make acquisitions of, or significant investments in, companies, products, technologies and/or products that are complementary to WBT's business. Any such future transactions are accompanied by the risks commonly encountered in making acquisitions of companies, products and technologies, such as integrating cultures and systems of operation, relocation of operations, short term strain on working capital requirements, achieving the sales and margins anticipated and retaining key staff and customer and supplier relationships.

(i) Joint Venture Parties, Agents, Suppliers, Distributors and Contractors

WBT is unable to predict the risk of financial failure or default by a participant in any joint venture to which WBT is or may become a party or the insolvency or managerial failure by any of the contractors used by WBT in any of its activities or the insolvency or other managerial failure by any of the other service providers used WBT for any activity. WBT engages with various third parties to assist with different stages of the research and development process, including agents, suppliers, distributors and contractors. It continues to actively seek new ones. There is no guarantee that these third parties will comply with their respective contractual obligations. This could adversely impact WBT's progress and cause delays in research or production, or cost increases.

(j) Insurance and Uninsured Risks

Although WBT maintains insurance to protect against certain risks in such amounts as it considers to be reasonable, its insurance will not cover all the potential risks associated with its operations and insurance coverage may not continue to be available or may not be adequate to cover any resulting liability. It is not always possible to obtain insurance against all such risks and WBT may decide not to insure against certain risks because of high premiums or other reasons.

6.6 Investment Speculative

The above list of risk factors ought not to be taken as exhaustive of the risks faced by WBT or by investors in WBT. The above factors, and others not specifically referred to above may, in the future, materially affect the financial performance of WBT and the value of WBT's securities.

7 ADDITIONAL INFORMATION

7.1 Litigation

As at the date of this Prospectus, the Company is not involved in any legal proceedings and the Directors are not aware of any legal proceedings pending or threatened against the Company.

7.2 Continuous disclosure obligations

The Company is a “disclosing entity” (as defined in section 111AC of the Corporations Act) for the purposes of section 713 of the Corporations Act and, as such, is subject to regular reporting and disclosure obligations. Specifically, like all listed companies, the Company is required to continuously disclose any information it has to the market which a reasonable person would expect to have a material effect on the price or the value of the Company’s securities.

This Prospectus is a “transaction specific prospectus”. In general terms a “transaction specific prospectus” is only required to contain information in relation to the effect of the issue of securities on a company and the rights attaching to the securities. It is not necessary to include general information in relation to all of the assets and liabilities, financial position, profits and losses or prospects of the issuing company.

This Prospectus is intended to be read in conjunction with the publicly available information in relation to the Company which has been notified to ASX and does not include all of the information that would be included in a prospectus for an initial public offering of securities in an entity that is not already listed on a stock exchange. Investors should therefore have regard to the other publicly available information in relation to the Company before making a decision whether or not to invest.

Having taken such precautions and having made such enquires as are reasonable, the Company believes that it has complied with the general and specific requirements of ASX as applicable from time to time throughout the 3 months before the issue of this Prospectus which required the Company to notify ASX of information about specified events or matters as they arise for the purpose of ASX making that information available to the stock market conducted by ASX.

Information that is already in the public domain has not been reported in this Prospectus other than that which is considered necessary to make this Prospectus complete.

The Company, as a disclosing entity under the Corporations Act states that:

- (a) it is subject to regular reporting and disclosure obligations;
- (b) copies of documents lodged with the ASIC in relation to the Company (not being documents referred to in section 1274(2)(a) of the Corporations Act) may be obtained from, or inspected at, the offices of the ASIC; and
- (c) it will provide a copy of each of the following documents, free of charge, to any person on request between the date of issue of this Prospectus and the Closing Date:
 - (i) the annual financial report most recently lodged by the Company with the ASIC;
 - (ii) any half-year financial report lodged by the Company with the ASIC after the lodgement of the annual financial report referred to in (i) and before the lodgement of this Prospectus with the ASIC; and
 - (iii) any continuous disclosure documents given by the Company to ASX in accordance with the ASX Listing Rules as referred to in section 674(1) of the

Corporations Act after the lodgement of the annual financial report referred to in (i) and before the lodgement of this Prospectus with the ASIC.

Copies of all documents lodged with the ASIC in relation to the Company can be inspected at the registered office of the Company during normal office hours.

Details of documents lodged by the Company with ASX since the date of lodgement of the Company's latest annual financial report and before the lodgement of this Prospectus with the ASIC are set out in the table below.

Date	Description of Announcement
18/06/2020	Appendix 2A
15/06/2020	Appendix 3B – Proposed issue of securities
15/06/2020	Investor Presentation
15/06/2020	Weebit Nano undertakes upsized \$6.6 million Placement
09/06/2020	Trading Halt
29/04/2020	Q3FY20 Activities Update and Appendix 4C
27/04/2020	French R&D incentive received
16/04/2020	Market Briefing interview with Chairman & CEO
23/03/2020	COVID-19 market update
12/03/2020	Change of Director's Interest Notice - Yoav Nissan-Cohen
12/03/2020	Change of Director's Interest Notice - Coby Hanoach
05/03/2020	Cleansing notice under section 708A of the Corporations Act
05/03/2020	Appendix 2A
28/02/2020	Appendix 4D & Interim Financial Report - 31 December 2019
24/02/2020	Weebit Nano and SiEn sign Letter of Intent
20/02/2020	Weebit and Silvaco develop new ReRAM simulation capabilities
10/02/2020	Weebit launches program to address discrete memory market
07/02/2020	Weebit Nano to showcase neuromorphic demo at ISSCC 2020
29/01/2020	Q2FY20 Activities Update and Appendix 4C
24/01/2020	Appointment of Company Secretary
20/12/2019	Resignation of Company Secretary
12/12/2019	Weebit Nano ReRAM technology verified by XTX
06/12/2019	Weebit Nano and Leti file three new patents

Date	Description of Announcement
25/11/2019	Leti test results show efficiency improvements
29/10/2019	Q1FY20 Activities Update and Appendix 4C
25/10/2019	Appendix 3B
02/10/2019	Final Director's Interest Notice - Yossi Keret
02/10/2019	Change of Director's Interest Notice - Atiq Raza
02/10/2019	Change of Director's Interest Notice-David Perlmutter
02/10/2019	Change of Director's Interest Notice - Yoav Nissan-Cohen
02/10/2019	Change of Director's Interest Notice - Ashley Krongold
02/10/2019	Change of Director's Interest Notice - Coby Hanoch
02/10/2019	Change of Director's Interest Notice - Fred Bart
01/10/2019	Retirement of Non-executive Director, Yossi Keret
27/09/2019	Appendix 3B
26/09/2019	Results of Annual General Meeting
26/09/2019	2019 AGM Presentation
25/09/2019	Closure of Entitlement Offer and Shortfall Notice
23/09/2019	Amendment in Consulting Agreement - Dr Yoav Nissan-Cohen
18/09/2019	Non-renounceable Entitlement Offer - Closing Date Reminder
12/09/2019	Extension of Closing Date of Entitlement Offer
06/09/2019	Entitlement Offer - Despatch of Offer Document Completed
05/09/2019	2019 Annual General Meeting - Update to Details
04/09/2019	Appendix 3B - Correction
04/09/2019	Cleansing notice under section 708A of the Corporations Act
04/09/2019	Appendix 3B
29/08/2019	Notice of Annual General Meeting/Proxy Form
29/08/2019	Letter to Ineligible Shareholders - Entitlement Offer
29/08/2019	Letter to Eligible Shareholders - Entitlement Offer
29/08/2019	Appendix 3B - Placement
29/08/2019	Cleansing Notice - Placement

Date	Description of Announcement
28/08/2019	Letter to Option Holders - Entitlement Offer
28/08/2019	Appendix 4G

ASX maintains files containing publicly available information for all listed companies. The Company's file is available for inspection at ASX during normal office hours.

The announcements are also available through the Company's website www.weebit-nano.com.

7.3 Market price of shares

The Company is a disclosing entity for the purposes of the Corporations Act and its Shares are enhanced disclosure securities quoted on ASX.

The highest, lowest and last market sale prices of the Shares on ASX during the three months immediately preceding the date of lodgement of this Prospectus with the ASIC and the last dates of those respective sales were:

	Price	Date
Highest	\$0.43	29 April 2020
Lowest	\$0.20	23 March 2020
Last	\$0.36	8 June 2020

7.4 Interests of Directors

Other than as set out in this Prospectus, no Director or proposed Director holds, or has held within the 2 years preceding lodgement of this Prospectus with the ASIC, any interest in:

- (a) the formation or promotion of the Company;
- (b) any property acquired or proposed to be acquired by the Company in connection with:
 - (i) its formation or promotion; or
 - (ii) the Offers; or
- (c) the Offers,

and no amounts have been paid or agreed to be paid and no benefits have been given or agreed to be given to a Director or proposed Director:

- (d) as an inducement to become, or to qualify as, a Director; or
- (e) for services provided in connection with:
 - (i) the formation or promotion of the Company; or
 - (ii) the Offers.

Security holdings

The relevant interest of each of the Directors in the securities of the Company as at the date of this Prospectus is set out in the table below:

Director	Shares	Options	Performance Rights
David (Dadi) Perlmutter	1,456,603	1,300,000	-
Ashley Mark Krongold	1,429,150	100,000	-
Jacob (Coby) Hanoch	354,101	2,420,000	210,000
Yoav Nissan-Cohen	187,032	720,000	136,000
Frederick (Fred) Bart	399,809	260,000	128,000
Atiq Raza	133,077	260,000	128,000

Remuneration

The remuneration of an executive Director is decided by the Board, without the affected executive Director participating in that decision-making process. The total maximum remuneration of non-executive Directors is determined by ordinary resolution of Shareholders in general meeting in accordance with the Constitution, the Corporations Act and the ASX Listing Rules, as applicable. The determination of non-executive Directors' remuneration within that maximum will be made by the Board having regard to the inputs and value to the Company of the respective contributions by each non-executive Director.

A Director may be paid fees or other amounts (i.e. non-cash performance incentives such as Options, subject to any necessary Shareholder approval) as the other Directors determine where a Director performs special duties or otherwise performs services outside the scope of the ordinary duties of a Director. In addition, Directors are also entitled to be paid reasonable travelling, hotel and other expenses incurred by them respectively in or about the performance of their duties as Directors.

The following table shows the total (and proposed) annual remuneration paid to both executive and non-executive Directors:

Director	Remuneration for year ended 30 June 2018 (\$)	Remuneration for year ended 30 June 2019 (\$)	Proposed remuneration for current financial year¹ (\$)
David (Dadi) Perlmutter	98,306	240,273	327,657
Ashley Mark Krongold	549,000	45,000	54,782
Jacob (Coby) Hanoch	796,740	1,191,723	1,160,867

Yoav Nissan-Cohen	231,765	232,233	257,327
Frederick (Fred) Bart	78,984	82,873	105,110
Atiq Raza ²	N/A	N/A	110,765

Notes:

1. Total expected remuneration includes share based payment (Dadi Perlmutter – \$227,661, Ashley Mark Krongold – \$9,782, Coby Hanoach – \$589,236, Yoav Nissan-Cohen - \$111,866, Fred Bart – \$60,110, Atiq Raza – \$65,765).
2. Appointed on 1 July 2019.

Interests of experts and advisers

Other than as set out below or elsewhere in this Prospectus, no:

- (a) person named in this Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus; or
- (b) promoter of the Company;
- (c) underwriter (but not a sub-underwriter) to the issue or a financial services licensee named in this Prospectus as a financial services licensee involved in the issue,

holds, or has held within the 2 years preceding lodgement of this Prospectus with the ASIC, any interest in:

- (d) the formation or promotion of the Company;
- (e) any property acquired or proposed to be acquired by the Company in connection with:
 - (i) its formation or promotion; or
 - (ii) the Offers; or
- (f) the Offers,

and no amounts have been paid or agreed to be paid and no benefits have been given or agreed to be given to any of these persons for services provided in connection with:

- (g) the formation or promotion of the Company; or
- (h) the Offers.

7.5 Consents

Chapter 6D of the Corporations Act imposes a liability regime on the Company (as the offeror of the securities), the Directors, the persons named in the Prospectus with their consent as proposed Directors, any underwriters, persons named in the Prospectus with their consent having made a statement in the Prospectus and persons involved in a contravention in relation to the Prospectus, with regard to misleading and deceptive statements made in the Prospectus. Although the Company bears primary responsibility for the Prospectus, the other parties involved in the preparation of the Prospectus can also be responsible for certain statements made in it.

Each of the parties referred to in this Section:

- (a) does not make, or purport to make, any statement in this Prospectus other than those referred to in this Section; and
- (b) to the maximum extent permitted by law, expressly disclaim and take no responsibility for any part of this Prospectus other than a reference to its name and a statement included in this Prospectus with the consent of that party as specified in this Section.

King & Wood Mallesons has given its written consent to being named as the legal adviser to the Company in this Prospectus. King & Wood Mallesons has not withdrawn its consent prior to the lodgement of this Prospectus with the ASIC.

CPS has given its written consent to being named as the lead manager in this Prospectus. CPS has not withdrawn its consent prior to the lodgement of this Prospectus with the ASIC.

Market Eye has given its written consent to being named as the corporate adviser to the Company in this Prospectus. Market Eye has not withdrawn its consent prior to the lodgement of this Prospectus with the ASIC.

Nexia has given its written consent to being named as auditor and provider of due diligence services in this Prospectus. Nexia has not withdrawn its consent prior to the lodgement of this Prospectus with the ASIC.

Computershare has given its written consent to being named as registry in this Prospectus. Computershare has not withdrawn its consent prior to the lodgement of this Prospectus with the ASIC.

7.6 Expenses of the Offers

The total expenses of the Offers are estimated to be approximately \$731,954 (excluding GST) and are expected to be applied towards the items set out in the table below:

Fees	\$
ASIC	3,206
ASX	17,948
Lead Manager	393,900
Legal	120,000
Corporate Advisory	131,900
Computershare	50,000
Investigating Accountant	15,000
Total	731,954

7.7 Financial forecasts

The Directors have considered the matters set out in ASIC Regulatory Guide 170 and believe that they do not have a reasonable basis to forecast future earnings on the basis that the operations of the Company are inherently uncertain. Accordingly, any forecast or projection information would contain such a broad range of potential outcomes and possibilities that it is not possible to prepare a reliable best estimate forecast or projection.

7.8 Clearing House Electronic Sub-Register System (CHES) and Issuer Sponsorship

The Company will not be issuing share or option certificates. The Company is a participant in CHES, for those investors who have, or wish to have, a sponsoring stockbroker. Investors who do not wish to participate through CHES will be issuer sponsored by the Company. Because the sub-registers are electronic, ownership of securities can be transferred without having to rely upon paper documentation.

Electronic registers mean that the Company will not be issuing certificates to investors. Instead, investors will be provided with a statement (similar to a bank account statement) that sets out the number of Shares or Options issued to them under this Prospectus. The notice will also advise holders of their Holder Identification Number or Security Holder Reference Number and explain, for future reference, the sale and purchase procedures under CHES and issuer sponsorship. Further monthly statements will be provided to holders if there have been any changes in their security holding in the Company during the preceding month.

7.9 Privacy Act

If you complete an application for Securities, you will be providing personal information to the Company (directly or by the Company's share registry). The Company collects, holds and will use that information to assess your application, service your needs as a holder of equity securities in the Company, facilitate distribution payments and corporate communications to you as a Shareholder and carry out administration.

The information may also be used from time to time and disclosed to persons inspecting the Register, bidders for your securities in the context of takeovers, regulatory bodies, including the Australian Taxation Office, authorised securities brokers, print service providers, mail houses and the Company's share registry.

You can access, correct and update the personal information that we hold about you. Please contact the Company or its share registry if you wish to do so at the relevant contact numbers set out in this Prospectus. Collection, maintenance and disclosure of certain personal information is governed by legislation including the *Privacy Act 1988* (Cth) (as amended), the Corporations Act and certain rules such as the ASX Settlement Operating Rules. You should note that if you do not provide the information required on the application for Shares, the Company may not be able to accept or process your application.

8 DIRECTORS' AUTHORISATION

This Prospectus is issued by the Company and its issue has been authorised by a resolution of the Directors.

In accordance with section 720 of the Corporations Act, each Director has consented to the lodgement of this Prospectus with the ASIC.



Mr Coby Hanoch
CEO and Managing Director
For and on behalf of
WEEBIT NANO LTD

\$ means the lawful currency of the Commonwealth of Australia.

AEST means Australian Eastern Standard Time.

Aggregate SPP Participation means the aggregate value of SPP Securities applied for under the SPP Offer.

Application means an application made to subscribe for Securities offered under this Prospectus.

Application Form means the application form either attached to or accompanying this Prospectus.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by it as the context requires.

ASX Listing Rules means the listing rules of the ASX.

ASX Settlement Operating Rules means the settlement rules of the securities clearing house which operates CHESS.

Beneficiary means a person on whose behalf a Custodian holds registered Shares.

Board means the board of Directors unless the context indicates otherwise.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day and any other day that ASX declares is not a business day.

Company or **WBT** means Weebit Nano Ltd (ACN 146 455 576).

Constitution means the constitution of the Company as at the date of this Prospectus.

Corporate Adviser means Market Eye Pty Ltd (Australian Financial Services Licence No 517703).

Corporations Act means the Corporations Act 2001 (Cth).

Custodian means a custodian as defined in paragraph 4 of the SPP ASIC Instrument.

Custodian Certificate means a certificate which certifies the information set out in paragraph 8(3) of the SPP ASIC Instrument.

Directors means the directors of the Company as at the date of this Prospectus.

Eligible Beneficiary means a Beneficiary of a Custodian with a registered address in Australia as at the Record Date, provided that such Beneficiary is not in the United States and is not acting for the account or benefit of a person in the United States.

Eligible Investors means a "sophisticated investor" or "professional investor" (within the meaning of sections 708(8) and 708(11) of the Corporations Act).

Eligible Placement Participants means Eligible Investors who have subscribed for Shares in the Placement.

Eligible Shareholder has the meaning give in Section 3.3(a).

Group means the Company and its Subsidiaries.

Lead Manager means CPS Capital Group Pty Ltd (Australian Financial Services Licence No 294848).

Offer Options means the Placement Options, Broker and Adviser Options and SPP Options.

Official Quotation means official quotation on ASX.

Option means an option to acquire a Share.

Optionholder means a holder of an Option.

Placement has the meaning given in Section 3.1.

Placement Brokers means the Lead Manager and other brokers for the Placement offer nominated by the Lead Manager.

Placement Shares means Shares issued at \$0.28 per share to Eligible Investors under the Placement.

Prospectus means this prospectus.

Register means the register of WBT Shareholders maintained by the Share Registry.

Scale-back means the right of WBT, in its absolute discretion, to reduce the number of SPP Securities allotted to each applicant under Section 3.6(g).

Section means a section of this Prospectus.

Securities means Shares and/or Options.

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

Share Registry means Computershare Investor Services Pty Limited (ABN 48 078 279 277).

Shareholder means a registered holder of a Share.

SPP means share purchase plan for Eligible Shareholders offered under this Prospectus.

SPP ASIC Instrument means *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547*.

SPP Closing Date means 5.00pm (Sydney time) on Friday, 17 July 2020, or such other date determined by WBT.

SPP Offer means the SPP Shares Offer and the SPP Options Offer.

SPP Opening Date means 9.00am (Sydney time) on Monday, 22 June 2020.

SPP Terms and Conditions means the terms and conditions of the SPP Offer set out in this Prospectus, including the Application Form.

SPP Record Date means 7:00pm (Sydney time) on Friday, 12 June 2020.

SPP Securities means the SPP Shares and SPP Options to be offered under the SPP.

Subsidiary has the meaning given in the Corporations Act.

Tranche 1 Securities means 7,876,215 Placement Shares, 7,876,215 Placement Options and 2,205,340 Broker and Adviser Options.

Tranche 2 Securities means 15,570,214 Placement Shares, 15,570,214 Placement Options, 9,144,660 Broker and Adviser Options, 1,785,714 SPP Shares and 1,785,714 SPP Options.

United States has the meaning given to this term in Rule 902(l) under the U.S. Securities Act.

U.S. Person has the meaning given to it in Rule 902(k) under the U.S. Securities Act.

U.S. Securities Act means the U.S. Securities Act of 1933, as amended.