

WEEBIT NANO LTD

ACN 146 455 576

NOTICE OF ANNUAL GENERAL MEETING

AND

EXPLANATORY STATEMENT TO SHAREHOLDERS

FOR AN ANNUAL GENERAL MEETING OF SHAREHOLDERS TO BE HELD ON

WEDNESDAY, 30 NOVEMBER 2016 AT,

SUITE 8, 55 HAMPDEN ROAD NEDLANDS, WESTERN AUSTRALIA

AT 10:00AM WST

IMPORTANT INFORMATION

This is an important document that should be read in its entirety.

If you do not understand it you should consult your professional advisers without delay.

You are encouraged to attend the meeting, but if you cannot, you are requested to

Complete and return the enclosed Proxy Form to

PO Box 994, Subiaco WA 6904, Australia

or by facsimile on facsimile number +61 (0) 8 9389 5885

(no later than 10:00AM WST on 28 November 2016)

WEEBIT NANO LTD
ACN 146 455 576

NOTICE OF MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting of the members of Weebit Nano Ltd ("**Radar**" or "**the Company**") will be held on the date and at the location and time specified below:

DATE: 30 November 2016
LOCATION: Suite 8, 55 Hampden Road, Nedlands Western Australia 6009
TIME: 10:00AM WST

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Statement and the Proxy Form are part of this Notice of Meeting.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders of the Company at 5:00pm WST on 28th November 2016.

BUSINESS

The business to be transacted at this Annual General Meeting is to table and consider the financial statements and reports and the proposal of Resolutions 1 to 4 as set out below.

Financial Statements and Reports

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2016 together with the declaration of the directors, the directors' report, and the independent auditor's report.

RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT (NON-BINDING)

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **non-binding resolution**:

"That, for the purposes of Section 250R(2) of the Corporations Act and for all other purposes, the Company adopts the Remuneration Report as set out in the Director's Report in the Annual Report for the year ended 30 June 2016".

Note: The vote on this Resolution is advisory only and does not bind the Directors or the Company.

Voting Exclusion Note: A vote on this Resolution must not be cast (in any capacity) by or on behalf of any of the following persons:

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member.

However, a person described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- (b) the voter is the chair of the Meeting and the appointment of the chair as proxy:
 - (i) does not specify the way the proxy is to vote on this Resolution; and
 - (ii) expressly authorises the chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company.

RESOLUTION 2 – RE-ELECTION OF DIRECTOR - MR ANANDA KATHIRAVELU

To consider and if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That Mr Ananda Kathiravelu, having been appointed as a Director of the Company prior to the date of this meeting and being eligible, in accordance with clause 14.2 of the Constitution be re-elected as a Director."

WEEBIT NANO LTD
ACN 146 455 576

NOTICE OF MEETING

RESOLUTION 3 – RE-ELECTION OF DIRECTOR – MR ASHLEY KRONGOLD

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an **ordinary resolution**:

“That, for the purposes of clause 14.2 of the Constitution and for all other purposes, Mr Ashley Krongold, a Director who was appointed 30 September 2016, retires by rotation, and being eligible, is re-elected as a Director.”

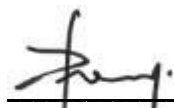
RESOLUTION 4 – APPROVAL OF 10% PLACEMENT CAPACITY - SHARES

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **special resolution**:

“That, for the purpose of ASX Listing Rule 7.1A and for all other purposes, approval is given for the issue of Equity Securities totalling up to 10% of the issued capital on issue, calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by a person (and any associates of such a person) who may participate in the 10% Placement Facility and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of Shares, if this Resolution is passed. However, the Company need not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

BY ORDER OF THE BOARD
WEEBIT NANO LTD



DAMON SWEENEY
Company Secretary
31 OCTOBER 2016

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the Annual General Meeting to be held at 10:00AM WST at Suite 8, 55 Hampden Road, Nedlands Western Australia on 30 November 2016. This Explanatory Statement is to assist Shareholders in understanding the background to and the legal and other implications of the Notice and the reasons for the Resolutions proposed.

Proxies

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (a **proxy**) to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return the Proxy Form to the Company in accordance with the instructions thereon. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Please note that:

- (a) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company; and
- (c) a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

Voting Prohibition by Proxy Holders

In accordance with section 250R of the Corporations Act, a vote on Resolution 1 must not be cast (in any capacity) by, or on behalf of:

- (a) a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report; or
- (b) a Closely Related Party of such member.

However, a person described above may cast a vote on Resolution 1 as proxy if the vote is not cast behalf of a person described in paragraphs (a) or (b) above and either:

- (a) the person does so as a proxy appointed by writing that specifies how the proxy is to vote on Resolution; or
- (b) the person is the Chairman and the appointment of the Chairman as proxy:
 - (i) does not specify the way the proxy is to vote on Resolution 1; and
 - (ii) expressly authorises the Chairman to exercise the proxy even if Resolution 1 is connected directly or indirectly with the remuneration of Key Management Personnel.

1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Constitution, the business of the Annual General Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2016 together with the declaration of the directors, the directors' report, the remuneration report and the auditor's report.

Whilst there is no requirement for Shareholders to approve the Annual Report, Shareholders will be offered the opportunity to:

- (a) discuss the Annual Report for the financial year ended 30 June 2016 which is available on the ASX platform at www.asx.com.au;
- (b) ask questions or make comment on the management of the Company; and
- (c) ask the auditor questions about the conduct of the audit and the preparation and content of the auditor's report.

In addition to taking questions at the Meeting, written questions to the Chairman about the management of the Company, or the Company's auditor about:

- (a) the preparation and content of the auditor's report;
- (b) the conduct of the audit;
- (c) accounting policies adopted by the Company in relation to the preparation of the financial statements; and

(d) the independence of the auditor in relation to the conduct of the audit,

may be submitted no later than 5 business days before the Meeting to the Company Secretary at the Company's registered office.

In accordance with amendments to the Corporations Act the Company is no longer required to provide a hard copy of the Company's annual financial report to Shareholders unless a Shareholder has specifically elected to receive a printed copy. These amendments may result in reducing the Company's printing costs.

Whilst the Company will not provide a hard copy of the Company's annual financial report unless specifically requested to do so, Shareholders may view the Company annual financial report on its website at www.weebitnano.com

2. **RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT (NON-BINDING)**

General

In accordance with Section 250R(2) of the Corporations Act, the Company must put a resolution that the Directors' Remuneration as set out in the Directors' Report of the 2016 Annual Report be adopted to vote at the Annual General Meeting. The vote on Resolution 1 is advisory only and does not bind the Directors or the Company.

A reasonable opportunity will be provided for discussion of the Directors' Remuneration at the Annual General Meeting. The Remuneration Report sets out the Company's remuneration arrangements for the Directors and senior management of the Company.

Under the Corporations Act, if 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive annual general meetings, Shareholders will be required to vote at the second of those annual general meetings on a resolution that a further meeting is held at which all of the Company's Directors (other than the Managing Director) must go up for re-election.

At the Company's previous annual general meeting the votes cast against the Remuneration Report considered at that annual general meeting were less than 25%. Accordingly, a further resolution relating to the Two Strikes Rule is not relevant for this Annual General Meeting.

In summary, if the Remuneration Report receives a 'no' vote of 25% or more at this Meeting, Shareholders should be aware that if there is a 'no' vote of 25% or more at the next annual general meeting the consequences are that it may result in the re-election of the Board.

The Chairman intends to exercise all undirected proxies in favour of Resolution 1. If the Chairman of the Meeting is appointed as your proxy and you have not specified the way the Chairman is to vote on Resolution 1, by signing and returning the Proxy Form, the Shareholder is considered to have provided the Chairman with an express authorisation for the Chairman to vote the proxy in accordance with the Chairman's intention.

3. **RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR ANANDA KATHIRAVELU**

Clause 14.2 of the Constitution requires that if the Company has three or more Directors, one third (or the number nearest one-third) of those Directors must retire at each annual general meeting, provided always that no Director (except a Managing Director) shall hold office for a period in excess of three years, or until the third annual general meeting following his or her appointment, whichever is the longer, without submitting himself or herself for re-election.

The Directors to retire at an annual general meeting are those who have been longest in office since their last election, but, as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by drawing lots.

The Company currently has 6 Directors and accordingly two must retire. A Director who retires by rotation under clause 14.2 of the Constitution is eligible for re-election.

In accordance with the Constitution, Mr Ananda Kathiravelu retires by rotation and, being eligible, seeks re-election.

Details regarding Mr Kathiravelu are set out in the 2016 Annual Report.

The Board (excluding Mr Kathiravelu) recommend that Shareholders vote in favour of Resolution 2. The Chairman of the Meeting intends to vote undirected proxies in favour of Resolution 2.

4. RESOLUTION 3 – RE-ELECTION OF DIRECTOR – MR ASHLEY KRONGOLD

Clause 14.4 of the Constitution allows the Directors to appoint at any time a person to be a Director as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

Any Director so appointed holds office only until the next following general meeting and is then eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

Mr Ashley Krongold was appointed as a Director on 30 September 2016. Accordingly, Mr Krongold will retire in accordance with clause 13.4 of the Constitution and, being eligible, seeks re-election.

The Board (excluding Mr Krongold) recommend that Shareholders vote in favour of Resolution 3. The Chairman of the Meeting intends to vote undirected proxies in favour of Resolution 3.

5. RESOLUTION 4 – APPROVAL OF 10% PLACEMENT CAPACITY - SHARES

General

ASX Listing Rule 7.1A provides that an Eligible Entity may seek Shareholder approval at its annual general meeting to allow it to issue Equity Securities up to 10% of its issued capital over a period up to 12 months after the annual general meeting (**10% Placement Capacity**).

If Shareholders approve Resolution 4, the number of Equity Securities the Eligible Entity may issue under the 10% Placement Capacity will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (as set out in Section 4.2 below).

The effect of Resolution 4 will be to allow the Directors to issue Equity Securities up to 10% of the Company's fully paid ordinary securities on issue under the 10% Placement Capacity during the period up to 12 months after the Meeting, without subsequent Shareholder approval and without using the Company's 15% annual placement capacity granted under ASX Listing Rule 7.1.

Resolution 4 is a special resolution. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be in favour of Resolution 4 for it to be passed.

5.1. ASX Listing Rule 7.1A

ASX Listing Rule 7.1A came into effect on 1 August 2015 and enables an Eligible Entity to seek shareholder approval by way of a special resolution (being at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting) at its annual general meeting to issue Equity Securities in addition to those under the Eligible Entity's 15% annual placement capacity.

An Eligible Entity is one that, as at the date of the relevant annual general meeting:

- (a) is not included in the S&P/ASX 300 Index; and
- (b) has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300,000,000,

(**Eligible Entity**).

The Company currently has on issue 1,168,076,215 Shares and the last recorded closing price of the Shares on ASX at the date of this Notice was 2.7 cents. The Company is an Eligible Entity as it is not included in the S&P/ASX 300 Index and has a current market capitalisation of \$31,538,058. Based on the current 1,168,076,215 Shares on issue at the date of this Notice, the Company has the capacity to issue:

- (a) 175,211,432 Equity Securities under Listing Rule 7.1; and
- (b) subject to Shareholder approval being sought under Resolution 116,807,622 Equity Securities under Listing Rule 7.1A.

Any Equity Securities issued must be in the same class as an existing class of quoted Equity Securities.

The exact number of Equity Securities that the Company may issue under an approval under ASX Listing Rule 7.1A will be calculated according to the following formula:

$$(A \times D) - E$$

Where:

- A** is the number of Shares on issue 12 months before the date of issue or agreement:
- (i) *plus the number of Shares issued in the previous 12 months under an exception in ASX Listing Rule 7.2;*
 - (ii) *plus the number of partly paid shares that became fully paid in the previous 12 months;*
 - (iii) *plus the number of Shares issued in the previous 12 months with approval of holders of Shares under ASX Listing Rules 7.1 and 7.4; and*
 - (iv) *less the number of Shares cancelled in the previous 12 months.*
- D** is 10%.
- E** is the number of Equity Securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the 12 months before the date of issue or agreement to issue that are not issued with the approval of holders of Ordinary Securities under ASX Listing Rule 7.1 or 7.4.

5.2. Technical information required by ASX Listing Rule 7.1A

Pursuant to and in accordance with ASX Listing Rule 7.3A, the information below is provided in relation to this Resolution 4:

- (a) **Minimum Price**
The minimum price at which the Equity Securities may be issued is 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 ASX trading days on which trades in that class were recorded immediately before:
- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
 - (ii) if the Equity Securities are not issued within 5 ASX trading days of the date in Section 4.3(a)(i), the date on which the Equity Securities are issued.
- (b) **Date of Issue**
The Equity Securities may be issued under the 10% Placement Capacity commencing on the date of the Meeting and expiring on the first to occur of the following:
- (i) 12 months after the date of this Meeting; and
 - (ii) the date of approval by Shareholders of any transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of the Company's activities) or 11.2 (disposal of the Company's main undertaking).
- (c) **Risk of Voting Dilution**
Any issue of Equity Securities under the 10% Placement Capacity will dilute the interests of Shareholders who do not receive any Shares under the issue.

If Resolution 4 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 10% Placement Capacity, the economic and voting dilution of existing Shares would be as shown in the table below.

The table below shows the economic and dilution effect that an issue of the 10% Placement Capacity will have on existing Shareholders, calculated in accordance with the formula outlined in ASX Listing Rule 7.1A(2):

- (i) on the basis of the current number of Shares on issue as at the date of this Notice;
- (ii) on the basis of the approximate amount of Shares that will be on issue on a fully diluted basis (assuming all Options are converted into Shares);
- (iii) where there are changes in the issue price of Shares issued under the 10% Placement Capacity; and
- (iv) Where there are changes in the number of Shares on issue pursuant to issues under ASX Listing Rules 7.1, an exception under ASX Listing Rule 7.2 and ASX Listing Rule 7.4.

Variable "A" in Listing Rule 7.1A.2	Dilution			
	Issue Price (\$ per Share)	50% decrease in Issue Price (1.45 cents)	Issue Price (2.9 cents)	100% increase in Issue Price (5.8 cents)
1,168,076,215 (Current)	Shares issued	116,807,622	116,807,622	116,807,622
	Funds raised	\$1,693,711	\$3,387,421	\$6,774,842
1,176,076,215 (Fully diluted basis)	Shares issued	117,607,622	117,607,622	117,607,622
	Funds raised	\$1,705,311	\$3,410,621	\$6,821,242
1,752,114,323 50% increase in current Variable A	Shares issued	175,211,432	175,211,432	175,211,432
	Funds raised	\$2,540,566	\$5,081,132	\$10,162,263
2,336,152,430 100% increase in current Variable A	Shares issued	233,615,243	233,615,243	233,615,243
	Funds Raised	\$3,387,421	\$6,774,842	\$13,549,684

The number of Shares on issue could increase if the Directors issue Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under ASX Listing Rule 7.1.

The table above uses the following assumptions:

1. The current shares on issue are the Shares on issue as at 24 October 2016.
2. The issue price set out above is the closing price of the Shares on the ASX on 24 October 2016.
3. The Company issues the maximum possible number of Equity Securities under the 10% Placement Capacity.
4. The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in ASX Listing Rule 7.2 or with approval under ASX Listing Rule 7.1 (i.e. Shareholders approve Resolutions 3A to 3C).
5. The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
6. This table does not set out any dilution pursuant to approvals under ASX Listing Rule 7.1.

Shareholders should note that there is a risk of economic and voting dilution to existing Shareholders in approving the 10% Placement Facility, including the risks that:

- (i) the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and
- (ii) the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.

(d) Purpose of Issue under 10% Placement Capacity

The Company may issue Equity Securities under the 10% Placement Capacity for the following purposes:

- (i) as cash consideration, in which case the Company intends to use funds raised for its ongoing expenditure requirements in respect of its existing assets and the acquisition of new assets and investments (including expenses associated with such an acquisition) and general working capital; or
- (ii) as non-cash consideration for the acquisition of new assets and investments which will complement the Company's existing projects and add value to the Company's Shareholders where the directors consider it appropriate to do so, in which case the Company will provide a valuation of the non-cash consideration as required by listing Rule 7.1A.3.

The Company will comply with the disclosure obligations under ASX Listing Rules 7.1A(4) and 3.10.5A upon issue of any Equity Securities.

(e) Allocation under the 10% Placement Capacity

The allottees of the Equity Securities to be issued under the 10% Placement Capacity have not yet been determined. However, the allottees of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.

The Company will determine the allottees at the time of the issue under the 10% Placement Capacity, having regard to the following factors:

- (i) the purpose of the issue;
- (ii) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue or other offer where existing Shareholders may participate;
- (iii) the effect of the issue of the Equity Securities on the control of the Company;
- (iv) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
- (v) prevailing market conditions; and
- (vi) advice from corporate, financial and broking advisers (if applicable).

(f) Previous Approval under ASX Listing Rule 7.1A

The Company has previously obtained Shareholder approval under Listing Rule 7.1A at its Annual General Meeting on 30 November 2015. In the 12 months preceding the date of the 2016 Annual General Meeting, the Company issued a total of 900,848,000 Equity Securities, representing 252 % of the total number of Equity Securities on issue at 30 November 2015. The Equity Securities issued in that 12 month period were all issued with shareholder approval at settlement of the Weebit acquisition under the prospectus dated 3 May 2016 and supplementary prospectus dated 19 May 2016, as specified in Annexure A.

(g) Compliance with ASX Listing Rules 7.1A.4 and 3.10.5A

When the Company issues Equity Securities pursuant to the 10% Placement Capacity, it will give to ASX:

- (i) a list of the allottees of the Equity Securities and the number of Equity Securities allotted to each (not for release to the market), in accordance with Listing Rule 7.1A.4; and
- (ii) the information required by Listing Rule 3.10.5A for release to the market.

5.3. Voting Exclusion

A voting exclusion statement is included in this Notice. As at the date of this Notice, the Company has not invited any existing Shareholder to participate in an issue of Equity Securities under ASX Listing Rule 7.1A. Therefore, no existing Shareholders will be excluded from voting on Resolution 4.

5.4. Directors' recommendation

The Board unanimously recommends that Shareholders vote in favour of Resolution 4. This will allow the Company to issue securities and raise funds whilst preserving the Company's 15% annual limit permitted by Listing Rule 7.1.

ENQUIRIES: Shareholders are advised to contact the Company Secretary on (+61 8) 9389 9919 if they have any queries in respect of the matters set out on these documents.

GLOSSARY

\$ means Australian dollars.

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

ASX means ASX Limited.

ASX Listing Rules means the Listing Rules of ASX.

Board means the current board of directors of the Company.

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.

Closely Related Party of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the *Corporations Regulations 2001* (Cth).

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

Constitution means the Company's constitution.

Corporations Act means the *Corporations Act 2001* (Cth).

Directors means the current directors of the Company.

Eligible Entity has the meaning given in Section 5.2 of this Explanatory Statement.

Equity Securities has the same meaning giving in the Listing Rules.

Explanatory Statement means the explanatory statement accompanying the Notice of Meeting.

Key Management Personnel has the same meaning as in the accounting standards and broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any director (whether executive or otherwise) of the Company.

Notice of Meeting or **Notice** or **Notice of Annual General Meeting** means this notice of annual general meeting including the Explanatory Statement.

Option means an option to acquire an ordinary share in the Company.

Remuneration Report means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 2016.

Resolutions means the resolutions set out in the Notice of Meeting, or any one of them, as the context requires.

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

Shareholder means a holder of a Share.

WST means Western Standard Time as observed in Perth, Western Australia.

10% Placement Capacity has the meaning given in Section 5.1 of this Explanatory Statement.

ANNEXURE A

Securities Issued post 30 November 2015	Terms and quantity of Securities issued	Names of the persons to whom the Securities were issued or basis on which those persons was determined	Issue Price	Total cash consideration received	Use of funds or intended use of funds for remaining consideration
1 August 2016	100,848,000 Ordinary Shares	Subscribers to the SPP & Public Offers pursuant to the prospectus dated 3 May 2016 and supplementary prospectus dated 19 May 2016	\$0.05 at no discount	\$5,042,400	\$766,810 spent on costs of transaction and liabilities associated with former activity (exploration). \$952,670 spent on development of ReRam technology and administration The Company intends to use approximately 70% of remaining funds to continue ReRam development, and 30% for general working capital
					Non-cash consideration and current value
1 August 2016	732,695,455 Ordinary Shares	Shareholders of Weebit Nano Ltd (Israeli company acquired)	N/A	N/A	Fair Value of non-cash consideration pursuant to Investigating Accountant Report in prospectus dated 3 May 2016 is \$12,377,712. Current value at closing share price on 24 October 2016 is \$21,248,168
1 August 2016	17,304,545 Performance Rights Vest annually in four equal instalments commencing 12 months from date of grant, and convert into ordinary shares at election of holder on a 1:1 basis	Optionholders of Weebit Nano Ltd (Israeli company acquired)	N/A	N/A	As the Performance Rights are subject to vesting conditions no value was ascribed to them at grant pursuant to Investigating Accountant Report in prospectus dated 3 May 2016. Current value is similarly nil.
1 August 2016	50,000,000 Capital Raising Options exercisable at \$0.0625 and expiring 3 Aug 2019	Persons who assisted with the Public Offer	N/A	N/A	Fair Value of non-cash consideration pursuant to Investigating Accountant Report in prospectus dated 3 May 2016 is \$1,101,763. Current value is \$167,802 (black-scholes).

The Secretary - Weebit Nano Limited

By Post: PO Box 994

Subiaco WA 6904, Australia

By facsimile:

+61 (0) 8 9389 5885

Name of Shareholder:

Address of Shareholder:

Number of Shares
entitled to vote:

Please mark ☒ to indicate your directions. Further instructions are provided overleaf.

Proxy appointments will only be valid and accepted by the Company if they are made and received no later than 48 hours before the meeting.

Step 1 – Appoint a Proxy to Vote on Your Behalf

The Chairman of the
Meeting (mark box)

☐

OR if you are **NOT** appointing the Chairman of the meeting as your proxy, please write the name of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy

or failing the person/body corporate named, or if no person/body is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf, including to vote in accordance with the following directions (or, if no directions have been given, and to the extent permitted by law, as the proxy sees fit), at the Meeting of the Company to be held at 30 November 2016 at Suite 8, 55 Hampden Road Nedlands, Western Australia at 10:00AM WST at any adjournment or postponement of that Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chair of the Meeting as my/our proxy (or the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Item 1 (except where I/we have indicated a different voting intention below) even though Item 1 is connected directly or indirectly with the remuneration of a member of Key Management Personnel, which includes the Chair..

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on a Resolution by marking the appropriate box below.

The Chairman of the Meeting intends to vote all undirected proxies in favour of each Resolution.

The proxy is to vote for or against the Resolutions referred to in the Notice as follows:

Step 2 – Instruction as to Voting on Resolutions

RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

For

Against

Abstain

☐☐☐

RESOLUTION 2 – RE-ELECTION OF DIRECTOR - MR ANANDA KATHIRAVELU

☐☐☐

RESOLUTION 3 – RE-ELECTION OF DIRECTOR - MR ASHLEY KRONGOLD

☐☐☐

RESOLUTION 4 – APPROVAL OF 10% PLACEMENT CAPACITY - SHARES

☐☐☐

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

If two proxies are being appointed, the proportion of voting rights this proxy represents is ____%.

Signature of Member(s):

Date:

Individual or Member 1

Member 2

Member 3

Sole Director/Company Secretary

Director

Director/Company Secretary

Contact Name:

Contact Ph (daytime):

Proxy Notes:

1. **Voting Restrictions applying to Key Management Personnel:** If you appoint a member of the Key Management Personnel of the Company or one of their closely related parties as your proxy, that person will not be able to cast your votes on Resolution 1 unless you direct them how to vote, or the Chairman of the Meeting is your proxy. "Key Management Personnel" is defined in the Explanatory Memorandum and includes each of the Directors of the Company, all those executives named in the Company's 2016 Remuneration Report, and any other persons who are the Company's Key Management Personnel at the date of the Meeting.
2. A Shareholder entitled to attend and vote at the Meeting may appoint a natural person as the Shareholder's proxy to attend and vote for the Shareholder at that Meeting. If the Shareholder is entitled to cast 2 or more votes at the Meeting the Shareholder may appoint not more than 2 proxies. Where the Shareholder appoints more than one proxy the Shareholder may specify the proportion or number of votes each proxy is entitled to exercise. If such proportion or number of votes is not specified each proxy may exercise half of the Shareholder's votes. A proxy may, but need not be, a Shareholder of the Company.
3. If a Shareholder appoints a body corporate as the Shareholder's proxy to attend and vote for the Shareholder at that Meeting, the representative of the body corporate to attend the Meeting must produce the Certificate or Appointment of Representative prior admission. A form of the certificate may be obtained from the Company's share registry.
4. You must sign this form as follows in the spaces provided:

Joint Holding: where the holding is in more than one name all of the holders must sign.

Power of Attorney: if signed under a Power of Attorney, you must have already lodged it with the registry, or alternatively, attach a certified photocopy, of the Power of Attorney to this Proxy Form when you return it.

Companies: a Director can sign jointly with another Director or Company Secretary.
 A sole Director who is also a sole Company Secretary can also sign.
 Please indicated the office held by signing in the appropriate space.
5. If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Representative" should be produced prior to admission. A form of the certificate may be obtained from the Company's Share Registry.
6. Proxy Forms (and the power of attorney or other authority, if any, under which the Proxy Form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the Proxy Form (and the power of attorney or other authority) must be deposited at or received at the Perth office of the Company not less than 48 hours prior to the time of commencement of the Meeting (WST);
 - By hand at Suite 8, 55 Hampden Road, Nedlands Western Australia 6009
 - By post at PO Box 994, Subiaco, WA 6904
 - by facsimile +61 (0) 8 9389 5885