



POLICY FOR TRADING IN COMPANY SECURITIES

WEEBIT NANO LTD

("WEEBIT" OR THE "COMPANY")

The Board of Directors of Weebit Nano Limited (the Company) has adopted this policy to regulate trading in the Company's securities by Directors, officers and employees who wish to trade in Company securities.

The objectives of this policy are to:

- (a) satisfy rule 12.9 of the ASX Listing Rules and to ensure that the Company and its employees continue to adhere to high standards of corporate conduct and governance (Corporate Governance Principles and Recommendations);
- (b) facilitate compliance with the insider trading prohibitions contained in Part 7.10 of the *Corporations Act 2001 (Cth)* by explaining the type of securities trading conduct that is prohibited;
- (c) establish when and under what circumstances employees of the Company may deal in the Company's securities, and to otherwise establish best practice procedures for dealing in securities that provides protection to both the Company and its employees against inadvertently breaching the law; and
- (d) manage reputational risk associated with insider trading.

Insider trading is the practice of dealing/trading in a company's securities (which includes shares, options, performance rights and other securities issued by the Company which are convertible into shares. 'Shares' means ordinary shares of the Company)) by a person in possession of information not generally available, but if it were generally available would, or would be likely to influence a person's decision to transact in the company's securities. It may also include the passing on of this information to another or procuring another person to deal in the securities.

Legally, insider trading is an offence which carries severe penalties, including imprisonment.

WHO DOES THIS POLICY APPLY TO?

In this policy references to directors, officers and employees includes all Connected Persons of the directors, officers and employees. "Connected Persons" means a spouse or partner, child or step-child under 18 years, an unlisted body corporate which the director, officer or employee controls, a trust of which the director, officer or employee is a trustee and of which he or she or any of the persons referred to above is a beneficiary or any other person over whom the director, officer or employee has significant influence or control.

Further, all references to officers includes a reference to 'key management personnel' as defined in AASB Standard 124 Related Party Disclosure, being those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any director (whether executive or otherwise) of the entity.

The policy applies to each consultant of the Company who are deemed to be employees in the context of this policy and who have been specifically nominated to be subject to restrictions in relation to price sensitive information.

Insider Trading Prohibition

In summary, directors, officers and employees of the Company must not, whether in their own capacity or as an agent for another, subscribe for, purchase or sell, or enter into an agreement to subscribe for, purchase or sell, any securities in the Company, exercising options, performance rights or awards to acquire securities or procure another person to do so:

1. if that director, officer or employee possesses price sensitive information that a reasonable person would expect to have a material effect on the price or value of the securities or influence a person's decision to buy or sell the securities in the Company if the information was generally available;
2. if the director, officer or employee knows or ought reasonably to know, that:
 - (a) the information is not generally available; and
 - (b) If it were generally available, it might have a material effect on the price or value of the securities or influence a person's decision to deal, buy or sell the securities in the Company.

Dealing in securities is a broad concept and covers more than simply buying or selling securities on the ASX. For example:

- an off-market transfer of securities;
 - an exercise of options or performance rights over shares;
 - entering into a put option arrangement over shares;
 - accepting an offer or invitation to acquire shares, options or rights under a share purchase plan or employee share ownership plan; or
 - making an election to participate, or to cease participation, in a dividend reinvestment plan;
- Further, directors, officers and employees must not either directly or indirectly pass on price sensitive information to another person if they know, or ought reasonably to know, that this other person is likely to deal in the securities of the Company or procure another person to do so.

Information is defined broadly and includes matters of supposition and other matters which are insufficiently definite to warrant being made known to the public. It also includes matters relating to the intentions of a person.

Information will be 'generally available' if it has been released to ASX, published in an annual report or a prospectus, included in meeting materials despatched to shareholders or otherwise made known in a manner likely to bring it to the attention of investors, and since it was made known a reasonable period for the information to be disseminated among investors has elapsed. Information will also be generally available if it consists of deductions, conclusions or inferences made or drawn from 'generally available' information.

Information will be considered to be likely to have a material effect on the price or value of particular securities if the information would be likely to influence persons who commonly acquire securities in deciding whether or not to acquire or dispose of those securities.

Examples of information which, if made available to the market, may depending on the circumstances be likely to have a material impact on the price of the Company's securities are set out in the Appendix.

Blackout Periods

There are certain fixed periods when information about the financial position or performance of the Company is being finalised for release to ASX, during which dealing in Weebit securities by director, officer or employee will generally be prohibited. The following **Blackout Periods** apply for the purposes of this policy:

- (a) from 1 July (each year) until one (1) business day after the release of the Company's Annual Financial Report;
- (b) from 1 January (each year) until one (1) business day after the release of the Consolidated Interim Financial Report of the Company;
- (c) from 1 April (each year) until one (1) business day after the release of the Company's Q1 quarterly report and from 1 October until one (1) business day after the release of the Company's Q3 quarterly report; and
- (d) from 2 (two) weeks (each year) before, until the next business day after the holding of any general meeting of shareholders.

The Company will not allow trading in the Company's securities by directors, officers and employees during these periods unless the circumstances are exceptional and the procedure for prior written clearance described below has been met.

In addition to the prohibitions on insider trading set out in the Corporations Act, the Company requires that directors, officers and employees must not trade in the Company's securities within any period imposed by the Company from time to time, because the Company is considering matters that would require disclosure to the market but for Listing Rule 3.1A ("**Additional Period**").

It is only possible for directors, officers and employees to trade during an Additional Period if the circumstances are exceptional and the procedure for prior written clearance described below has been met. This prohibition is in addition to the Blackout Periods. The Blackout Periods and the Additional Period are together referred to as a "Prohibited Period" in this policy.

Please note that even if it is outside of a Prohibited Period, directors, officers and employees must not trade in the Company's securities if they are in possession of inside information.

The Blackout Period will be notified by the Company via email to directors, officers and employees. Employees should also check with their manager, Managing Director or the Company Secretary to confirm that dealing/trading in securities is permissible before contemplating trading in securities. The Trading Windows will generally be open other than the Blackout Periods set out above.

Exceptional Circumstances when trading may be permitted subject to prior written clearance

A person may trade in the Company's securities inside a Prohibited Period, subject to obtaining prior written clearance in accordance with the procedure described below, in the following exceptional circumstances:

1. if the person granting the prior written clearance is satisfied that the person seeking the clearance does not possess unpublished price sensitive information about the Company and the person seeking clearance is in severe financial hardship;

2. if the person granting the prior written clearance is satisfied that the person seeking the clearance does not possess unpublished price sensitive information about the Company and there are other circumstances deemed to be exceptional by the person granting the prior written clearance; or
3. Where trading is required for compliance with a court order or court enforceable undertakings or for some other legal or regulatory requirement.

Procedure for Obtaining Clearance Prior to Trading

Directors, officers and employees must not trade in the Company's securities during a Prohibited Period, including in the exceptional circumstances referred to above unless the director, officer or employee obtains prior written clearance from:

1. in the case of employees, the Managing Director or in his absence, the Company Secretary;
2. in the case of a director or officer, the Chair or in his absence, the Managing Director;
3. in case of the Managing Director, the Chair or, in his absence, a fellow board member; or
4. in the case of the Chair, the Managing Director or, in his absence, a fellow board member.

(each, an "**Approving Officer**").

A request for prior written clearance under this policy should be made in writing using the form attached to this policy entitled 'Request for Prior Written Clearance to Trade in Company Securities' and given to the Approving Officer. The request may be submitted in person, by mail, by email or by facsimile.

Any written clearance granted under this policy will be valid for the period of 5 business days from the time which it is given or such other period as may be determined by the Approving Officer. The expiry time of the clearance will be stated in the clearance granted. Written clearance under this policy may be given in person, by mail, by email or by facsimile. Should the intended dealing in Weebit's securities not take effect within the 5 day clearance period then written permission to trade must be refreshed.

Trading which is not subject to this policy

The following trading by directors, officers and employees is excluded from this policy:

1. transfers of securities already held into a superannuation fund or other saving scheme in which the director, officer or employee is a beneficiary;
2. an investment in, or trading in units of, a fund or other scheme (other than a scheme only investing in the Company's securities) where the assets of the fund or other scheme are invested at the discretion of a third party;
3. where the director, officer or employee is a trustee, trading in the Company's securities by that trust provided the director, officer or employee is not a beneficiary of the trust and any decision to trade during a Prohibited Period is taken by the other trustees or by the investment managers independently of the director, officer or employee;

4. undertakings to accept, or the acceptance of, a takeover offer;
5. trading under an offer or invitation made to all or most of the security holders such as, a rights issue, a security purchase plan, a dividend or distribution reinvestment plan and an equal access buy-back, where the plan that determines the timing and structure of the offer has been approved by the Board. This includes decisions relating to whether or not to take up the entitlements and the sale of entitlements required to provide for the take up of the balance of entitlements under a renounceable pro rata issue;
6. a disposal of securities that is the result of a secured lender exercising their rights, for example, under a margin lending arrangement;
7. the exercise (but not the sale of securities following exercise) of an option or right under an employee incentive scheme, or the conversion of a convertible security, where the final date for the exercise of the option or right, or the conversion of the security, falls during a Prohibited Period and the Company has been in an exceptionally long Prohibited Period or the Company has had a number of consecutive Prohibited Periods and the director, officer or employee could not reasonably have been expected to exercise it at a time when free to do so.

Please note that even if the trading is excluded from this Policy, directors, officers and employees must not trade in the Company's securities if they are in possession of inside information.

Trading in derivative products

The prohibitions on trading in the Company's securities imposed by the Company and set out in this policy extend to trading in financial products issued or created over or in respect of the Company's securities.

Long Term Trading

The Company wishes to encourage directors, officers and employees to adopt a long term attitude to investment in the Company's securities. Therefore, directors, officers and employees must not engage in short term or speculative trading of the Company's securities.

Prohibited Transactions

Directors, officers and employees must not enter into transactions or arrangements which operate to limit the economic risk of their security holding in the Company without first seeking and obtaining prior written clearance from the appropriate Approving Officer.

Directors, officers and employees must not enter into agreements that provide lenders with rights over their interests in securities in the Company without first seeking and obtaining prior written clearance from the appropriate Approving Officer.

Directors, officers and employees are prohibited from entering into transactions or arrangements which limit the economic risk of participating in unvested entitlements under any equity based remuneration schemes.

Notification

Appendix 3Y disclosures

The form of notification of a change in a director's interests that must be given to ASX under Listing Rule 3.19A.2 (Appendix 3Y) requires the following information to be included:

- whether the interests the subject of the notification were traded during a closed period where prior written clearance under the trading policy was required;
- if so, whether prior written clearance was obtained; and
- if prior written clearance was obtained, the date on which it was provided.

It should be noted that the obligation to include this information in an Appendix 3Y applies only to trading that occurs during a closed period and not to trading during any additional prohibited period that an entity has imposed on an ad hoc basis because it is considering a matter subject to Listing Rule 3.1A. This is so that an entity does not have to disclose to the market that it has imposed such a prohibition, which would signal the fact that it is considering a potentially market sensitive matter.

Directors must disclose details of changes in securities of the Company they hold (directly or indirectly) to the Company Secretary as soon as reasonably possible after the date of the contract to buy and sell the securities ("Contract Date") but in any event:

1. no later than 1 business day after the Contract Date; or
2. if they begin to have or cease to have a substantial shareholding or there is a change in their substantial holding, the business day after the Contract Date.

Directors are referred to the Company's Director's Disclosure Obligations document and Director's Declaration of Interest Form. The Company Secretary is to maintain a register of notifications and clearances given in relation to trading in the Company's securities.

Directors are reminded that it is their obligation under section 205G of the Corporations Act to notify the market operator within 14 days after any change in a director's interest.

Breaches

Breach of the insider trading prohibition could expose directors, officers and employees to criminal and civil liability. Strict compliance with this policy is a condition of employment. Any transgression of the securities trading laws could seriously damage the Company's reputation generally and relationships with individual clients specifically. Breach of insider trading law or this policy will be regarded by the Company as serious misconduct which may lead to disciplinary action and/or dismissal.

A breach of the insider trading laws would have serious consequences for Employees personally and for the Company. Employees can be subject to criminal liability such as a fine or imprisonment or civil liability including a pecuniary penalty or an order to compensate any person who suffers loss or damage because of the conduct. It may also give rise to adverse public scrutiny and media comment.

This policy does not contain an exhaustive analysis of the restrictions imposed on, and the very serious legal ramifications of, insider trading. Directors, officers and employees who wish to obtain further advice in this matter, are encouraged to contact the Company Secretary.

This policy also applies to the Company's related entities.

ASX Listing Rule Requirements

It is a requirement for admission to the official list of ASX, and an on-going requirement for listing, that the Company has a policy for trading in company securities.

The Company will give a copy of this policy to ASX for release to the market. The Company will also give any amended version of this policy to ASX when it makes a change to: the periods within which directors, officers and employees are prohibited from trading in the Company's securities; the trading that is excluded from the operation of the policy; or the exceptional circumstances in which directors, officers and employees may be permitted to trade during a Prohibited Period, within **five** business days of the amendments taking effect (under ASX Listing Rule 12.10). The Company will also give this policy to ASX immediately on request by ASX.

Disclosure on Company's website

The Company will provide a copy of the Securities Trading Policy to investors via its website.

REVIEW AND AMENDMENT OF POLICY

The policy will be reviewed regularly. This policy cannot be amended without the approval of the Board of Weebit Nano Limited. The Board may amend this policy at any time and in any manner, subject to complying with any requirements of the Corporations Act and the ASX Listing Rules which may apply in relation to the amendment. If any Employee as defined under this policy is in doubt regarding proposed dealing in Securities and whether any potential transaction is contrary to the law, the rules and regulations of the ASX, or the Securities Trading Policy, should contact the Company Secretary or the Managing Director/CEO.

APPENDIX

Examples of information which, if made available to the market, may depending on the circumstances be likely to have a material impact on the price of the Company's securities include, but are not limited to:

- the financial performance of the Company;
- entry into or termination of a material contract, such as a major supply contract or a joint venture;
- a material acquisition or sale of assets by the Company;
- an actual or proposed takeover or merger;
- a material claim against the Company or other unexpected liability, for example the threat of material litigation against the Company;
- any actual or proposed change to the Company's capital structure, for example a share issue;
- a change in dividend policy; and,
- exploration results.

**REQUEST FOR PRIOR WRITTEN CLEARANCE TO TRADE IN COMPANY
SECURITIES**

WEEBIT NANO LIMITED ("WEEBIT" OR THE "COMPANY")

I, a director / an officer / an employee (*delete as appropriate*) of the Company, request prior written clearance to trade in securities of the Company in accordance with the terms of the Company's *Policy for Trading in Company Securities* and provide the following information:

1. Details of securities

Nature of dealing: _____
Number of securities: _____
Class of securities: _____
Number of registered holder: _____

2. Reason for request

Request to trade in exceptional circumstances

Please provide complete details of the circumstances which you wish to be considered as exceptional

I confirm that I have read and understood the Company's *Policy for Trading in Company Securities* and that the proposed dealing does not breach that policy or any legal obligations referred to in it, and in particular, that I am not in possession of any inside information in relation to the Company.

I acknowledge that in accordance with the Company's *Policy for Trading in Company Securities*, I cannot trade in the Company's securities until clearance is given and I understand that any clearance given will be valid only for the period stated in the clearance.

Signed:

Name: Date:

OFFICE USE – Clearance to be completed by Approving Officer

Clearance given by:		
.....
Name of Approving Officer	Signature of Approving Officer	Date
Clearance valid for:		
<input type="checkbox"/> 5 business days from the date of clearance (default period)		
<input type="checkbox"/> _____ business days for the date of clearance		

Reason for clearance being denied:

Clearance declined by:		
.....
Name of Approving Officer	Signature of Approving Officer	Date