

## **Continuous Disclosure Policy**

WEEBIT NANO LTD  
ABN 15 146 455 576  
**(Company)**

adopted by the Board of the  
Company on 21 March 2024

## **1 INTRODUCTION**

### **1.1 Company's commitment to continuous disclosure**

The Company is committed to the objective of promoting investor confidence and the rights of shareholders by:

- (a) complying with the continuous disclosure obligations;
- (b) ensuring that Company announcements are accurate, balanced and expressed in a clear and objective manner that allow investors to assess the impact of the information when making investment decisions; and
- (c) ensuring that all shareholders have equal and timely access to material information concerning the Company.

### **1.2 Purpose**

This policy outlines corporate governance measures adopted by the Company to further its commitments. It seeks to incorporate:

- (a) recommendations noted in the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (4th edition); and
- (b) the ASX Listing Rules.

### **1.3 Policy application**

This policy applies to all directors on the Board of the Company, as well as officers, employees, contractors and consultants of the Company.

Failure to comply with the disclosure obligations in this policy may lead to a breach of the *Corporations Act 2001 (Cth)* or the ASX Listing Rules and to personal penalties. Breaches of this policy may lead to disciplinary action.

## **2 CONTINUOUS DISCLOSURE OBLIGATIONS**

### **2.1 Continuous disclosure obligations**

The Company is listed on the ASX and must comply with the continuous disclosure obligations in the ASX Listing Rules. These obligations have the force of law under the *Corporations Act 2001 (Cth)*.

### **2.2 Material effect on the price or value of securities**

The Company must immediately (meaning, "promptly and without delay" being "as quickly as it can be done in the circumstances (acting promptly) and not deferring, postponing or putting off to a later time) disclose to the market any information concerning the Company that a reasonable person would expect to have a material effect on the price or value of the Company's securities. Disclosure is made by making an announcement to ASX.

Information will be taken to have a material effect on the price or value of the Company's securities if it would be likely to influence investors in deciding whether to buy, hold or sell the Company's securities if the information became public. This type of information is referred to as "price sensitive" information.

Materiality is assessed using measures appropriate to the Company and having regard to the examples given by the ASX in ASX Listing Rule 3.1 and Guidance Note 8.

If any material information disclosed to the market becomes incorrect, the Company must release an announcement correcting or updating that information.

### **2.3 Information in the Company's knowledge**

The Company becomes "aware of information" if any of its directors or executive officers has, or ought reasonably to have, come into possession of the information in the course of the performance of their duties.

An executive officer of the company would include a person concerned in, or taking part in, the management of the Company and its controlled entities.

### **2.4 Exceptions to disclosure of information**

Disclosure of price sensitive information is not required while the following paragraphs (a), (b) and (c) are satisfied:

- (a) a reasonable person would not expect the information to be disclosed; and
- (b) the information is confidential and ASX has not formed the view that the information has ceased to be confidential; and
- (c) one or more of the following applies:
  - (i) it would be a breach of a law to disclose the information;
  - (ii) the information concerns an incomplete proposal or negotiation;
  - (iii) the information comprises matters of supposition or is insufficiently definite to warrant disclosure;
  - (iv) the information is generated for the internal management purposes of the Company; or
  - (v) the information is a trade secret.

The Company must disclose the information to ASX as soon as one of paragraphs (a), (b) or (c) is no longer satisfied.

### **2.5 False market**

If the ASX considers that there is, or is likely to be, a false market in the Company's securities and asks the Company to give it information to correct or prevent a false market, the Company must give the ASX the information needed to correct or prevent the false market (in consultation with the Board members and external advisers, if necessary). This obligation arises even if the exceptions detailed above at paragraph 2.4 apply.

### **2.6 Published earnings or progress**

The Company will ensure that the market is updated in respect of any earnings guidance or any expected timetable for product development (published or issued by an analyst) in accordance with the ASX Listing Rules and the Continuous Disclosure Guidance Note 8.

### **3 INTERNAL DISCLOSURE PROCEDURE**

#### **3.1 Disclosure Committee**

The Company has established a Disclosure Committee. At the date of adoption of this policy, the members are:

- the Chief Executive Officer (“**CEO**”) (or in his absence VP Marketing and Business Development);
- the Chairman;
- 1 Australian-resident Non-Executive director (being Ashley Krongold or in his absence Naomi Simson);
- 1 representative from the Company’s legal adviser King & Wood Mallesons (being Paul Schroder or in his absence Anthony Boogert); and
- 1 representative from the Company’s investor relations adviser Automic Group (being Eric Kuret).

The quorum for any meeting of the Disclosure Committee or decision-making will be any three members of the Disclosure Committee.

#### **3.2 Role and responsibilities of the Disclosure Committee**

The role of the Disclosure Committee is to manage the Company’s compliance with its disclosure obligations and this policy.

Subject to any directions given by the Board (either generally or in a particular instance), its responsibilities include:

- (a) seeking to ensure that the Company complies with its disclosure obligations including having relevant procedures in place;
- (b) assessing the possible materiality of information which is potentially price sensitive;
- (c) making decisions on information to be disclosed to the market;
- (d) seeking to ensure that announcements are made in a timely manner, are not misleading, do not omit material information and are presented in a clear, balanced and objective way;
- (e) referring any announcement which the Disclosure Committee considers to be a matter of key significance to the Board for consideration;
- (f) reviewing the Company’s periodic disclosure documents and media announcements before release to the market; and
- (g) monitoring:
  - (i) disclosure processes and reporting;
  - (ii) the market price of the Company’s securities;

- (iii) major national and local newspapers;
- (iv) major news wire services;
- (v) any investor blogs, chat-sites or other social media the Company is aware of that regularly post comments about the Company; and
- (vi) enquiries from analysts or journalists.

### **3.3 Internal notification**

- (a) All Directors, officers and members of senior management must immediately notify:
  - (i) during trading hours, a member of the Disclosure Committee; or
  - (ii) outside of trading hours, the Chairman,as soon as they become aware of any information that is not generally available, which may be price sensitive and which should be considered for release to the market.
- (b) The Disclosure Committee and/or the Chairman must review any information reported under paragraph (a) and determine, whether any of the information is required to be disclosed to the ASX.

### **3.4 Facilitating compliance with ASX Listing Rule 3.1**

The Company should take the following steps to help manage the requirement to disclose information immediately under ASX Listing Rule 3.1:

- (a) Have a template letter requesting ASX to grant a trading halt ready for use at all times. In this way, if the Company needs to request an urgent trading halt, it can do so without delay.
- (b) Anticipate what might happen if information about a confidential transaction being negotiated leaks and have a template announcement ready that can be updated and issued straight away.
- (c) Where the Company has advance notice of an event that is likely to require an announcement under ASX Listing Rule 3.1, the Disclosure Committee will work with the CEO and Vice President – Marketing & Business Development to prepare a draft announcement ahead of time that can be issued straight away.
- (d) Where the event that gives rise to the need to make an announcement is within the Company's control, be sensitive to the hours when licensed markets in Australia are trading and, where possible, try to ensure that the event happens and the announcement is made before trading commences or after trading has closed, to avoid disrupting the normal course of trading on licensed markets.

### **3.5 Approval of announcements under ASX Listing Rule 3.1**

Subject to section 3.7, before the release of any announcement to the ASX:

- (a) once a draft announcement is available, relevant members of senior management and any parties named in the announcement are to review the announcement in order to confirm that all information contained therein is factually correct;

- (b) the Disclosure Committee will determine, among other things, whether the draft announcement should be marked as price sensitive;
- (c) if considered necessary, at the discretion of the Disclosure Committee and having regard to the materiality of the announcement, the announcement will be sent to the Board for review and approval;
- (d) once approved by the Board, the draft announcement is to be provided to ASX at least three trading days prior to the planned release date, together with an explanatory statement providing the reasons for the release;
- (e) the Disclosure Committee is to provide the draft announcement to the Company Secretary for release to ASX, with instructions on:
  - (i) the timing of the release; and
  - (ii) whether the announcement should be marked as potentially price sensitive;
- (f) following the release of the announcement on ASX, the Company will coordinate any other publication of the announcement (having regard to section 5.1 of this policy), including whether any translation is required and whether any other non-material changes are required to facilitate that other publication; and
- (g) a copy of all announcements must be provided to the Board promptly after they have been released to the market.

### **3.6 Authorisation of release of announcements**

All announcements must include a statement confirming that the announcement has been approved for release to the ASX and state by whom such approval has been given (i.e. the Board, the Chairman, the CEO, the Company Secretary or such other officer or a Board Sub-Committee delegated with such authority).

### **3.7 Approval process not possible or practical**

The obligation to make immediate disclosure under ASX Listing Rule 3.1 will take priority where the approval process in section 3.5 is not possible or practical prior to disclosure. Where such consultation is not possible or practical prior to disclosure, the CEO, Chairman or two members of the Disclosure Committee may authorise the disclosure.

## **4 DISCLOSURE MATTERS GENERALLY**

### **4.1 Inform ASX first**

The Company will not release any information publicly that is required to be disclosed to ASX until the Company has received formal confirmation of its release to the market by ASX.

Information must not be given to the media before it is given to ASX.

### **4.2 Speculation and rumours**

Generally, the Company will not respond to market speculation or rumours unless a response is required by law or ASX for the purposes of section 4.3 of this policy.

### **4.3 False market**

If ASX considers that there is, or is likely to be, a false market in the Company's securities and asks the Company to give it information to correct or prevent a false market, the Company must give ASX the information needed to correct or prevent the false market.

### **4.4 Trading halts**

- (a) If necessary, the Board may consider requesting a trading halt from ASX to ensure orderly trading in the Company's securities and to manage disclosure issues.
- (b) Subject to meeting the quorum requirement below, the following members of the Disclosure Committee may request a trading halt:
- the CEO (or in his absence VP Marketing and Business Development);
  - the Chairman;
  - 1 Australian-resident Non-Executive director (being Ashley Krongold or in his absence Naomi Simson);
  - 1 representative from the Company's legal adviser King & Wood Mallesons (being Paul Schroder or in his absence Anthony Boogert); and
  - 1 representative from the Company's investor relations adviser Automic Group (being Eric Kuret).

The quorum for any trading halt approval will be any three members of the Disclosure Committee.

### **4.5 Breaches**

Failure to comply with the disclosure obligations in this policy may lead to a breach of the Corporations Act or ASX Listing Rules and to personal penalties for Directors and officers. Breaches of this policy may lead to disciplinary action being taken.

## **5 MARKET COMMUNICATION**

### **5.1 Communication of information**

The Company will post on its website relevant announcements made to the market and related information after they have been released to ASX following receipt of confirmation from ASX.

Material price sensitive information will be posted as soon as reasonably practicable after its release to ASX.

Information may also be provided from time to time to the media (if required) on behalf of the Company but not before disclosure to ASX.

### **5.2 Analysts and investors**

The Company may conduct briefings for analysts and investors from time to time to discuss matters concerning the Company. Only the Chief Executive Officer, Chief Financial Officer and Chairman or approved representatives of the Company are authorised to speak with analysts and institutional investors.

The Company's policy at these briefings is that:

- (a) The Company will not comment on price sensitive issues not already disclosed to the market.
- (b) Any questions raised in relation to price sensitive issues not already disclosed to the market will not be answered or will be taken on notice. If a question is taken on notice and the answer would involve the release of price sensitive information, the information must be released through ASX before responding.
- (c) All investors are to be treated in an honest, balanced and fair manner with discussions restricted to previously disclosed information and responses to questions and queries must be factual and balanced.

At or after briefings, the Company personnel involved must consider the matters discussed at the briefings to ascertain whether any price sensitive information was inadvertently disclosed. If so, paragraph 2.4 applies.

### **5.3 Analyst reports**

If requested, the Company may review analyst reports. The Company's policy is that it will only review these reports to clarify historical information and correct factual inaccuracies if this can be achieved using information that has been disclosed to the market generally.

No comment or feedback will be provided on financial forecasts, including profit forecasts prepared by the analyst, or on conclusions or recommendations set out in the report. The Company will communicate this policy whenever asked to review an analyst report.

### **5.4 Media relations and public statements**

All inquiries from the media must be referred to the Chief Executive Officer or Chairman.

Only the Chief Executive Officer, Chairman and Vice President Marketing & Business Development are authorized to give an interview or make a presentation to the media.

Material information must not be selectively disclosed prior to being announced to the ASX. The Company must not provide interviews, stories or information to the media that contain price sensitive information not already disclosed to the market.

## **6 Review and publication of this policy**

The Board must review this policy regularly to ensure that it continues to provide for and enables accurate, balanced and timely disclosure in accordance with the Corporations Act and the ASX Listing Rules. This policy may be amended by resolution of the Board.

This policy is available on the Company's website. Key features are published in:

- (a) either the annual report or on the Company's website; and
- (b) in the Appendix 4G to be lodged with ASX at the same time as lodging the annual report.