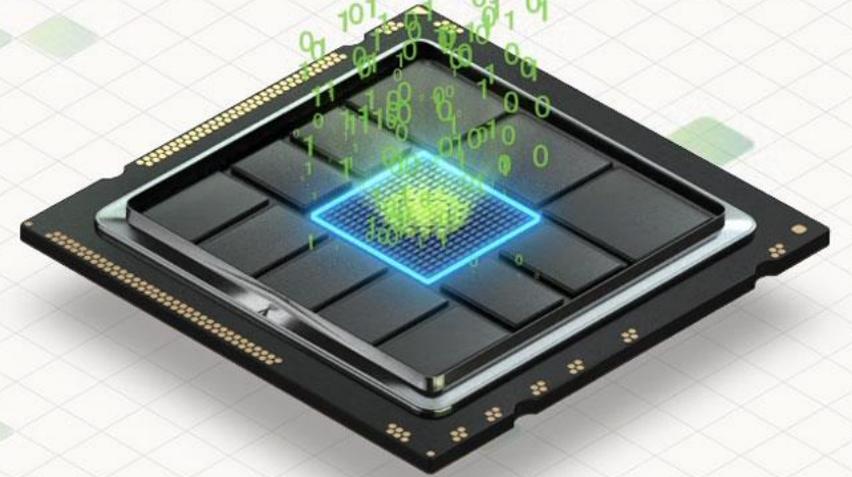




# Accelerating commercial progress & AI innovation

March 2026



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# Executive summary

## Underwritten Capital Raising of A\$80m to support the commercialisation and scale-up of Weebit Nano's ReRAM offering, accelerate AI innovation and investment in technology

1

Weebit Nano is a leading developer of next-generation memory IP

- Weebit Nano is a leading developer of next-generation memory intellectual property (IP)
  - Filling the industry gap created by the limits of incumbent flash memory technology and the ongoing proliferation of edge AI
- IP licensing to semiconductor design companies and fabrication plants (fabs) - enabling scalable, high-margin recurring royalty revenue
- Well-credentialed leadership with proven capability in taking semiconductor IP from R&D into fabrication
  - De-risking execution as ReRAM adoption accelerates

2

ReRAM at inflection point as emerging new standard for embedded non-volatile memory (NVM)

- ReRAM is becoming the new industry standard, with the embedded emerging non-volatile memory (NVM) market set for strong growth
  - Positioning Weebit at the forefront of a rapidly expanding NVM transition
- Significant momentum across commercial transaction and technical qualification, with AEC-Q100 qualification & major agreements with leading players Texas Instruments and onsemi
- Foundry momentum is building rapidly, with Weebit Nano raising capital to expand the team and infrastructure to support scale-up
  - As key existing customers move toward mass production and new customers are engaged

3

Underwritten Capital Raising to support scale-up and commercialisation of technology

- Proceeds to be deployed over ~3 years across three major initiatives:
  - Commercialisation scale-up (~A\$25m)
  - AI offering development (~A\$25m)
  - Advance ReRAM technology (~A\$25m)
- Funding enables accelerated customer acquisition and technology transfer through team expansion:
  - R&D (Additional engineers)
  - AI (Additional AI specialists)
  - Sales / application engineering
- Additional capital raised to capture leading share of the rapidly scaling embedded ReRAM & AI markets
  - Investment in automation, design-tools, global marketing and increased fab activity

# Use of proceeds – Overview

Proceeds from the Underwritten Capital Raising will be used to accelerate scale-up and commercialisation of Weebit Nano’s technology, AI innovation and development of leading ReRAM technology

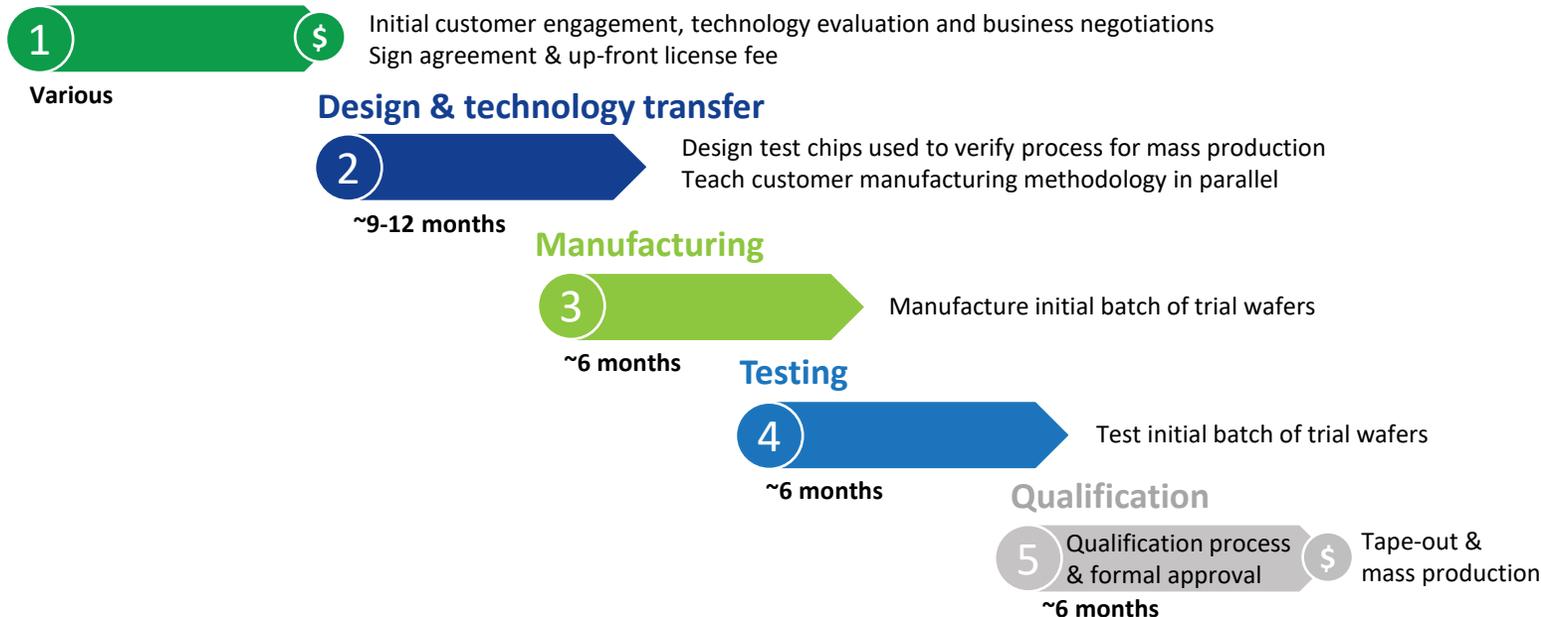
	Overview	Team	Tools and infrastructure	Outcomes	Total
<b>Accelerate scale-up &amp; commercialisation of Weebit Nano’s tech</b> <b>01</b>	<ul style="list-style-type: none"> <li>Automate, streamline and scale technology-transfer processes, through:               <ul style="list-style-type: none"> <li>Expand R&amp;D headcount</li> <li>Build automation tools</li> <li>Scale sales &amp; customer support infrastructure to meet growing demand</li> </ul> </li> </ul>	<ul style="list-style-type: none"> <li>Additional engineers across device, process, design, test, and other functions (~A\$7.5m)</li> <li>Additional sales staff and application engineers (AEs) (~A\$7.5m)</li> </ul>	<ul style="list-style-type: none"> <li>~A\$10m for design automation tools, new engineering tools, and lab expansion</li> </ul>	<ul style="list-style-type: none"> <li><b>Existing customers:</b> Increase resources to support technology transfer process and drive efficiency in parallel qualification with <u>existing signed customers</u></li> <li><b>New customers:</b> Grow engineering and sales teams, while simultaneously investing in supporting infrastructure and tools to accelerate acquisition of <u>new customers</u></li> </ul>	~A\$25m
<b>Accelerate the development &amp; delivery of AI offering</b> <b>02</b>	<ul style="list-style-type: none"> <li>Build out a multidisciplinary AI / in-memory compute (IMC) / neuromorphic compute (NC) team</li> <li>Fund targeted research, customer engagement, and ecosystem development to commercialize ReRAM-based AI architectures</li> </ul>	<ul style="list-style-type: none"> <li>Additional AI experts, with expertise in AI algorithms, software tools and AI applications (~A\$12.5m)</li> </ul>	<ul style="list-style-type: none"> <li>~A\$12.5m to fund Weebit-dedicated research, partner programs and other analysis to more deeply map customer requirements across AI end uses</li> </ul>	<ul style="list-style-type: none"> <li>Support multiple new customer engagements in parallel, with a focus on new product customers</li> </ul>	~A\$25m
<b>Further technology development</b> <b>03</b>	<ul style="list-style-type: none"> <li>Invest in ReRAM roadmap improvements - cell quality, speed, density, power, advanced nodes, and discrete/3D memory research - through expanded R&amp;D staffing and increased fab wafer-lot runs</li> </ul>	<ul style="list-style-type: none"> <li>Additional R&amp;D team staff with expertise across multiple ReRAM technical fields (~A\$10m)</li> </ul>	<ul style="list-style-type: none"> <li>~A\$10m to expand wafer production tests to accelerate development</li> <li>~A\$5m for design automation, IT infrastructure and supporting tools</li> </ul>	<ul style="list-style-type: none"> <li>Incremental investment to advance Weebit Nano’s technological leadership</li> <li>Facilitate customer requirements for AI supporting and enabled solutions</li> </ul>	~A\$25m
<b>Other</b> <b>04</b>	<ul style="list-style-type: none"> <li>General corporate purposes including cost of the Offer</li> </ul>				~A\$5m

~A\$80m

# Capital to support and accelerate parallel customer commercialisation

## Illustrative customer engagement and commercialisation process

### Introduction & sales engagement



## Strengthening each leg of the commercialisation process

- 1 Team:** Expansion of sales and application engineer teams to generate qualified leads, support foundry and product customers  
**Offices:** Establish new offices in key customer regions including Asia and the United States  
**Marketing:** Expand marketing activities to broaden sales 'funnel'
- 2 Team:** Expand R&D team across all disciplines to support technology transfer  
**R&D:** Design automation tools, develop memory compilers, expand standard modules library to increase efficiency for new customer engagement
- 3** Expand wafer manufacturing, increasing cadence of batch production to accelerate process, information discovery and parallel customer support
- 4 Team:** Expand team to support parallel testing and qualification of multiple customers

Team involvement					
Project management		✓	✓	✓	✓
Sales	✓	✓			✓
Device & process		✓	✓	✓	✓
Design		✓	✓	✓	✓
Testing & qualification			✓	✓	✓
Customer team	✓	✓	✓	✓	✓

# Investment highlights

Weebit Nano owns the only independent, qualified, scalable ReRAM IP positioned to power the next generation of edge and AI chips, with early contract win momentum and a well credentialed leadership

1

**Rapidly growing demand for advanced semiconductor components with high endurance, low power consumption and low latency, as a result of rapid acceleration of AI inference and computation within edge devices**

2

**Critical IP filling the Flash memory void** for demand for advanced geometries (<28nm) with ReRAM the leading technology to replace Flash in use cases where low latency, offline reliability and energy efficiency is critical

3

**Attractive platform unit economics:** near-100% margin upside as royalties scale with customer production and no incremental cost to Weebit Nano

4

**AI structurally accelerating semiconductor demand,** highlighting a rapidly expanding end-market for advanced memory technologies, with Weebit Nano rapidly building out AI capability and offering

5

**Commercialisation momentum is accelerating** with Weebit Nano building out infrastructure to support scaling up of operations as key customers move to mass production

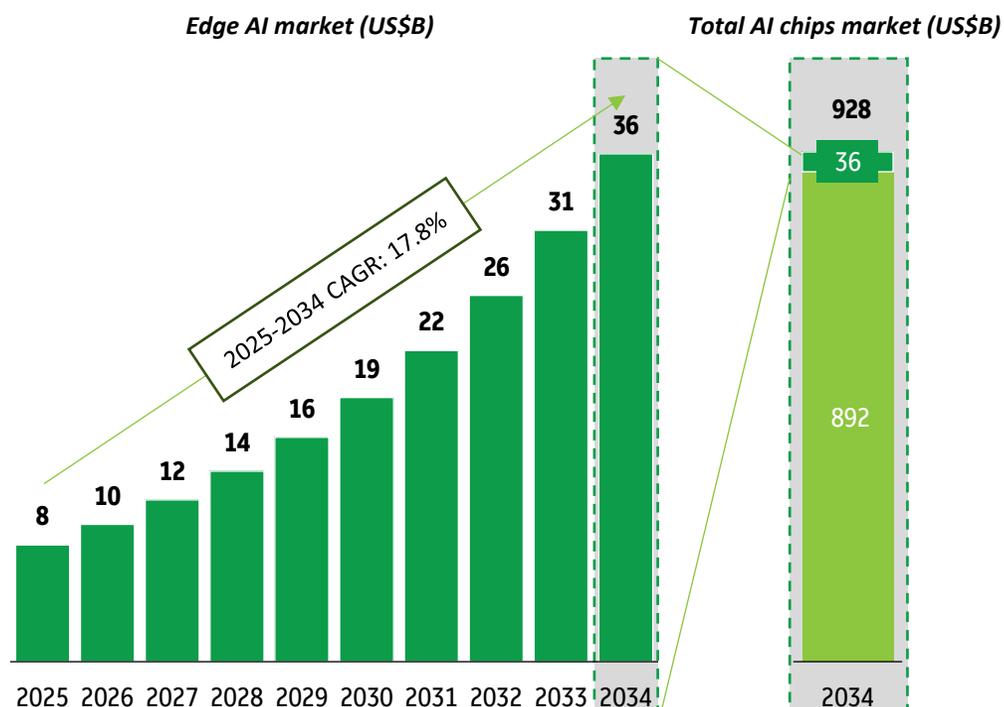
6

**Well-credentialed and talented leadership** with a track record in taking semiconductor IP from R&D to fabrication

# AI applications: Critical role of Weebit's ReRAM technology

Rapid expansion of global AI adoption is driving the need for next-generation memory technologies – Weebit's ReRAM uniquely enables scalable, low-power AI compute architectures

## Global edge AI and AI chips market (US\$B)<sup>1,2</sup>



Edge AI is a near-term focus, but only represents a small proportion of the total opportunity for Weebit Nano

## AI adoption driving demand growth

Near term focus	Edge AI	<ul style="list-style-type: none"> <li>Edge AI (performing AI inference directly on local hardware) is expected to grow rapidly given substantial latency, data privacy and energy efficiency benefits vs in-cloud compute solutions</li> <li>Weebit's ReRAM supports edge AI devices to function in environments with limited, intermittent, or no internet connectivity - ensuring consistent performance</li> </ul>
	Automotive AI	<ul style="list-style-type: none"> <li>Automotive semiconductor growth is increasingly driven by AI-enabled functions such as ADAS perception, sensor fusion, and in-vehicle intelligence</li> <li>Weebit's ReRAM provides the required high temperature reliability (AEC-Q100 150°C), EMI immunity, endurance, and fast switching speed, making it suitable for AI-centric automotive compute architectures</li> </ul>
Medium term opportunity	AI Data Centre / Training & Inference Acceleration	<ul style="list-style-type: none"> <li>Scaling AI workloads requires memory technologies that reduce power consumption and improve compute efficiency</li> <li>Three government level AI initiatives have already engaged Weebit to develop AI infrastructure (Next AI, a European Union Government initiative, Israel and Korea)</li> <li>Weebit's work in In-Memory Compute (IMC) and Neuromorphic Computing (NC) positions ReRAM as a key enabler of next-generation AI accelerators</li> </ul>

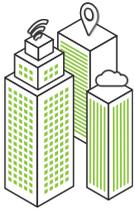


# WeeBit's accelerating commercialisation



# Weebit overview: Leading vendor of ReRAM IP

## Advanced Non-Volatile Memory (NVM) now entering production



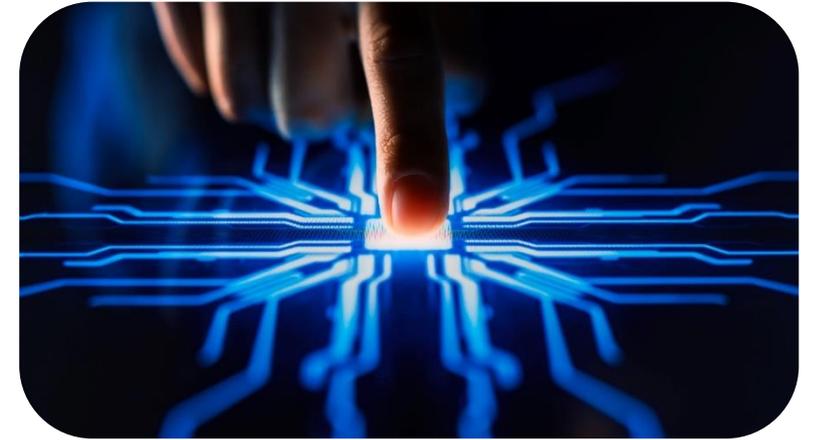
### Founded: 2015

Located: Israel, France & US  
>60 employees (~90% engineers/scientists; 19 PhDs)



### Multiple commercial deals

Including tier-1 IDMs TI & onsemi; ongoing discussions/evals with >20 foundries/IDMs/product companies



### Business model

IP licensing to semiconductor companies & fabs



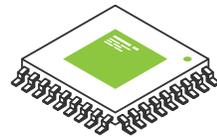
### Fast-growing markets

Edge AI, automotive, microcontrollers, power management/analog ICs...



### R&D partner

CEA-Leti, a leading microelectronics research institute



### Proven, protected technology

Fully qualified per JEDEC & AEC-Q100 standards; available for chip designers; >90 patents/applications

**ASX: WBT**

**S&P/ASX 300**

**MSCI**  
Global Small Cap Index

# Why is Weebit Nano's ReRAM technology superior



**3-4x**

**Lower added wafer cost vs. embedded flash**

- ✓ 2-mask adder (vs. ~10)
- ✓ Shorter CT, fewer steps



**>10x**

**Better endurance vs. embedded flash**

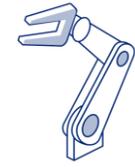
- ✓ Demo 100K-1M write cycles



**~100x**

**More energy efficient vs. embedded flash**

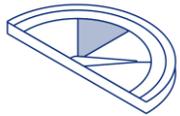
- ✓ Low voltage, low current write operations



**<28nm**

**Scales to processes far below limits of flash**

- ✓ Proven @ 28nm and 22nm
- ✓ Scalable **below**



**10x-100x**

**Faster program time than embedded flash**

- ✓ Bit/byte addressable
- ✓ No sector erase



**150°C**

**Reliable for Automotive designs**

- ✓ Grade-0 conditions and profiles



**~350x**

**Better radiation tolerance vs. flash<sup>1</sup>**

- ✓ Also tolerant to EMI



**0**

**Interference w/ analog & power devices**

- ✓ Best NVM for PMIC & mixed-signal

# Customer opportunities: current progress and growth pipeline

## Multiple current commercial deals (including Tier 1 IDMs) in evaluation with strong pipeline for new customer wins

### SEP-2021

- Signed first commercial license with Skywater, the largest exclusively U.S.-based pure-play foundry service provider
- Licensed Weebit ReRAM in 130nm for aerospace & defense and other applications



### JAN-2025

- Onsemi is a leading global player in silicon power solutions
- Licensed Weebit ReRAM for automotive and power management applications
- Feb-2026 update: Test chips now in qualification process
  - Completion estimated by year end



2021

2023

2025

2026

Strong pipeline with ongoing discussions and evaluations with >20 customers (foundries, IDMs, product companies)



### OCT-2023

- DB HiTek is a top-10 global semiconductor foundry and #2 foundry in Korea
- Licensed Weebit's ReRAM to integrate as embedded non-volatile memory in their customer systems on chips (SoCs) offering
- Feb-2026 update: Achieved technology qualification for DB HiTek's 130nm Bipolar BCD process
  - Enables off-the shelf access to a range of applications across consumer, industrial and IoT



### DEC-2025

- Texas Instruments is a Tier-1 global integrated device manufacturer (IDM) and #1 globally in analog integrated chips and #4 in automotive
- License to integrate ReRAM technology into Texas Instruments' advanced process nodes
- As a Tier 1 IDM, the agreement is accelerating Weebit Nano's commercial discussions with multiple foundries, IDMs and product companies



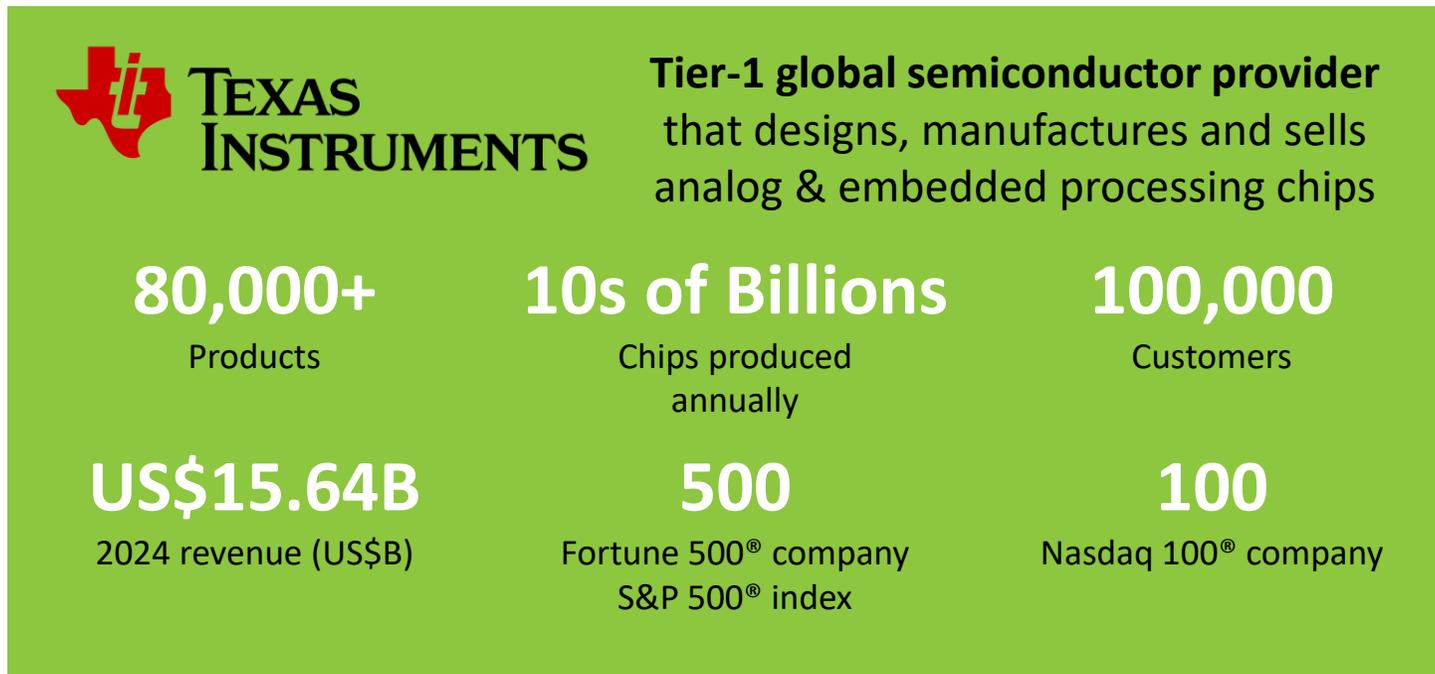
# Case study: Texas Instruments licenses Weebit ReRAM IP

## Reinforces Weebit's position as the leading independent provider of ReRAM technology

- ❖ Weebit ReRAM to be integrated into TI's **advanced process nodes** for **embedded processing** semiconductors
- ❖ A strong signal that **the industry is moving towards ReRAM** as the successor to flash in SoC designs

*"The TI and Weebit Nano collaboration will enable our customers to get access to **industry-leading NVM technology** in **performance, scale, and reliability** which will enable us to enhance our position as a leading embedded processors provider."*

**– Amichai Ron, SVP  
TI Embedded Processing**

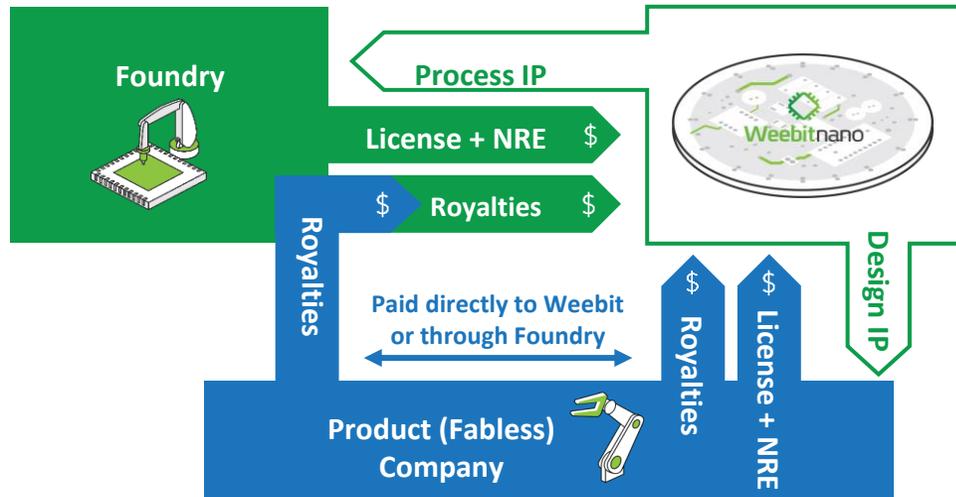


Sources: <https://www.ti.com/about-ti/company/ti-at-a-glance.html> Nov. 3, 2025; company information

# IP business model benefits

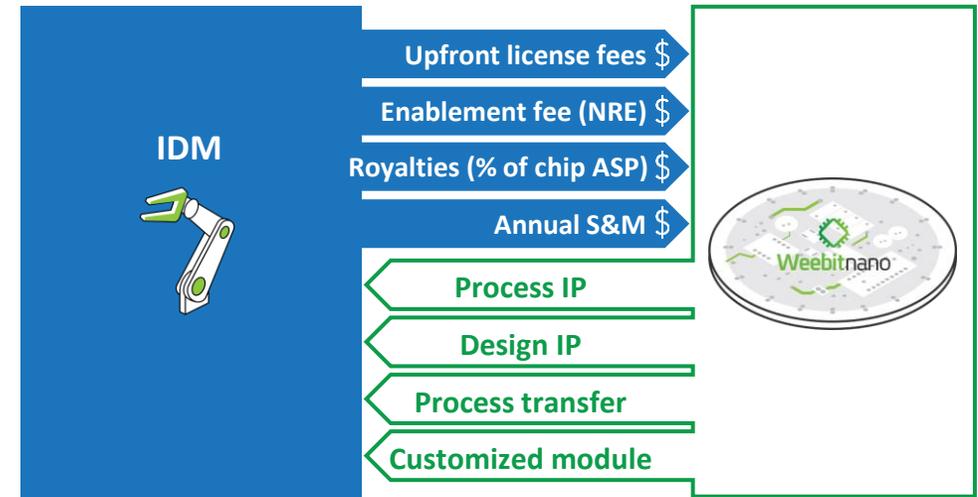
## Benefits of IP model to foundries and fabless designers

- ❖ **Asset light efficiency:** Inventory-free model drives a superior margin profile by restricting direct costs to the support and maintenance of core IP
- ❖ **Scalability:** Standardized IP enables repeat licensing, allowing for incremental royalty streams to flow in at near-100% margins
- ❖ **Example customers:**  



## Benefits of model to IDMs

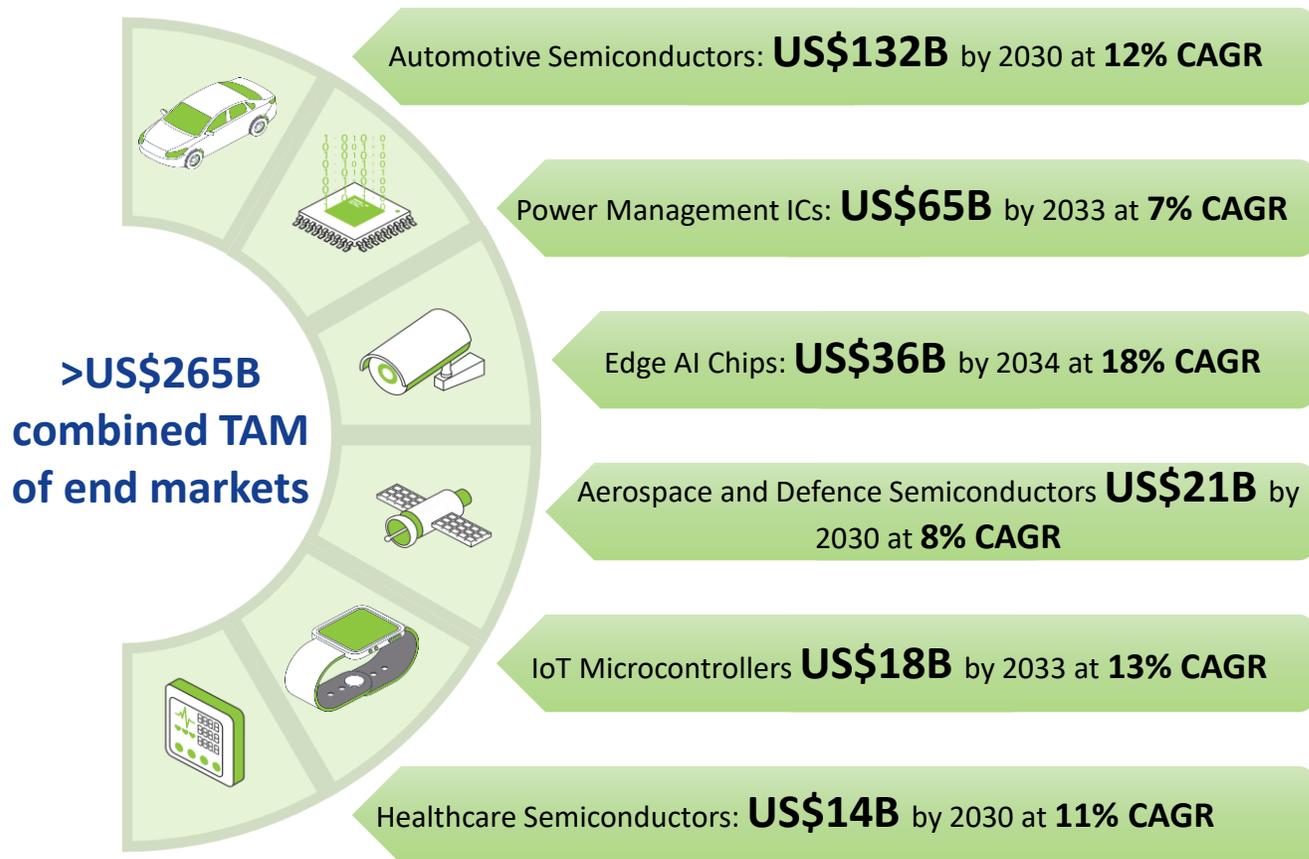
- ❖ **Time to market acceleration:** Streamlined development cycle enables IDMs to rapidly engineer and deploy products tailored for high-growth target end markets
- ❖ **Heightened operating leverage:** Ability to integrate core IP across multiple designs and product lines presents an efficient scaling profile
- ❖ **Example customers:**  



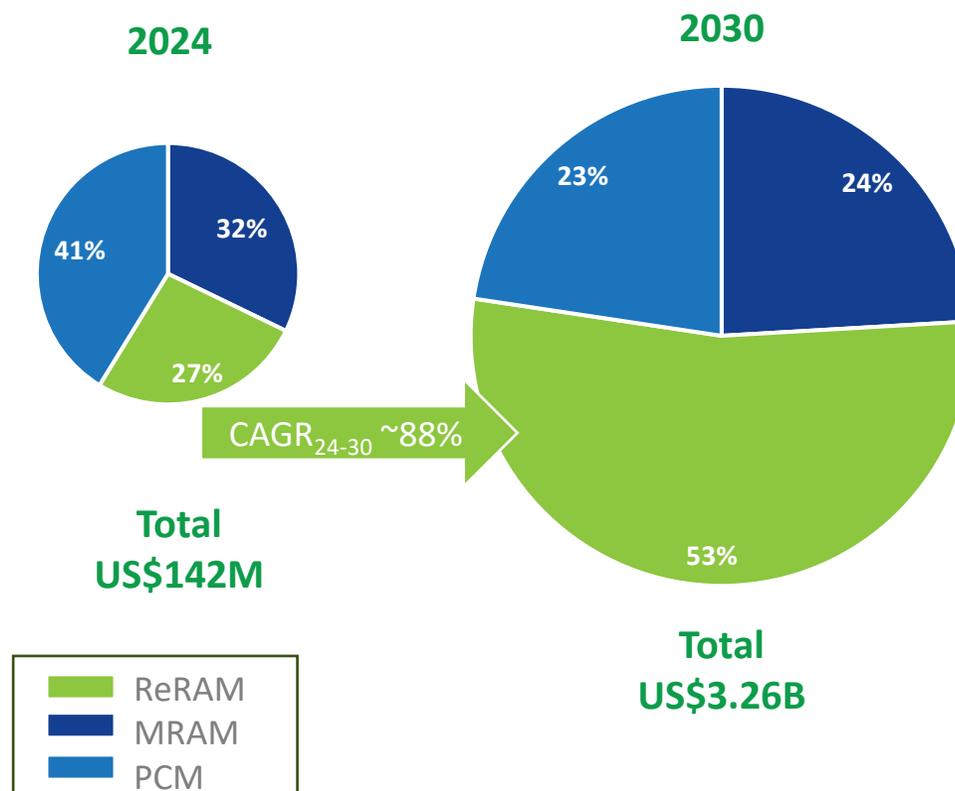
# Market opportunity: Weebit Nano's opportunity in ReRAM

Weebit Nano owns the only independent, qualified, scalable ReRAM IP, with demand forecast to grow rapidly based on its substantial advantages over incumbent flash technology

## Fast growing end markets



## Embedded Emerging NVM Market (US\$B)<sup>1</sup>





# ReRAM enabling innovation in AI

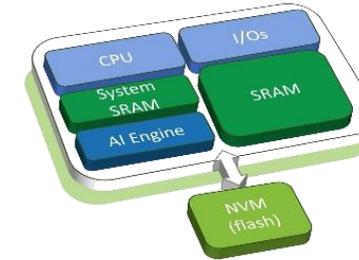


# The journey to new AI architectures with ReRAM

ReRAM is deeply embedded in chip design, architectures are central to the transformation of AI, bringing memory and compute together for faster, brain-like intelligence

	Technology	Overview	Considerations
<div style="text-align: center;"> <p>Today</p> <p>AI opportunity</p> <p>Future state</p> </div>	Today's two chip solution	<ul style="list-style-type: none"> <li>Non-Volatile Memory is component of circuit on separate wafer die</li> </ul>	<ul style="list-style-type: none"> <li>Increases cost – requires a second chip</li> <li>Longer boot time</li> <li>Security risk when copying the coefficients to the AI chip</li> <li><b>Requirements for security, speed and reliability make two chip solution unviable for AI use cases</b></li> </ul>
	Single chip embedded memory	<ul style="list-style-type: none"> <li>Memory component of circuit 'embedded' onto chip</li> </ul>	<ul style="list-style-type: none"> <li>Fast and secure boot time</li> <li>Non-volatile, lowering power consumption</li> <li>Smaller bit size enables more accuracy</li> <li><b>Majority of AI chips are at geometries &lt;28nm – where flash memory isn't viable – requiring advanced NVM solutions</b></li> </ul>
	In memory compute	<ul style="list-style-type: none"> <li>Computation performed within memory arrays</li> </ul>	<ul style="list-style-type: none"> <li>Ultra-low power requirements by eliminating data traffic</li> <li>Significantly faster solution</li> <li>Weebit is partnering with multiple research agencies to develop in-memory compute capabilities</li> </ul>
	Neuromorphic compute	<ul style="list-style-type: none"> <li>Concept of future computing systems that mimic brain behaviour</li> </ul>	<ul style="list-style-type: none"> <li>Fast real-time processing on massive amounts of data</li> </ul>

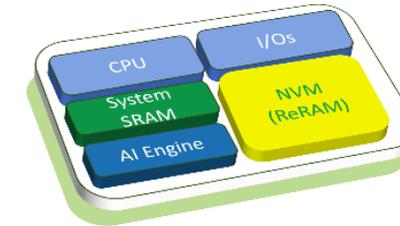
## Today's two chip solution



One wafer die for CPU and other components

Separate wafer die for non-volatile memory components

## Single chip (embedded ReRAM)

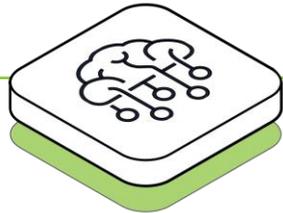


Memory component integrated onto wafer die to create an entire 'System on Chip' (SoC)

**As the leading NVM replacement, ReRAM is best placed to support the increased requirements for AI chip architectures - Scalable to AI geometries, increased energy efficiency, improved security and reliability in low / intermittent power environments**

# Use case deep dive: Why is ReRAM needed for edge AI

ReRAM is essential for scaling edge AI, reducing data movement and power consumption, enabling ultra-low-power, high-bandwidth processing required for real-time intelligence



## Growth in edge AI

- ❖ To achieve lower latency and better security, the world is transitioning towards performing AI inference at 'the edge' for a wide range of applications
- ❖ Edge devices are often small, battery-powered, and resource-constrained - it's important that the computing resources enabling this process and the associated memories are ultra-low-power and low-cost

## Benefits of ReRAM for edge AI

Decrease latency to enable real-time edge AI

01

- ReRAM can store inference models on-chip and process locally collected data fast – decreasing latency which is essential for automotive and industrial IoT use cases
- Deterministic memory for autonomous, safety-critical systems

Cuts power and extends uptime

02

- Non-volatility cuts energy usage, enabling longer performance within battery-operated or power-constrained devices
- Supports always-on operation and has higher endurance

Simplifies system design

03

- Removes need for external memory components, enabling a leaner single-chip System on Chip architecture
- Smaller memory cells means more bits on the same silicon, enabling higher accuracy

Built for high-value markets

04

- Built for automotive, industrial, aerospace end markets, where memory performance / power are mission-critical
- High growth outlook across multiple end markets with accelerating structural tailwinds



# Equity raising

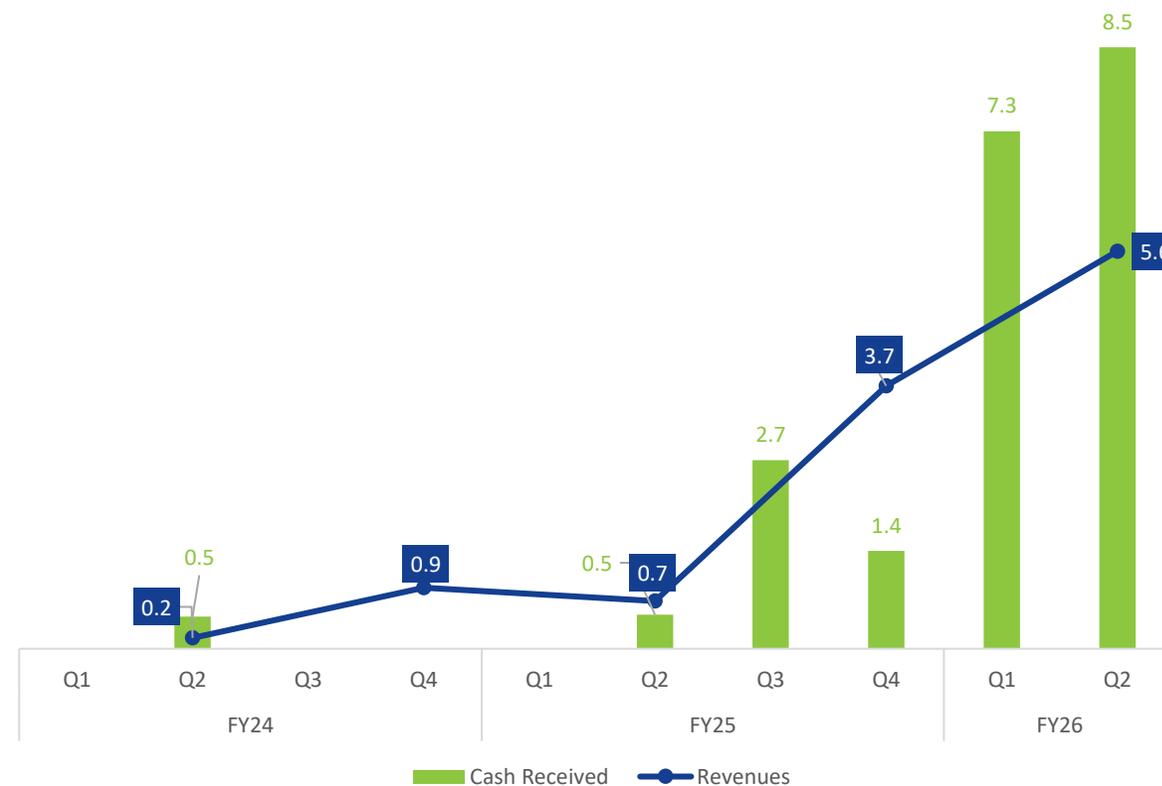


# Capital position and sources and uses

## Well funded to capitalise on growth, with significant growth in revenue and cash receipts

- ❖ Well funded for growth with ~A\$150m<sup>1</sup> cash at bank post underwritten institutional placement
  - ◆ Supports significant medium-term investment in technology offering, technology transfer capabilities, AI innovation and sales and marketing function to support commercialisation
- ❖ Accelerating conversion of revenue and cash receipts
  - ◆ Record half-year revenue of A\$5.6 million
  - ◆ Record quarterly customer receipts of A\$8.5 million in Q2 FY26
  - ◆ Customer receipts are dependent on the timing of license fees and milestone payments

## Weebit recent cash inflows and revenues (A\$m)



## Sources & Uses – Underwritten Placement

Sources	A\$m	Uses	A\$m
Underwritten Placement proceeds	80	Accelerate scale-up and commercialisation	25
<b>Total Sources</b>	<b>80</b>	Development of AI offering	25
		Development of ReRAM technology offering	25
		General corporate purposes including cost of the offer	5
		<b>Total Uses</b>	<b>80</b>

- ❖ Potential to raise up to an additional ~\$10m from Israel-based institutions - with proceeds to be applied approximately pro-rata to the uses outlined above

# Equity raising offer summary

<p>Offer structure and size</p>	<ul style="list-style-type: none"> <li>A\$80 million underwritten institutional placement (<b>Placement</b>) of approximately 19.8 million new shares, equating to ~9.4% of existing Weebit shares on issue, and up to an additional A\$10 million Israeli placement of approximately 2.5 million new shares (Israeli Placement) falling within the Company's existing placement capacity under ASX Listing Rule 7.1</li> <li>In addition, Weebit Nano is undertaking a non-underwritten SPP of up to A\$15 million to eligible shareholders in Australia and New Zealand</li> </ul>
<p>Placement price</p>	<ul style="list-style-type: none"> <li>All New Shares issued under the Placement and the Israeli Placement at a price A\$4.05 per New Share (<b>Placement Price</b>)</li> <li>The Placement Price represents a 10.8% discount to the last closing price of A\$4.54 on Wednesday, 25 March 2026</li> </ul>
<p>Ranking</p>	<ul style="list-style-type: none"> <li>All New Shares issued under the Placement, the Israeli Placement and SPP will rank equally with Weebit Nano's existing ordinary shares on issue</li> </ul>
<p>Share Purchase Plan</p>	<ul style="list-style-type: none"> <li>Eligible Weebit Nano shareholders with a registered address in Australia and New Zealand will have the opportunity to apply for Weebit Nano shares under a non-underwritten SPP</li> <li>Up to A\$30,000 of New Shares per eligible shareholder, free of any brokerage, commission or transaction costs</li> <li>The price of the SPP will be on the same terms as the Placement Price</li> </ul>
<p>Underwriting</p>	<ul style="list-style-type: none"> <li>The Placement is underwritten. The Israeli Placement is non-underwritten.</li> <li>Macquarie Capital (Australia) Limited, MST Financial Services Pty Ltd and Unified Capital Partners Pty Ltd are acting as Joint Lead Managers (<b>JLMs</b>), Bookrunners and Underwriters</li> <li>The SPP is not underwritten</li> </ul>

# Indicative equity raising timeline

Key event	Date
Record Date for Eligibility to participate in SPP	Wednesday, 25 March 2026 (7:00PM)
<b>Trading Halt lodged and announcement of Placement and the Israeli Placement</b>	Thursday, 26 March 2026
Announcement of completion of Placement and Israeli Placement and trading halt lifted	Monday, 30 March 2026
Settlement of Placement and Israeli Placement Shares	Thursday, 2 April 2026
Allotment and commencement of trading of Placement and Israeli Placement Shares	Tuesday, 7 April 2026
Further details of the SPP will be released on the ASX separately	

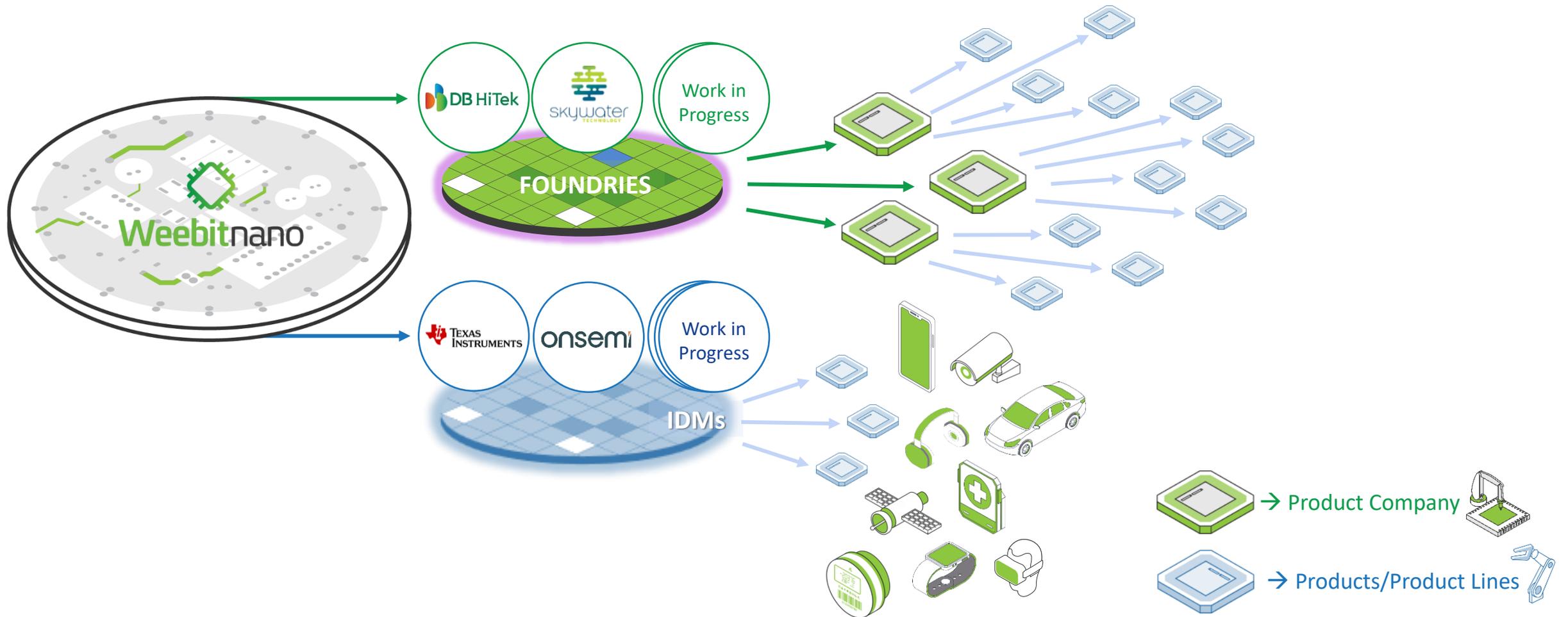
The above timetable is indicative only and subject to change. The commencement of trading and quotation of New Shares issued under the Placement and SPP is subject to confirmation from ASX. Subject to the requirements of the Corporations Act, the ASX Listing Rules and other applicable rules, Weebit reserves the right to amend this timetable at any time, including extending the period for the SPP or accepting late applications, either generally or in particular cases, without notice. All times above are to Australian Eastern Daylight Time.



# Opportunities ahead



# Every foundry deal represents multiple customer opportunities

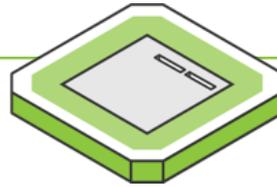


# Weebit Nano key targets for 2026



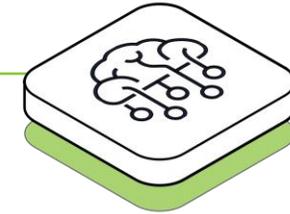
## Revenue

FY26 revenue  
guidance  
>A\$10M



## Products

First product  
company customer  
tape-out<sup>1</sup>



## Customers

First AI customer  
engagement

**Delivering on these milestones will continue to cement Weebit's position  
as the leading independent provider of ReRAM technology**



# Appendix 1: Weebit's strategic AI initiatives



# Case study: Weebit ReRAM selected for Korean In-Memory Compute (IMC) program

## GOAL



Address energy and performance limitations of conventional AI accelerators

## RATIONALE



Analog IMC can significantly improve throughput and energy efficiency for AI inference workloads

## DELIVERABLE



A complete, repeatable development platform for IMC

## FUNDING

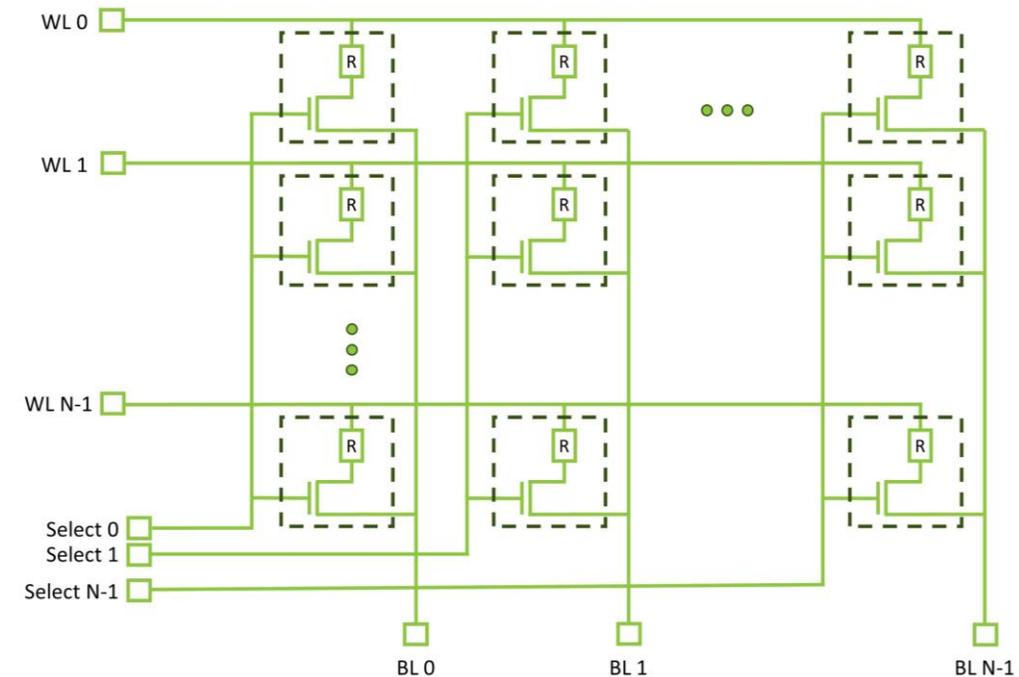


Part of the Republic of Korea AI Transformation Initiative



# Case study: Weebit ReRAM selected for Korean In-Memory Compute (IMC) program

- ❖ Moving beyond small-scale test structures toward **large, device-array-based silicon** implementations
  - ◆ Demonstrating integration of emerging synapse-device arrays with **commercial silicon-CMOS** processes and circuits
- ❖ Fabrication & verification of a device-based system array chip
  - ◆ Energy efficiency: 200 TOPS/W or higher\*
  - ◆ Throughput: 500 GOPS or higher
  - ◆ Array size: 256×256; will be instantiated multiple times to create larger arrays
  - ◆ **Analog multi-level** device utilization
  - ◆ Development in **DB HiTek** 130nm process
  - ◆ **Weebit ReRAM** foundational memory
- ❖ Program partners will:
  - ◆ Develop test chips based on multiple instances of 256x256 block + proprietary IP + smart interconnects
  - ◆ Develop algorithms and networks that will run on this platform



\* Including off-chip connection losses between device array and peripheral circuits

# Other strategic AI initiatives with Weebit ReRAM



- ❖ **WHO:** Major industry R&D teams and leading academia in Israel
- ❖ **GOAL:** Develop a technology infrastructure enabling **neuromorphic processing** capabilities for various edge products with **power consumption three orders of magnitude lower** than the state of the art
- ❖ **DELIVERABLE:** System with dedicated hardware components, advanced AI software modules using **spiking neural networks (SNN)**, and algorithms integrated with various sensors to enable ultra-low-power AI applications
- ❖ **FUNDING:** Three-year program funded by the Israeli Innovation Authority



- ❖ **WHO:** A large group of European companies, research centers and academia
- ❖ **GOAL:** Secure technological sovereignty in **edge AI**
- ❖ **DELIVERABLES:** next-generation, **energy-efficient**, and **secure microcontrollers** with **embedded AI capabilities**, leveraging advanced FD-SOI technology and innovative eNVMs
- ❖ **FUNDING:** Three-year development funded by Horizon Europe



## Appendix 2: Key risks



# Risk factors

An investment in Weebit involves general risks associated with an investment in the share market. The price of New Shares may rise or fall. There are also a number of risk factors, both specific to Weebit and of a general nature, which may affect the future operating and financial performance of Weebit and the value of an investment in Weebit. Before deciding to invest in Weebit, prospective investors should carefully consider the “Risk Factors” section in this Investor Presentation. This Section describes the key risks of investing in Weebit. 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 of participating in the Offer. The risks set out below and other risks not specifically referred to may in the future materially adversely affect the value of the Weebit’s shares and their performance. Accordingly, no assurance or guarantee of future performance or profitability is given by Weebit in respect of Weebit’s shares. In deciding whether to invest in Weebit, you should read this Investor Presentation in its entirety and carefully consider the risks outlined in this Section. You should also consider publicly available information on Weebit and examine the full content of this Investor Presentation.

## Macroeconomic risks

### Overview

There are numerous factors affecting the macroeconomic environment which are beyond the control of Weebit and may be exacerbated in an economic downturn. These include, but are not limited to:

- the conflict in the Middle East, Ukraine and growing uncertainty in geopolitical environment;
- rising interest rates, inflationary pressures and changes in foreign currency exchange rates;
- changes in employment levels and labour costs;
- possible industry-wide downturn and changes in aggregate investment and economic output; and
- other changes in economic conditions which may affect the revenue or costs of Weebit.

Many of these factors are in a state of change and may have an adverse impact on the financial position and prospects of Weebit in the future. Weebit may need to take additional measures in order to respond to these factors, including cost cutting and delays to development plans.

### Conflict in Israel, the Middle East, Ukraine and growing uncertainty in geopolitical environment

Uncertain geopolitical conditions that impact the global economy, including the ongoing conflicts in Israel, the Middle East and Ukraine, have led to, and may continue to result in, geopolitical and economic uncertainty and volatility in global financial markets, which could adversely affect Weebit’s financial performance.

Weebit’s Israel operations remain unaffected by military activities and attacks on Israel. Weebit’s lab is operating in a protected location inclusive of a bomb shelter, uninterruptible power supply, and constant software and data backup to the server. All of the Group’s employees have a home office setup in which they can work remotely if needed. Most employees have access to a bomb shelter at home or in a nearby location in the event of an attack. If the situation continues to intensify and Weebit can no longer operate out of Israel, Weebit is set up to relocate to France and continue to operate. The CEO has a satellite phone and uninterruptible power supply to ensure ongoing communication with the ASX, corporate secretary, lawyers, etc. even in the event of total communications failure in Israel.

However, any continuance and escalation of military activities in and attacks on Israel could adversely affect Weebit’s Israel operations and negatively impact its financial performance and prospects. While Weebit has implemented business continuity measures, there can be no assurance that these measures will be sufficient to mitigate the impact of any continuance and escalation of military activities.

# Risk factors (cont')

## Macroeconomic risks

<p><b>Tariffs on international trade</b></p>	<p>The United States government has and continues to make significant changes in U.S. trade policy and has taken certain actions that could negatively impact the United States trade, including imposing tariffs on certain imported goods and prohibiting certain imports into the United States. In retaliation, Canada, Mexico, the European Union and China have implemented, and continue to evaluate imposing tariffs on a wide range of American products. Such tariffs and prohibitions, if expanded to other categories, could have a significant impact on the Company's business, particularly on the importation of certain equipment manufactured in other countries. If the Company fails to manage these dynamics successfully, gross margins and profitability could be adversely affected.</p> <p>Sustained uncertainty about, or worsening of, current global economic conditions and further escalation of trade tensions between the United States and its trading partners could result in a global economic slowdown and long-term changes to global trade, including retaliatory trade restrictions which may have an adverse effect on the Company's business, financial condition and results of operations. Any alterations to the Company's business strategy or operations made in order to adapt to or comply with any such changes would be time-consuming and expensive, and certain of the Company's competitors may be better suited to withstand or react to these changes. In addition, China is a major potential market for Weebit's ReRAM technology. Ongoing geopolitical tensions between the US and China may impact the Group's ability to realise the full potential of its technology with Chinese foundries and customers.</p>
<p><b>Rising interest rates and inflationary pressures</b></p>	<p>Inflationary pressures remain at high levels in many economies. Rising interest rates and central bank tightening and other challenges to the global economy, such as global shipping capacity constraints, higher costs for freight, supply chain issues, higher energy prices, higher food prices and tightening labour markets are all contributing to rising inflationary pressures on the global economy. This may have impacts on financial market or economic stability and business spending and could adversely affect Weebit's financial position.</p>
<p><b>Tightening labour market</b></p>	<p>Weebit relies on the continued services and contributions on its skilled technical and professional personnel. The labour market for skilled technical and professional personnel remains tight globally. Weebit's business could suffer from the inability to fulfill personnel needs in a timely fashion caused by the loss of personnel or related changes in market demand for Weebit's products and services. Since there is fierce competition for talent recruitment, we cannot ensure timely fulfillment of our personnel demand.</p>
<p><b>Possible industry-wide downturn</b></p>	<p>The semiconductor industry is cyclical and is characterised by rapid technological change and price erosion, wide fluctuations in product supply and demand, evolving technical standards, and short product life cycles for semiconductors and the end-user products in which they are used.</p> <p>In addition, changes in general economic conditions also can cause significant upturns and downturns in the semiconductor industry. During previous periods of downturns in the semiconductor industry, diminished demand for end-user products and underutilisation of manufacturing capacity, among other effects. Weebit may experience severe and prolonged industry downturns in the future as a result of such cyclical changes. Weebit bases its planned operating expenses in part on its expectations of future revenue, and a significant portion of its expenses is relatively fixed in the short term. If an industry downturn or other unforeseen event causes revenue for a particular quarter to be lower than initially expected, Weebit likely will be unable to proportionately reduce its operating expenses in the near term.</p>

# Risk factors (cont')

Risks in respect of Weebit's current operations	
Existing technology risks	<p>Current Non-Volatile Memory (NVM) technologies, including Flash, OTP and MTP 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 NVM may however be able to overcome these barriers and remain as the leading and customer preferred technology.</p> <p>Development challenges could significantly delay key customer milestones such as the completion of technology transfer and qualification processes, which may result in financial loss and reputational damage.</p> <p>Production delays may also arise from misprocesses, bugs, design errors, or infrastructure disruptions. These have the potential to result in unplanned labour, additional costs, and commercial repercussions with customers or third-party production facilities.</p>
Termination of agreements to be entered into with major foundries and independent device manufacturers	<p>Weebit is party to technology licencing agreements with foundries SkyWater Technology Inc., DB HiTek Co., Ltd and Onsemi, and Integrated Device Manufacturer (IDM) Texas Instruments ('Customer Agreements'). The Customer Agreements contain customary termination events. Early termination of a Customer Agreement, for any reason, may mean that Weebit will not realise the full value of the contracts, which may adversely affect the growth prospects, operating results and financial performance of the Weebit's projects and business.</p> <p>In addition, Weebit is currently engaged in commercial discussions with additional foundries and IDMs in relation to further customer agreements, although there is no guarantee any additional Customer Agreement will be entered into (either in the time expected or at all). If one or more Customer Agreements is entered into, the unexpected termination of one or more of the anticipated Customer Agreements would adversely affect Weebit's future financial performance.</p>
Failure to realise benefits from research and development investments	<p>Developing semiconductor technology is expensive and the investment in the development of these offerings often involves an extended period of time to achieve a return on investment. Weebit believes it can continue to dedicate resources to its innovation efforts to develop its technology service offering and embed its competitive position. However, Weebit may not receive significant revenues from these investments for a number of years or may not realise such benefits at all.</p>
Competition and new technologies	<p>The industry in which Weebit 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 memory technologies, including the development of technologies that are based on the concept of ReRAM.</p> <p>While Weebit will undertake all reasonable due diligence in its business decisions and operations, Weebit 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 Weebit's projects and business. For instance, new technologies could result in Weebit's Technology not being differentiated from other similar offerings.</p> <p>The size and financial strength of some of Weebit's competitors, including TSMC and eMemory, may make it difficult for it to maintain a competitive position in the technology market. In particular, Weebit's ability to acquire additional technology interests could be adversely affected if it is unable to respond effectively and/or in a timely manner to the strategies and actions of competitors and potential competitors or the entry of new competitors into the market. This may in turn impede the financial condition and rate of growth of Weebit. The key competition risk is in achieving appreciable market share and differentiation from its key competitors.</p>

# Risk factors (cont')

Risks in respect of Weebit's current operations	
Business model risk	Weebit's intellectual property licensing business model may impact its ability to achieve its business targets, as some partners and customers may prefer to develop their own intellectual property. As an emerging player, this may lead to sub optimal contracts due to Weebit's desire to validate the business model and strengthen market perception and investor confidence.
Sales and marketing success	Weebit is seeking to commercialise its ReRAM technology. By its nature, there is no guarantee that its ReRAM technology will address customer needs or that development and marketing campaigns will be successful. In the event that development and marketing campaigns are not successful, Weebit may encounter difficulty creating market awareness of its ReRAM technology and securing new licensing agreements. This would likely have an adverse impact on Weebit's potential profitability. Even if Weebit does successfully commercialise its ReRAM technology, there is a risk Weebit will not achieve an acceptable commercial return. For example, new technology may overtake Weebit's technology.
Ability to scale business	The ability of Weebit to increase revenue and achieve profitability is dependent on its ability to scale its business in its key markets in a manner that enables it to operate profitably over time. There is no guarantee that Weebit will be able to achieve the same level of rapid growth that it has achieved to date. The ability to rapidly scale Weebit's business is dependent on its ability to sign new agreements with foundries and IDMs and successfully complete the technology transfer and qualification with the counterparties. Failure to expand in this way may materially and adversely impact Weebit's ability to increase revenue, achieve economies of scale, optimize its systems and expand its operations, all of which may have a negative impact on Weebit's profitability.
Reliance on key management	The responsibility of overseeing Weebit's day-to-day operations and the execution of its growth strategy depends substantially on its senior management and Directors. The market for talented personnel in the semiconductor industry and electronics space more broadly is extremely competitive. The loss of key personnel or any delay in their replacement may adversely affect Weebit's future financial performance. There can be no assurance that there will be no detrimental impact on the performance of Weebit 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. Further, Weebit requires skilled personnel for entry into new markets that may be in short supply or that may be sought after by competitors and new entrants. An inability to attract and retain skilled personnel would inhibit the success of new market entry and may adversely affect Weebit's future financial performance.
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 Weebit's intellectual property which has a commercial value, as well as an opportunity cost for replacement of those staff and subsequent training.

# Risk factors (cont')

## Risks in respect of Weebit's current operations

### Protection of intellectual property rights

Weebit continues to pursue intellectual property protection in the form of patents for newly developed technologies. However, if Weebit 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 Weebit in every country in which its ReRAM technology may eventually be sold. Accordingly, despite its efforts, Weebit may not be able to prevent third parties from infringing upon or misappropriating its intellectual property.

Market conditions depending, Weebit 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 Weebit 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.

### Currency exchange rate risk

Weebit expects to derive a majority of its revenue in US dollars, whereas its current and expected costs are denominated mainly in ILS, USD, EURO and the Australian Dollar. Accordingly, the Group is exposed to the risk inherent in currency exchange rate fluctuations.

### Funding risk

Weebit also expects to raise further equity capital over the next 5 years. Any additional equity financing will dilute shareholdings, and debt financing, if available, may involve restrictions on financing and operating activities. If Weebit 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.

### Information security and cyber risks

There is a risk of unauthorised access to, or disclosure of, sensitive information as well as data loss, service outages and disruptions to production processes arising from cyber incidents. Weebit has engaged a Chief Information Security Officer (CISO) to enhance its information and systems security plan, increase cyber resilience, and ensure backup compliance.

# Risk factors (cont')

## Risks in relation to the Offer

### Offer risks

Although the Placement is underwritten, there is a risk that the amount of proceeds that may be raised by Weebit through the Placement could be adversely impacted by one or more events which may or may not be within the control of Weebit, including if the placement agreement Weebit has entered into with the JLMs (Placement Agreement) is terminated in accordance with its terms (see further summary of a number of these termination events in 'Underwriting Risk'). The occurrence of any of these may have a material adverse impact on the total amount of proceeds that could be raised by Weebit, which in turn would have a material adverse impact on Weebit's financial position and liquidity, with the result that the trading price of Weebit's shares could decline, and investors could lose all or part of their investment. The SPP is not underwritten at all and there is no guarantee of how much, if anything, will be raised under the SPP.

### Underwriting risks

Macquarie Capital (Australia) Limited (ABN 79 123 199 548), Unified Capital Partners Pty Ltd (ABN 80 666 560 050) and MST Financial Services Pty Ltd (ABN 54 617 475 180) (Lead Manager) will be acting as JLMs, bookrunners and underwriters to the Placement. Weebit entered into the Placement Agreement with the JLMs on 26 March 2026. Pursuant to the Placement Agreement, the JLMs have agreed to underwrite the Placement. The Israeli Placement is not underwritten.

#### *Key terms of the Placement Agreement*

The Placement Agreement contains representations and warranties and indemnities in favour of the Lead Managers.

The Lead Manager obligations under the Placement Agreement, including to underwrite the Placement, are conditional on certain matters, including (but not limited to) the ASX announcement in respect of the Placement being released to ASX within the required timeframes and certain other diligence-related deliverables being provided within the required timeframes.

The Lead Managers may in its sole discretion, by notice to Weebit, terminate the Placement Agreement if any one or more of the following occur before 4.00pm on the settlement date:

- ASX announces that the Shares will be delisted, removed from quotation, withdrawn from admission to trading status or suspended from quotation (for the avoidance of doubt, excluding a trading halt requested to facilitate the Placement);
- ASX notifies Weebit, the Lead Manager, or any other person that unconditional approval (or approval conditional only on customary conditions which are acceptable to the Lead Manager) will not be granted to the official quotation of all of the Placement Shares on ASX on or before the dates referred to in the timetables set out in the Placement Agreement, or if granted, the approval is subsequently withdrawn, qualified or withheld;
- at the close of trading the S&P/ASX 300 Index is at a level that is 10% or more below its level as at the close of trading on the last trading day immediately prior to the date of the Placement Agreement;
- any of the following occurs:
  - there is an application to a government authority (including the Takeovers Panel) for an order, declaration (including in relation to the Takeovers Panel, a declaration of unacceptable circumstances) or other remedy, or a government authority commences any investigation or hearing or announces its intention to do so, in each case in connection with the Placement or any agreement entered into in respect of the Placement;
  - proceedings are commenced or there is a public announcement of an intention to commence proceedings before a court or tribunal of competent jurisdiction in Australia seeking an injunction or other order in relation to the Placement;
- ASIC:
  - makes an application for an order under Part 9.5 of the Corporations Act in relation to the Placement;
  - commences, or gives notice of its intention to commence, any investigation or hearing under Part 3 of the Australian Securities and Investments Commission Act 2001 (Cth) in relation to the Placement;
- otherwise issues or threatens to issue proceedings in relation to the Placement or commences any formal investigation or inquiry into the Placement;
- any of the following occur:
  - a director of Weebit is charged with an indictable offence or any regulatory body commences any public action against the director or announces that it intends to take any such action;
  - a director of Weebit is disqualified from managing a corporation under sections 206B, 206C, 206D, 206E, 206F or 206G of the Corporations Act;

# Risk factors (cont')

## Risks in relation to the Offer

### Underwriting risks

- any event specified in the timetable in the Placement Agreement is delayed for more than two Business Days without the prior written approval of the Lead Manager;
- there is an event or occurrence, including any statute, order, rule, regulation, directive or request (including one compliance with which is in accordance with the general practice of persons to whom the directive or request is addressed) of any Governmental Authority which makes it illegal for the Lead Manager to satisfy an obligation under the Placement Agreement;
- Weebit or any of its directors or officers (as that term is defined in the Corporations Act) engage in any fraudulent conduct or activity whether or not in connection with the Placement;
- this Announcement, Appendix 3B, Appendix 2A, any deal sheet or Bloomberg, Cleansing Notice, Confirmation Letter and any other documents issued or published by or on behalf of Weebit in respect of, or relating to, the Placement, including any amendments, supplements, replacements or updates to any of the above (Placement Documents) includes content that is untrue, inaccurate, misleading or deceptive or likely to mislead or deceive (whether by inclusion or omission);
- Weebit withdraws the Placement or any component of it;
- Weebit indicates that it does not intend to or is unable to proceed with the Placement or any component of the Placement;
- responses to the due diligence questionnaire or any other information supplied by or on behalf of Weebit to the Lead Manager in relation to the Weebit Group, the Placement, are when provided in final form and when taken as a whole, false, misleading or deceptive, or are or become likely to mislead or deceive (including, by omission)
- a change to the board of directors, the chief executive officer or chief financial officer of Weebit;
- any certificate which is required to be provided by Weebit under the Placement Agreement is not provided when required;
- any Weebit group member is, or becomes, insolvent or there is an act or omission which is likely to result in such member of the Group becoming Insolvent; or
- a condition precedent not being satisfied or waived by the Lead Manager by the time required.
- Lead Manager may in its sole discretion, by written notice to Weebit, terminate the Placement Agreement if any one or more of the following occur before 4.00pm on the settlement date and the Lead Manager has reasonable grounds to believe that such event, matter or circumstance has or is likely to have a material adverse effect on the outcome or success or settlement of the Placement or on the ability of the Underwriter to market or promote or settle the Placement; or could give rise to a contravention by that Lead Manager (or one of its affiliates) of or liability of the Lead Manager under the Corporations Act or any other applicable law:
  - Weebit fails to perform or observe any of its obligations (including, for the avoidance of doubt, undertakings) under the Placement Agreement;
  - any representation or warranty made or given by Weebit in the Placement Agreement is or becomes misleading or deceptive, or is not true or correct;
  - a Certificate which is required to be furnished by Weebit under the Placement Agreement when given is untrue, incorrect or misleading or deceptive;
  - there is introduced into the Parliament of the Commonwealth of Australia or any State or Territory of Australia a law or any new regulation is made under any law, or a Governmental Authority adopts a policy which affects or regulates the Placement or the settlement, issue or taxation treatment of the Placement Shares, or there is any official announcement on behalf of the Government of the Commonwealth of Australia or any State or Territory of Australia or a governmental authority that such a law or regulation will be introduced or policy adopted (as the case may be);
  - a change to the CEO or the CFO or the board of directors of Weebit occurs;
  - a pandemic, epidemic or large scale outbreak of a disease (including without limitation, SARS, swine or avian flu, H5N1, H7N9, COVID-19 or a related or mutated form of these) not presently existing occurs or in respect of which there is a major escalation, involving any one or more of Australia, New Zealand, the United States of America, the United Kingdom, a member state of the European Union, Hong Kong, China or Japan;

# Risk factors (cont')

## Risks in relation to the Offer

### Underwriting risks

- the occurrence of any of the following:
  - subject to paragraph below, hostilities not existing at the date of the Placement Agreement commence (whether war has been declared or not) or a major escalation in existing hostilities occurs (whether war has been declared or not) or a significant terrorist act is perpetrated, in each case involving any of Australia, New Zealand, the United Kingdom, the United States of America, any member of the European Union, Japan, Singapore, Hong Kong or the People's Republic of China, or a national emergency or a major escalation of a national emergency is declared by any of those countries; or
  - in relation to any conflict involving Israel, Iran, Lebanon, Iraq, Syria, the UAE, Qatar, Kuwait, Saudi Arabia or Oman that is ongoing as at the date of the Placement Agreement:
    - the use of nuclear weapons on or in those countries;
    - a land invasion of territory of those countries by the government of another country; or
    - power outages in those countries, damage to critical infrastructure or their respective capital cities, in each case, which materially impairs Weebit's ability to operate its business;
- any of the following occurs:
  - a general moratorium on commercial banking activities in Australia, New Zealand, Hong Kong, Singapore, China, the United Kingdom, Canada, the European Union or the United States is declared by the relevant central banking authority in those countries, or there is a disruption in commercial banking or security settlement or clearance services in any of those countries;
  - trading in all securities quoted or listed on ASX, the London Stock Exchange, Hong Kong Stock Exchange, Singapore Stock Exchange or New York Stock Exchange is suspended or limited in a material respect; or
  - any adverse change or disruption to the existing financial markets, political or economic conditions of Australia, New Zealand, the United Kingdom, the United States or China, or any change in national or international political, financial or economic conditions; or
- any adverse change occurs in the assets, liabilities, financial position or performance, profits, losses or prospects of Weebit and the Group (insofar as the position in relation to an entity in the Group affects the overall position of Weebit), including any adverse change in the assets, liabilities, financial position or performance, profits, losses or prospects of Weebit or the Group from those respectively fully and fairly disclosed in any Placement Document or the Announcement.

# Risk factors (cont')

## General risks

<p><b>Share price fluctuations</b></p>	<p>The market price of Weebit's shares may fluctuate due to various factors, many of which are non-specific to Weebit, 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 geopolitical events and hostilities, including the conflict in Ukraine and the conflict in the Middle East, acts of terrorism, and investor perceptions. Fluctuations such as these may adversely affect the market price of the New Shares issued under the Placement. Neither Weebit nor the Directors warrant the future performance of Weebit or any return on investment in Weebit.</p>
<p><b>Active market for shares</b></p>	<p>There can be no assurance that there will be, or continue to be, an active market for Weebit's shares or that the price of Weebit's shares will increase. As a result, investors may, upon selling their shares, receive a market price for their shares that is less than the price of the Weebit's shares offered pursuant to the Placement.</p>
<p><b>Trading price of shares</b></p>	<p>Weebit's operating results, economic and financial prospects and other factors will affect the trading price of the Weebit's shares. In addition, the price of Weebit's shares 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 Weebit's shares.</p> <p>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 Weebit's market performance will not be adversely affected by any such market fluctuations or factors.</p>
<p><b>Dilution risk</b></p>	<p>Existing shareholders that do not participate in the Placement or the SPP will have their percentage shareholding in Weebit diluted. Depending on the size of the shareholder's existing holding and the number of New Shares allocated to them, a participating shareholder may still be diluted even though they participate in the Placement or the SPP. Existing shareholders may also have their investment in Weebit diluted by future equity capital raisings by Weebit.</p>
<p><b>General economic risks</b></p>	<p>Weebit 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 Weebit's shares trade on ASX. Among other things, adverse changes in macroeconomic conditions, including movements on international and domestic stock markets, the conflict in Ukraine and the Middle East, 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 Weebit's securities and adversely impact Weebit'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. Shares in Weebit 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 Weebit. Additionally, the stock market can experience price and volume fluctuations that may be unrelated or disproportionate to the operating performance of Weebit.</p>

# Risk factors (cont')

## General risks

<p><b>Litigation risks</b></p>	<p>In the ordinary course of conducting its business, Weebit 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 Weebit, it would incur considerable defence costs (even if successful), with the potential for damages and costs awards against Weebit if it were unsuccessful, which could have a significant negative financial effect on Weebit's business. Changes in laws can heighten litigation risk (for example, antitrust and intellectual property). Circumstances may also arise in which Weebit, 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.</p>
<p><b>Taxation</b></p>	<p>Future changes in taxation law in the jurisdictions in which Weebit operates or in which shareholders are resident or are otherwise subject to tax, including changes in interpretation or application of the law by the courts or relevant taxation authorities in those jurisdictions, may affect the taxation treatment of an investment in Weebit's shares, the acquisition, holding and disposal of those shares and any dividends or other distributions paid on Weebit's shares.</p> <p>Further, changes in tax law, or changes in the way tax law is, or is expected to be, interpreted or applied, in the various jurisdictions in which Weebit operates, may impact the future tax liabilities of Weebit.</p>
<p><b>Accounting Standards</b></p>	<p>Weebit prepares its general-purpose financial statements in accordance with International Financial Reporting Standards (IFRS) and the Corporations Act 2001 (Cth). Australian Accounting Standards are subject to amendment from time to time, and any such changes may impact on Weebit's statement of financial position or statement of financial performance.</p>
<p><b>Dividend guidance</b></p>	<p>No assurances can be given in relation to the payment of future dividends on Weebit shares. Future determinations as to the payment of dividends by Weebit will be at the discretion of Weebit and will depend upon the availability of profits, the operating results and financial conditions of Weebit, the taxation of Weebit, future capital requirements, covenants in relevant financing agreements, general business and financial conditions and other factors considered relevant by Weebit.</p>
<p><b>Changes in applicable law and regulations</b></p>	<p>Weebit is subject to usual business risks such as there being changes in laws, regulations and government policy which may affect its operations and/or financial performance. Such changes may impact income or operational expenditure. Weebit 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 Weebit's business, operational performance or financial results or returns to Weebit shareholders. Adverse changes to tax law may also reduce Weebit's capacity to claim research and incentive grants or rebates, thereby increasing expenses and reducing Weebit's assets.</p>
<p><b>Cost inflation</b></p>	<p>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 Weebit will be in its production and supply phase of its business when this occurs.</p>
<p><b>Acquisitions</b></p>	<p>As part of its business strategy, Weebit may make acquisitions of, or significant investments in, companies, products, technologies and/or products that are complementary to Weebit'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.</p>

# Risk factors (cont')

## General risks

<p>Joint venture parties, agents, suppliers, distributors and contractors</p>	<p>Weebit is unable to predict the risk of financial failure or default by a participant in any joint venture to which Weebit is or may become a party or the insolvency or managerial failure by any of the contractors used by Weebit in any of its activities or the insolvency or other managerial failure by any of the other service providers used Weebit for any activity. Weebit 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 Weebit's progress and cause delays in research or production, or cost increases.</p>
<p>Climate change risk</p>	<p>Weebit, its customers, potential customers, and external suppliers, may be adversely impacted by the physical risks (including possibility of destruction or disruption to human life, physical and natural capital) and socioeconomic impacts (including impacts to liveability, food systems and infrastructure assets) of climate change. This may directly impact Weebit, its customers and potential customers through damage to property, reduced asset values, insurance risk and business disruption and may have an adverse impact on Weebit's financial performance.</p> <p>Failure of Weebit to effectively assess and respond to these risks or to be perceived as failing to do so, could adversely impact Weebit's reputation which in turn could adversely affect Weebit's financial performance.</p> <p>In addition, natural disasters as a result of climate change including (but not restricted to) cyclones, floods and earthquakes, and the economic and financial market implications of those disasters on domestic and global market conditions could adversely impact Weebit's financial performance, financial position, capital resources and ability to access financing sources and prospects.</p>
<p>Insurance and uninsured risks</p>	<p>Although Weebit 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 Weebit may decide not to insure against certain risks because of high premiums or other reasons.</p>
<p>Force majeure</p>	<p>Weebit, now or in the future, may be adversely affected by risks outside the control of Weebit including labour unrest, civil disorder, war, subversive activities or sabotage, extreme weather conditions, fires, floods, explosions or other catastrophes, epidemics or quarantine restrictions.</p>
<p>Technology and AI</p>	<p>Rapid advances in technology, including generative AI, cyber threats, data integration tools and the digitalisation of supply chains are reshaping consumer and customer expectations and operational risk profiles. Technology is essential to maintaining competitiveness but it also introduces implementation risks, cyber vulnerabilities, data quality issues and challenges in adopting AI responsibly. Increasing reliance on digital platforms (including e-commerce and optimisation systems) amplifies the importance of operational resilience, uptime and cyber preparedness.</p> <p>Weebit's business operations rely on information technology platforms. Although Weebit's business units operate with a number of different operating systems, making it less likely that any unplanned downtime will occur across the entire business, any sustained unplanned downtime due to system failures, cyber-attack or any other reason has the potential to have a material impact on the ability for Weebit to service its customers which, in turn, may materially adversely impact Weebit's financial performance and profitability.</p> <p>Weebit's IT systems and capabilities need to be invested in strategically to support current and future operations. In the absence of a broader digital strategy, Weebit may not be able to keep up with the changing technological landscape and customer expectations which may result in Weebit not being able to keep up with its competitors.</p>

### Investment speculative

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



# Appendix 3: Jurisdictions



# International Offer Restrictions

This document does not constitute an offer of new ordinary shares (“New Shares”) of the Company in any jurisdiction in which it would be unlawful. In particular, this document may not be distributed to any person, and the New Shares may not be offered or sold, in any country outside Australia except to the extent permitted below.

<p><b>Bermuda</b></p>	<p>This document may be distributed, and the New Shares may be offered and sold, only from outside Bermuda to institutional and professional investors in Bermuda. No offer or invitation to subscribe for New Shares may be made to the public in Bermuda or in any manner that would constitute engaging in business in or from within Bermuda. In addition, no invitation is being made to persons resident in Bermuda for exchange control purposes to subscribe for New Shares.</p>
<p><b>Canada (British Columbia, Ontario, and Quebec provinces)</b></p>	<p>This document constitutes an offering of New Shares only in the Provinces of British Columbia, Ontario and Quebec (the “Provinces”), only to persons to whom New Shares may be lawfully distributed in the Provinces, and only by persons permitted to sell such securities. This document is not a prospectus, an advertisement or a public offering of securities in the Provinces. This document may only be distributed in the Provinces to investors that are both (i) “accredited investors” (as defined in National Instrument 45-106 – <i>Prospectus Exemptions</i>) and (ii) “permitted clients” (as defined in National Instrument 31-103 – <i>Registration Requirements, Exemptions and Ongoing Registrant Obligations</i>).</p> <p>No securities commission or authority in the Provinces has reviewed or in any way passed upon this document, the merits of the New Shares or the offering of the New Shares and any representation to the contrary is an offence.</p> <p>No prospectus has been, or will be, filed in the Provinces with respect to the offering of New Shares or the resale of such securities. Any person in the Provinces lawfully participating in the offer will not receive the information, legal rights or protections that would be afforded had a prospectus been filed and receipted by the securities regulator in the applicable Province. Furthermore, any resale of the New Shares in the Provinces must be made in accordance with applicable Canadian securities laws. While such resale restrictions generally do not apply to a first trade in a security of a foreign, non-Canadian reporting issuer that is made through an exchange or market outside Canada, Canadian purchasers should seek legal advice prior to any resale of the New Shares.</p> <p>The Company as well as its directors and officers may be located outside Canada and, as a result, it may not be possible for purchasers to effect service of process within Canada upon the Company or its directors or officers. All or a substantial portion of the assets of the Company and such persons may be located outside Canada and, as a result, it may not be possible to satisfy a judgment against the Company or such persons in Canada or to enforce a judgment obtained in Canadian courts against the Company or such persons outside Canada.</p> <p><i>Statutory rights of action for damages and rescission.</i> Securities legislation in certain Provinces may provide a purchaser with remedies for rescission or damages if an offering memorandum contains a misrepresentation, provided the remedies for rescission or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser’s Province. A purchaser may refer to any applicable provision of the securities legislation of the purchaser’s Province for particulars of these rights or consult with a legal adviser.</p> <p><i>Certain Canadian income tax considerations.</i> Prospective purchasers of the New Shares should consult their own tax adviser with respect to any taxes payable in connection with the acquisition, holding or disposition of the New Shares as there are Canadian tax implications for investors in the Provinces.</p> <p><i>Language of documents in Canada.</i> Upon receipt of this document, each investor in Canada hereby confirms that it has expressly requested that all documents evidencing or relating in any way to the sale of the New Shares (including for greater certainty any purchase confirmation or any notice) be drawn up in the English language only. <i>Par la réception de ce document, chaque investisseur canadien confirme par les présentes qu’il a expressément exigé que tous les documents faisant foi ou se rapportant de quelque manière que ce soit à la vente des valeurs mobilières décrites aux présentes (incluant, pour plus de certitude, toute confirmation d’achat ou tout avis) soient rédigés en anglais seulement.</i></p>
<p><b>Cayman Islands</b></p>	<p>This document may be distributed, and the New Shares may be offered and sold, only from outside the Cayman Islands to institutional and professional investors in the Cayman Islands. No offer or invitation to subscribe for New Shares may be made to the public in the Cayman Islands or in any manner that would constitute carrying on business in the Cayman Islands.</p>

# International Offer Restrictions (Cont')

European Union (excluding Austria)	<p>This document has not been, and will not be, registered with or approved by any securities regulator in the European Union. Accordingly, this document may not be made available, nor may the New Shares be offered for sale, in the European Union except in circumstances that do not require a prospectus under Article 1(4) of Regulation (EU) 2017/1129 of the European Parliament and the Council of the European Union (the "Prospectus Regulation").</p> <p>In accordance with Article 1(4)(a) of the Prospectus Regulation, an offer of New Shares in the European Union is limited to persons who are "qualified investors" (as defined in Article 2(e) of the Prospectus Regulation).</p>
Hong Kong	<p>WARNING: This document has not been, and will not be, registered as a prospectus under the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) of Hong Kong, nor has it been authorised by the Securities and Futures Commission in Hong Kong pursuant to the Securities and Futures Ordinance (Cap. 571) of the Laws of Hong Kong (the "SFO"). Accordingly, this document may not be distributed, and the New Shares may not be offered or sold, in Hong Kong other than to "professional investors" (as defined in the SFO and any rules made under that ordinance).</p> <p>No advertisement, invitation or document relating to the New Shares has been or will be issued, or has been or will be in the possession of any person for the purpose of issue, in Hong Kong or elsewhere that is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to New Shares that are or are intended to be disposed of only to persons outside Hong Kong or only to professional investors. No person allotted New Shares may sell, or offer to sell, such securities in circumstances that amount to an offer to the public in Hong Kong within six months following the date of issue of such securities.</p> <p>The contents of this document have not been reviewed by any Hong Kong regulatory authority. You are advised to exercise caution in relation to the offer. If you are in doubt about any contents of this document, you should obtain independent professional advice.</p>
Israel	<p>The New Shares have not been registered, and no prospectus will be issued, under the Israeli Securities Law, 1968 (the "Securities Law"). Accordingly, the New Shares will only be offered and sold in Israel pursuant to private placement exemptions, namely to no more than 35 offerees who fall within a category of sophisticated investor as described in the First Addendum of the Securities Law.</p> <p>Neither this document nor any activities related to the Offer shall be deemed to be the provision of investment advice. If any recipient of this document is not the intended recipient, such recipient should promptly return this document to the Company. This document has not been reviewed or approved by the Israeli Securities Authority in any way.</p>
Japan	<p>The New Shares have not been, and will not be, registered under Article 4, paragraph 1 of the Financial Instruments and Exchange Law of Japan (Law No. 25 of 1948), as amended (the "FIEL") pursuant to an exemption from the registration requirements applicable to a private placement of securities to Qualified Institutional Investors (as defined in and in accordance with Article 2, paragraph 3 of the FIEL and the regulations promulgated thereunder). Accordingly, the New Shares may not be offered or sold, directly or indirectly, in Japan or to, or for the benefit of, any resident of Japan other than Qualified Institutional Investors.</p> <p>Any Qualified Institutional Investor who acquires New Shares may not resell them to any person in Japan that is not a Qualified Institutional Investor, and acquisition by any such person of New Shares is conditional upon the execution of an agreement to that effect.</p>

# International Offer Restrictions (Cont')

<p><b>New Zealand</b></p>	<p>This document has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act 2013 (the “FMC Act”). The New Shares are not being offered or sold in New Zealand (or allotted with a view to being offered for sale in New Zealand) other than to a person who:</p> <ul style="list-style-type: none"> <li>• is an investment business within the meaning of clause 37 of Schedule 1 of the FMC Act;</li> <li>• meets the investment activity criteria specified in clause 38 of Schedule 1 of the FMC Act;</li> <li>• is large within the meaning of clause 39 of Schedule 1 of the FMC Act;</li> <li>• is a government agency within the meaning of clause 40 of Schedule 1 of the FMC Act; or</li> <li>• is an eligible investor within the meaning of clause 41 of Schedule 1 of the FMC Act.</li> </ul>
<p><b>Singapore</b></p>	<p>This document and any other materials relating to the New Shares have not been, and will not be, lodged or registered as a prospectus in Singapore with the Monetary Authority of Singapore. Accordingly, this document and any other document or materials in connection with the offer or sale, or invitation for subscription or purchase, of New Shares, may not be issued, circulated or distributed, nor may the New Shares be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore except pursuant to and in accordance with exemptions in Subdivision (4) Division 1, Part 13 of the Securities and Futures Act 2001 of Singapore (the “SFA”) or another exemption under the SFA.</p> <p>This document has been given to you on the basis that you are an “institutional investor” or an “accredited investor” (as such terms are defined in the SFA). If you are not such an investor, please return this document immediately. You may not forward or circulate this document to any other person in Singapore.</p> <p>Any offer is not made to you with a view to the New Shares being subsequently offered for sale to any other party in Singapore. On-sale restrictions in Singapore may be applicable to investors who acquire New Shares. As such, investors are advised to acquaint themselves with the SFA provisions relating to resale restrictions in Singapore and comply accordingly.</p>
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