

2 June 2022

Dear Shareholder,

BikeExchange Limited – Notification to ineligible shareholders of Entitlement Offer

On 25 May 2022, BikeExchange Limited ACN 625 305 240 (ASX:BEX) (**Company**) announced a non-renounceable pro-rata entitlement offer (**Entitlement Offer**) of 1 fully paid ordinary share in the Company (**Offer Share**) for every 1 share held at 7.00 pm (Melbourne time) on Monday, 30 May 2022 (**Record Date**) by shareholders with a registered address in Australia or New Zealand, at an offer price of \$0.02 (2 cents) per Share to raise approximately \$6.34 million (before costs).

The Entitlement Offer is being made without a prospectus in accordance with section 708AA of the *Corporations Act 2001* (Cth).

The net proceeds of the Entitlement Offer are intended to be used to permit the Company to undertake product and technology development and for general working capital purposes.

Entitlement Offer

The Entitlement Offer is being made to Eligible Shareholders who will be able to take up their Entitlement as well as apply for additional Offer Shares. Shareholders who are eligible to participate in the Entitlement Offer (**Eligible Shareholders**) are those who:

- (a) are registered as the holder of shares in the Company as at 7.00 pm (AEST) on the Record Date;
- (b) have a registered address on the share register of the Company in Australia or New Zealand;
- (c) are not in the United States and are not acting for the account or benefit of a person in the United States; and
- (d) are eligible under all applicable securities laws to receive an offer under the Entitlement Offer without any requirement for a prospectus or offer document to be lodged or registered.

The Company has determined that it would be unreasonable to extend the Entitlement Offer to Shareholders with registered addresses outside Australia and New Zealand (**Ineligible Shareholders**), having regard to:

- (a) the small number of Shareholders with registered addresses outside Australia and New Zealand;
- (b) the number and value of the Offer Shares which would be offered to Ineligible Shareholders; and
- (c) the cost of complying with the legal requirements and requirements of the regulatory authorities, in the respective overseas jurisdictions.

Accordingly, the Entitlement Offer will not be made to Ineligible Shareholders.

No right to participate

Unfortunately, the Company has determined that you do not qualify as an Eligible Shareholder. Accordingly, the Company wishes to advise you that it will not be extending the Entitlement Offer to you and you will not be able to subscribe for Offer Shares under the Entitlement Offer.

The purpose of this letter is to inform you about the Entitlement Offer and to explain why you will not be able to subscribe for Offer Shares under the Entitlement Offer. This letter constitutes the notice that the Company is required to give each Ineligible Shareholder under ASX Listing Rule 7.7.1(b) and section 9A(3)(b) of the *Corporations Act 2001* (Cth).

This letter is not an offer to issue entitlements or Offer Shares to you, and is not an invitation for you to apply for entitlements in Offer Shares. You are not required to do anything in response to this letter.

On behalf of the Board and management of BikeExchange Limited, we thank you for your continued interest and support of the Company.

Yours faithfully,



Sam Salter
Acting CEO and Non-Executive Director

NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES

This letter is issued by BikeExchange Limited. This letter is not a prospectus or offer document under Australian law or under any other law. It is for information purposes only and does not constitute an offer, invitation or recommendation to subscribe for, retain or purchase any securities in BikeExchange Limited in any jurisdiction. This letter does not constitute financial product advice and does not and will not form any part of any contract for the acquisition of BikeExchange Limited shares. No action has been, or will be, taken to register any offer or otherwise permit a public offering of securities outside Australia and New Zealand. This letter may not be released or distributed in the United States.

This letter does not constitute an offer to sell, or the solicitation of an offer to buy, any securities in the United States. The entitlements and the Offer Shares offered in the Entitlement Offer have not been, and will not be, registered under the U.S. Securities Act of 1933 ("**U.S. Securities Act**") or the securities laws of any state or other jurisdiction of the United States. Accordingly, the entitlements may not be taken up by persons in the United States and the Offer Shares may not be offered or sold in the United States, unless they have been registered under the U.S. Securities Act or are offered or sold in a transaction exempt from, or not subject to, the registration requirements of the U.S. Securities Act. The Offer Shares to be offered and sold in the Entitlement Offer may only be offered and sold outside the United States in "offshore transactions" (as defined in Rule 902(h) under the U.S. Securities Act) in reliance on Regulation S under the U.S. Securities Act.