

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

Dotz Nano Limited (ASX: DTZ)

ABN

71 125 264 575

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- | | | |
|---|---|---|
| 1 | +Class of +securities issued or to be issued | Unquoted Options |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 210,000 |
| 3 | Principal terms of the +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | Unquoted Options exercisable at \$0.00 expiring 22/08/24. Vesting - 70,000 Options (33.33%) shall vest on the date which is 12 months from the date of issue provided that you are an employee of the Company at all times during the period ending on that date, and the remaining 140,000 Options (66.67%) shall vest in Eight (8) consecutive equal instalments upon the lapse of each three-month period thereafter, provided that you are an employee of the Company at all times during the period. |

4	<p>Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?</p> <p>If the additional +securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 	<p>No. Any Ordinary Shares issued upon exercise of the Options will rank equally with the existing Ordinary Shares currently on issue.</p>
5	Issue price or consideration	Nil
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	Unquoted Options issued to employees and consultants of the Company under the Company's Employee Share Option Plan adopted by Shareholders on 2 September 2016.
6a	<p>Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i</p>	Yes
6b	The date the security holder resolution under rule 7.1A was passed	31 May 2019
6c	Number of +securities issued without security holder approval under rule 7.1	Nil
6d	Number of +securities issued with security holder approval under rule 7.1A	Nil

+ See chapter 19 for defined terms.

6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	N/A				
6f	Number of +securities issued under an exception in rule 7.2	210,000 - (LR 7.2 Exception 9(b))				
6g	If +securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the +issue date and both values. Include the source of the VWAP calculation.	N/A				
6h	If +securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	N/A				
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	See <i>Annexure 1</i>				
7	+Issue dates Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A. Cross reference: item 33 of Appendix 3B.	29 August 2019				
8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	<table><tr><th>Number</th><th>+Class</th></tr><tr><td>234,594,171* *1,500,000 Shares subject to voluntary holding lock until 15 February 2020 and 300,000 subject to a voluntary holding lock until the earlier of 12 months from 19 August 2019 and the lodgement of a Cleansing Prospectus by the Company.</td><td>Fully paid ordinary shares</td></tr></table>	Number	+Class	234,594,171* *1,500,000 Shares subject to voluntary holding lock until 15 February 2020 and 300,000 subject to a voluntary holding lock until the earlier of 12 months from 19 August 2019 and the lodgement of a Cleansing Prospectus by the Company.	Fully paid ordinary shares
Number	+Class					
234,594,171* *1,500,000 Shares subject to voluntary holding lock until 15 February 2020 and 300,000 subject to a voluntary holding lock until the earlier of 12 months from 19 August 2019 and the lodgement of a Cleansing Prospectus by the Company.	Fully paid ordinary shares					

9 Number and ⁺class of all ⁺securities not quoted on ASX (including the ⁺securities in section 2 if applicable)

Number	⁺ Class
22,000,000	Performance shares
4,500,000	Options expiring 31/10/19, exercise price \$0.40 each, escrowed until 15/11/18
1,000,000	Options expiring 31/10/19, exercise price \$0.30 each
5,000,000	Options expiring 14/6/20, exercise price \$0.20 each,
10,000,000	Options expiring 8/8/19, exercise price \$0.20
6,000,000	Options expiring 5/2/20, exercise price \$0.30
1,000,000	Options expiring 1/11/20, exercise price \$Nil
1,000,000	Options expiring 20/04/20, exercise price \$Nil
212,500	Options expiring 20/04/20, exercise price \$0.105
212,500	Options expiring 20/04/20, exercise price \$0.105. Vesting after 1 February 2019
1,000,000	Options expiring 20/04/20, exercise price \$0.20
1,500,000	Options expiring 1/08/20, exercise price \$0.20
3,700,000	Options expiring 1/10/21, exercise price \$0.00.
3,200,000	Options expiring 1/10/21, exercise price \$0.00. Vesting 27/11/19 provided that the Option holder is an employee or consultant of the Company at all times during the period ending on the Vesting Date
2,000,000	Options expiring 1/10/22, exercise price \$0.00. Vesting upon the Company achieving revenue of US\$1,000,000 or more for the financial year ending 31 December 2019

⁺ See chapter 19 for defined terms.

2,666,659	Unquoted options exercisable at \$0.12 and expire on 30/06/2020
2,000,000	Unquoted Options exercisable at \$0.13 each and expire on 15/02/2024, Options lapse if Option holder ceases employment
1,000,000	Unquoted Options exercisable at \$0.13 each and expire on 15/02/2024, Options lapse if Option holder ceases to be an officeholder
1,000,000	Unquoted Options exercisable at \$0.00 expiring 15/02/23. Vesting 09/12/19 provided that the Option holder is an employee or consultant of the Company at all times during the period ending on the Vesting Date
12,500,005	Unquoted options exercisable at \$0.085 and expire on 7 May 2021
5,000,000	Unquoted options exercisable at \$0.10 and expire on 19 June 2021
8,064,526	Unquoted options exercisable at \$0.09 and expire on 29 July 2021
210,000	Unquoted Options exercisable at \$0.00 expiring 22/08/24. Vesting - 70,000 Options (33.33%) shall vest on the date which is 12 months from the date of issue provided that you are an employee of the Company at all times during the period ending on that date, and the remaining 140,000 Options (66.67%) shall vest in Eight (8) consecutive equal instalments upon the lapse of each three-month period thereafter, provided that you are an employee of the Company at all times during the period.

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- 10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests) N/A

Part 2 - Pro rata issue

- 11 Is security holder approval required?

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- 12 Is the issue renounceable or non-renounceable?

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- 13 Ratio in which the ⁺securities will be offered

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- 14 ⁺Class of ⁺securities to which the offer relates

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- 15 ⁺Record date to determine entitlements

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- 16 Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?

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- 17 Policy for deciding entitlements in relation to fractions

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- 18 Names of countries in which the entity has security holders who will not be sent new offer documents

Note: Security holders must be told how their entitlements are to be dealt with.

Cross reference: rule 7.7.

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- 19 Closing date for receipt of acceptances or renunciations

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- 20 Names of any underwriters

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- 21 Amount of any underwriting fee or commission

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⁺ See chapter 19 for defined terms.

22	Names of any brokers to the issue	
23	Fee or commission payable to the broker to the issue	
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	
25	If the issue is contingent on security holders' approval, the date of the meeting	
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	
28	Date rights trading will begin (if applicable)	
29	Date rights trading will end (if applicable)	
30	How do security holders sell their entitlements <i>in full</i> through a broker?	
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	
32	How do security holders dispose of their entitlements (except by sale through a broker)?	
33	⁺ Issue date	

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

34 Type of ⁺securities
(tick one)

(a) ☒ ⁺Securities described in Part 1 – Shares only

(b) ☐ All other ⁺securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

35 ☐ If the ⁺securities are ⁺equity securities, the names of the 20 largest holders of the additional ⁺securities, and the number and percentage of additional ⁺securities held by those holders

36 ☐ If the ⁺securities are ⁺equity securities, a distribution schedule of the additional ⁺securities setting out the number of holders in the categories
1 - 1,000
1,001 - 5,000
5,001 - 10,000
10,001 - 100,000
100,001 and over

37 ☐ A copy of any trust deed for the additional ⁺securities

⁺ See chapter 19 for defined terms.

Entities that have ticked box 34(b)

38 Number of +securities for which +quotation is sought

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39 +Class of +securities for which quotation is sought

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40 Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?

If the additional +securities do not rank equally, please state:

- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

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41 Reason for request for quotation now

Example: In the case of restricted securities, end of restriction period

(if issued upon conversion of another +security, clearly identify that other +security)

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42 Number and +class of all +securities quoted on ASX (including the +securities in clause 38)

Number	+Class

Quotation agreement

1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant the following to ASX.


- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here: 
(Company secretary)

Date: 02 September 19

Print name: **Ian Pamensky**.....
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+ See chapter 19 for defined terms.

Appendix 3B – Annexure 1

Calculation of placement capacity under rule 7.1 and rule 7.1A for eligible entities

Introduced 01/08/12 Amended 04/03/13

Part 1

Rule 7.1 – Issues exceeding 15% of capital	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
Insert number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue	178,396,899
Add the following: <ul style="list-style-type: none"> Number of fully paid +ordinary securities issued in that 12 month period under an exception in rule 7.2 Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval Number of partly paid +ordinary securities that became fully paid in that 12 month period Note: <ul style="list-style-type: none"> Include only ordinary securities here – other classes of equity securities cannot be added Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed It may be useful to set out issues of securities on different dates as separate line items 	9,791,632 issued 13/02/2019 and approved at shareholder meeting held on 08/02/2019 1,500,000, issued 13/02/2019 and approved at shareholder meeting held on 08/02/2019 875,000 issued 19/02/2019 and approved at shareholder meeting held on 08/02/2019 2,317,723 issued 02/11/2018 and approved at shareholder meeting held on 10/04/2019 19,750,000 issued 7/05/19 and approved at shareholder meeting held on 10/04/2019 5,250,000 issued 8/05/19 and approved at shareholder meeting held on 10/04/2019 283,672 issued 7/05/19 and approved at shareholder meeting held on 31/05/2019
Subtract the number of fully paid +ordinary securities cancelled during that 12 month period	-
“A”	218,164,926
Step 2: Calculate 15% of “A”	
“B”	0.15 <i>[Note: this value cannot be changed]</i>

+ See chapter 19 for defined terms.

Multiply “A” by 0.15	32,724,739
Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used	
<p>Insert number of +equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued:</p> <ul style="list-style-type: none"> • Under an exception in rule 7.2 • Under rule 7.1A • With security holder approval under rule 7.1 or rule 7.4 <p><i>Note:</i></p> <ul style="list-style-type: none"> • <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	<p>100 Shares issued 08/05/19</p> <p>100 Shares issued 29/07/19</p> <p>16,129,045 Shares Issued 29/07/2019</p> <p>8,064,526 unquoted options (attaching to Placement shares) issued 29/07/19</p> <p>300,000 Shares issued 19/08/2019</p>
“C”	24,493,771
Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1	
<p>“A” x 0.15</p> <p><i>Note: number must be same as shown in Step 2</i></p>	32,724,739
<p>Subtract “C”</p> <p><i>Note: number must be same as shown in Step 3</i></p>	24,493,771
Total [“A” x 0.15] – “C”	<p>8,230,968</p> <p><i>[Note: this is the remaining placement capacity under rule 7.1]</i></p>

+ See chapter 19 for defined terms.

Part 2

Rule 7.1A – Additional placement capacity for eligible entities	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
“A” <i>Note: number must be same as shown in Step 1 of Part 1</i>	218,164,926
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	21,816,493
Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used	
Insert number of +equity securities issued or agreed to be issued in that 12 month period under rule 7.1A Notes: <ul style="list-style-type: none"> • This applies to equity securities – not just ordinary securities • Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed • Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained • It may be useful to set out issues of securities on different dates as separate line items 	0
“E”	0
Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A	
“A” x 0.10 <i>Note: number must be same as shown in Step 2</i>	21,816,493
Subtract “E” <i>Note: number must be same as shown in Step 3</i>	0
Total [“A” x 0.10] – “E”	21,816,493 <i>[Note: this is the remaining placement capacity under rule 7.1A]</i>

+ See chapter 19 for defined terms.