



DOTZ NANO LIMITED
ACN 125 264 575

PROSPECTUS

THIS PROSPECTUS IS BEING ISSUED FOR THE OFFER OF 100 SHARES AT AN ISSUE PRICE OF \$0.036 PER SHARE.

THIS PROSPECTUS HAS BEEN PREPARED PRIMARILY FOR THE PURPOSE OF SECTION 708A(11) OF THE CORPORATIONS ACT TO REMOVE ANY TRADING RESTRICTIONS ON SHARES ISSUED PRIOR TO THE CLOSING DATE.

THIS IS AN IMPORTANT DOCUMENT AND REQUIRES YOUR IMMEDIATE ATTENTION. IT SHOULD BE READ IN ITS ENTIRETY.

IF YOU ARE IN DOUBT ABOUT WHAT TO DO, YOU SHOULD CONSULT YOUR PROFESSIONAL ADVISER WITHOUT DELAY.

THE SECURITIES OFFERED BY THIS PROSPECTUS ARE OF A SPECULATIVE NATURE.

IMPORTANT INFORMATION

This Prospectus is dated 11 December 2019 and was lodged with the ASIC on that date with the consent of all Directors. Neither ASIC nor ASX nor their respective officers take any responsibility for the contents of this Prospectus.

No Shares will be issued on the basis of this Prospectus any later than 13 months after the date of this Prospectus (being the expiry date of this Prospectus). The Company will apply for Official Quotation by ASX of the Shares offered by this Prospectus.

A copy of this Prospectus is available for inspection at the registered office of the Company at Level 14, 330 Collins Street, Melbourne, Victoria, during normal business hours. The Company will provide a copy of this Prospectus to any person on request. The Company will also provide copies of other documents on request (see Section 4.3). The Offer is only available to those who are personally invited to accept the Offer. Applications for Shares under the Offer can only be submitted on an original Application Form which accompany this Prospectus.

Potential investors should be aware that subscribing for Shares in the Company involves a number of risks. The key risk factors of which investors should be aware are set out in Section 2 of this Prospectus, including, but not limited to) risks in respect of:

- **Additional Requirements for Capital:** The Company's capital requirements depend on numerous factors. Depending on the Company's ability to generate income from its operations, the Company will require further financing in the short term.
- **Development and commercialisation risks:** a failure or delay in successfully developing and commercialising the Company's technology could lead to a loss of opportunities and adversely impact on the Company's operating results and financial position; and
- **Competition risks:** the failure to establish and maintain an appreciable market share and differentiation from its competitors in the industry in which the Company operates may impede the financial condition and rate of growth of the Company.

These risks, together with other general risks applicable to all investments in listed securities not specifically referred to, may affect the value of the Shares in the future. Accordingly, an investment in the Company should be considered highly speculative. Investors should consider consulting their professional advisers before deciding whether to apply for Shares pursuant to this Prospectus.

No person is authorised to give any information or to make any representation in connection with the Offer which is not contained in this Prospectus. Any information or representation not so contained may not be relied on as having been authorised by the Company in connection with the Offer. The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and therefore persons into whose possession this document comes should seek advice on and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of those laws. This Prospectus does not constitute an offer of Shares in any jurisdiction where, or to any person to whom, it would be unlawful to issue this Prospectus.

This Prospectus is a transaction specific prospectus for an offer of continuously quoted securities (as defined in the Corporations Act) and has been prepared in accordance with section 713 of the Corporations Act. It does not contain the same level of disclosure as an initial public offering prospectus. In making representations in this Prospectus regard has been had to the fact that the Company is a disclosing entity for the purposes of the Corporations Act and certain matters may reasonably be expected to be known to investors and professional advisers whom potential investors may consult.

Definitions of certain terms used in this Prospectus are contained in Section 6. All references to currency are to Australian dollars and all references to time are to AEST unless otherwise indicated. Revenues and expenditures disclosed in this Prospectus are recognised exclusive of the amount of goods and services tax, unless otherwise disclosed.

CORPORATE DIRECTORY

Directors

Mr John Bullwinkel Interim Chairman
Mr Uzi Breier Executive Director & CEO
Mr Ashley Krongold Non-Executive Director

Company Secretary

Mr Ian Pamensky

Registered Office

Level 14, 330 Collins Street
MELBOURNE VIC 3000

Tel: + 61 414 864 746

Email: ian@cfo2grow.com.au

Share Registry*

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Level 5, 126 Phillip Street
SYDNEY NSW 2000

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Solicitors*

HWL Ebsworth
Level 20
240 St Georges Terrace
PERTH WA 6000

ASX Code: DTZ

Website: www.dotz.tech

*This entity is included for information purposes only. It has not been involved in the preparation of this Prospectus.

TIMETABLE

Event	Date*
Lodgement of Prospectus with ASIC and ASX	11 December 2019
Opening Date of Offer	11 December 2019
Closing Date of Offer	31 December 2019

* These dates are indicative only and subject to change. Subject to the Corporations Act and the Listing Rules, the Directors reserve the right to vary these dates, including the Closing Date, without prior notice.

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1. Details of the Offer

1.1 Summary of the Offer

The Company is offering, pursuant to this Prospectus, 100 shares (**Shares**) at an issue price of \$0.036 each to raise \$3.60 (before costs) (**Offer**).

The Offer will only be extended to specific parties unrelated to the Company on invitation of the Directors. An Application Form will only be provided by the Company to these parties, together with a copy of this Prospectus.

Shares issued under the Offer will be issued as fully paid ordinary shares and will rank equally in all respects with the existing Shares on issue. Refer to Section 4.1 for a summary of the rights and liabilities attaching to the Shares under the Offer.

1.2 Purpose of the Offer

Generally, section 707(3) of the Corporations Act requires that a prospectus is issued in order for a person to whom securities were issued without disclosure under Part 6D of the Corporations Act to on-sell those securities within 12 months of the date of their issue.

The Corporations Act provides an exception to section 707(3) where an entity issues a 'cleansing' notice under section 708A(5) within 5 days of the date of issue of the securities. The Company has been suspended from trading on the ASX for more than 5 days in the last 12 months and as a result is precluded from issuing a 'cleansing' notice in accordance with section 708A(5) of the Corporations Act.

Section 708A(11) of the Corporations Act provides another exemption from the general requirement under section 707(3) where:

- (a) the relevant securities are in a class of securities of the company that are already quoted on ASX;
- (b) a prospectus is lodged with ASIC either:
 - (i) on or after the day on which the relevant securities were issued but before the day on which the sale offer is made; or
 - (ii) before the day on which the relevant securities are issued and offers of securities that have been made under the prospectus are still open for acceptance on the day on which the relevant securities were issued; and
- (c) the prospectus is for an offer of securities issued by the Company that are in the same class of securities as the relevant securities.

Accordingly, the purposes of this Prospectus are to:

- (a) make the Offer; and
- (b) ensure that any on-sale of Shares issued by the Company prior to the Closing Date do not breach section 707(3) of the Corporations Act. These include but are not limited to Shares issued pursuant to the approvals obtained at the Company's general meeting held on 11 September 2019 and any Shares issued upon the exercise of unquoted options.

The Shares issued under the Offer will be issued under the Company's existing placement capacity under Listing Rule 7.1. The Company will raise \$3.60 under the Offer (before costs). The total estimated expenses of the Offer of \$7,128 will be paid by the Company from its cash reserves.

1.3 Closing Date

The Closing Date for the Offer is 31 December 2019. The Company reserves the right, subject to the Corporations Act and the Listing Rules, to extend the Closing Date without prior notice. If the Closing Date is varied, subsequent dates may also be varied accordingly.

1.4 Minimum subscription

There is no minimum subscription for the Offer.

1.5 Application Forms

The Offer is being extended to investors who are invited by the Company to subscribe for Shares and is not open to the general public. The Company may determine in its discretion whether to accept any or all Applications.

Applications must be made using the Application Form attached to this Prospectus. To the maximum extent permitted by law, the Directors will have discretion over which Applications to accept.

Completed Application Forms, together with application monies, must be received by the Company prior to the Closing Date. Application Forms should be delivered to the Company in accordance with the instructions on the Application Form. If you are in doubt as to the course of action, you should consult your professional advisor.

Acceptance of a completed Application Form by the Company creates a legally binding contract between the Applicant and the Company for the number of Shares accepted by the Company. The Application Form does not need to be signed to be a binding acceptance of the Shares under the Offer.

If the Application Form is not completed correctly it may still be treated as valid. The Directors' decision as to whether to treat the acceptance as valid and how to construe, amend or complete the Application Form is final.

1.6 Issue and dispatch

Subject to the Corporations Act and the Listing Rules, the Company intends to issue the Shares under the Offer on or about 02 January 2020. Shareholder statements will be dispatched as soon as possible after the issue of the Shares under the Offer.

1.7 Application Monies held on trust

All Application Monies received for the Shares under the Offer will be held on trust in a bank account maintained solely for the purpose of depositing Application Monies received pursuant to this Prospectus until the Shares are issued. All Application Monies will be returned (without interest) if the Shares are not issued.

1.8 ASX quotation

Application will be made to ASX no later than 7 days after the date of this Prospectus for official quotation of the Shares under the Offer. If permission is not granted by ASX

for the Official Quotation of the Shares offered by this Prospectus within 3 months after the date of this Prospectus (or such period as the ASX allows), the Company will repay, as soon as practicable, without interest, all Application Monies received pursuant to this Prospectus.

1.9 CHESS

The Company participates in the Clearing House Electronic Sub-register System, known as CHESS, operated by ASX Settlement Pty Limited (a wholly owned subsidiary of ASX), in accordance with the Listing Rules and ASX Settlement Operating Rules.

Under CHESS, Applicants will not receive a certificate but will receive a statement of their holding of Shares. If you are broker sponsored, ASX Settlement Pty Limited will send you a CHESS statement.

The CHESS statement will set out the number of Shares issued under this Prospectus, provide details of your holder identification number, the participant identification number of the sponsor and the terms and conditions applicable to the Shares.

If you are registered on the Issuer Sponsored sub-register, your statement will be dispatched by Automatic Registry Services and will contain the number of Shares issued to you under this Prospectus and your security holder reference number.

A CHESS statement or Issuer Sponsored statement will routinely be sent to Shareholders at the end of any calendar month during which the balance of their Shareholding changes. Shareholders may request a statement at any other time; however, a charge may be made for additional statements.

1.10 Residents outside Australia

This Prospectus and any accompanying Application Form do not, and are not intended to, constitute an offer of Shares in any place or jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer or to issue this Prospectus. The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and persons who come into possession of this Prospectus should seek advice on and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws.

1.11 Risk factors

An investment in Shares of the Company should be regarded as speculative. In addition to the general risks applicable to all investments in listed securities, there are specific risks associated with an investment in the Company which are detailed in Section 2.

1.12 Taxation implications

The Directors do not consider it appropriate to give Applicants advice regarding the taxation consequences of subscribing for Shares under this Prospectus. The Company, its advisers and its officers do not accept any responsibility or liability for any such taxation consequences to Shareholders or potential investors. As a result, Applicants should consult their professional tax adviser in connection with subscribing for Shares under this Prospectus.

1.13 Major activities and financial information

A summary of the major activities and financial information relating to the Company can be found in the Company's Annual Report for the financial year ended 31 December

2018, lodged with ASX on 29 March 2019 (**Annual Report**). The Company has made continuous disclosure notices (i.e. ASX announcements) since the lodgement of its Annual Report on 29 March 2019.

Copies of the Annual Report are available free of charge from the Company. The Directors strongly recommend that Applicants review this and all other announcements prior to deciding whether or not to participate in the Offer.

1.14 Privacy

Applicants will be providing personal information to the Company (directly or by the Company's share registry) on the Application Forms. The Company collects, holds and will use that information to assess the Application, service Shareholders' needs, facilitate distribution payments and corporate communications to Shareholders and carry out administration.

The information may also be used from time to time and disclosed to persons inspecting the register, bidders for securities in the context of takeovers, regulatory bodies, including the Australian Taxation Office, authorised securities brokers, print service providers, mail houses and the Company's share registry.

Shareholders can access, correct and update the personal information the Company holds about them by contacting the Company or its share registry at the relevant contact numbers set out in this Prospectus. A fee may be charged for access. Collection, maintenance and disclosure of certain personal information is governed by legislation including the *Privacy Act 1988* (Cth) (as amended), the Corporations Act and certain rules such as the ASX Settlement Operating Rules.

Applicants should note that if they do not provide the information required on the Application Form, the Company may not be able to accept or process their Application.

1.15 Enquiries concerning Prospectus

Enquiries relating to this Prospectus should be directed to the Company Secretary by email to ian@cfo2grow.com.au.

2. Risk factors

The Shares offered under this Prospectus should be considered speculative because of the nature of the business activities of the Company. Potential investors should consider whether the Shares offered are a suitable investment having regard to their own personal investment objectives and financial circumstances and the risk factors set out below. This list is not exhaustive and potential investors should read this Prospectus in its entirety and if in any doubt consult their professional adviser before deciding whether to participate in the Offer.

The principal risks include, but are not limited to, the following:

2.1 Company's Current Operations Risks

(a) Development and commercialisation of the technology

The Company is in the business of development and commercialisation of anti-counterfeiting, authentication and tracing solutions (**Technology**). The success of the Company will depend upon the Company's ability to commercialise the Technology. A failure to successfully commercialise the Technology, after it had completed the production of its unique products, ValiDotz™, Fluorensic™, and InSpec™ (**Products**) in commercial quantities, could impact the Company's operating results and financial position.

The Company continues to focus its commercialisation activities in areas that are considered new markets for the Technology. There is a risk that Products produced by the Company will not be accepted by market participants in these fields (or other fields) (such as anti-counterfeiting, authentication and tracing solutions). Failure to create a market in these fields will have an adverse effect on the Company's potential profitability.

As disclosed in the Company's prospectus lodged with ASIC and ASX on 24 August 2016, the Company is seeking to develop the Technology with organisations that provide chemical production industry services. If the Company is successful in developing the Technology, there may be further additional risks associated with how the Technology fits within industry standards (including legal and regulatory standards), and issues faced with production which may affect yields.

The global marketplace for most products is ever changing due to new technologies, new products, changes in preferences, changes in regulation and other factors influencing market acceptance or market rejection. This market volatility and risk exists despite the best endeavours of market research, promotion, and sales and licensing campaigns. There is a risk that if the Technology is not accepted by the market or the Products are not utilised in the Company's proposed markets or continuing to be utilised in the existing markets that currently use the Technology, the Company will not be able to commercialise its products which could adversely impact the Company's operations.

Even if the Company does successfully commercialise the Technology, there is a risk the Company will not achieve a commercial return and will not be able to sell products and services to clients at a rate which covers its operating and capital costs.

(b) Competition and new technologies

The industry in which the Company is involved is subject to increasing domestic and global competition which is fast-paced and fast-changing. While the Company undertakes all reasonable due diligence in its business decisions and operations, the Company 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 the Company's projects and business. For instance, new technologies could result in the Company's technology not being differentiated to other similar offerings.

The size and financial strength of some of the Company's competitors may make it difficult for it to maintain a competitive position in the technology market. In particular, the Company'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 the Company.

The key competition risk is in achieving appreciable market share and differentiation from its key competitors.

(c) Licensed intellectual property

The Company has licensed intellectual property for a fixed period of time and contingent on meeting specified milestones (as disclosed in the Company's prospectus dated 24 August 2016). There is no guarantee that existing license agreements will not be terminated and as a result, other competitors may gain access to the intellectual property used by the Company in developing the Technology or any know-how and/or information in relation to graphene production and applications. Breach of any licence agreements by the Company, or infringement of the licensed intellectual property by third parties, may have an adverse impact on the Company's ability to develop its technology.

(d) 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 resign or retire. This involves the risk that those staff will have information in respect of the Company's intellectual property which has a commercial value to the Company as well as an opportunity cost for replacement of those staff and subsequent training.

This risk is mitigated as the Company has historically had low levels of staff turnover in the development teams. In addition, all staff contracts contain express provisions with respect to ownership of intellectual property and restraints of trade to limit any potential loss suffered by the Company to the maximum extent possible. Furthermore, the Company has taken measures to mitigate this risk by expanding its research staff so that technological intellectual property is not converged into one person but is disbursed among several people within the Company.

(e) **Outsourcing**

The Company outsources to consultants for expert advice and contracts organisations for some manufacturing, marketing and distribution services and there is no guarantee that such experts or organisations will be available as required or will meet expectations.

(f) **Patent application risk**

The intellectual property licensed to the Company consists of pending patent applications (for further details see the Company's prospectus dated 24 August 2016 and ASX announcement dated 14 December 2017). There is no guarantee that these patent applications will be granted or that the Company will receive enforceable patent rights.

There is a risk that the Company will not be entitled to practice the inventions claimed in the patents and that the working of its patented invention may be prevented by another patent or patent application which has an earlier priority date to the patent applications licensed to the Company.

Even if the Company succeeds in obtaining patent protection for its products, its patents could be partially or wholly invalidated following challenges by third parties. The grant of a patent does not guarantee validity of that patent since it may be revoked on the grounds of invalidity at any time during its life. If none of the claims of a granted patent are valid, the patent is unenforceable.

(g) **Protection of intellectual property rights**

If the Company fails to protect its intellectual property rights adequately, 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 the Company in every country in which the technology may eventually be sold. Accordingly, despite its efforts, the Company may not be able to prevent third parties from infringing upon or misappropriating the intellectual property.

Market conditions depending, the Company 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 the Company and cause a distraction to management.

As the Company licenses its intellectual from third parties, there is an additional risk that these third parties will fail to keep the patents licensed to the Company valid, resulting in competitors being entitled to apply for patents in the same area.

In addition, unauthorised use of the "Dotz" 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.

(h) **Currency Risk**

The Company expects to derive a majority of its revenue from the United States, in US dollars. The Company will also be required to pay fees in the currency for the State of Israel (shekel). Accordingly, changes in the exchange rate between the US dollar and the Australian dollar or the Israeli shekel and the Australian dollar would be expected to have a direct effect on the performance of the Company.

2.2 General risks relating to the Company

(a) **Additional Requirements for Capital**

The Company's activities require substantial expenditure and depend on numerous factors. The Company believes its available cash and resources should be adequate to fund its business activities through to July 2020. Unless the Company is able to generate substantial income from its operations, the Company will require further financing in the short term (noting that the Company has just completed a \$2.98 million share placement of which \$1.98 million has been received with the balance of \$1 million being deferred and paid in 2 Tranches of \$500,000 each on 1 April 2020 and 1 August 2020 as follows:

- i. Tranche 1: 13,888,889 Placement Shares and 4,629,630 Placement Options using the Company's placement capacity under ASX Listing Rules 7.1 and 7.1A (**Tranche 2 Securities**); and
- ii. Tranche 2: 13,888,889 Placement Shares and 4,629,630 Placement Options using the Company's placement capacity under ASX Listing Rules 7.1 and 7.1A (**Tranche 3 Securities**).)

If the Company is unable to use debt or equity to fund its business development activities after the substantial exhaustion of its cash reserves, there can be no assurances that the Company will have sufficient capital resources for that purpose, or other purposes, or that it will be able to obtain additional resources on terms acceptable to the Company or at all. Any additional equity financing may be dilutive to Shareholders and any debt financing, if available, may involve restrictive covenants, which may limit the Company's operations and business strategy.

The Company's failure to raise capital if and when needed could delay or suspend the Company's business strategy and could have a material adverse effect on the Company's activities, including its ability to continue as a going concern. Unfavourable market conditions may also adversely affect the Company's ability to raise additional funding regardless of the Company's operating performance.

(b) **Reliance on Key Management**

The responsibility of overseeing the day-to-day operations and the strategic management of the Company depends substantially on its senior management and directors. There can be no assurance that there will be no detrimental impact on the performance of the Company 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.

(c) Trading Price of Shares

The Company's operating results, economic and financial prospects and other factors will affect the trading price of the Shares. In addition, the price of 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 Shares.

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 the Company's market performance will not be adversely affected by any such market fluctuations or factors.

(d) Litigation Risks

The Company is exposed to possible litigation risks including intellectual property claims, contractual disputes, occupational health and safety claims and employee claims. Further, the Company may be involved in disputes with other parties in the future which may result in litigation. Any such claim or dispute if proven, may impact adversely on the Company's operations, financial performance and financial position. As at the date of this Prospectus the Company is not involved in any litigation or material disputes.

(e) Economic Risks

General economic conditions, movements in interest and inflation rates and currency exchange rates may have an adverse effect on the Company's activities, as well as on its ability to fund those activities.

Further, share market conditions may affect the value of the Company's Securities regardless of the Company's operating performance. Share market conditions are affected by many factors such as: general economic outlook; interest rates and inflation rates; currency fluctuations; changes in investor sentiment toward particular market sectors; the demand for, and supply of, capital; and terrorism or other hostilities.

(f) Force Majeure

The Company, now or in the future, may be adversely affected by risks outside the control of the Company including labour unrest, civil disorder, war, subversive activities or sabotage, extreme weather conditions, fires, floods, explosions or other catastrophes, epidemics or quarantine restrictions.

(g) Acquisitions

As part of its business strategy, the Company may make acquisitions of, or significant investments in, companies, products, technologies and/or products

that are complementary to the Company'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.

2.3 Investment Speculative

The above list of risk factors ought not to be taken as exhaustive of the risks faced by the Company or by prospective investors in the Company. The above factors, and others not specifically referred to above, may in the future materially affect the financial performance of the Company and the value of the Shares offered under this Prospectus. Therefore, the Shares carry no guarantee with respect to the payment of dividends, returns of capital or the market value of those Shares.

Potential investors should consider that the investment in the Company is speculative and should consult their professional advisers before deciding whether to apply for the Shares.

3. Effect of the Offer

3.1 Capital structure on completion of the Offer

	Shares	Unquoted Options	Performance Shares ³
Balance at the date of this Prospectus	236,289,171 ¹	65,106,190 ²	22,000,000
Share Placement ⁴	55,000,003	18,333,337	-
Share Issue to Consultants ⁵	2,500,000	10,000,000	-
To be issued under the Offer	100	-	-
Balance after the Offer	293,789,274	93,439,527	22,000,000

Notes:

1. Shares currently on issue include 1,500,000 Shares subject to voluntary holding lock until 15 February 2020.
2. Unquoted Options currently on issue consist of:
 - (a) 5,000,000 unquoted Options exercisable at \$0.20 each on or before 14 June 2020;
 - (b) 6,000,000 unquoted Options exercisable at \$0.30 each on or before 5 February 2020;
 - (c) 1,000,000 unquoted Options with a nil exercise price exercisable on or before 1 November 2020;
 - (d) 1,000,000 unquoted Options with a nil exercise price exercisable on or before 20 April 2020;
 - (e) 212,500 unquoted Options exercisable at \$0.105 each on or before 20 April 2020;
 - (f) 212,500 unquoted Options exercisable at \$0.105 each on or before 20 April 2020, subject to vesting after 1 February 2019;
 - (g) 1,000,000 unquoted Options exercisable at \$0.20 each on or before 20 April 2020;
 - (h) 1,500,000 unquoted Options exercisable at \$0.20 each on or before 1 August 2020;
 - (i) 3,700,000 unquoted Options exercisable at \$0.00 each on or before 1 October 2021. 695,000 unquoted options exercised and a further 765,000 unquoted options were cancelled - refer 4(c) and 4(d) below. Balance after the Offer is 2,240,000 unquoted Options;
 - (j) 3,200,000 unquoted Options exercisable at \$0.00 each on or before 1 October 2021, vesting 27 November 2019 provided that the Option holder is an employee or consultant of the Company at all times during the period ending on the Vesting Date. 700,000 unquoted options cancelled - refer 4(d) below. Balance after the Offer is 2,500,000 unquoted Options;
 - (k) 2,000,000 unquoted Options exercisable at \$0.00 each on or before 1 October 2021, vesting upon the Company achieving revenue of US\$1,000,000 or more for the financial year ending 31 December 2019;
 - (l) 2,666,659 unquoted options exercisable at \$0.12 each on or before 30 June 2020;
 - (m) 2,000,000 unquoted options exercisable at \$0.13 each on or before 15 February 2024, lapsing if the Option holder ceases employment;
 - (n) 1,000,000 unquoted options exercisable at \$0.13 each on or before 15 February 2024, lapsing if the Option holder ceases to be an officeholder of the Company;
 - (o) 1,000,000 unquoted Options exercisable at \$0.00 each on or before 15 February 2023, vesting 9 December 2019 (**Vesting Date**) provided that the Option holder is an employee or consultant of the Company at all times during the period ending on the Vesting Date;

- (p) As announced on 1 May 2019, the Company has issued to Hunter Capital Advisors Pty Ltd (or its nominees) 5,000,000 unquoted Options exercisable at \$0.10 each and expiring on 19 June 2021;
 - (q) 12,500,005 unquoted Options exercisable at \$0.085 each on or before 07 May 2021;
 - (r) 8,064,526 Unquoted options exercisable at \$0.09 and expire on 29 July 2021;
 - (s) 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; and
 - (t) 10,000,000 Unquoted options exercisable at \$0.10 and expire on 11 September 2021.
3. The terms and conditions of the performance shares are outlined in section 14.5 of the Company's prospectus dated 24 August 2016. The performance shares will convert into Shares upon the Company achieving the production and distribution of an aggregate of 100 kilograms of Product in any 12 month period through formal off-take agreements with a reputable third party by 31 October 2020. Per the Company's announcement dated 26 July 2017, a 'reputable third party' in this milestone means those parties whose offtake arrangements result in A\$12 million in revenue.
 4. 55,000,003 Placement Shares and 18,333,337 Placement Options to be issued pursuant to the Placement. In addition, the Company has agreed to issue the Tranche 2 Securities and Tranche 3 Securities (see Section 2.2(a)).
 5. The following shares and options to be issued to Silverella Pty Ltd pursuant to a consulting agreement with the Company. Under the consulting agreement, the Consultant will provide corporate strategy and marketing services in consideration for the Company issuing:
 - (a) 2,500,000 Shares (Consultant Shares); and
 - (b) ten (10) million Options with an exercise price of A\$0.09 and expiry of 2 years from the date of issue (Consultant Options), vesting as follows:
 - i. 25% shall vest immediately upon issue;
 - ii. 25% shall, subject to the agreement remaining on foot, vest on the date that is 6 months following the date of execution of this agreement;
 - iii. 25% shall, subject to the agreement remaining on foot, vest on the date that is 12 months following the date of execution of this agreement; and
 - iv. 25% shall, subject to the agreement remaining on foot, vest on the date that is 18 months following the date of execution of this agreement.

3.2 Financial effect of the Offer

After paying the expenses of the Offer of approximately \$7,128, there will be no proceeds from the Offer. The expenses of the Offer (exceeding \$3.60) will be met from the Company's existing cash reserves. The Offer will have a nominal effect on the Company's financial position of reducing the cash balance by \$7,124, being receipt of funds of \$3.60, less expenses of the Offers of \$7,128.

As the issue of the 100 Shares under this Prospectus will not have a material impact on the Company's financial position, a pro-forma statement of financial position of the Company showing the financial effect of the Offer has not been included in this Prospectus.

Please refer to Section 4.14 for further details on the estimated expenses of the Offer.

3.3 Effect of the Offer on control of the Company

The Company is of the view that the Offer will not affect the control (as defined by section 50AA of the Corporations Act) of the Company. No new investor or existing

Shareholder will have a voting power greater than 20% as a result of the completion of the Offer. (see Section 4.8).

4. Additional information

4.1 Rights and liabilities attaching to Shares

A summary of the rights attaching to Shares in the Company is below. This summary is qualified by the full terms of the Constitution (a full copy of the Constitution is available from the Company on request free of charge) and does not purport to be exhaustive or to constitute a definitive statement of the rights and liabilities of Shareholders. These rights and liabilities can involve complex questions of law arising from an interaction of the Constitution with statutory and common law requirements. For a Shareholder to obtain a definitive assessment of the rights and liabilities which attach to Shares in any specific circumstances, the Shareholder should seek legal advice.

(a) General Meetings

Shareholders are entitled to be present in person, or by proxy, attorney or representative to attend and vote at general meetings of the Company. Shareholders may requisition meetings in accordance with section 249D of the Corporations Act and the Constitution.

(b) Voting Rights

Subject to any rights or restrictions for the time being attached to any class or classes of Shares, at general meetings of Shareholders or classes of Shareholders:

- (i) each Shareholder entitled to vote may vote in person or by proxy, attorney or representative;
- (ii) on a show of hands, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder has one vote; and
- (iii) on a poll, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder will, in respect of each fully paid Share held by him, or in respect of which he is appointed a proxy, attorney or representative, have one vote for the Share, but in respect of partly paid Shares will have such number of votes as bears the same proportion to the total of such Shares registered in the Shareholder's name as the amount paid (not credited) bears to the total amounts paid and payable (excluding amounts credited).

(c) Dividend Rights

Subject to the rights of any preference Shareholders and to the rights of the holders of any shares created or raised under any special arrangement as to dividend, the Directors may from time to time declare a dividend to be paid to the Shareholders entitled to the dividend which will be payable on all Shares according to the proportion that the amount paid (not credited) is of the total amounts paid and payable (excluding amounts credited) in respect of such Shares.

The Directors may from time to time pay to the Shareholders any interim dividends as they may determine. No dividend will carry interest as against the Company.

Subject to the Listing Rules and the Corporations Act, the Company may, by resolution of the Directors, implement a dividend reinvestment plan on such terms and conditions as the Directors think fit, under which participants may elect in respect of all or part of their Shares to receive a dividend or to forego a dividend from the Company and receive some other form of distribution or entitlement (including securities) from the Company or another body corporate or a trust.

(d) Winding-up

If the Company is wound up, the liquidator may, with the authority of a special resolution of the Company, divide among the shareholders in kind the whole or any part of the property of the Company, and may for that purpose set such value as he considers fair upon any property to be so divided, and may determine how the division is to be carried out as between the Shareholders or different classes of Shareholders.

The liquidator may vest the whole or any part of any such property in trustees upon such trusts for the benefit of the contributories as the liquidator thinks fit, but so that no Shareholder is compelled to accept any Shares or other securities in respect of which there is any liability.

(e) Shareholder Liability

As the Shares under the Prospectus are fully paid shares, they are not subject to any calls for money by the Directors and will therefore not become liable for forfeiture.

(f) Transfer of Shares

Generally, Shares are freely transferable, subject to formal requirements, the registration of the transfer not resulting in a contravention of or failure to observe the provisions of a law of Australia and the transfer not being in breach of the Corporations Act or the ASX Listing Rules.

(g) Variation of Rights

Pursuant to section 246B of the Corporations Act, the Company may, with the sanction of a special resolution passed at a meeting of Shareholders vary or abrogate the rights attaching to Shares.

If at any time the share capital is divided into different classes of Shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class), whether or not the Company is being wound up, may be varied or abrogated with the consent in writing of the holders of three-quarters of the issued shares of that class, or if authorised by a special resolution passed at a separate meeting of the holders of the shares of that class.

(h) Alteration of Constitution

The Constitution can only be amended by a special resolution passed by at least three quarters of Shareholders present and voting at the general meeting. In addition, at least 28 days written notice specifying the intention to propose the resolution as a special resolution must be given.

4.2 Company is a disclosing entity

The Company is a disclosing entity under the Corporations Act. It is subject to regular reporting and disclosure obligations under both the Corporations Act and the Listing Rules. These obligations require the Company to notify ASX of information about specific events and matters as they arise for the purpose of ASX making the information available to the stock market conducted by ASX. In particular, the Company has an obligation under the Listing Rules (subject to certain limited exceptions), to notify ASX once it is, or becomes aware of information concerning the Company which a reasonable person would expect to have a material effect on the price or value of the Shares.

The Company is also required to prepare and lodge with the ASIC yearly and half-yearly financial statements, accompanied by a Directors' statement and report and an audit review or report. Copies of documents lodged with the ASIC in relation to the Company may be obtained from, or inspected at, an ASIC office (see Section 4.3 below).

4.3 Copies of documents

Copies of documents lodged by the Company in connection with its reporting and disclosure obligations may be obtained from, or inspected at, an office of the ASIC. The Company will provide free of charge to any person who requests it during the period of the Offer, a copy of:

- (a) the Annual Report for the period ending 31 December 2018 as lodged with ASX on 29 March 2019;
- (b) the Half Yearly Report for the period ending 30 June 2019 as lodged with ASX on 29 August 2019; and
- (c) the continuous disclosure notices given by the Company to notify ASX of information relating to the Company since the Company lodged its Annual Report and before the date of issue of this Prospectus which are as follows:

Date Lodged	Subject of Announcement
3/12/19	Final Director's Interest Notice
3/12/19	Dotz Board Changes
26/11/19	Reinstatement to official quotation
26/11/19	Dotz secures A\$3m to execute commercialisation strategy
25/11/19	Further request for voluntary suspension
20/11/19	Voluntary Suspension from Official Quotation
18/11/19	Trading halt
31/10/19	Quarterly CEO Update & Appendix 4C Cashflow Report - Sept 19
31/10/19	NOTIFICATION OF EXPIRY OF UNLISTED OPTIONS & APPENDIX 3B
29/10/19	Cleansing Prospectus

Date Lodged	Subject of Announcement
19/9/19	Dotz authenticates cannabis in world-first in-plant pilot
12/9/19	Appendix 3B
11/9/19	Results of Meeting
02/09/19	Appendix 3B
29/08/19	Appendix 4D & Half-Year Financial Statements
27/08/19	Change in substantial holding
19/08/19	DTZ Secures A\$500,000 Conditional Validotz Order
15/08/19	Dotz Secures A\$0.3m to Expedite BioDotz Cannabis Adaptation
12/08/19	Notice of Extraordinary General Meeting/Proxy Form
08/08/19	NOTIFICATION OF EXPIRY OF UNLISTED OPTIONS & APPENDIX 3B
30/7/19	Quarterly CEO Update & Appendix 4C Cashflow Report - June 19
29/7/19	Appendix 3B
29/7/19	Cleansing Prospectus
23/07/2019	Completion of Share Placement
19/07/2019	Trading Halt
08/07/2019	Dotz Partners with Cannabis Producer Seach Medical
02/07/2019	GQDs prove effective in treatments combatting Free-Radicals
19/06/2019	Appendix 3B
31/05/2019	Results of Meeting
31/05/2019	Chairman's Address to Shareholders
29/05/2019	Becoming a substantial holder
08/05/2019	Appendix 3B
07/05/2019	Appendix 3B
07/05/2019	Cleansing Prospectus
06/05/2019	Dotz conducts successful in-plant tagging POC
02/05/2019	Notice of Annual General Meeting/Proxy Form
01/05/2019	Successful Placement supports Dotz's next stage of Growth

Date Lodged	Subject of Announcement
01/05/2019	Quarterly CEO Update & Appendix 4C - March 2019
26/04/2019	Extension to Voluntary Suspension
18/04/2019	Voluntary Suspension from Official Quotation
16/04/2019	Trading Halt
10/04/2019	Results of Meeting
01/04/2019	Appendix 4G - Corporate Governance

The following documents are available for inspection throughout the period of the Offer during normal business hours at the registered office of the Company:

- (d) this Prospectus;
- (e) the Constitution; and
- (f) the consents referred to in Section 4.15 and the consents provided by the Directors to the issue of this Prospectus.

4.4 Information excluded from continuous disclosure notices

The Company is in advanced negotiations with respect to licensing its technology. As at the date of this prospectus, it is unknown whether the agreement will materialise. If it does, it is not anticipated that the agreement will materially affect the Company's financial position. The Company will update the market in accordance with its continuous disclosure obligations.

The Company also notes that it expects to appoint a new Chairman shortly. The Company will update the market in accordance with its continuous disclosure obligations, once a Chairman has been confirmed.

Besides the information disclosed above, there is no information which has been excluded from a continuous disclosure notice in accordance with the Listing Rules and which is required to be set out in this Prospectus.

4.5 Determination by ASIC

ASIC has not made a determination which would prevent the Company from relying on section 713 of the Corporations Act in issuing the Shares under this Prospectus.

4.6 Market price of Shares

The highest and lowest closing market sale prices of the Shares on ASX during the 3 months immediately preceding the date of lodgement of this Prospectus with ASIC and the respective dates of those sales were:

Highest:	\$0.053 per Share on 9 and 10 December 2019.
Lowest:	\$0.037 per Share on 6 and 12 November 2019.

The latest available closing market sale price of the Shares on ASX prior to the date of lodgement of this Prospectus with ASIC was \$0.053 per Share on 10 December 2019.

4.7 Dividend policy

The Directors are not able to say when and if dividends will be paid in the future as the payment of any dividends will depend on the future profitability, financial position and cash requirements of the Company.

4.8 Substantial Shareholders

Based on available information as at the date of this Prospectus, those persons which (together with their associates) have a relevant interest in 5% or more of the Shares on issue are set out below:

Substantial Shareholder	Shares	Voting power
Silversea Asset Management Pte Ltd ¹	29,302,538	9.97
Southern Israel Bridging Funds (SIBF) ²	27,777,778	9.46

Notes:

1. Shares held by CitiCorp Nominees Pty Ltd
2. Following issue of Placement Shares pursuant to Placement.

4.9 Directors' interests

Except as disclosed in this Prospectus, no Director and no firm in which a Director or proposed director is a partner:

- (a) has any interest nor has had any interest in the last two years prior to the date of this Prospectus in the formation or promotion of the Company, the Shares offered under this Prospectus or property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Shares offered under this Prospectus; or
- (b) has been paid or given or will be paid or given any amount or benefit to induce him or her to become, or to qualify as, a Director, or otherwise for services rendered by him or her in connection with the formation or promotion of the Company or the Shares offered under this Prospectus.

4.10 Directors' interests in Company Securities

The Directors have the following relevant interests in the securities as at the date of this Prospectus:

Directors	Shares	Voting power	Unquoted Options	Performance Shares
Uzi Breier ¹	1,500,000 ²	-	2,000,000 ³	-
Ashley Krongold ⁴	1,884,838	0.80%	-	544,946
John Bullwinkel	-	-	-	-

Notes:

1. As announced on 14 August 2018, the Company has agreed to issue Mr Breier (or his nominees), at the Board's discretion and subject to prior Shareholder approval (if applicable):
 - (a) 1,000,000 Shares on 31 December 2019 as a retention bonus, provided Mr Breier is still engaged by the Company at that time; and
 - (b) 500,000 unquoted Options exercisable at \$0.10 each and expiring 5 years from issue, upon Dotz Nano Ltd. (the Company's Israeli subsidiary) achieving earnings before interest, tax, depreciation and amortisation of US\$500,000 or more for the financial year ending 31 December 2019.
2. 1,500,000 Shares subject to a voluntary holding lock until 15 February 2020.
3. 2,000,000 unquoted Options exercisable at \$0.13 each and expiring 15 February 2024, provided Mr Breier is an employee or consultant of the Company at all times before the expiry date.
4. Mr Krongold has an indirect interest in the above Shares and performance shares through Marlion Superannuation Pty Ltd, of which he is a director and beneficiary.

4.11 Remuneration of Directors

The Constitution provides that the non-executive Directors may be paid for their services as Directors a sum not exceeding such fixed sum per annum as may be determined by the Shareholders in general meetings, to be divided among the Directors as the Directors shall determine, and in default of agreement then in equal shares. The maximum aggregate amount of fees payable to Directors is currently set at \$500,000 per annum. The remuneration of the executive Directors must, subject to the provisions of any contract between each of them and the Company, be fixed by the Directors.

A Director may also be paid fees or other amounts as the Directors determine where a Director performs special duties or otherwise performs services outside the scope of the ordinary duties of a Director. A Director may also be reimbursed for out of pocket expenses incurred as a result of their directorship or any special duties.

The Directors have received the following remuneration for the financial year ended 31 December 2018:

Directors	Short Term Salary, Fees and Commission (US\$)	Other US(\$) ¹	Share-based payments (US\$)	Total (US\$)
Uzi Breier ²	162,068	14,428		176,496
Dr Volker Mirgel ³	74,167			74,167
John Bullwinkel ⁴	28,030			28,030
Ashley Krongold	37,373			37,373
Steve Bajic ⁵	37,373			37,373
Moti Gross ⁶	117,000	148,867	55,032	320,899
Menashe Baruch ⁷	18,009	3,926		21,935
Faldi Ismail ⁸	3,737			3,737

Directors	Short Term Salary, Fees and Commission (US\$)	Other US(\$) ¹	Share-based payments (US\$)	Total (US\$)
Antony Sormann ⁹	5,224			5,224

Notes:

1. Other includes termination benefits to Moti Gross of US\$135,113 and other benefits such as car lease, fuel, etc. paid to Directors.
2. Mr Breier was appointed as a Director on 21 March 2018. As announced on 14 August 2018, the Company's Israeli subsidiary, Dotz Nano Ltd., has entered into an executive consultancy agreement pursuant to which Mr Breier will be paid US\$240,000 per annum plus value added tax (although this amount was temporarily reduced while there were cost-cutting measures in place) for services provided as Executive Director and Chief Executive Officer. At the discretion of the Board, Mr Breier may also be issued various Securities as set out in Section 4.10, subject to Shareholder approval, which includes 2,000,000 unquoted Options issued to Mr Breier on 15 February 2019, which are exercisable at \$0.13 each and expiring 15 February 2024. In addition, Mr Breier may earn US\$310,000 or more in cash bonuses upon the achievement of certain milestones linked to signing of binding sales agreement and achievement of targeted earnings before interest, tax, depreciation and amortisation for the 2019 and 2020 financial years.
3. Dr Mirgel was appointed as a Director on 3 April 2018. As announced on 10 August 2018, the Company has agreed to pay Dr Mirgel US\$100,000 per annum (inclusive of superannuation) and Dr Mirgel was issued 1,000,000 unquoted Options exercisable at \$0.13 each and expiring 15 February 2024, in consideration of services provided to the Company as Non-Executive Chairman. Dr Mirgel resigned as Director and Chairman on 1 December 2019.
4. Mr Bullwinkel was appointed as a Director on 21 March 2018. On and from that date, the Company has agreed to pay Mr Bullwinkel a director fee of \$50,000 per annum (inclusive of superannuation) for services provided to the Company as Non-Executive Director.
5. Mr Bajic resigned as a Director on 16 January 2019.
6. Mr Gross resigned as a Director on 17 May 2018.
7. Mr Baruch resigned as a Director on 21 March 2018.
8. Mr Ismail resigned as a Director on 31 January 2018.
9. Mr Antony Sormann was appointed as a Director on 31 January 2018 and resigned on 21 March 2018. Mr Sormann was entitled to director's fees of \$50,000 per annum (inclusive of superannuation).

No amounts have been recognised for long service leave.

4.12 Related party transactions

There are no related party transactions involved in the Offer that are not otherwise described in the Prospectus.

4.13 Interests of other persons

Except as disclosed in this Prospectus, no expert, promoter or other person named in this Prospectus as performing a function in a professional, advisory or other capacity:

- (a) has any interest nor has had any interest in the last two years prior to the date of this Prospectus in the formation or promotion of the Company, the Offer or property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Offer; or
- (b) has been paid or given or will be paid or given any amount or benefit in connection with the formation or promotion of the Company or the Offer.

4.14 Expenses of Offer

Estimated expenses of the Offer	A\$
ASIC lodgement fee	3,206
ASX quotation fee	1,922
Prospectus preparation expenses	2,000
TOTAL	7,128

4.15 Consents

Chapter 6D of the Corporations Act imposes a liability regime on the Company (as the offeror of Shares under this Prospectus), the Directors, any persons named in the Prospectus with their consent having made a statement in the Prospectus and persons involved in a contravention in relation to the Prospectus, with regard to misleading and deceptive statements made in the Prospectus. Although the Company bears primary responsibility for the Prospectus, the other parties involved in the preparation of the Prospectus can also be responsible for certain statements made in it.

Each of the parties referred to in this Section:

- (a) has not authorised or caused the issue of this Prospectus or the making of the Offer;
- (b) does not make, or purport to make, any statement in this Prospectus other than those referred to in this Section; and
- (c) in light of the above, only to the maximum extent permitted by law, expressly disclaim and take no responsibility for any part of this Prospectus other than a reference to its name and a statement included in this Prospectus with the consent of that party as specified in this Section.

5. Authorisation

This Prospectus is authorised by each of the Directors of the Company.

This Prospectus is signed for and on behalf of Company by:



Uzi Breier
Director
Dotz Nano Limited

Dated: 11 December 2019

6. Glossary of Terms

These definitions are provided to assist persons in understanding some of the expressions used in this Prospectus.

\$ means Australian dollars.

AEDT means Australian Eastern Daylight Time, being the time in Sydney, New South Wales.

Annual Report has the meaning given in Section 1.13.

Applicant means a person who submits an Application Form.

Application means a valid application for Shares made on an Application Form.

Application Form means the Application Form provided by the Company with a copy of this Prospectus.

Application Monies means the amount of money in dollars and cents payable for Shares at the Offer price per Share pursuant to the Offer.

ASIC means Australian Securities and Investments Commission.

ASX means ASX Limited ACN 008 624 691 and where the context permits the Australian Securities Exchange operated by ASX Limited.

Board means the Directors meeting as a board.

CHESS means ASX Clearing House Electronic Sub-registry System.

Closing Date has the meaning given in Section 1.3.

Company means Dotz Nano Limited ACN 125 264 575.

Constitution means the constitution of the Company as at the date of this Prospectus.

Corporations Act means *Corporations Act 2001* (Cth).

Directors mean the directors of the Company as at the date of this Prospectus.

Issuer Sponsored means Securities issued by an issuer that are held in uncertified form without the holder entering into a sponsorship agreement with a broker or without the holder being admitted as an institutional participant in CHESS.

Listing Rules means the official listing rules of ASX and any other rules of ASX which are applicable while any Shares are admitted to the Official List, each as amended or replaced from time to time, except to the extent of any express written waiver by ASX.

Offer has the meaning given in Section 1.1.

Official List means the official list of ASX.

Official Quotation means quotation of Securities on the Official List.

Options means an option to acquire a Share.

Placement means the placement to raise \$2.98 million announced to ASX on 26 November 2019.

Placement Options means Options to be issued under the Placement with an exercise price of \$0.09 per share, expiring on the date that is 2 years after issue.

Placement Shares means Shares to be issued pursuant to the Placement at an issue price of \$0.036.

Prospectus means this prospectus dated 11 December 2019.

Section means a section of this Prospectus.

Securities means any securities, including Shares, Options or performance shares, issued or granted by the Company.

Shares means ordinary fully paid shares in the capital of the Company.

Shareholder means a holder of Shares.

Tranche 2 Securities has the meaning in Section 2.2(a).

Tranche 3 Securities has the meaning in Section 2.2(a).

US\$ means United States dollars.