



Dotz Nano Limited
ACN 125 264 575

NOTICE OF GENERAL MEETING

The General Meeting of the Company will be held at the offices of the Company, at Level 14, 330 Collins Street, Melbourne, Victoria, on Monday, 2 March 2020 at 10:30am (AEDT)

The Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how to vote, they should seek advice from their accountant, solicitor or other professional advisor prior to voting.

Should you wish to discuss any matter, please do not hesitate to contact the Company Secretary by telephone on +61 414 864 746.

Shareholders are urged to attend or vote by lodging the proxy form attached to the Notice

Dotz Nano Limited

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NOTICE OF GENERAL MEETING

Notice is hereby given that a general meeting of Shareholders of Dotz Nano Limited will be held at the offices of the Company, at Level 14, 330 Collins Street, Melbourne, Victoria on Monday, 2 March 2020 at 10:30am (AEDT) (**Meeting**).

The Explanatory Memorandum provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form form part of the Notice.

The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders on Saturday, 29 February 2020 at 10:30am (AEDT).

Terms and abbreviations used in the Notice are defined in Schedule 1.

AGENDA

1. Resolution 1 - Approval to issue securities to SIBF

To consider and, if thought fit, to pass with or without amendment, as an ordinary resolution the following:

"That, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 13,888,889 Shares and 4,629,630 Options to Southern Israel Bridging Fund Two, LP (or its nominees), on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Southern Israel Bridging Fund Two, LP (and its nominees) and, otherwise, any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a Shareholder) or any of their respective associates.

However, the Company need not disregard a vote cast in favour of this Resolution if it is cast by:

- (a) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

- (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
- (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

2. Resolution 2 - Ratification of prior issue of Shares to Stocks Digital

To consider and, if thought fit, to pass with or without amendment, as an ordinary resolution the following:

"That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 300,000 Shares to Stocks Digital (at a deemed issue price of \$0.05 per Share) on 12 September 2019, on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Stocks Digital and, otherwise, any person who participated in the issue the subject of this Resolution and any person who is an associate of those persons.

However, the Company need not disregard a vote cast in favour of this Resolution if it is cast by:

- (a) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

3. Resolution 3 - Ratification of prior issue of Shares to SIBF and sophisticated and professional investors

To consider and, if thought fit, to pass with or without amendment, as an ordinary resolution the following:

"That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 10,000,003 Shares (at an issue price of \$0.036) on 11 December 2019 to SIBF and sophisticated and professional investors, on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of SIBF and, otherwise, any person who participated in the issue the subject of this Resolution and any person who is an associate of those persons.

However, the Company need not disregard a vote cast in favour of this Resolution if it is cast by:

- (a) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

4. Resolution 4 - Ratification of prior issue of Shares to Silverella

To consider and, if thought fit, to pass with or without amendment, as an ordinary resolution the following:

"That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 2,500,000 Shares to Silverella (at a deemed issue price of \$0.04 per Share) on 11 December 2019, on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Silverella and, otherwise, any person who participated in the issue the subject of this Resolution and any person who is an associate of those persons.

However, the Company need not disregard a vote cast in favour of this Resolution if it is cast by:

- (a) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

- (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
- (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

5. Resolution 5 - Election of Director - Doron Eldar

To consider and, if thought fit, to pass with or without amendment, as an ordinary resolution the following:

"That, in accordance with Article 6.3 of the Constitution and for all other purposes, Mr Doron Eldar, a Director who was appointed on 15 January 2020 retires and, being eligible, is elected as a Director."

6. Resolution 6 - Election of Director - Bernard Brookes AM

To consider and, if thought fit, to pass with or without amendment, as an ordinary resolution the following:

"That, in accordance with Article 6.3 of the Constitution and for all other purposes, Mr Bernard Brookes AM, a Director who was appointed on 15 January 2020 retires and, being eligible, is elected as a Director."

7. Resolution 7 - Renewed Approval of Employee Incentive Option Plan

To consider and, if thought fit, to pass with or without amendment, as an ordinary resolution the following:

"That, pursuant to and in accordance with exception 13 of Listing Rule 7.2 and for all other purposes, Shareholders approve the existing employee incentive scheme of the Company known as the "Employee Incentive Option Plan" and the issue of Options under that plan, on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who is eligible to participate in the Employee Incentive Option Plan or any of their respective associates.

However, the Company need not disregard a vote cast in favour of this Resolution if it is cast by:

- (a) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

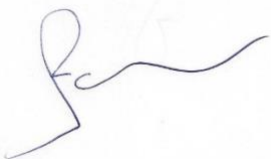
- (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
- (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

8. Resolution 8 - Replacement of Constitution

To consider and, if thought fit, to pass with or without amendment, as an ordinary resolution the following:

"That, pursuant to and in accordance with section 136(2) of the Corporations Act and for all other purposes, approval is given for the Company to repeal its existing Constitution and adopt a new constitution in its place in the form of the document tabled at the Meeting and signed by the Chair for the purposes of identification, with effect from the close of the Meeting."

BY ORDER OF THE BOARD



Ian Pamensky
Company Secretary
Dotz Nano Limited
Dated: 29 January 2020

Dotz Nano Limited

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EXPLANATORY MEMORANDUM

1. Introduction

The Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at the offices of the Company, at Level 14, 330 Collins Street Melbourne, Victoria on Monday, 2 March 2020 at 10:30am (AEDT).

The Explanatory Memorandum forms part of the Notice which should be read in its entirety. The Explanatory Memorandum contains the terms and conditions on which the Resolutions will be voted.

The Explanatory Memorandum includes the following information to assist Shareholders in deciding how to vote on the Resolutions:

Section 2	Action to be taken by Shareholders
Section 3	Resolution 1 - Approval to issue securities to SIBF
Section 4	Resolution 2 - Ratification of prior issue of Shares to Stocks Digital
Section 5	Resolution 3 - Ratification of prior issue of Shares to SIBF and sophisticated and professional investors
Section 6	Resolution 4 - Ratification of prior issue of Shares to Silverella
Section 7	Resolution 5 - Election of Director - Doron Eldar
Section 8	Resolution 6 - Election of Director - Bernard Brookes AM
Section 9	Resolution 7 - Renewed Approval of Employee Incentive Option Plan
Section 10	Resolution 8 - Replacement of Constitution
Schedule 1	Definitions
Schedule 2	Terms and conditions of Options
Schedule 3	Employee Incentive Option Plan

A Proxy Form is located at the end of the Explanatory Memorandum.

2. Action to be taken by Shareholders

Shareholders should read the Notice including the Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

2.1 Voting in person

To vote in person, attend the Meeting on the date and at the place set out above.

2.2 Proxies

(a) Voting by proxy

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return the Proxy Form to the Company in accordance with the instructions thereon. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Please note that:

- (i) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- (ii) a proxy need not be a member of the Company; and
- (iii) a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

(b) Proxy vote if appointment specifies way to vote

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, if it does:

- (i) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed);
- (ii) if the proxy has 2 or more appointments that specify different ways to vote on the resolution - the proxy must not vote on a show of hands;
- (iii) if the proxy is the chair of the meeting at which the resolution is voted on - the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- (iv) if the proxy is not the chair - the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

(c) Transfer of non-chair proxy to chair in certain circumstances

Section 250BC of the Corporations Act provides that, if:

- (i) an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members;
- (ii) the appointed proxy is not the chair of the meeting;

- (iii) at the meeting, a poll is duly demanded on the resolution; and
- (iv) either the proxy is not recorded as attending the meeting or the proxy does not vote on the resolution,

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

2.3 Chair's voting intentions

The Chair intends to exercise all available proxies in favour of all Resolutions, unless the Shareholder has expressly indicated a different voting intention.

If the Chair is appointed as your proxy and you have not specified the way the Chair is to vote on the Resolutions by signing and returning the Proxy Form, you are considered to have provided the Chair with an express authorisation for the Chair to vote the proxy in accordance with the Chair's intention.

3. Resolution 1 - Approval to issue securities to SIBF

3.1 General

On 26 November 2019, the Company announced that it would undertake a deferred placement in two tranches of up to \$500,000 each, consisting of Shares and Options, to Australian-Israeli venture capital fund SIBF.

Resolution 1 seeks Shareholder approval for the issue of up to 13,888,889 Shares and 4,629,630 Options to SIBF (or its nominees), being the securities to be issued pursuant to the first tranche of the deferred placement, due to settle in April 2020.

The Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.

The Options are free-attaching to the Shares and will be issued on the basis of 1 Option for every 3 Shares subscribed for. Each Option is exercisable at \$0.09 each on or before the date which is 2 years from the date of issue. The full terms and conditions of the Options are set out in Schedule 2.

Resolution 1 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 1.

3.2 Listing Rule 7.1

Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12-month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12-month period.

The effect of Resolution 1 will be to allow the Company to issue the Shares and Options during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity under Listing Rule 7.1.

If Resolution 1 is not passed, the Company will not be able to proceed to issue the Shares and Options.

3.3 Specific information required by Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to the issue of the Shares and Options:

- (a) a maximum number of 13,888,889 Shares and 4,629,630 Options are to be issued;
- (b) the Shares and Options will be issued on or about 1 April 2020, and in any event no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules);
- (c) the issue price of the Shares is \$0.036 each. The Options are free-attaching to the Shares and therefore will be issued at an issue price of nil;
- (d) the Shares and Options will be issued to Southern Israel Bridging Fund Two, LP (or its nominees), none of whom are related parties of the Company;
- (e) the Shares will be fully paid ordinary shares in the capital of the Company and will rank equally in all respects with the Company's existing Shares on issue. Each Option, issuable on the basis of 1 Option for every 3 Shares subscribed for, is exercisable at \$0.09 each on or before the date which is 2 years from the date of issue. The full terms and conditions of the Options are set out in Schedule 2;
- (f) the Company intends to use the funds raised to fund the Company's commercialisation activities, to provide general working capital and to cover the associated costs of undertaking the issue; and
- (g) a voting exclusion statement is included in the Notice.

4. Resolution 2 - Ratification of prior issue of Shares to Stocks Digital

4.1 General

Resolution 2 seeks the approval of Shareholders pursuant to Listing Rule 7.4 for the issue of 300,000 Shares to Stocks Digital (at a deemed issue price of \$0.05 per Share) on 12 September 2019, in consideration for digital and media marketing services provided to the Company by Stocks Digital during the period commencing on 14 August 2019 and ending on 31 August 2019.

Resolution 2 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of those Shares to Stocks Digital.

A summary of Listing Rule 7.1 is set out in Section 3.2.

Listing Rule 7.4 sets out an exception to Listing Rule 7.1. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to Listing Rule 7.1 (and provided that the previous issue did not breach Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of Listing Rule 7.1.

By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

If Resolution 2 is not passed, the Shares issued to Stocks Digital will be included in the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the date of issue of such Shares.

Resolution 2 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 2.

4.2 Specific information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the ratification:

- (a) 300,000 Shares were issued on 12 September 2019;
- (b) the Shares were issued at a deemed issue price of \$0.05 per Share;
- (c) the Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Shares were issued to Stocks Digital, who is not a related party of the Company;
- (e) the Shares were issued for nil cash consideration as they were issued for digital and media marketing services provided by Stocks Digital to the Company (as noted above). Accordingly, no funds were raised from the issue; and
- (f) a voting exclusion statement is included in the Notice.

5. Resolution 3 - Ratification of prior issue of Shares to SIBF and sophisticated and professional investors

5.1 General

On 26 November 2019, the Company announced that it raised \$2,000,000 from SIBF and sophisticated and professional investors pursuant to a placement of 55,555,556 Shares at an issue price of \$0.036 each, together with free-attaching Options issuable on the basis of 1 Option for every 3 Shares subscribed for.

On 11 December 2019, the Company issued 55,000,003 Shares pursuant to the placement, of which:

- (a) 45,000,000 Shares were issued pursuant to Shareholder approval at the Company's general meeting held on 11 September 2019; and
- (b) 10,000,003 Shares were issued without Shareholder approval using the Company's placement capacity under Listing Rule 7.1.

Resolution 3 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the 10,000,003 Shares issued pursuant to the placement without Shareholder approval using the Company's placement capacity under Listing Rule 7.1.

A summary of Listing Rule 7.1 is set out in Section 3.2. A summary of Listing Rule 7.4 is set out in Section 4.1.

By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

If Resolution 3 is not passed, the Shares issued will be included in the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the date of issue of such Shares.

Resolution 3 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 3.

5.2 Specific information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the ratification:

- (a) 10,000,003 Shares were issued on 11 December 2019;
- (b) the Shares were issued at an issue price of \$0.036 per Share;
- (c) the Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Shares were issued to SIBF and sophisticated and professional investors, none of whom are related parties of the Company. The sophisticated and professional investors were existing contacts of the Company;
- (e) the Company intends to use the funds raised pursuant to the issue to fund the Company's commercialisation activities, to provide general working capital and to cover the associated costs of undertaking the issue; and
- (f) a voting exclusion statement is included in the Notice.

6. Resolution 4 - Ratification of prior issue of Shares to Silverella

6.1 General

Resolution 4 seeks the approval of Shareholders pursuant to Listing Rule 7.4 for the issue of 2,500,000 Shares to Silverella (at a deemed issue price of \$0.04 per Share) on 11 December 2019, in consideration for providing strategic corporate and marketing services provided to the Company by Silverella pursuant to a consulting agreement dated 3 December 2019 (**Consulting Agreement**). These services are required to be provided to the Company during the period commencing on 1 December 2019 until 30 November 2020.

Pursuant to the Consulting Agreement:

- (a) Silverella will report to the Managing Director and provide the following services to the Company:
 - (i) promote and raise the profile of the Company through the development of corporate strategy in order to introduce new business opportunities for the Company;

- (ii) work with the CEO and the Board to develop a corporate and marketing strategy and work with the Company's corporate advisors on the delivery of marketing material in Australia;
 - (iii) advise the Company on customer presentations, trade shows and other events, and pitches to stakeholders and potential customers and partners within Australia;
- (b) Silverella is entitled to be issued 10,000,000 Options with an exercise price of \$0.09 and expiry of 2 years from the date of issue, subject to the Company having sufficient placement capacity under Listing Rule 7.1; and
 - (c) the Company may terminate the Consulting Agreement by one months' written notice.

Resolution 4 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of those Shares to Silverella.

A summary of Listing Rule 7.1 is set out in Section 3.2. A summary of Listing Rule 7.4 is set out in Section 4.1.

By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

If Resolution 4 is not passed, the Shares issued to Silverella will be included in the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the date of issue of such Shares.

Resolution 4 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 4.

6.2 Specific information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the ratification:

- (a) 2,500,000 Shares were issued on 11 December 2019;
- (b) the Shares were issued at a deemed issue price of \$0.04 per Share;
- (c) the Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Shares were issued to Silverella, who is not a related party of the Company;
- (e) the Shares were issued for nil cash consideration as they were issued for services provided by Silverella to the Company pursuant to the Consulting Agreement (as noted above). Accordingly, no funds were raised from the issue;
- (f) the Shares were issued pursuant to the Consulting Agreement. A summary of the material terms of the Consulting Agreement is set out in Section 6.1; and

- (g) a voting exclusion statement is included in the Notice.

7. Resolution 5 - Election of Director - Doron Eldar

7.1 General

Article 6.2(b) of the Constitution allows the Directors to appoint at any time a person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

Pursuant to Article 6.3(i) of the Constitution, any Director so appointed may retire at the next general meeting of the Company and is then eligible for election by Shareholders under Article 6.2(c) of the Constitution.

Mr Doron Eldar was appointed as a Non-Executive Director of the Company by the Board on 15 January 2020.

Accordingly, Mr Eldar retires as a Director at the Meeting and, being eligible, seeks approval to be elected as a Director.

7.2 Doron Eldar

Mr Eldar is a dynamic and results-focused entrepreneur with over 10 years senior leadership experience in deploying new business models, expanding channels, formulating effective GTM strategies and driving market awareness with strong business development skills. Mr Eldar serves in various managing positions in startups and companies and is currently a Melbourne-based partner at venture capital fund SIBF. He holds a Bachelor of Business Managerial Economics. Previously he was the founder & CEO of Piri, an e-commerce startup acquired by Sella group and Managing Director at Streets-Hub - an Israeli accelerator at Weismann Science Park. Besides his role as a partner at SIBF, he is currently a Venture Partner at Oxen9 - an incubator for late-stage companies, Vice President at Atlas social investment and a board member at BigVu.

He was nominated as a Director representing SIBF following the Company's recent placement announced on 26 November 2019. SIBF holds approximately 10.36% of the Shares currently on issue in the Company.

Resolution 5 is an ordinary resolution.

The Board (other than Mr Eldar, whose election is the subject of Resolution 5) recommends that Shareholders vote in favour of Resolution 5.

8. Resolution 6 - Election of Director - Bernard Brookes AM

8.1 General

Article 6.2(b) of the Constitution allows the Directors to appoint at any time a person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

Pursuant to Article 6.3(i) of the Constitution, any Director so appointed may retire at the next general meeting of the Company and is then eligible for election by Shareholders under Article 6.2(c) of the Constitution.

Mr Bernard Brookes AM was appointed as a Non-Executive Director and Chairman of the Company by the Board on 15 January 2020.

Accordingly, Mr Brookes AM retires as a Director at the Meeting and, being eligible, seeks approval to be elected as a Director.

8.2 Bernard Brookes AM

Mr Brookes AM is an experienced Australian executive, CEO and Chairman with substantial expertise in retail, supply chain management wholesale operations and IT systems. He holds a Bachelor of Arts and Diploma of Education from Macquarie University. He has more than four decades of business management experience. Previously a Senior Executive at Woolworths, CEO of Myer Holdings Limited for nine years and Edcon South Africa for three years, he is currently the Chairman of ASX-listed Funtastic Ltd and the CEO Institute, and an Advisory Board member for SaaS company Rich Data Corporation.

Mr Brookes AM is on the Advisory Board of the World Retail Congress as Australia's representative and is on the Grand Jury for the World Retail Awards. He was awarded an Order of Australia ("AM") for his efforts in retail and philanthropy and for over 30 years has been the patron of Australia's largest retail industry award.

The Board considers Mr Brookes AM to be an independent director. Resolution 6 is an ordinary resolution.

The Board (other than Mr Brookes AM, whose election is the subject of Resolution 6) recommends that Shareholders vote in favour of Resolution 6.

9. Resolution 7 - Renewed Approval of Employee Incentive Option Plan

9.1 General

The Company considers that it is desirable to maintain an employee incentive scheme pursuant to which the Company can issue Options to attract, motivate and retain key Directors, employees and consultants and provide them with the opportunity to participate in the future growth of the Company.

Resolution 7 seeks Shareholders' renewed approval for the adoption of the Company's employee incentive scheme titled "Employee Incentive Option Plan" (Plan) in accordance with exception 13 of Listing Rule 7.2.

Under the Plan, the Board may offer to eligible persons the opportunity to subscribe for such number of Options as the Board may decide and on the terms set out in the rules of the Plan, a summary of the key terms and conditions of which is in Schedule 3. In addition, a copy of the Plan is available for review by Shareholders at the registered office of the Company until the date of the Meeting. A copy of the Plan can also be sent to Shareholders upon request to the Company Secretary. Shareholders are invited to contact the Company if they have any queries or concerns.

Resolution 7 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 7.

9.2 Listing Rules 7.1 and exception 13 of Listing Rule 7.2

A summary of Listing Rule 7.1 is set out in Section 3.2 above.

Exception 13 of Listing Rule 7.2 provides an exception to Listing Rule 7.1 such that issues of Options under an employee incentive scheme are exempt for a period of 3 years from the date on which shareholders approve the issue of Options under the scheme as an exception to Listing Rule 7.1.

If Resolution 7 is passed, the Company will be able to issue Options under the Plan to eligible participants over a period of 3 years without using the Company's 15% annual placement capacity under Listing Rule 7.1.

However, any future issues of Options under the Plan to a related party or a person whose relation with the Company or the related party is, in ASX's opinion, such that approval should be obtained will require additional Shareholder approval under Listing Rule 10.14 at the relevant time.

9.3 Specific information required by exception 13 of Listing Rule 7.2

Pursuant to and in accordance with exception 13 of Listing Rule 7.2, the following information is provided in relation to the Plan:

- (a) the material terms of the Plan are summarised in Schedule 3;
- (b) since the Plan was last approved by Shareholders on 2 September 2016, 12,900,000 Options have been issued under the terms of the Plan;
- (c) the maximum number of Options proposed to be issued under the Plan following Shareholder approval (should it be granted) is 30,000,000; and
- (d) a voting exclusion statement is included in the Notice.

10. Resolution 8 - Replacement of Constitution

10.1 General

Under section 136(2) of the Corporations Act, a company may modify or repeal its constitution or a provision of its constitution by special resolution of Shareholders.

Resolution 8 seeks the approval of Shareholders to repeal the Company's existing Constitution and adopt a new constitution (**Proposed Constitution**) which is of the type required for a listed public company limited by shares.

The Proposed Constitution incorporates amendments to the Corporations Act and the Listing Rules since the current Constitution was adopted in 2016. The Directors believe that it is preferable in the circumstances to replace the existing Constitution with the Proposed Constitution rather than to amend a multitude of specific provisions.

The Proposed Constitution is broadly consistent with the provisions of the existing Constitution. The Directors believe these amendments are not material nor will they have any significant impact on Shareholders. It is not practicable to list all of the changes to the Constitution in detail in this Explanatory Memorandum, however, a summary of the proposed material changes is set out below.

A copy of the Proposed Constitution is available for review by Shareholders at the office of the Company. A copy of the Proposed Constitution can also be sent to Shareholders upon request to the Company Secretary.

Shareholders are invited to contact the Company if they have any queries or concerns.

Resolution 8 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

The Board recommends that Shareholders vote in favour of Resolution 8.

10.2 Summary of material proposed changes

(a) Restricted Securities (article 2.7)

During December 2019, ASX introduced a number of changes to the escrow regime in the Listing Rules to make aspects of the listing process and ongoing compliance with the Listing Rules more efficient for issuers and for ASX.

ASX has introduced a two-tier escrow regime where ASX can and will require certain more significant holders of Restricted Securities (as defined by the Listing Rules) and their controllers to execute a formal escrow agreement in the form of Appendix 9A, as is currently the case. However, for less significant holdings, ASX will instead permit entities to rely on a provision in their constitution imposing appropriate escrow restrictions on the holder of Restricted Securities and to simply give a notice to the holder of Restricted Securities in the form of a new Appendix 9C advising them of those restrictions.

Under article 2.7 of the Proposed Constitution, holders of Restricted Securities will be taken to have agreed in writing that those Securities are to be kept on the Company's issuer sponsored sub-register and are to have a holding lock applied for the duration of the applicable escrow period. Holders of Restricted Securities will also not be entitled to participate in any return of capital on those Securities during the applicable escrow period, except as permitted by the Listing Rules or ASX.

(b) Deemed notice to uncontactable Shareholders (article 14.5)

Article 14.5 provides that a document will be deemed to have been served to a Shareholder if the document is exhibited in the registered office of the Company for 48 hours in the event that:

- (i) a Shareholder does not have an address in the register of Shareholders, and has not nominated an alternative address; or
- (ii) the Company reasonable believes that a Shareholder is not known at the Shareholder's address in the register of Shareholders or any alternative address provided.

(c) Direct voting (article 6.15)

The Proposed Constitution includes a new provision which allows Shareholders to exercise their voting rights through direct voting (in addition to exercising their existing rights to appoint a proxy). Direct voting is a mechanism by which Shareholders can vote directly on resolutions which are to be determined by poll.

In order for direct voting to be available, Directors must elect that votes can be cast via direct vote for all or any resolutions and determine the manner appropriate for the casting of direct votes. If such a determination is made by the Directors, the notice of meeting will include information on the application of direct voting.

Schedule 1 - Definitions

In the Notice, words importing the singular include the plural and vice versa.

\$ or A\$ means Australian Dollars.

AEDT means Australian Eastern Daylight Savings Time, as observed in Melbourne, Victoria.

AEST means Australian Eastern Standard Time, being the time in Melbourne, Victoria.

ASX means the ASX Limited (ABN 98 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX Limited.

Board means the board of Directors.

Chair means the person appointed to chair the Meeting of the Company convened by the Notice.

Company means Dotz Nano Limited (ACN 125 264 575).

Constitution means the constitution of the Company as at the date of the Meeting.

Consulting Agreement has the meaning given in Section 6.1.

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

Director means a director of the Company.

Equity Security has the same meaning as in the Listing Rules.

Explanatory Memorandum means the explanatory memorandum which forms part of the Notice.

Listing Rules means the listing rules of ASX.

Meeting has the meaning given in the introductory paragraph of the Notice.

Notice means this notice of general meeting.

Option means an option to acquire a Share.

Plan has the meaning given in Section 9.1.

Proposed Constitution has the meaning given in Section 10.1.

Proxy Form means the proxy form attached to the Notice.

Resolution means a resolution referred to in the Notice.

Schedule means a schedule to the Notice.

Section means a section of the Explanatory Memorandum.

Securities means any Equity Securities of the Company (including Shares, Options and/or performance rights).

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means the holder of a Share.

SIBF means Southern Israel Bridging Fund Two, LP.

Silverella means Silverella Pty Ltd (ACN 112 818 596).

Stocks Digital means S3 Consortium Pty Ltd (ACN 135 239 968).

Schedule 2 - Terms and Conditions of Options

The terms of the Options are as follows:

- (a) **(Entitlement):** Each Option entitles the holder to subscribe for one Share upon exercise of the Option.
- (b) **(Exercise Price):** The Options have an exercise price of \$0.09 per Option (Exercise Price).
- (c) **(Expiry Date):** The Options expire at 5:00pm (AEST) two years from the date of issue (Expiry Date). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
- (d) **(Exercise Period):** The Options are exercisable at any time and from time to time on or prior to the Expiry Date.
- (e) **(Quotation of the Options):** The Options will be unquoted.
- (f) **(Transferability of the Options):** The Options are not transferable, except with the prior written approval of the Company.
- (g) **(Notice of Exercise):** The Options may be exercised by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company. Any Notice of Exercise of an Option received by the Company will be deemed to be a notice of the exercise of that Option as at the date of receipt.
- (h) **(Lodgement instructions):** Cheques shall be in Australian currency made payable to the Company and crossed "Not Negotiable". The application for Shares on exercise of the Options with the appropriate remittance should be lodged at the Company's Share Registry.
- (i) **(Shares issued on exercise):** Shares issued on exercise of the Options rank equally with the then Shares of the Company.
- (j) **(Quotation of Shares on exercise):** Application will be made by the Company to ASX, on the business day the Shares are issued, for quotation of the Shares issued upon the exercise of the Options.
- (k) **(Timing of issue of Shares):** Within 15 business days after the later of the following:
 - (i) receipt of a Notice of Exercise given in accordance with these terms and conditions and payment of the Exercise Price for each Option being exercised; and
 - (ii) when excluded information in respect to the Company (as defined in section 708A(7) of the Corporations Act) (if any) ceases to be excluded information,the Company will:
 - (iii) issue the Shares pursuant to the exercise of the Options;

- (iv) give ASX a notice that complies with section 708A(5)(e) of the Corporations Act; and
- (v) apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If the Company is unable to deliver a notice under paragraph (k)(iv) or such a notice for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company will lodge with ASIC a "cleansing prospectus" prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors. Where a "cleansing prospectus" is required, any Shares issued on exercise of Options will be subject to a holding lock until such time as a prospectus is issued by the Company.

- (l) **(Participation in new issues):** There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options. However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be the minimum required by the Listing Rules. This will give the holders of Options the opportunity to exercise their Options prior to the date for determining entitlements to participate in any such issue.
- (m) **(Adjustment for bonus issues of Shares):** If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment):
 - (i) the number of Shares which must be issued on the exercise of an Option will be increased by the number of Shares which the Option holder would have received if the Option holder had exercised the Option before the record date for the bonus issue; and
 - (ii) no change will be made to the Exercise Price.
- (n) **(Adjustment for entitlements issue):** If the Company makes an issue of Shares pro rata to existing Shareholders (other than as a bonus issue, to which paragraph (m) will apply) there will be no adjustment of the Exercise Price of an Option or the number of Shares over which the Options are exercisable.
- (o) **(Adjustments for reorganisation):** If there is any reorganisation of the issued share capital of the Company, the rights of the Option holders will be varied in accordance with the Listing Rules.

Schedule 3 - Employee Incentive Option Plan

The material terms and conditions of the Employee Incentive Option Plan are as follows:

- (a) **Eligibility and Grant of Plan Options:** The Board may grant Options under the Plan (**Plan Options**) to any full or part time employee or Director of the Company or an associated body corporate or subject to, and in accordance with, any necessary ASIC relief being obtained, a casual employee or contractor of the Company or any or an associated body corporate (**Eligible Participant**). Plan Options may be granted by the Board at any time.
- (b) **Consideration:** Each Plan Option issued under the Plan will be issued for nil cash consideration.
- (c) **Conversion:** Each Plan Option is exercisable into one Share in the Company ranking equally in all respect with the existing issued Shares in the Company.
- (d) **Exercise Price and Expiry Date:** The exercise price and expiry date for the Plan Options granted under the Plan will be determined by the Board prior to the grant of the Plan Options.
- (e) **Exercise Restrictions:** The Plan Options granted under the Plan may be subject to conditions on exercise as may be fixed by the Directors prior to grant of the Plan Options (**Exercise Conditions**). Any restrictions imposed by the Directors must be set out in the offer for the Plan Options.
- (f) **Renounceability:** Eligible Participants may renounce their offer in favour of a nominee (the Eligible Participants and their nominees are each **Participants**).
- (g) **Lapsing of Plan Options:** Subject to the terms of the offer made to a Participant, an unexercised Plan Option will lapse:
 - (i) on the Eligible Participant ceasing employment with the Company and:
 - (A) any Exercise Conditions have not been met by the date the Relevant Person ceases to be an Eligible Participant (**Ceasing Date**); or
 - (B) where any Exercise Conditions have been met by the Ceasing Date or the Plan Option is not subject to any Exercise Conditions, the Participant does not exercise the Plan Option within a period of six (6) months after the Ceasing Date (or a further date as determined by the Board after the Ceasing Date);
 - (ii) if any Exercise Condition is unable to be met; or
 - (iii) the expiry date has passed.
- (h) **Share Restriction Period:** Shares issued on the exercise of Plan Options may be subject to a restriction that they may not be transferred or otherwise dealt with until a restriction period has expired, as specified in the offer for the Plan Options.
- (i) **Disposal of Options:** Plan Options will not be transferable and will not be quoted on the ASX, unless the offer provides otherwise or the Board in its absolute discretion approves.
- (j) **Trigger Events:** The Company may permit Plan Options to be exercised in certain circumstances where there is a change in control of the Company (including by takeover) or entry into a scheme of arrangement.

- (k) **Participation:** There are no participating rights or entitlements inherent in the Plan Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Plan Options.
- (l) **Change in exercise price:** A Plan Option will not confer a right to a change in exercise price of a change in the number of underlying Shares over which the Plan Option can be exercised.
- (m) **Reorganisation:** If at any time the capital of the Company is reorganised (including consolidation, subdivision, reduction or return), all rights of a Participant are to be changed in a manner consistent with the Corporations Act and the Listing Rules at the time of the reorganisation.
- (n) **Limitations on Offers:** The Company must take reasonable steps to ensure that the number of Shares to be received on exercise of Plan Options offered under an offer when aggregated with:
 - (i) the number of Shares that would be issued if each outstanding offer for Shares, units of Shares or options to acquire Shares under the Plan or any other employee share scheme of the Company were to be exercised or accepted; and
 - (ii) the number of Shares issued during the previous 3 years from the exercise of Plan Options issued under the Plan (or any other employee share plan of the Company extended only to Eligible Participants),

does not exceed 5% of the total number of Shares on issue at the time of an offer (but disregarding any offer of Shares or option to acquire Shares that can ASIC Class Order 03/184).
- (o) **Israeli Sub-Plan:** Participants who are residents of the State of Israel or those who are deemed to be residents of the State of Israel for tax purposes (collectively, **Israeli Participants**) are also subject to the provisions of an Israeli Sub-Plan (**Sub-Plan**). The Sub-Plan only modifies the terms of Plan Options granted so that they comply with the requirements set by the Israeli law in general, and in particular with the provisions of the Israeli Tax Ordinance [New Version], 1961, as amended. This includes where Options and Shares are granted or issued to a trustee. Options or Shares held by a trustee on behalf of an Israeli Participant cannot be transferred, assigned, pledged or mortgaged, other than by will or pursuant to the laws of descent and distribution.



GM Registration Card

If you are attending the meeting in person, please bring this with you for Securityholder registration.

Dotz Nano Limited | ACN 125 264 575

[EntityRegistrationDetailsLine1Envelope]
[EntityRegistrationDetailsLine2Envelope]
[EntityRegistrationDetailsLine3Envelope]
[EntityRegistrationDetailsLine4Envelope]
[EntityRegistrationDetailsLine5Envelope]
[EntityRegistrationDetailsLine6Envelope]

[HolderNumber]

Holder Number:
[HolderNumber]

Vote by Proxy: DTZ

Your proxy voting instruction must be received by **Saturday 29th February 2020 at 10:30am (AEDT)**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY VOTE ONLINE

Vote online at <https://investor.automic.com.au/#/loginsah>

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting form.

- ✓ **Save Money:** help minimise unnecessary print and mail costs for the Company.
- ✓ **It's Quick and Secure:** provides you with greater privacy, eliminates any postal delays and the risk of potentially getting lost in transit.
- ✓ **Receive Vote Confirmation:** instant confirmation that your vote has been processed. It also allows you to amend your vote if required.



SUBMIT YOUR PROXY VOTE BY PAPER

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

VOTING UNDER STEP 1 - APPOINTING A PROXY

If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chairman of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Voting Form

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided

Individual: Where the holding is in one name, the Shareholder must sign.

Joint holding: Where the holding is in more than one name, all of the Shareholders should sign.

Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

ATTENDING THE MEETING

Completion of a Proxy Voting Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Voting Form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.

POWER OF ATTORNEY

If a representative as power of attorney of a Shareholder of the Company is to attend the Meeting, a certified copy of the Power of Attorney, or the original Power of Attorney, must be received by the Company in the same manner, and by the same time as outlined for proxy forms.



SIGNATURE OF SECURITYHOLDERS – THIS MUST BE COMPLETED		
Individual or Securityholder 1	Securityholder 2	Securityholder 3
Sole Director and Sole Company Secretary	Director	Director / Company Secretary

Contact Name:

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Email Address:

Contact Daytime Telephone

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Date (DD/MM/YY)

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By providing your email address, you elect to receive all of your communications despatched by the Company electronically (where legally permissible).