



Dotz Nano Limited
ACN 125 264 575
(Company)

IMPORTANT INFORMATION IN REGARD TO SHAREHOLDER MEETING VOTING

Notice of Annual General Meeting

Notice is hereby given that the annual general meeting of Shareholders of Dotz Nano Limited (Company) will be held at the offices of the Company, at Level 14, 330 Collins Street, Melbourne, Victoria on **Wednesday, 10 June 2020 at 4.00pm (AEST)** (Meeting). Due to the current restrictions in place in relation to COVID-19, in particular the Australian Government's ban on public gatherings and social distancing measures, the Company is not able to allow shareholders to physically attend the Meeting. Accordingly, all resolutions at the Meeting will be decided by poll, based on votes submitted by proxy and at the Meeting by shareholders who have indicated that they intend to vote at the Meeting in accordance with the instructions set out in the Notice of Meeting (NOM).

In accordance with subsection 5(f) of the Corporations (Coronavirus Economic Response) Determination (No. 1) 2020, the Company will not be dispatching physical copies of the NOM. Instead, Shareholders can access a copy of the NOM at the following link:

<https://web.automic.com.au/er/public/api/documents/DTZ?fileName=DTZFinalAGMNOM.pdf>

To submit your vote online, please log on to:

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

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

OR alternatively, complete and return the attached proxy form to Automic by:

- **Mail** – Automic, GPO Box 5193, Sydney NSW 2001
- **Email** - meetings@automicgroup.com.au

Your proxy voting instruction must be received by **4:00pm (AEST) on Monday, 8 June 2020**, 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.



Dotz Nano Limited
ACN 125 264 575

NOTICE OF ANNUAL GENERAL MEETING

Notice of Annual General Meeting

The Annual General Meeting of the Company will be held at the offices of the Company, at Level 14, 330 Collins Street, Melbourne, Victoria and via ZOOM Video Conferencing on Wednesday, 10 June 2020 at 4:00pm (AEST)

The Notice of Annual General 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.

As a precaution in relation to COVID-19, each resolution will be decided by poll, based on proxy votes and by votes at the Annual General Meeting by Shareholders who have indicated that they intend to vote at the Annual General Meeting in accordance with the instructions set out in this Notice. Shareholders are strongly encouraged to vote by lodging the proxy form attached to this Notice by no later than 4.00pm (AEST) Monday, 08 June 2020.

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

Dotz Nano Limited
ACN 125 264 575
(Company)

Notice of Annual General Meeting

Notice is hereby given that the annual general meeting of Shareholders of Dotz Nano Limited (**Company**) will be held at the offices of the Company, at Level 14, 330 Collins Street, Melbourne, Victoria on Wednesday, 10 June 2020 at 4.00pm (AEST) (**Meeting**).

Due to the current restrictions in place in relation to COVID-19, in particular the Australian Government's ban on public gatherings and social distancing measures, the Company is not able to allow shareholders to physically attend the Meeting. Accordingly, all resolutions at the Meeting will be decided by poll, based on votes submitted by proxy and at the Meeting by shareholders who have indicated that they intend to vote at the Meeting in accordance with the instructions set out below.

The Directors instruct all shareholders who would like to have their vote counted to either:

- (a) vote by lodging a proxy form prior to Monday, 08 June 2020 at 4.00pm (AEST) (**Proxy Cut-Off Time**) (**recommended**); or
- (b) Shareholders who wish to participate and vote at the Meeting should contact the Company at ian@cfo2grow.com.au prior to Tuesday, 09 June 2020 at 7.00pm (AEST) at which point the Company will email you a personalised poll form for the purpose of voting on a poll at the Meeting.

How Shareholders can participate:

- (a) Shareholders are strongly urged to appoint the Chair of the Meeting as their proxy. Shareholders can complete the proxy form to provide specific instructions on how a Shareholder's vote is to be cast on each item of business, and the Chair of the Meeting must follow your instructions. Lodgement instructions (which include the ability to lodge proxies online) are set out in the Proxy Form attached to the Notice of Meeting. If a person other than the Chair is appointed as proxy, the proxy will revert to the Chair in the absence of the appointed proxy holder's attendance at the meeting.
- (b) Shareholders who intend to participate and vote on a poll at the Meeting must contact the Company at ian@cfo2grow.com.au notifying the Company that you intend to participate and vote on a poll at the Meeting by emailing the Company a poll form. You will also need to register and access the Shareholder Meeting by videoconference to follow the meeting and timing of the poll (see paragraph (e) below). After giving notice and after Tuesday, 09 June 2020 at 7.00pm (AEST), the Company will send you a personalised poll form. The personalised poll form must be completed and returned to the Company after the poll has been called and prior to the close of polling. During the Meeting, the Chair will notify you when and how you are able to complete and return the personalised poll form. The results of the Meeting will then be announced on the ASX later that day.
- (c) Shareholders who have completed a proxy form but have not notified the Company that you intend to participate and vote on a poll at the Meeting will have an opportunity to participate in the Meeting through the videoconference facility described in paragraph (e) below. In this circumstance, the person you have appointed as proxy will cast your vote on your behalf.

- (d) Shareholders are also invited to submit questions in advance of the Meeting by email to the Company Secretary at ian@cfo2grow.com.au . Responses will be provided at the Meeting in respect of all valid questions received prior to Tuesday, 09 June 2020 at 7.00pm (AEST) .
- (e) The Meeting will be made accessible to shareholders via a live **ZOOM Video Conferencing** facility which will allow shareholders to observe the Meeting and ask questions in relation to the business of the Meeting. To access the Shareholder Meeting by videoconference, Shareholders should copy the following link to your web browser:

<https://us02web.zoom.us/j/82382531571?pwd=N0dxbzQxd1JZYzU5QnJsaGpRVG5SUT09>

Meeting ID: 823 8253 1571

Password: 681746

One tap mobile

+61871501149,,82382531571#,,1#,681746# Australia

+61280156011,,82382531571#,,1#,681746# Australia

Dial by your location

+61 8 7150 1149 Australia
+61 2 8015 6011 Australia
+61 3 7018 2005 Australia
+61 731 853 730 Australia
+61 861 193 900 Australia
+1 253 215 8782 US (Tacoma)
+1 346 248 7799 US (Houston)
+1 408 638 0968 US (San Jose)
+1 669 900 6833 US (San Jose)
+1 301 715 8592 US (Germantown)
+1 312 626 6799 US (Chicago)
+1 646 876 9923 US (New York)

Further details on how to dial in to the videoconference will also be available on the Company's website.

The Company appreciates the understanding of its Shareholders as it navigates this difficult situation.

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 Monday, 8 June 2020 at 4.00pm (AEST).

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

ASX takes no responsibility for the contents of this Notice or the Explanatory Memorandum.

Agenda

Ordinary Business

1 Annual Report

To consider the Annual Report of the Company and its controlled entities for the financial year ended 31 December 2019, which includes the Financial Report, the Directors' Report and the Auditor's Report.

2 Resolutions

Resolution 1 – Remuneration Report

To consider and, if thought fit, to pass with or without amendment, as a **non-binding** ordinary resolution the following:

"That the Remuneration Report be adopted by Shareholders on the terms and conditions in the Explanatory Memorandum."

Voting Prohibition

In accordance with sections 250BD and 250R of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a member of the Key Management Personnel details of whose remuneration are included in the Remuneration Report, or a Closely Related Party of such a member.

A vote may be cast by such person if the vote is not cast on behalf of a person who is excluded from voting on this Resolution, and:

- (a) the person is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- (b) the voter is the Chair and the appointment of the Chair as proxy does not specify the way the proxy is to vote on this Resolution, but expressly authorises the Chair to exercise the proxy even if this Resolution is connected with the remuneration of a member of the Key Management Personnel.

Resolution 2 – Re-election of Director – Mr Bernie Brookes AM

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

"That Mr Bernie Brookes AM, who retires by rotation in accordance with Article 7.2(b) of the Constitution and for all other purposes, and, being eligible and offering himself for re-election, is re-elected as a Director on the terms and conditions in the Explanatory Memorandum."

Resolution 3 – 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.

Resolution 4 – Ratification of prior issue of Options 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 5,833,337 Options to Silverella (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 Silverella (and its nominees) or any of their respective associates.

However, the Company need not disregard a vote if:

- (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.

Resolution 5 – Cancellation of Shares issued to Mr Uzi Breier

To consider and, if thought fit, to pass with or without amendment, as a **special resolution** the following:

"That, pursuant to and in accordance with sections 256B and 256C(2) of the Corporations Act and for all other purposes, Shareholders approval the selective reduction of the Company's capital and cancellation of 1,000,000 Shares issued to Mr Uzi Breier (or his nominees) with effect from the date that is 14 days after this Resolution is lodged with ASIC, on the terms and conditions set out in the Explanatory Memorandum."

Voting Prohibition

The Company will disregard any votes cast in favour of this Resolution by any person who is to receive consideration as part of the reduction or whose liability to pay amounts unpaid on Shares is to be reduced, or by their associates.

However, the Company need not disregard a vote if:

- (a) it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or

- (b) it is cast by the Chair as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Further, in accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either a member of the Key Management Personnel or a Closely Related Party of such member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

Resolution 6 – Issue of Shares to Mr Uzi Breier

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 10.11 and for all other purposes, Shareholders approve the issue of 1,000,000 Shares to Mr Uzi Breier (or his 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:

- (a) Mr Uzi Breier (and his nominees);
- (b) any other person who will obtain a material benefit as a result of the issue of the Securities (except a benefit solely by reason of being a holder of Securities); and
- (c) 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.

Voting Prohibition

Further, in accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either a member of the Key Management Personnel or a Closely Related Party of such member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

Resolution 7 – Approval of 10% Placement Facility

To consider and, if thought fit, to pass with or without amendment, as a **special resolution** the following:

"That, pursuant to and in accordance with Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities totalling up to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Memorandum."

BY ORDER OF THE BOARD



Ian Pamensky
Company Secretary

Dotz Nano Limited
Dated: 7 May 2020

Dotz Nano Limited
ACN 125 264 575
(Company)

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 Level 14, 330 Collins Street, Melbourne, Victoria on Wednesday, 10 June 2020 at 4.00pm (AEST) **(Meeting)**.

Due to the current restrictions in place in relation to COVID-19, in particular the Australian Government's ban on public gatherings, the Company is not able to allow shareholders to physically attend the Meeting. Please refer to pages 2 to 3 of this Notice and Section 2 of this Explanatory Memorandum for further information regarding the Meeting Procedures.

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 1	Introduction
Section 2	Action to be taken by Shareholders
Section 3	Annual Report
Section 4	Resolution 1 – Remuneration Report
Section 5	Resolution 2 – Re-election of Director – Mr Bernie Brookes AM
Section 6	Resolution 3 – Approval to issue securities to SIBF
Section 7	Resolution 4 – Ratification of prior issue of Options to Silverella
Section 8	Resolution 5 – Cancellation of Shares issued to Mr Uzi Breier
Section 9	Resolution 6 – Issue of Shares to Mr Uzi Breier.
Section 10	Resolution 7 – Approval of 10% Placement Facility
Schedule 1	Definitions
Schedule 2	Terms and Conditions of Options
Schedule 3	Securities issued in the previous 12 months

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 Meeting Procedure

Shareholders who wish to participate in or ask questions at the Meeting should refer to pages 2 to 3 of this Notice for further information regarding the Meeting Procedures and how to access the Meeting via video teleconference.

2.2 Voting in Person

The Directors have resolved that Shareholders and their proxies will not be able to attend the Meeting in person due to the Government's implementation of prohibitions on public gatherings and social distancing measures in light of COVID-19.

Shareholders will, however, be able to watch and attend the Meeting by videoconference. While it will be possible to ask questions during the teleconferences and/or videoconference, if Shareholders do wish to ask questions of the Company and/or the Directors at the Meeting, it would be preferable for them to do so prior to the Meeting by emailing the Company Secretary at ian@cfo2grow.com.au and informing the Company of the question(s) they wish to have answered.

2.3 Voting using poll form

Shareholders who do not wish to vote using the Proxy Form may vote during the Meeting by requesting a polling form from the Company prior to 7.00pm (AEST) on Tuesday 9 June 2020 by emailing the Company Secretary at ian@cfo2grow.com.au.

2.4 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 (ie as directed);
- (ii) if the proxy has two 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 (ie 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 (ie 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.

2.5 **Voting Prohibition by Proxy Holders (Remuneration of Key Management Personnel)**

In accordance with sections 250BD and 250R of the Corporations Act, votes on Resolution 1, Resolution 5 and Resolution 6 must not be cast (in any capacity) by, or on behalf of:

- (a) a member of the Key Management Personnel; or
- (b) a Closely Related Party of such member.

However, a person described above may cast votes on Resolution 1, Resolution 5 and Resolution 6 if the vote is not cast on behalf of a person who is excluded from voting on the relevant Resolution and:

- (c) the person is appointed as proxy by writing that specifies the way the proxy is to vote on the Resolution; or
- (d) the person is the Chair and the appointment of the Chair as proxy does not specify the way the proxy is to vote on the resolution, but expressly authorises the Chair to exercise the proxy even if the Resolution is connected with the remuneration of a member of the Key Management Personnel.

2.6 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 Resolution 1, Resolution 5 and Resolution 6 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, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel of the Company.

Ordinary Business

3. Annual Report

In accordance with section 317 of the Corporations Act, Shareholders will be offered the opportunity to discuss the Annual Report, including the Financial Report, the Directors' Report and the Auditor's Report for the financial year ended 31 December 2019.

There is no requirement for Shareholders to approve the Annual Report.

At the Meeting, Shareholders will be offered the opportunity to:

- (a) discuss the Annual Report which is available online at www.dotz.tech;
- (b) ask questions about, or comment on, the management of the Company; and
- (c) ask the auditor questions about the conduct of the audit and the preparation and content of the Auditor's Report.

In addition to taking questions at the Meeting, written questions to the Chair about the management of the Company, or to the Company's auditor about:

- (a) the preparation and content of the Auditor's Report;
- (b) the conduct of the audit;
- (c) accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- (d) the independence of the auditor in relation to the conduct of the audit,

may be submitted no later than five business days before the Meeting to the Company Secretary at the Company's registered office.

4. Resolution 1 – Remuneration Report

In accordance with subsection 250R(2) of the Corporations Act, the Company must put the Remuneration Report to the vote of Shareholders. The Directors' Report contains the Remuneration Report which sets out the remuneration policy for the Company and the remuneration arrangements in place for the executive Directors, specified executives and non-executive Directors.

In accordance with subsection 250R(3) of the Corporations Act, Resolution 1 is advisory only and does not bind the Directors. If Resolution 1 is not passed, the Directors will not be required to alter any of the arrangements in the Remuneration Report.

If the Company's Remuneration Report receives a 'no' vote of 25% or more (**Strike**) at two consecutive annual general meetings, Shareholders will have the opportunity to remove the whole Board, except the managing director (if any).

Where a resolution on the Remuneration Report receives a Strike at two consecutive annual general meetings, the Company will be required to put to Shareholders at the second annual general meeting a resolution on whether another meeting should be held (within 90 days) at which all Directors (other than the managing director, if any) who were in office at the date of approval of the applicable Directors' Report must stand for re-election.

The Company's Remuneration Report did not receive a Strike at the 2019 annual general meeting. If the Remuneration Report receives a Strike at this Meeting (2020 annual general meeting), Shareholders should be aware that if a second Strike is received at the 2021 annual general meeting, this may result in the re-election of the Board.

The Chair will allow a reasonable opportunity for Shareholders as a whole to ask about, or make comments on the Remuneration Report.

Resolution 1 is an ordinary resolution.

5. Resolution 2 – Re-election of Director – Mr Bernie Brookes AM

5.1 General

Article 7.3(c) of the Constitution requires that one third of the Directors (excluding the Managing Director) must retire at each annual general meeting (or if that is not a whole number, the whole number nearest to one third, rounded down). Article 7.3(e) of the Constitution requires that the Directors to retire are those who have held their office as Director for the longest period since their last election or appointment to that office.

Article 7.3(f) of the Constitution provides that a Director who retires in accordance with Article 7.3(c) is eligible for re-election.

As at the date of this Notice, the Company has three Directors and accordingly, one Director must retire.

Each of Non-Executive Chairman Mr Bernard Brookes AM and Non-Executive Director Doron Eldar were elected at the last general meeting held on 2 March 2020. Upon agreement between Mr Eldar and Mr Brookes, Mr Brookes retires by rotation at this Meeting and, being eligible, seeks re-election pursuant to Resolution 2.

Mr Brookes is considered by the Board to be an independent director.

Resolution 2 is an ordinary resolution.

The Board (other than Mr Brookes) recommends that Shareholders vote in favour of Resolution 2.

5.2 **About Mr Bernie 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.

6. **Resolution 3 – Approval to issue securities to SIBF**

6.1 **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 Southern Israel Bridging Fund Two, LP (**SIBF**).

The first tranche of securities, being 13,888,889 Shares and 4,629,630 Options to SIBF (or its nominees), were due to be issued to SIBF in April 2020, following approval of Shareholders on 2 March 2020. As at the date of this Notice, however, the funds have not yet been received from SIBF and no securities have been issued

Resolution 3 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 second tranche of the deferred placement, due to settle in August 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 3 is an ordinary resolution.

6.2 **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 3 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 3 is not passed, the Company will not be able to proceed to issue the Shares and Options.

6.3 **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 August 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.

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

7. **Resolution 4 – Ratification of prior issue of Options to Silverella**

7.1 **General**

Resolution 4 seeks the approval of Shareholders pursuant to Listing Rule 7.4 for the issue of 5,833,337 Options to Silverella with an exercise price of \$0.09 and expiry of 2 years from the date of issue in part 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 which commenced 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:

- (b) promote and raise the profile of the Company through the development of corporate strategy in order to introduce new business opportunities for the Company;
- (c) 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;
- (d) advise the Company on customer presentations, trade shows and other events, and pitches to stakeholders and potential customers and partners within Australia;
- (e) Silverella is entitled to be issued 2,500,000 Shares (at a deemed issue price of \$0.04 per Share) and 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. The 10,000,000 Options vest as follows:
 - (i) 25% vested immediately upon issue;
 - (ii) 25% vesting on 3 June 2020 (subject to the agreement remaining on foot);
 - (iii) 25% vesting on 3 December 2020 (subject to the agreement remaining on foot); and
 - (iv) 25% vesting on 3 June 2021 (subject to the agreement remaining on foot); and
- (f) the Company may terminate the Consulting Agreement by one months' written notice.

The 2,500,000 Shares noted in paragraph (e) above were issued pursuant to Listing Rule 7.1 on 11 December 2019 and the issue was ratified by Shareholders pursuant to Listing Rule 7.4 on 2 March 2020. 4,166,663 of the Options noted in paragraph (e) were issued pursuant to Shareholder approval received on 11 September 2019, with the balance of 5,833,337 Options issued under Listing Rule 7.1.

Resolution 4 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the balance of 5,833,337 Options to Silverella.

A summary of Listing Rule 7.1 is set out in Section 6.2.

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 4 is not passed, the 5,833,337 Options 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 Options (being 11 December 2019).

Resolution 4 is an ordinary resolution.

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

7.2 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) 5,833,337 Options were issued on 11 December 2019;
- (b) 5,833,337 Options were issued for nil cash consideration pursuant to the Consulting Agreement. A summary of the material terms of the Consulting Agreement is set out in Section 7.1;
- (c) the 5,833,337 Options are exercisable at \$0.09 each on or before 11 December 2021, vest as set out in Section 7.1(e) and were otherwise issued on the terms and conditions set out in Schedule 2;
- (d) the 5,833,337 Options were issued to Silverella, who is not a related party of the Company;
- (e) no funds were raised from the issue of the 5,833,337 Options as they were issued as part consideration for services pursuant to the Consulting Agreement; and
- (f) a voting exclusion statement is included in the Notice.

8. Resolution 5 – Cancellation of Shares issued to Mr Uzi Breier

8.1 General

On 7 May 2018, the Company appointed Mr Uzi Breier as CEO. As announced on 14 August 2018, pursuant to Mr Uzi Breier's executive services agreement with the Company, Mr Breier was, subject to shareholder approval, to receive 1,000,000 Shares on 31 December 2019 as a retention bonus, provided Mr Breier was still engaged by the Company at that time (**Breier Shares**).

Due to an administrative error, it was mistakenly believed that approval to issue the Breier Shares had been received from Shareholders pursuant to Listing Rule 10.11 at a general meeting of Shareholders on 8 February 2019, which was not the case. Accordingly, the issue of the Breier Shares on 31 December 2019 was done so without prior Shareholder approval and in breach of Listing Rule 10.11. Once the error became known, the Company immediately took action to enter into a holding lock deed with Mr Breier for a period from the date of the deed and ending on the date that the Company obtains the appropriate shareholder approval. This holding lock was also actioned by the Company's share registry shortly after execution of the deed and none of the Breier Shares were traded by Mr Breier prior to execution of the deed. The Company wishes to advise Shareholders that steps have now been taken to avoid such a breach re-occurring in the future.

Following discussions with ASX, the Company is seeking to remedy the breach by:

- (a) seeking approval from Shareholders for a selective capital reduction to cancel the Breier Shares pursuant to sections 256B and 256C of the Corporations Act (being the subject of this Resolution 5); and
- (b) seeking Shareholder approval to re-issue the 1,000,000 Shares to Mr Breier (or his nominees) pursuant to Listing Rule 10.11 (being the subject of Resolution 6).

The Company notes that if the cancellation of the Breier Shares is not approved by Shareholders, Mr Breier will sell the Breier Shares with all proceeds to be provided to a charity of Mr Breier's choice.

As Resolution 5 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).

8.2 **Sections 256B and 256C(2) of the Corporations Act**

Section 256B of the Corporations Act provides that a company may reduce its share capital by cancelling the shares for no consideration if the reduction:

- (a) is fair and reasonable to the company's shareholders;
- (b) does not materially prejudice the company's ability to pay its creditors; and
- (c) is approved by shareholders under section 256C of the Corporations Act.

To enable the Company to make the capital reduction by cancelling the Breier Shares, section 256C(2) of the Corporations Act requires a special resolution of the Shareholders passed at a general meeting as the capital reduction proposed for the Company is a selective reduction because the terms of the reduction will not be the same for all Shareholders; only the 1,000,000 Breier Shares will be cancelled.

The Directors (other than Mr Breier) believe the proposed capital reduction is fair and reasonable to Shareholders as a whole because the Breier Shares were inadvertently issued without Shareholder approval in contravention of Listing Rule 10.11. The Directors (other than Mr Breier) also believe that the proposed capital reduction will not materially prejudice the Company's ability to pay its creditors as no consideration is being provided for the cancellation of the Breier Shares and, subject to Shareholder approval under Resolution 6, the 1,000,000 Shares to be re-issued to Mr Breier (or his nominees) are to be issued for nil consideration (being the same consideration that the Breier Shares were previously issued for).

There is no information known to the Company that is material to the decision on how to vote on Resolution 5 other than what has been disclosed in this Notice.

In lieu of a separate meeting of Mr Breier for approval of a special resolution pursuant to section 256C(2) of the Corporations Act from Mr Breier (and his nominees), Mr Breier has provided his written approval to the Company for the cancellation of the Breier Shares and to the waiver of any applicable notice period.

Pursuant to the Corporations Act, the Company may cancel the Breier Shares 14 days after the lodgement of this Resolution (once it has been approved by Shareholders) with ASIC.

8.3 **Board recommendation**

The Board (other than Mr Breier) recommends that Shareholders vote in favour of Resolution 5.

The Chair intends to exercise all available proxies in favour of Resolution 5.

9. **Resolution 6 – Issue of Shares to Mr Uzi Breier.**

9.1 **General**

The Company has agreed, subject to obtaining Shareholder approval, to issue 1,000,000 Shares to Mr Uzi Breier to replace the Breier Shares to be cancelled in accordance with Resolution 5. Please refer to Section 8.1 for background regarding the basis for the Company issuing the 1,000,000 Shares (**New Breier Shares**).

Resolution 6 seeks Shareholder approval pursuant to Listing Rule 10.11 for the issue of the New Breier Shares to Mr Uzi Breier (or his nominees).

Resolution 6 is an ordinary resolution.

9.2 **Listing Rule 10.11**

Listing Rule 10.11 requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a related party, or a person whose relationship with the entity or a related party is, in ASX's opinion, such that approval should be obtained, unless an exception in Listing Rule 10.12 applies.

Mr Breier is a related party of the Company by virtue of his position as a Director. As the issue of the New Breier Shares to Mr Breier (or his nominees) involves the issue of Shares to a related party of the Company, Shareholder approval pursuant to Listing Rule 10.11 is required unless an exception applies. It is the view of the Directors that the exceptions set out in Listing Rule 10.12 do not apply in the current circumstances.

As Shareholder approval is sought under Listing Rule 10.11, approval under Listing Rule 7.1 is not required. Accordingly, the issue of the New Breier Shares will not be included under the Company's 15% annual placement capacity pursuant to Listing Rule 7.1.

9.3 **Specific information required by Listing Rule 10.13**

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to Resolution 6:

- (a) 1,000,000 Shares will be issued to Mr Uzi Breier (or his nominees);
- (b) the New Breier Shares will be issued to Mr Breier (or his nominees), no later than 1 month 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 New Breier Shares will be issued for nil cash consideration as they will be issued as part of Mr Breier's remuneration package (as previously disclosed to ASX on 14 August 2018) and therefore no funds will be raised as a result of the issue;
- (d) the New Breier Shares 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;
- (e) a voting exclusion statement is included in the Notice.

9.4 Chapter 2E of the Corporations Act

In accordance with Chapter 2E of the Corporations Act, in order to give a financial benefit to a related party, the Company must:

- (a) obtain Shareholder approval in the manner set out in section 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The Board (other than Mr Uzi Breier, who has a material personal interest in Resolution 6) considers that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of the New Breier Shares, as the agreement to issue the Shares to Mr Breier (or his nominees), reached as part of his remuneration package, is considered reasonable remuneration in the circumstances and was negotiated on arm's length terms (having been negotiated prior to Mr Breier's appointment as CEO, in accordance with the material terms announced to ASX on 14 August 2018).

9.5 Board recommendation

The Board (other than Mr Uzi Breier, who has a material personal interest in Resolution 6) recommends that Shareholders vote in favour of Resolution 6.

The Chair will cast all available proxies in favour of Resolution 6.

10. Resolution 7 – Approval of 10% Placement Facility

10.1 General

Listing Rule 7.1A enables an eligible entity to issue Equity Securities up to 10% of its issued share capital through placements over a 12 month period after the annual general meeting (10% Placement Facility). The 10% Placement Facility is in addition to the Company's 15% annual placement capacity under Listing Rule 7.1.

Resolution 7 seeks Shareholder approval by way of a special resolution to provide the Company the ability to issue Equity Securities under the 10% Placement Facility during the 10% Placement Period (refer to 10.2(f) below). The number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to 10.2(c) below).

Resolution 7 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 7.

10.2 Listing Rule 7.1A

(a) Is the Company an eligible entity?

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less.

The Company is an eligible entity as it is not included in the S&P/ASX 300 Index and has a market capitalisation of approximately \$14.9 million, based on the closing price of Shares \$0.048 on 7 May 2020.

(b) What Equity Securities can be issued?

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the company.

As at the date of the Notice, the Company has on issue one quoted class of Equity Securities; Shares.

(c) How many Equity Securities can be issued?

Listing Rule 7.1A.2 provides that under the approved 10% Placement Facility, the Company may, during the Placement Period (see Section 10.2(f) below) issue or agree to issue a number of Equity Securities calculated in accordance with the following formula:

$$(A \times D) - E$$

Where:

A is the number of Shares on issue 12 months before the date of issue or agreement:

- (A) plus the number of fully paid Shares issued in the 12 months under an exception in Listing Rule 7.2;
- (B) plus the number of partly paid shares that became fully paid in the 12 months;
- (C) plus the number of fully paid Shares issued in the 12 months with Shareholder approval under Listing Rule 7.1 and 7.4. This does not include any issue of Shares under the Company's 15% annual placement capacity without Shareholder approval; and
- (D) less the number of fully paid Shares cancelled in the 12 months.

Note that "A" has the same meaning in Listing Rule 7.1 when calculating the Company's 15% annual placement capacity.

D is 10%.

E is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue where the issue has not been subsequently approved by Shareholders under Listing Rule 7.4.

(d) What is the interaction with Listing Rule 7.1?

The Company's ability to issue Equity Securities under Listing Rule 7.1A will be in addition to its 15% annual placement capacity under Listing Rule 7.1.

The actual number of Equity Securities that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities

in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 10.2(c)).

(e) **At what price can the Equity Securities be issued?**

The issue price of Equity Securities issued under Listing Rule 7.1A must be not less than 75% of the VWAP of Equity Securities in the same class calculated over the 15 Trading Days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed by the Company and the recipient of the Equity Securities; or
- (ii) if the Equity Securities are not issued within 10 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued,

(Minimum Issue Price).

(f) **When can Equity Securities be issued?**

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A will be valid from the date of Meeting and will expire on the earlier to occur of:

- (i) the date that is 12 months after the date of the Meeting;
- (ii) the time and date of the Company's next annual general meeting; or
- (iii) the date of Shareholder approval of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

(10% Placement Period).

(g) **What is the effect of Resolution 7?**

The effect of Resolution 7 will be to allow the Directors to issue the Equity Securities under Listing Rule 7.1A during the 10% Placement Period without further Shareholder approval or using the Company's 15% annual placement capacity under Listing Rule 7.1.

10.3 **Specific information required by Listing Rule 7.3A**

Pursuant to and in accordance with Listing Rule 7.3A, the following information is provided in relation to the 10% Placement Facility:

(a) **Minimum issue price**

If any Equity Securities are issued under the 10% Placement Facility, they will be issued for cash consideration only and the issue price will be not less than the Minimum Issue Price.

(b) **Risk of economic and voting dilution**

If this Resolution is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' economic and voting power in the Company will be diluted as shown in the below table (in the case of Options, only if the Options are converted into Shares).

The below table shows:

- (i) the dilution of existing Shareholders based on the current market price of Shares and the current number of Shares for "A" calculated in accordance with the formula in Listing Rule 7.1A.2 (see Section 10.2(c)) as at the date of the Notice (**Variable A**);
- (ii) two examples where Variable A has increased, by 50% and 100%; and
- (iii) two examples of where the issue price of Shares has decreased by 50% and increased by 100% as against the current market price.

Share on issue Variable A in Listing Rule 7.1A.2	Dilution			
	Issue price per Share	\$0.024 50% decrease in Issue Price	\$0.048 Issue Price	\$0.096 100% increase in Issue Price
323,630,129 Shares Current Variable A	10% Voting Dilution	32,363,013 Shares	32,363,013 Shares	32,363,013 Shares
	Funds raised	\$776,712	\$1,553,425	\$3,106,849
485,445,194 Shares 50% increase in current Variable A	10% Voting Dilution	48,544,519 Shares	48,544,519 Shares	48,544,519 Shares
	Funds raised	\$1,165,068	\$2,330,137	\$4,660,274
647,260,258 Shares 100% increase in current Variable A	10% Voting Dilution	64,726,026 Shares	64,726,026 Shares	64,726,026 Shares
	Funds raised	\$1,165,068	\$2,330,137	\$4,660,274

Notes:

1. The table has been prepared on the following assumptions:
 - (a) the issue price is \$0.048 being the closing price of the Shares on ASX on 7 May 2020, being the last day that the Company's Shares traded on the ASX before this Notice was printed;
 - (b) Variable A is 323,630,129, comprising:
 - (i) 309,741,240 existing Shares on issue as at the date of this Meeting, assuming the Company has not issued any Shares in the 12 months prior to the Meeting that were not issued under an exception in Listing Rule 7.2 or with Shareholder approval under Listing Rule 7.1 and 7.4;
 - (ii) A total of 1,000,000 Shares cancelled if Resolution 5 is passed at the Meeting; and

- (iii) a total of 14,888,889 Shares issued if Resolution 3 and Resolution 6 are passed at the Meeting;
 - (c) the Company issues the maximum number of Equity Securities available under the 10% Placement Facility;
 - (d) no convertible securities (including any issued under the 10% Placement Facility) are exercised or converted into Shares before the date of the issue of the Equity Securities; and
 - (e) the issue of Equity Securities under the 10% Placement Facility consists only of Shares. If the issue of Equity Securities includes Options, it is assumed that those Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
2. The number of Shares on issue (i.e. Variable A) may increase as a result of issues of Shares that do not require Shareholder approval (for example, a pro rata entitlements issue, scrip issued under a takeover offer or upon exercise of convertible securities) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting.
 3. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
 4. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Meeting.
 5. The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.

Shareholders should note that there is a risk that:

- (i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Meeting; and
- (ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date or the Equity Securities are issued as part of consideration for the acquisition of a new asset,

which may have an effect on the amount of funds raised by the issue of the Equity Securities.

(c) **Final date for issue**

The Company will only issue the Equity Securities under the 10% Placement Facility during the 10% Placement Period.

Shareholder approval of the 10% Placement Facility will cease to be valid if Shareholders approve a transaction under Listing Rule 11.1.2 or 11.2.

(d) **Purposes of issued under 10% Placement Facility**

The Company may seek to issue Equity Securities under the 10% Placement Facility for the following purposes:

- (i) cash consideration, in which case the Company intends to use funds raised for continued investment in the Company's current assets, the acquisition of new assets or investments (including expenses associated with such an acquisition), and/or for general working capital; or
- (ii) non-cash consideration for the provision of services to the Company or the acquisition of new projects, assets and investments. In such circumstances the Company will provide a valuation of the non-cash consideration as required under Listing Rule 7.1A.3.

The Company will comply with the disclosure obligations under Listing Rules 7.1A.4 and 3.10.5A upon issue of any Equity Securities.

(e) **Allocation policy**

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:

- (i) the methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing security holders can participate;
- (ii) the effect of the issue of the Equity Securities on the control of the Company;
- (iii) financial situation and solvency of the Company; and
- (iv) advice from corporate, financial and broking advisers (if applicable).

The allottees under the 10% Placement Facility have not been determined as at the date of the Notice but may include existing substantial Shareholders and/or new Shareholders who are not a related party or an associate of a related party of the Company.

Further, if the Company is successful in acquiring new projects, assets or investments, it is possible that the allottees under the 10% Placement Facility will be the vendors of the new projects, assets or investments.

(f) **Issues in the past 12 months**

In the 12 months preceding the date of the Meeting and as at the date of this Notice, the Company has issued 147,813,707 Equity Securities. This represents 67.8% of the total number of Equity Securities on issue at the commencement of that 12 month period.

Details of each issue of Equity Securities by the Company during the 12 months preceding the date of the Meeting are set out in Schedule 3.

Schedule 1 Definitions

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

\$ or A\$	means Australian Dollars.
AEST	means Australian Eastern Standard Time being the time in Melbourne, Victoria.
Annual Report	means the Directors' Report, the Financial Report, and Auditor's Report, in respect to the year ended 31 December 2019.
Article	means an article of the Constitution.
ASX	means the ASX Limited (ABN 98 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX Limited.
Auditor's Report	means the auditor's report on the Financial Report.
Board	means the board of Directors.
Chair	means the person appointed to chair the Meeting of the Company convened by the Notice.
Closely Related Party	means: <ul style="list-style-type: none">(a) a spouse or child of the member; or(b) has the meaning given in section 9 of the Corporations Act.
Company	means Dotz Nano Limited ACN 12125 264 575).
Constitution	means the constitution of the Company as at the date of the Meeting.
Corporations Act	means the <i>Corporations Act 2001</i> (Cth).
Director	means a director of the Company.
Directors' Report	means the annual directors' report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.
Equity Security	has the same meaning as in the Listing Rules.
Explanatory Memorandum	means the explanatory memorandum which forms part of the Notice.
Financial Report	means the annual financial report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.
Key Management Personnel	has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly,

including any Director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

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 annual general meeting.
Option	means an option to acquire a Share.
Proxy Form	means the proxy form attached to the Notice.
Remuneration Report	means the remuneration report of the Company contained in the Directors' Report.
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).
Strike	means a 'no' vote of 25% or more on the resolution approving the Remuneration Report.

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 Securities issued in the previous 12 months

Details of each issue of Equity Securities by the Company during the 12 months preceding the date of the Meeting are set out in the table below:

Date of Issue	Number of Securities	Type of Security	Recipient of Security	Issue Price and details of any discount to Market Price ¹ (if applicable)	Consideration, Use of Funds and Current Value ² as at the date of this Notice
PLACEMENTS					
29 July 2019	16,129,045	Shares	Sophisticated and professional investors	\$0.062 per Share, representing a discount of 4.6% to the Market Price on the date of issue	\$1 million (before costs) was raised, of which \$1 million has been expended.
29 July 2019	8,064,526	Unquoted Options ³	Sophisticated and professional investors	Nil issue price (free-attaching to Shares on a 1:2 basis)	Nil cash consideration. Free-attaching to Shares under the Placement. Current Value: \$234,026
11 December 2019	55,000,003	Shares	Sophisticated and professional investors	\$0.036 per Share, representing a discount of 30.7% to the Market Price on the date of issue	\$2 million (before costs) was raised, of which \$2 million has been expended.
11 December 2019	18,333,337	Unquoted Options ³	Sophisticated and professional investors	Nil issue price (free-attaching to Shares on a 1:3 basis)	Nil cash consideration. Free-attaching to Shares under the Placement. Current Value: \$374,131
EXERCISE OR CONVERSION – Shares issued upon conversion of convertible securities, with and without exercise price					
11 September 2019	695,000	Shares	Holders of Unquoted Employee Options	Nil issue price (nil exercise price as per terms of Options)	Nil cash consideration as nil exercise price. Current Value: \$33,360

Date of Issue	Number of Securities	Type of Security	Recipient of Security	Issue Price and details of any discount to Market Price ¹ (if applicable)	Consideration, Use of Funds and Current Value ² as at the date of this Notice
31 December 2019	215,000	Shares	Holders of Unquoted Employee Options	Nil issue price (nil exercise price as per terms of Options)	Nil cash consideration as nil exercise price. Current Value: \$10,320
10 February 2020	847,977	Shares	Holders of Unquoted Employee Options	Nil issue price (nil exercise price as per terms of Options)	Nil cash consideration as nil exercise price. Current Value: \$40,703
CONSIDERATION/REMUNERATION SECURITIES					
19 June 2019	5,000,000	Unquoted Options ³	Hunter Capital (or its nominees), as approved at the Shareholders' meeting on 31 May 2019	Nil issue price (nil cash consideration)	Part consideration for corporate advisory services provided to the Company. Current Value: \$173,154
2 September 2019	210,000	Unquoted Options ³	Employees and consultants of the Company under the Company's Employee Share Option Plan adopted by Shareholders on 2 September 2016.	Nil issue price (nil cash consideration)	Part remuneration to employees and consultants of the company
11 September 2019	300,000	Shares	Stocks Digital (S3 Consortium Pty Ltd)	Nil issue price (nil cash consideration)	Part consideration for digital and mediate marketing services Current Value: \$14,400

Date of Issue	Number of Securities	Type of Security	Recipient of Security	Issue Price and details of any discount to Market Price ¹ (if applicable)	Consideration, Use of Funds and Current Value ² as at the date of this Notice
11 September 2019	1,000,000	Shares	Everblu Capital Pty Ltd (or its nominees) as approved at the Shareholders' meeting on 11 September 2019	Nil issue price (nil cash consideration)	Part consideration for corporate advisory services in relation to the Placement on 29 July 2019 Current Value: \$48,000
11 September 2019	10,000,000	Unquoted Options ³	Everblu Capital Pty Ltd (or its nominees) as approved at the Shareholders' meeting on 11 September 2019	Nil issue price (nil cash consideration)	Part consideration for corporate advisory services in relation to the Placement on 29 July 2019 Current Value: \$128,726
11 December 2019	2,500,000	Shares	Silverella Pty Ltd (or its nominees)	Nil issue price (nil cash consideration)	Part consideration for corporate strategy and marketing services. Current Value: \$120,000
11 December 2019	10,000,000	Unquoted Options ³	Silverella Pty Ltd (or its nominees)	Nil issue price (nil cash consideration)	Part consideration for corporate strategy and marketing services. Current Value: \$138,267
31 December 2019	1,000,000	Shares ⁴	Uzi Breier (or his nominees)	Nil issue price (nil cash consideration)	Part remuneration as per executive services agreement. Current Value: \$48,000

Date of Issue	Number of Securities	Type of Security	Recipient of Security	Issue Price and details of any discount to Market Price ¹ (if applicable)	Consideration, Use of Funds and Current Value ² as at the date of this Notice
Cleansing Offer					
29 July 2019	100	Shares	Unrelated existing Shareholder	\$0.065 per Share, representing a discount of 4.6% to the Market Price on the date of issue	\$6 was raised (before costs), which has been expended on costs.
31 December 2019	100	Shares	Unrelated existing Shareholder	\$0.036 per Share, representing a discount of 41.9% to the Market Price on the date of issue	\$4 was raised (before costs), which has been expended on costs.
5 May 2020	100	Shares	Unrelated existing Shareholder	\$0.061 per Share, representing a premium of 13% to the Market Price on the date of issue	\$6 was raised (before costs), which has been expended on costs.

Notes:

1. "Market Price" means the closing price on ASX (excluding special crossings, overnight sales and exchange traded option exercises). For the purposes of this table the discount is calculated on the Market Price on the last trading day on which a sale was recorded prior to the date of issue of the relevant Equity Securities.
2. In respect of quoted Equity Securities, the current value is based on the closing price of the Shares \$0.048 on ASX on 7 May 2020. The value of unquoted Equity Securities (unquoted Options) is measured using the Black & Scholes pricing model. Measurement inputs include the Share price on the measurement date, the exercise price, the term of the Equity Security, the impact of dilution, the expected volatility of the underlying Share (based on weighted average historic volatility adjusted for changes expected due to publicly available information), the expected dividend yield and the risk-free interest rate for the term of the Equity Security. No account is taken of any performance conditions included in the terms of the Equity Security other than market-based performance conditions (i.e. conditions linked to the price of Shares).
3. Comprised of:
 - (a) 8,064,526 Unquoted Options exercisable at \$0.09 each on or before 29 July 2021;

- (b) 5,000,000 Unquoted Options exercisable at \$0.10 each on or before 19 June 2021;
- (c) 210,000 Unquoted Options exercisable at \$0.00 each on or before 22 August 2024, vesting as follows:
 - (i) 70,000 Options (33.33%) shall vest on the date which is 12 months from the date of issue provided the parties remain an employee of the Company at all times during the period ending on that date; and
 - (ii) 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 the parties remain an employee of the Company at all times during the period;
- (d) 10,000,000 Unquoted Options exercisable at \$0.10 each on or before 11 September 2021;
- (e) 18,333,337 Unquoted Options exercisable at \$0.09 each on or before 11 December 2021;
- (f) 10,000,000 Unquoted options exercisable at \$0.09 each on or before 11 December 2019, vesting as follows:
 - (i) 25% vested immediately upon issue;
 - (ii) 25% vesting on the date that is 6 months following the date of execution of the agreement (subject to the agreement remaining on foot);
 - (iii) 25% vesting on the date that is 12 months following the date of execution of the agreement (subject to the agreement remaining on foot); and
 - (iv) 25% shall, vest on the date that is 18 months following the date of execution of the agreement (subject to the agreement remaining on foot); and

4. To be cancelled and reissued as per Resolution 5 and Resolution 6, respectively.



Dotz Nano Limited | ACN 125 264 575

AGM Registration Card

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

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

[HolderNumber]

Holder Number:
[HolderNumber]

Vote by Proxy: DTZ

Your proxy voting instruction must be received by **4:00pm (AEST) on Monday, 8 June 2020**, 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.

ATTENDING THE MEETING

Due to the current restrictions in place in relation to COVID-19, in particular the Australian Government's ban on public gatherings and social distancing measures, the Company is not able to allow shareholders to physically attend the Meeting.



<div>Contact</div>	<div>Return your completed form</div>		<div>All enquiries to Automic</div>	
	<div>  BY MAIL Automic GPO Box 5193 Sydney NSW 2001 </div>	<div>  IN PERSON Automic Level 5, 126 Phillip Street Sydney NSW 2000 </div>	<div>  BY EMAIL meetings@automicgroup.com.au </div>	<div>  WEBCHAT https://automic.com.au/ </div>
			<div>  PHONE 1300 288 664 (Within Australia) +61 2 9698 5414 (Overseas) </div>	

[illegible]

STEP 2: Voting Direction	Resolutions	For	Against	Abstain
	1.	Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>
2.	Re-election of Director – Mr Bernie Brookes AM	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.	Approval to issue securities to SIBF	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.	Ratification of prior issue of Options to Silverella	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.	Cancellation of Shares issued to Mr Uzi Breier	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6.	Issue of Shares to Mr Uzi Breier	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7.	Approval of 10% Placement Facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

[illegible]

