



Dotz Nano Limited
ACN 125 264 575

Notice of Annual General Meeting

**The Annual General Meeting of the Company will be held at
Level 5, 126 Phillip Street, Sydney, New South Wales on Thursday, 29 July 2021
at 3:00pm (AEST)**

Due to the ongoing COVID-19 Pandemic, Shareholders will not be able to attend the Meeting in person.

The Notice of General Meeting should be read in its entirety. If Shareholders are in doubt as to how to vote, they should seek advice from a suitably qualified professional adviser 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.

Dotz Nano Limited
ACN 125 264 575
(Company)

Notice of Annual General Meeting

Notice is given that the Annual General Meeting of Dotz Nano Limited will be held at Level 5, 126 Phillip Street, Sydney, New South Wales, Australia on Thursday, 29 July 2021 at 3:00pm (AEST) (**Meeting**). Given the significant health concerns attributed to the COVID-19 pandemic, in addition to guidelines and restrictions issued by Australian state and federal governments, the Company considers that it is appropriate to hold the Annual General Meeting as a virtual meeting accessible online as outlined below.

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 Shareholders at 5:00pm (AEST) on Tuesday, 27 July 2021.

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.

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

Agenda

1 Annual Report

To consider the Annual Report of the Company and its controlled entities for the financial year ended 31 December 2020, which includes the Financial Report, the Directors' Report and the Auditor's Report.

Note: There is no requirement for Shareholders to approve the Annual 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.'

Resolution 2 – Election of Director – Mr Ian Pamensky

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

'That, in accordance with Article 7.6(c) of the Constitution, Listing Rule 14.4 and for all other purposes, Mr Ian Pamensky, a Director who was appointed on 25 September 2020, retires

and, being eligible, is elected as a Director on the terms and conditions in the Explanatory Memorandum.'

Resolution 3 – Election of Director – Mr Garry Browne AM

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

'That, in accordance with Article 7.6(c) of the Constitution, Listing Rule 14.4 and for all other purposes, Mr Garry Browne AM, a Director who was appointed on 20 May 2021, retires and, being eligible, is elected as a Director on the terms and conditions in the Explanatory Memorandum.'

Resolution 4 – Ratification of prior issue of Placement Shares – October 2020

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

'That the issue of 25,068,000 Shares at \$0.25 per Share to raise \$6,267,000 (before costs) is approved under and for the purposes of Listing Rule 7.4 and for all other purposes, on the terms and conditions in the Explanatory Memorandum.'

Resolution 5 – Approval to issue Placement Shares to SIBF and Mr Bernie Brookes (a Director)

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

'That the issue of:

- (a) 2,600,000 Shares at \$0.25 per Share to SIBF (or its nominees) to raise \$650,000 (before costs); and
- (b) 600,000 Shares at \$0.25 per Share to Mr Bernie Brookes (or his nominees) to raise \$150,000 (before costs),

is approved under and for the purposes of Listing Rule 10.11 of the Corporations Act and for all other purposes, on the terms and conditions in the Explanatory Memorandum.'

Resolution 6 – Ratification of prior agreement to issue Options to UEG

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

'That the agreement to issue 1,500,000 Options (being the balance remaining of a total 3,000,000 Options agreed to be issued) exercisable at \$0.048 each on or before 11 May 2023 to UEG (or its nominees) pursuant to a supply and distribution agreement dated 6 May 2020 is

approved under and for the purposes of Listing Rule 7.4 and for all other purposes, on the terms and conditions in the Explanatory Memorandum.'

Resolution 7 – Ratification of prior issue of Options to UEG

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

'That the issue of 1,500,000 Options exercisable at \$0.048 each on or before 11 May 2023 to UEG pursuant to a supply and distribution agreement dated 6 May 2020 is approved under and for the purposes of Listing Rule 7.4 and for all other purposes, on the terms and conditions in the Explanatory Memorandum.'

Resolution 8 – Approval to issue Options to V2Tech Distributors

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

'That the agreement to issue 1,500,000 Options exercisable at \$0.23 each on or before 4 August 2023 to V2Tech Distributors (or its nominees) pursuant to a supply and distribution agreement dated 3 August 2020 is approved under and for the purposes of Listing Rule 7.1 and for all other purposes, on the terms and conditions in the Explanatory Memorandum.'

Resolution 9 – Approval to issue Options to TT Medical

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

'That the agreement to issue 4,000,000 Options exercisable at \$0.252 each on or before 25 November 2023 to TT Medical (or its nominees) pursuant to a supply and distribution agreement dated 24 August 2020 is approved under and for the purposes of Listing Rule 7.1 and for all other purposes, on the terms and conditions in the Explanatory Memorandum.'

Resolution 10 – Ratification of prior issue of Options to Ben Hur Holdings

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

'That the issue of:

- (a) *100,000 Options exercisable at \$0.05 each; and*
- (b) *400,000 Options exercisable at \$0.30 each,*

on or before the date falling 2 years after their issue date to Ben Hur Holdings (or its nominees) pursuant to a technical services agreement (as amended) dated 16 October 2020 is approved under and for the purposes of Listing Rule 7.4 and for all other purposes, on the terms and conditions in the Explanatory Memorandum.'

Resolution 11 – Ratification of issue of Consultant Options – Mr Ricky Neumann

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

'That the issue of 1,350,000 Options exercisable at \$0.07 each on or before 18 May 2022 to Mr Ricky Neumann (or his nominees) pursuant to a consulting agreement dated 18 May 2020 is approved under and for the purposes of Listing Rule 7.4 and for all other purposes, on the terms and conditions in the Explanatory Memorandum.'

Resolution 12 – Ratification of prior issue of Consultant Securities – Zinniah Group Limited

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

'That the issue of:

- (a) 1,500,000 Shares at a deemed issue price of \$0.18 per Share;
- (b) 500,000 Options exercisable at \$0.12 each on or before 31 December 2022; and
- (c) 500,000 Options exercisable at \$0.15 each on or before 31 December 2022,

to Zinniah Group Limited (as the nominee of Anubis Capital Investments) pursuant to a consulting agreement dated 20 August 2020 is approved under and for the purposes of Listing Rule 7.4 and for all other purposes, on the terms and conditions in the Explanatory Memorandum.'

Resolution 13 – Ratification of prior issue of Adviser Options – Market Eye

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

'That the issue of 5,000,000 Options exercisable at \$0.375 each on or before 19 October 2023 to Market Eye (or its nominees) pursuant to a corporate advisory mandate dated 12 October 2020 is approved under and for the purposes of Listing Rule 7.4 and for all other purposes, on the terms and conditions in the Explanatory Memorandum.'

Resolution 14(a)-(c) – Approval to issue Plan Options to Australian Directors

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

'That the issue of:

- (a) 1,940,000 Plan Options to Mr Bernie Brookes (or his nominees);
- (b) 1,940,000 Plan Options to Mr Doron Eldar (or his nominees); and
- (c) 955,000 Plan Options to Mr Ian Pamensky (or his nominees),

is approved under and for the purposes of Listing Rule 10.14, sections 195(4), 200E and 208 of the Corporations Act and for all other purposes, on the terms and conditions in the Explanatory Memorandum.'

Resolution 15 – Approval to issue Options to Mr Uzi Breier (a former Director and CEO)

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

'That the issue of 1,250,000 Options to former Director and CEO, Mr Uzi Breier (who resigned as a Director on 25 September 2020) is approved under and for the purposes of Listing Rule 10.11 and for all other purposes, on the terms and conditions in the Explanatory Memorandum.'

Resolution 16 – 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."

Voting exclusions

Pursuant to the Listing Rules, the Company will disregard any votes cast in favour of:

- (a) Resolution 4, by or on behalf of any person who participated in the issue of the Placement Shares or any of their respective associates;
- (b) Resolution 5(a), by or on behalf of SIBF (or its nominees) and any other person who will obtain a material benefit as a result of the issue of the Shares (except a benefit solely by reason of being a Shareholder), or any of their respective associates;
- (c) Resolution 5(b), by or on behalf of Mr Bernie Brookes (or his nominees) and any other person who will obtain a material benefit as a result of the issue of the Shares (except a benefit solely by reason of being a Shareholder), or any of their respective associates;
- (d) Resolution 6 and Resolution 7 by or on behalf of UEG (or its nominees) or any of its respective associates;
- (e) Resolution 8 by or on behalf of V2Tech Distributors (or its nominees) and any person who is expected to 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;
- (f) Resolution 9 by or on behalf of TT Medical (or its nominees) and any person who is expected to 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;

- (g) Resolution 10 by or on behalf of Ben Hur (or its nominees) or any of their respective associates;
- (h) Resolution 11 by or on behalf of Ricky Neumann (or his nominees) or any of their respective associates;
- (i) Resolution 12, by or on behalf of Zinniah Group Limited (or its nominees) or any of its respective associates;
- (j) Resolution 13 by or on behalf of Market Eye (or its nominees) or any of its respective associates;
- (k) Each of the Resolutions comprising Resolution 14(a)-(c), by or on behalf of a person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Plan (including but not limited to Messrs Brookes, Eldar and Pamensky), or any of their respective associates;
- (l) Resolution 15, by or on behalf of Mr Uzi Beier and any other person who will obtain a material benefit as a result of the issue of the Options (except a benefit solely by reason of being a Shareholder), or any of their respective associates; and
- (m) Resolution 16, if at the time of the Meeting, the Company is proposing to make an issue of Equity Securities under the 10% Placement Facility, by or on behalf of any persons who are 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 associate of those persons.

The above voting exclusions do not apply to a vote cast in favour of the relevant Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way;
- (b) the Chair as proxy or attorney for a person who is entitled to vote, 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.

Shares held by or for an employee incentive scheme must only be voted on a Resolution under the Listing Rules if and to the extent that they are held for the benefit of a nominated participant in the scheme; the nominated participant is not excluded from voting on the Resolution under the Listing Rules; and the nominated participant has directed how the Shares are to be voted.

Voting prohibitions

Resolution 1: 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 14(a)-(c): 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 each of the Resolutions comprised in Resolution 14(a)-(c) 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 the 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 the Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

Further, in accordance with section 200E(2A) of the Corporations Act, a vote on:

- (a) Resolution 14(a) must not be cast (in any capacity) by or on behalf of Mr Bernie Brookes (or his nominees) or any of their respective associates;
- (b) Resolution 14(b) must not be cast (in any capacity) by or on behalf of Mr Doron Eldar (or his nominees) or any of their respective associates; and
- (c) Resolution 14(c) must not be cast (in any capacity) by or on behalf of Mr Ian Pamensky (or his nominees) or any of their respective associates.

However, a vote may be cast by such a person if:

- (a) the person is appointed as proxy by writing that specifies the way the proxy is to vote on the relevant Resolution; and
- (b) it is not cast on behalf of the relevant Director (or their respective nominees) or an associate of those persons.

Further, in accordance with section 224 of the Corporations Act, a vote on each of the Resolutions comprising Resolution 14(a)-(c) must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party.

However, the above prohibition does not apply if:

- (a) it is cast by a person as a proxy appointed by writing that specifies how the proxy is to vote on the relevant Resolution; and
- (b) it is not cast on behalf of a related party of the Company to whom the relevant Resolution would permit a financial benefit to be given, or an associate of such a related party.

Please note: If the Chair is a person referred to in the section 224 Corporations Act voting prohibition statement above, the Chair will only be able to cast a vote as proxy for a person who is entitled to vote if the Chair is appointed as proxy in writing and the Proxy Form specifies how the proxy is to vote on the relevant Resolution.

If you purport to cast a vote other than as permitted above, that vote will be disregarded by the Company (as indicated above) and you may be liable for breaching the voting restrictions that apply to you under the Corporations Act.

BY ORDER OF THE BOARD



Ian Pamensky

Non-Executive Director and Company Secretary

Dotz Nano Limited

Dated: 1 July 2021

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 as a virtual meeting on Thursday, 29 July 2021 at 3:00pm (AEST).

Please refer to pages 11 to 14 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 information about the following to assist Shareholders in deciding how to vote on the Resolutions:

Section 2	Action to be taken by Shareholders
Section 3	Annual Report
Section 4	Resolution 1 – Remuneration Report
Section 5	Resolutions 2 and 3 – Election of Directors, Mr Ian Pamensky and Mr
Section 6	Resolution 4 – Ratification of prior issue of Placement Shares – October 2020
Section 7	Resolution 5(a)-(b) - Approval to issue Placement Shares to SIBF and Mr Bernie Brookes (a Director)
Section 8	Resolution 6 – Ratification of prior agreement to issue Options to UEG
Section 9	Resolution 7 – Ratification of prior issue of Options to UEG
Section 10	Resolution 8 – Approval to issue Options to V2Tech Distributors
Section 11	Resolution 9 – Approval to issue Options to TT Medical
Section 12	Resolution 10 – Ratification of prior issue of Options to Ben Hur Holdings
Section 13	Resolution 11 – Ratification of issue of Consultant Options – Mr Ricky Neumann

Section 14	Resolution 12 – Ratification of prior issue of Consultant Securities – Zinniah Group Limited
Section 15	Resolution 13 – Ratification of prior issue of Adviser Options – Market Eye
Section 16	Resolution 14(a)-(c) – Approval to issue Plan Options to Australian Directors
Section 17	Resolution 15 – Approval to issue Options to Mr Uzi Breier (a former Director and CEO)
Section 18	Resolution 16 – Approval of 10% Placement Facility
Schedule 1	Definitions
Schedule 2	Terms and conditions of Options
Schedule 3	Terms and conditions of Australian Options
Schedule 4	Terms and conditions of Former CEO Options
Schedule 5	Valuation of Australian Options and Former CEO Options

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 11 to 14 of this Notice for further information regarding the Meeting Procedures and how to access the Meeting via video teleconference.

2.2 No voting in Person

Given the current COVID-19 circumstances and in the interests of public health and safety of our Shareholders, the Company has elected not to allow Shareholders to physically attend the Meeting. Please refer to the information below on how Shareholders can participate in the Meeting. You can vote by either voting online or appointing someone as your proxy to vote at the Meeting on your behalf as set out below.

Please read the whole of this document carefully before determining how you wish to vote and then cast your vote accordingly.

2.3 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.

2.4 Chair's voting intentions

If the Chair is appointed as your proxy and you have not specified the way the Chair is to vote on Resolution 1 and Resolution 14(a), (b) and (c) 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.

Subject to the following paragraph, 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 a person referred to in the voting prohibition statement applicable to a Resolution under section 224 of the Corporations Act, the Chair will only be able to cast a vote as proxy for you on the relevant Resolution if you are entitled to vote and have specified your voting intention in the Proxy Form for that Resolution.

2.5 Remote attendance and voting online

(a) Remote attendance

The Meeting will be accessible to all Shareholders via a live webinar, which will allow Shareholders to listen to the Meeting and ask questions in relation to the business of the Meeting.

If you wish to virtually attend the Meeting, please pre-register in advance for the virtual Meeting here:

https://us02web.zoom.us/webinar/register/WN_zxa-vdQIT_qq-Yq1P3UDQg

After registering, you will receive a confirmation containing information on how to attend the virtual Meeting on the date of the Annual General Meeting.

(b) To vote virtually during the Meeting

Shareholders who do not have an account with Automic are strongly encouraged to register for an account as soon as possible and well in advance of the Meeting to avoid any delays on the day of the Meeting. To create an account with Automic, please go to the Automic website (<https://investor.automic.com.au/#/home>), click on 'register' and follow the steps. Shareholders will require their holder number (Shareholder Reference Number (SRN) or Holder Identification Number (HIN)) to create an account with Automic.

To attend and vote on the day of the Meeting:

- (i) Login to the Automic website (<https://investor.automic.com.au/#/home>) using your username and password.

- (ii) Once registration for the virtual Meeting is open, click on 'Meeting open for registration' and follow the steps.
- (iii) Once live voting for the virtual Meeting is open, click on 'Meeting open for voting' and follow the steps.

2.6 Submitting questions

Shareholders will be able to vote and ask questions at the virtual meeting. Shareholders are also encouraged to submit questions in advance of the Meeting to the Company. Questions must be submitted by emailing the Company Secretary at ian@cfo2grow.com.au at least two business days before the Meeting.

The Company will also provide Shareholders with the opportunity to ask questions during the Meeting in respect to the formal items of business as well as general questions in respect to the Company and its 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 2020.

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 two business days before the Meeting to the Company Secretary at ian@cfo2grow.com.au.

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, 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.

Given the personal interests of all Directors in this Resolution, the Board makes no recommendation to Shareholders regarding this Resolution.

5. Resolutions 2 and 3 – Election of Directors, Mr Ian Pamensky and Mr Garry Browne AM

Article 7.6(a) of the Constitution allows the Board 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 Listing Rule 14.4 and Article 7.6(c) of the Constitution, a Director appointed as an addition to the Board must not hold office (without re-election) past the next annual general meeting.

On 25 September 2020, Mr Ian Pamensky was appointed as a Non-Executive Director of the Company. Accordingly, Mr Pamensky resigns as a Director at the Meeting and, being eligible, seeks approval to be elected as a Director pursuant to Resolution 2.

If elected, Mr Pamensky is not considered to be an independent Director, as Mr Pamensky is also company secretary of the Company.

On 20 May 2021, Mr Garry Browne AM was appointed as a Non-Executive Director of the Company. Accordingly, Mr Browne resigns as a Director at the Meeting and, being eligible, seeks approval to be elected as a Director pursuant to Resolution 3.

If elected, Mr Browne is considered to be an independent Director.

Mr Ian Pamensky

Ian is highly experienced governance and financial professional. Ian has over 24 years' experience working across a wide range of industries, from audit and funds management to mining. He has worked with a range of clients, from small family businesses to SME and ASX listed entities.

Mr Garry Browne AM

Mr Browne has more than 40 years' senior management and board experience across government, not-for-profit and corporate entities, including as the former CEO and current Chair of FMCG company Stuart Alexander & Co. He is also the Chair of hospitality platform Barcats and the UNSW International House Residential College.

Mr Browne has a Bachelor of Business from the University of Technology, Sydney, and has completed the Owner/President Management Program at Harvard Business School.

Board recommendation

Resolution 2 is an ordinary resolution.

The Board (other than Mr Pamensky) supports the election of Mr Pamensky and accordingly recommends that Shareholders vote in favour of Resolution 2. The Directors consider Mr Pamensky's skills and experience are valuable to the Board's existing skills and experience.

Resolution 3 is an ordinary resolution.

The Board (other than Mr Browne) supports the election of Mr Browne and accordingly recommends that Shareholders vote in favour of Resolution 3. The Directors consider Mr Browne's skills and experience are valuable to the Board's existing skills and experience.

6. Resolution 4 – Ratification of prior issue of Placement Shares – October 2020

On 19 October 2020, the Company announced that it had received binding commitments for a placement to raise approximately \$7.067 million before costs (**Placement**) by the issue of up to 28,268,000 Shares at \$0.25 each to sophisticated and professional investors (**Placement Participants**).

On 28 October 2020, the Company issued 25,068,000 Shares pursuant to the Placement to Placement Participants who are not related parties of the Company (**Placement Shares**) using the Company's placement capacity under Listing Rule 7.1 to raise \$6,267,000 (before costs).

The Company is seeking Shareholder approval pursuant to Resolution 5(a)-(b) for the issue of an additional 3,200,000 Shares on the same terms as the Placement Shares, to SIBF and Bernie Brookes.

Resolution 4 seeks the approval of Shareholders to ratify the issue of the Placement Shares under and for the purposes of Listing Rule 7.4.

6.1 **Listing Rules 7.1 and 7.4**

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

The issue of the Placement Shares does not fit within any of the exceptions to Listing Rule 7.1 and, as it has not yet been approved by Shareholders, effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further Equity Securities without Shareholder approval under that Listing Rule for the 12 month period following the issue of the Placement Shares.

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of Equity Securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the company's capacity to issue further Equity Securities without shareholder approval under Listing Rule 7.1.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

To this end, Resolution 4 seeks Shareholder approval to the issue of 25,068,000 Placement Shares under and for the purposes of Listing Rule 7.4.

If Resolution 4 is passed, the issue of the Placement Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the issue of the Placement Shares.

If Resolution 4 is not passed, the Placement Shares will be included in the Company's 15% limit under Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue or agree to issue without obtaining Shareholder approval over the 12 month period following the issue of those Placement Shares.

6.2 **Specific information required by Listing Rule 7.5**

Under and for the purposes of Listing Rule 7.5, the following information is provided in relation to the ratification of the issue of the Placement Shares:

- (a) the Placement Shares were issued to the Placement Participants, being sophisticated and professional investors to whom a disclosure document does not need to be provided under the Corporations Act, none of whom is a related party of the Company. The Company is seeking Shareholder approval separately for a Director (Mr Doron Eldar) and substantial Shareholder (SIBF) to participate in the Placement, under Resolution 5(a)-(b). Bell Potter acted as lead manager to the Placement. The

Placement Participants are existing contacts of the Company (including existing Shareholders) and clients of the Lead Manager. The Lead Manager identified investors through a bookbuild process, which involved the Lead manager seeking expressions of interest to participate in the capital raising from non-related parties of the Company. The Placement Participants are not considered to be Material Investors;

- (b) a total of 25,068,000 Placement Shares were issued on 28 October 2020;
- (c) the Placement Shares are fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue;
- (d) the Placement Shares were issued at \$0.25 per Share;
- (e) the proceeds from the issue of the Placement Shares are intended to be used towards:
 - (i) the Company's marketing plan and PR campaign;
 - (ii) establishment of a distribution network;
 - (iii) delivery of current in-place contracts; and
 - (iv) proof of concept costs for new business,as well as for costs of the Placement and general working capital;
- (f) there are no additional material terms with respect to the agreements for the issue of the Placement Shares; and
- (g) a voting exclusion statement is included in the Notice.

6.3 Board recommendation

Resolution 4 is an ordinary resolution.

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

7. Resolution 5(a)-(b) - Approval to issue Placement Shares to SIBF and Mr Bernie Brookes (a Director)

7.1 General

Director, Bernie Brookes and SIBF (together, the **Participants**) each wish to participate in the Placement the subject of Resolution 4, subject to Shareholder approval being obtained (**Participation**).

SIBF is a substantial holder (10%+) in the Company and has nominated Mr Eldar to the Board of the Company. Mr Brookes is a Director of the Company.

Resolution 5(a)-(b) seek Shareholder approval for the issue of:

- (a) 2.6 million Shares to SIBF (or its nominees) to raise \$650,000 (before costs) (Resolution 5(a)); and
- (b) 600,000 Shares to Mr Brookes (or his nominees) to raise \$150,000 (before costs) (Resolution 5(b)),

arising from their participation in the Placement (**Participation**) under and for the purposes of Listing Rule 10.11.

7.2 Listing Rule 10.11

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue Equity Securities to:

- (a) a related party (Listing Rule 10.11.1);
- (b) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial holder (30%+) in the company (Listing Rule 10.11.2);
- (c) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial holder (10%+) in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so (Listing Rule 10.11.3);
- (d) an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3 (Listing Rule 10.11.4); or
- (e) a person whose relation with the company or a person referred to in Listing Rule 10.11.1 or 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders (Listing Rule 10.11.5),

unless it obtains the approval of its shareholders.

The proposed issues of Shares to the Participants (or their respective nominees) fall within Listing Rules 10.11.1 and 10.11.3 and do not fall within any of the exceptions in Listing Rule 10.12. They therefore require the approval of Shareholders under Listing Rule 10.11.

The Resolutions which form Resolution 5 seek the required Shareholder approval to the proposed issues of Placement Shares to the Participants under and for the purposes of Listing Rule 10.11.

If the Resolutions which form Resolution 5 are passed, the Company will be able to proceed with the issue of Placement Shares to the Participants (or their respective nominees) and the Company will raise a total of \$800,000 (before costs).

If the Resolutions which form Resolution 5 are not passed, the Company will not be able to proceed with the issues of Placement Shares to the Participants (or their respective nominees) and the Company may need to raise additional funds from other third party investors. There can be no assurance that additional finance will be available when needed or, if available, that the terms of the financing will be favourable to the Company.

As Shareholder approval is sought under Listing Rule 10.11, approval for Resolution 5(a)-(b) under Listing Rule 7.1 is not required. Accordingly, the issue of Placement Shares to the Participants will not be included under the Company's 15% annual placement capacity pursuant to Listing Rule 7.1.

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

Under and for the purposes of Listing Rule 10.13, the following information is provided in relation to the proposed Participation:

- (a) the Shares will be issued to SIBF and Director, Mr Bernie Brookes (or their respective nominees);
- (b) SIBF is a substantial holder (10%+) in the Company and has nominated a Director to the Board (being Mr Doron Eldar, who was appointed on 15 January 2020). Accordingly, SIBF falls into the category stipulated in Listing Rule 10.11.3. Mr Brookes is a related party of the Company by virtue of being a Director and falls into the category stipulated by Listing Rule 10.11.1. In the event the Placement Shares are issued to a nominee of a Related Party Participant, that person will fall into the category stipulated by Listing Rule 10.11.4;
- (c) the maximum number of Placement Shares to be issued to the Participants is 3.2 million, in the following proportions:
 - (i) 2.6 million Placement Shares to SIBF (or its nominee(s)); and
 - (ii) 600,000 Placement Shares to Mr Brookes (or his nominee(s));
- (d) the Placement 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;
- (e) the Placement Shares will be issued to the Participants (or their respective nominees) no later than one 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);
- (f) the issue price will be \$0.25 per Share, being the same issue price as all other Shares issued under the Placement;
- (g) the funds raised will be used for the same purposes as all other funds raised under the Placement (as set out in Section 6.2(e));
- (h) the Participation is not intended to remunerate or incentivise the Participants;
- (i) there are no additional material terms with respect to the agreements for the proposed issue of the Placement Shares; and
- (j) a voting exclusion statement is included in the Notice.

7.4 **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 Participation will result in the issue of Shares which constitutes giving a financial benefit and Mr Brookes is a related party of the Company by virtue being a Director.

The Board considers that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the Participation because the Shares will be issued to Participants on the same terms as Shares issued to all other participants in the Placement and as such the giving of the financial benefit is on arm's length terms.

7.5 Board recommendation

Resolution 5(a) and (b) are each ordinary resolutions.

The Board (other than Messrs Eldar and Brookes, who each have a personal interest in the outcome of the Resolutions) recommends that Shareholders vote in favour of Resolution 5.

8. Resolution 6 – Ratification of prior agreement to issue Options to UEG

8.1 General

On 11 May 2020, the Company announced that Dotz Israel had entered into a binding conditional supply and distribution agreement with UEG (**UEG Agreement**) pursuant to which UEG is contracted to purchase 100 million of the Company's unique anti-counterfeiting, tracing and authenticating Validotz™ products. The material terms of the UEG Agreement are as follows:

- (a) **Supply terms:** UEG is contracted to purchase 100 million Validotz™ products. The initial order is for the Validotz™ products to be applied to 30 million masks (**Phase 1**) with a follow up order of up to 70 million masks (subject to customer demand).
- (b) **Consideration:** UEG will pay the Company US\$0.01 for each unit of product purchased, with 15% of the Phase 1 order payable within 7 days of signing the UEG Agreement, 35% payable upon shipping the goods and 50% upon receipt of the goods in UEG's factory.
- (c) **Distribution terms:** As part of the UEG Agreement, UEG is to become the sole and exclusive distributor of face masks, medical gowns, medical gloves and other medical protective gear for the Company in South Africa and China for a period of 2 years. In consideration for these services, the Company must grant UEG 3 million unquoted Options on the terms set out in Schedule 2 (**UEG Options**). To date, the Company has issued 1,500,000 of the 3 million Options to UEG under its Listing Rule 7.1 placement capacity.
- (d) **Intellectual property:** The parties agree that all intellectual property and associated goodwill are the sole property of the Company and UEG's rights in respect of the Company's products are limited to exclusive marketing rights in the nominated territories.
- (e) **Termination:** Either party may terminate the Agreement:

- (i) upon 180 days' written notice; or
- (ii) where the other party materially breaches the terms of the Agreement and the breach remains unremedied within 30 days of such notice, or is incapable of being remedied.

The UEG Agreement contains additional provisions, including provisions relating to confidentiality and indemnification which are considered standard for agreements of this nature.

Resolution 6 seeks Shareholder approval to ratify the agreement to issue the balance of 1,500,000 Options (**UEG Options**) to UEG (or its nominees) under and for the purposes of Listing Rule 7.4.

8.2 Listing Rules 7.1 and 7.4

A summary of Listing Rules 7.1 and 7.4 is contained in Section 6.1 above.

The UEG Agreement does not fit within any of the exceptions to Listing Rule 7.1 and, as it has not yet been approved by Shareholders, effectively uses up part of the Company's 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further Equity Securities without Shareholder approval under that Listing Rule for the 12 month period following the issue of the UEG Options.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

To this end, Resolution 6 seeks Shareholder approval to the agreement to issue the UEG Options under and for the purposes of Listing Rule 7.4.

If Resolution 6 is passed, the agreement to issue the UEG Options will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the agreement to issue of the UEG Options.

If Resolution 6 is not passed, the agreement to issue the UEG Options will be included in the Company's 15% limit under Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue or agree to issue without obtaining Shareholder approval over the 12 month period following the agreement to issue of those UEG Options.

8.3 Specific information required by Listing Rule 7.5

Under and for the purposes of Listing Rule 7.5, the following information is provided in relation to the ratification of the issue of the UEG Options:

- (a) the Company has agreed to issue 3 million Options (of which, 1,500,000 have been issued, being the Prior UEG Options the subject of Resolution 7, as discussed in Section 9.3(a) below) to UEG (or its nominees), none of whom are a related party of the Company;
- (b) the UEG Options will be exercisable at \$0.048 each on or before 11 May 2023 and will otherwise be issued on the terms and conditions in Schedule 2;

- (c) the UEG Options will be issued for nil cash consideration in lieu of the payment of fees in consideration for distribution services to be provided by UEG to the Company. Accordingly, no funds will be raised from the issue;
- (d) a summary of the material terms of the UEG Agreement is set out in Section 8.1 above; and
- (e) a voting exclusion statement is included in the Notice.

8.4 **Board recommendation**

Resolution 6 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 6.

9. **Resolution 7 – Ratification of prior issue of Options to UEG**

9.1 **General**

On each of 11 May 2020, 6 November 2020, 17 March 2021 and 26 May 2021 respectively, the Company issued UEG (or its nominees) 375,000 Options (1,500,000 Options in total) pursuant to the UEG Agreement detailed in Section 8.1 above (**Prior UEG Options**).

The Prior UEG Options were issued within the 15% limit permitted under Listing Rule 7.1

Resolution 7 seeks the approval of Shareholders to ratify the issue of the Prior UEG Options under and for the purposes of Listing Rule 7.4.

9.2 **Listing Rules 7.1 and 7.4**

Summaries of Listing Rules 7.1 and 7.4 are contained in Section 6.1 above.

The issue of Prior UEG Options does not fit within any of the exceptions to Listing Rule 7.1 and, as it has not yet been approved by Shareholders, effectively uses up part of the Company's 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further Equity Securities without Shareholder approval under that Listing Rule for the 12 month period following the issue of the Prior UEG Options.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

To this end, Resolution 7 seeks Shareholder approval to the issue of the Prior UEG Options under and for the purposes of Listing Rule 7.4.

If Resolution 7 is passed, the issue of the Prior UEG Options will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the issue of the Prior UEG Options.

If Resolution 7 is not passed, the Prior UEG Options will be included in the Company's 15% limit under Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue or agree to issue without obtaining Shareholder approval over the 12 month period following the issue of those Prior UEG Options.

9.3 Specific information required by Listing Rule 7.5

Under and for the purposes of Listing Rule 7.5, the following information is provided in relation to the ratification of the issue of the Prior UEG Options:

- (a) a total of 1,500,000 Prior UEG Options were issued in four equal tranches of 375,000 Prior UEG Options on 11 May 2020, 6 November 2020, 17 March 2021 and 26 May 2021 respectively to a nominee of UEG, Universal Exports Group Ltd;
- (b) the Prior UEG Options are exercisable at \$0.048 each on or before 11 May 2023 and were otherwise issued on the terms and conditions set out in Schedule 2;
- (c) the Prior UEG Options were issued for nil cash consideration, in lieu of the payment of fees in consideration for distribution services to be provided by UEG to the Company. Accordingly, no funds were raised from the issue;
- (d) the Prior UEG Options were issued in accordance with the UEG Agreement, a summary of the material terms of which is set out in Section 8.1 above; and
- (e) a voting exclusion statement is included in the Notice.

9.4 Board recommendation

Resolution 7 is an ordinary resolution.

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

10. Resolution 8 – Approval to issue Options to V2Tech Distributors

10.1 General

On 4 August 2020, the Company announced that Dotz Israel had entered into a binding conditional supply and distribution agreement with V2Tech (**V2Tech Agreement**) pursuant to which the Company will mark 30 million Australian medical face masks with its ValiDotz™ security taggants, ensuring authenticity and preventing fraud.

The material terms of the V2Tech Agreement are as follows:

- (a) **Supply terms:** The Company will supply V2Tech with 30 million of the Company's ValiDotz™ security markers and geo-specified tamper-proof stickers with encrypted QR codes (**Technology**) to be applied to 30 million masks for the Australian health sector, government and retailers (**Initial Order**). V2Tech (together with the manufacturer of the masks) is responsible for integrating the Company's marking units to the masks and for the masks' quality and track & trace implementation.

- (b) **Consideration:** V2Tech will pay the Company AU\$528,000 to supply the Initial Order. 5% of the contract value is payable within 30 days of signing the V2Tech Agreement and the balance payable within 45 days of the product clearing Australian customs and passing QA inspection by V2Tech. Subsequently on 29 January 2021 the Company announced that, during 2020, it received \$26,000 from V2Tech for the initial order that was delivered. The Company is now expecting that the balance of the contract will be realized during 2021.
- (c) **Distribution terms:** As part of the V2Tech Agreement, V2Tech is to become the sole and exclusive distributor of the Technology in Australia and New Zealand (provided agreed annual sales targets are met) for a period of 2 years. In consideration for these services, the Company must grant V2Tech 1.5 million unquoted Options on the terms set out in Schedule 2 (**V2Tech Options**), subject to Shareholder approval.
- (d) **Intellectual property:** The parties agree that all intellectual property and associated goodwill are the sole property of the Company and V2Tech's rights in respect of the Technology are limited to exclusive marketing rights in Australia and New Zealand.
- (e) **Term and termination:** The term of the V2Tech Agreement will automatically renew for a further term of 1 year (**Further Term**) on V2Tech meeting the performance obligations under the V2Tech Agreement. During the Further Term, either party may terminate the Agreement:
 - (i) upon 180 days' written notice; or
 - (ii) immediately, where the other party materially breaches the terms of the Agreement and the breach remains unremedied within 30 days of such notice, or is incapable of being remedied.

The V2Tech Agreement contains additional provisions, including provisions relating to confidentiality and indemnification, limitation of liability and dispute resolution which are considered standard for agreements of this nature.

Resolution 8 seeks Shareholder approval for the issue of the V2Tech Options to V2Tech (or its nominees) under and for the purposes of Listing Rule 7.1.

10.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is contained in Section 6.1 above.

While the proposed issue does not exceed the Company's 15% limit under Listing Rule 7.1 and can therefore be made without breaching that rule, the issue is subject to Shareholder approval pursuant to the terms of the V2Tech Agreement. It therefore requires the approval of Shareholders under Listing Rule 7.1.

To this end, Resolution 8 seeks the required Shareholder approval to the issue of the V2Tech Options under and for the purposes of Listing Rule 7.1.

If Resolution 8 is passed, the Company will be able to proceed with the issue of the V2Tech Options and the issue will be excluded from the calculation of the number of Equity Securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 8 is not passed, the Company will not be able to proceed with the issue of the V2Tech Options and the Company may be required to reach an alternative agreement with

V2Tech for the distribution services, which is likely to involve incentivising V2Tech by the payment of cash.

10.3 Specific information required by Listing Rule 7.3

Under and for the purposes of Listing Rule 7.3, the following information is provided in relation to the proposed issue of the V2Tech Options:

- (a) a maximum of 1.5 million V2Tech Options will be issued to V2Tech (or its nominees), none of whom is a Material Investor or a related party of the Company;
- (b) the V2Tech Options will be exercisable at \$0.23 each on or before 4 August 2023 and will otherwise be issued on the terms and conditions set out in Schedule 2;
- (c) the V2Tech Options will be issued no later than three months after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules);
- (d) the V2Tech Options will be issued for nil cash consideration in lieu of the payment of fees in consideration for distribution services to be provided by V2Tech to the Company. Accordingly, no funds will be raised from the issue;
- (e) a summary of the material terms of the V2Tech Agreement is set out in Section 10.1 above; and
- (f) a voting exclusion statement is included in the Notice.

10.4 Board recommendation

Resolution 8 is an ordinary resolution.

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

11. Resolution 9 – Approval to issue Options to TT Medical

11.1 General

On 28 August 2020, the Company announced that Dotz Israel had entered into a supply agreement with TT Medical Group (a Turkish company) pursuant to which the Company will supply its anti-counterfeiting and tracing capabilities for face masks and other PPE equipment in Turkey, Italy, Cyprus, Ghana, United Arab Emirates, Qatar, Saudi Arabia and Egypt (**Supply Agreement**).

In connection with the Supply Agreement, the Company entered into a separate distribution agreement with TT Medical UAE (**TT Medical**) to cover the UAE, Qatar, Saudi Arabia and Egypt PPE markets (**Territory**) (**TT Medical Agreement**).

The material terms of the TT Medical Agreement are as follows:

- (a) **Distribution terms:** TT Medical is to become the sole and exclusive distributor of the Company's branded marking units for face masks (**Technology**) in the Territory for a

period of 3 years. TT Medical agrees to assist the Company in becoming the standard of anti-counterfeiting facemask in the Territory and to promote deals in the volume of hundreds of millions of face masks. TT Medical commits to a minimum sales volume of \$250,000 in the Territory to maintain exclusivity rights.

In consideration for these distribution services, the Company must grant TT Medical 4 million unquoted Options on the terms set out in Schedule 2 (**TT Medical Options**), subject to Shareholder approval.

- (b) **Intellectual property:** The parties agree that all intellectual property and associated goodwill are the sole property of the Company and TT Medical's rights in respect of the Technology are limited to exclusive marketing rights in the Territory.
- (c) **Term and termination:** The term of the TT Medical Agreement will automatically renew for a further term of 1 year (**Further Term**) on TT Medical meeting the performance obligations under the TT Medical Agreement. During the Further Term, either party may terminate the Agreement:
 - (i) upon 180 days' written notice; or
 - (ii) immediately, where the other party materially breaches the terms of the Agreement and the breach remains unremedied within 30 days of such notice, or is incapable of being remedied.

The TT Medical Agreement contains additional provisions, including provisions relating to confidentiality and indemnification, limitation of liability and dispute resolution which are considered standard for agreements of this nature.

Resolution 9 seeks Shareholder approval for the issue of the TT Medical Options to TT Medical (or its nominees) under and for the purposes of Listing Rule 7.1.

11.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is contained in Section 6.1 above.

While the proposed issue does not exceed the Company's 15% limit under Listing Rule 7.1 and can therefore be made without breaching that rule, the issue is subject to Shareholder approval pursuant to the terms of the TT Medical Agreement. It therefore requires the approval of Shareholders under Listing Rule 7.1.

To this end, Resolution 9 seeks the required Shareholder approval to the issue of the TT Medical Options under and for the purposes of Listing Rule 7.1.

If Resolution 9 is passed, the Company will be able to proceed with the issue of the TT Medical Options and the issue will be excluded from the calculation of the number of Equity Securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 9 is not passed, the Company will not be able to proceed with the issue of the TT Medical Options and the Company may be required to reach an alternative agreement with TT Medical for the distribution services, which is likely to involve incentivising TT Medical by the payment of cash.

11.3 Specific information required by Listing Rule 7.3

Under and for the purposes of Listing Rule 7.3, the following information is provided in relation to the proposed issue of the TT Medical Options:

- (a) a maximum of 4 million TT Medical Options will be issued to TT Medical (or its nominees), none of whom is a Material Investor or a related party of the Company;
- (b) the TT Medical Options will be exercisable at \$0.252 each (being a 40% premium to the closing Share price on 25 August 2020) on or before 25 November 2023 and will otherwise be issued on the terms and conditions set out in Schedule 2;
- (c) the TT Medical Options will be issued no later than three months after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules);
- (d) the TT Medical Options will be issued for nil cash consideration in lieu of the payment of fees in consideration for distribution services to be provided by TT Medical to the Company. Accordingly, no funds will be raised from the issue;
- (e) a summary of the material terms of the TT Medical Agreement is set out in Section 11.1 above; and
- (f) a voting exclusion statement is included in the Notice.

11.4 Board recommendation

Resolution 9 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 9.

12. Resolution 10 – Ratification of prior issue of Options to Ben Hur Holdings

12.1 General

On 16 October 2020, Dotz Israel entered into a services agreement with B.H Ben Hur Holdings pursuant to which Ben Hur agrees to provide certain technical services to the Company (**Ben Hur Agreement**).

The material terms of the Ben Hur Agreement are as follows:

- (a) **Services:** Ben Hur undertakes to provide the Company with various services, including lab services, research and development support, evaluation of alternative COVID-19 diagnostic technologies and provision of lap equipment and testing facilities for a period of 8 months on and from 16 October 2020 (**Term**).
- (b) **Consideration:** In consideration for the services provided by Ben Hur, the Company must issue to Ben Hur (or its nominees):
 - (i) 100,000 Options exercisable at \$0.05 each (escrowed until 16 January 2021) (**Tranche 1 Ben Hur Options**); and

- (ii) (in consideration for 8 months of completed services) 400,000 Options exercisable at \$0.30 each, vesting monthly in equal instalments of 50,000 Options for each month of the Term completed (**Tranche 2 Ben Hur Options**),

(together, the **Ben Hur Options**) on or before the date falling 2 years from the date of grant and otherwise on the terms and conditions (including vesting terms) set out in Schedule 2. The Ben Hur Options were issued on 12 November 2020.

The Ben Hur Agreement contains additional provisions, including provisions relating to confidentiality, intellectual property and non-competition which are considered standard for agreements of this nature.

The Ben Hur Options were issued within the 15% limit permitted under Listing Rule 7.1, without the need for Shareholder approval.

Resolution 10 seeks the approval of Shareholders to ratify the issue of the Ben Hur Options under and for the purposes of Listing Rule 7.4.

12.2 Listing Rules 7.1 and 7.4

A summary of Listing Rules 7.1 and 7.4 is contained in Section 6.1 above.

The issue of the Ben Hur Options does not fit within any of the exceptions to Listing Rule 7.1 and, as it has not yet been approved by Shareholders, effectively uses up part of the Company's 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further Equity Securities without Shareholder approval under that Listing Rule for the 12 month period following the issue of the Ben Hur Options.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

To this end, Resolution 10 seeks Shareholder approval to the issue of the Ben Hur Options under and for the purposes of Listing Rule 7.4.

If Resolution 10 is passed, the issue of the Ben Hur Options will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the issue of the Ben Hur Options.

If Resolution 10 is not passed, the Ben Hur Options will be included in the Company's 15% limit under Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue or agree to issue without obtaining Shareholder approval over the 12 month period following the issue of those Ben Hur Options.

12.3 Specific information required by Listing Rule 7.5

Under and for the purposes of Listing Rule 7.5, the following information is provided in relation to the ratification of the issue of the Ben Hur Options:

- (a) a total of:
 - (i) 100,000 Tranche 1 Ben Hur Options; and

(ii) 400,000 Tranche 2 Ben Hur Options,

were issued to Ben Hur (or his nominees) on 12 November 2020, none of whom is a Material Investor or a related party of the Company;

- (b) the Ben Hur Options were issued on the terms and conditions set out in Schedule 2;
- (c) the Ben Hur Options were issued for nil cash consideration in lieu of the payment of fees in consideration for services to be provided by Ben Hur to the Company. Accordingly, no funds were raised from the issue;
- (d) a summary of the material terms of the Ben Hur Agreement is set out in Section 12.1 above; and
- (e) a voting exclusion statement is included in the Notice.

12.4 Board recommendation

Resolution 10 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 10.

13. Resolution 11 – Ratification of issue of Consultant Options – Mr Ricky Neumann

13.1 General

On 18 May 2020, the Company entered into an agreement with Mr Ricky Neumann (**Consultant**) for the provision of consulting services in connection with the development of a corporate retail strategy for the Company and preparation of marketing materials (**Services**) (**Neumann Consulting Agreement**). In consideration for the Services, the Company agrees to issue 1.35 million Options (**Neumann Options**) to the Consultant (or its nominee), subject to Shareholder approval. A summary of the material terms of the Neumann Consulting Agreement is set out at Section 13.4 below.

The Neumann Options were issued within the 15% limit permitted under Listing Rule 7.1, without the need for Shareholder approval.

Resolution 11 seeks the approval of Shareholders to ratify the issue of the Neumann Options under and for the purposes of Listing Rule 7.4.

13.2 Listing Rules 7.1 and 7.4

A summary of Listing Rules 7.1 and 7.4 is contained in Section 6.1 above.

The issue of the Neumann Options does not fit within any of the exceptions to Listing Rule 7.1 and, as it has not yet been approved by Shareholders, effectively uses up part of the Company's 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further Equity Securities without Shareholder approval under that Listing Rule for the 12 month period following the issue of the Neumann Options.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

To this end, Resolution 11 seeks Shareholder approval to the issue of the Neumann Options under and for the purposes of Listing Rule 7.4.

If Resolution 11 is passed, the issue of the Neumann Options will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the issue of the the Neumann Options.

If Resolution 11 is not passed, the Neumann Options will be included in the Company's 15% limit under Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue or agree to issue without obtaining Shareholder approval over the 12 month period following the issue of those Neumann Options.

13.3 Specific information required by Listing Rule 7.5

Under and for the purposes of Listing Rule 7.5, the following information is provided in relation to the issue of the Neumann Options:

- (a) a total of 1.35 million Neumann Options were issued to the Consultant (or his nominees), none of whom is a Material Investor or a related party of the Company;
- (b) the Neumann Options were issued on the terms and conditions in Schedule 2;
- (c) the Neumann Options were issued for nil cash consideration, in consideration for the Services provided by the Consultant to the Company. Accordingly, no funds will be raised from the issue;
- (d) a summary of the material terms of the Neumann Consulting Agreement is set out at Section 13.4 below; and
- (e) a voting exclusion statement is included in the Notice.

13.4 Summary of material terms of the Neumann Consulting Agreement

The material terms of the Neumann Consulting Agreement are as follows:

- (a) **Engagement:** The Consultant is appointed as the Australian retail consultant to the Company.
- (b) **Services:** The Consultant will report to the CEO and provide the following Services:
 - (i) promote and bring opportunities to the Company through the development of a corporate retail strategy; and
 - (ii) work with the CEO and the Board to develop a retail corporate and marketing strategy and work with the Company's corporate advisers on preparing marketing material for retail.
- (c) **Term:** The Engagement commences on 18 May 2020 and continues for 12 months (**Term**).

- (d) **Consideration:** In consideration for the Services, the Company agrees to issue the Neumann Options to the Consultant (or its nominee), subject to Shareholder approval.
- (e) **Termination:** The Neumann Consulting Agreement may be terminated:
 - (i) immediately by either party if there is a material breach of the Neumann Consulting Agreement;
 - (ii) without cause, with 1 month's written notice at any time during the Term; and
 - (iii) by the Consultant if it does not receive the Neumann Options within 30 days of the date of the Neumann Consulting Agreement.

The Neumann Consulting Agreement contains additional provisions, including provisions relating to confidentiality and indemnity which are considered standard for agreements of this nature.

13.5 Board recommendation

Resolution 11 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 11.

14. Resolution 12 – Ratification of prior issue of Consultant Securities – Zinniah Group Limited

14.1 General

On 20 August 2020, the Company issued Zinniah Group Limited (**Zinniah Group**) (**Consultant**) (or its nominees):

- (a) 1.5 million Shares at a deemed issue price of \$0.18 per Share (being the closing Share price on 19 August 2020);
- (b) 500,000 unquoted Options exercisable at \$0.12 each, vesting on 30 June 2021 and expiring on 31 December 2022 (**Tranche 1 Options**); and
- (c) 500,000 unquoted Options exercisable at \$0.15 each, vesting on 31 December 2021 and expiring on 31 December 2022 (**Tranche 2 Options**),

(together, the **Anubis Capital Securities**) in consideration for past consulting and capital raising services provided by Anubis Capital to the Company (**Services**). The Anubis Capital Securities were issued in accordance with a letter deed dated 20 August 2020 entered into between the Company, Anubis Capital and others (**Anubis Capital Consulting Agreement**), a summary of the material terms of which are set out at Section 14.4 below.

The Anubis Capital Securities were issued within the 15% limit permitted under Listing Rule 7.1, without the need for Shareholder approval.

Resolution 12 seeks the approval of Shareholders to ratify the issue of the Anubis Capital Securities under and for the purposes of Listing Rule 7.4.

14.2 Listing Rules 7.1 and 7.4

Summaries of Listing Rules 7.1 and 7.4 are contained in Section 6.1 above.

The issue of the Anubis Capital Securities does not fit within any of the exceptions to Listing Rule 7.1 and, as it has not yet been approved by Shareholders, effectively uses up part of the Company's 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further Equity Securities without Shareholder approval under that Listing Rule for the 12 month period following the issue of the Anubis Capital Securities.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

To this end, Resolution 12 seeks Shareholder approval to the issue of the Anubis Capital Securities under and for the purposes of Listing Rule 7.4.

If Resolution 12 is passed, the issue of the Anubis Capital Securities will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the issue of the Anubis Capital Securities.

If Resolution 12 is not passed, the Anubis Capital Securities will be included in the Company's 15% limit under Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue or agree to issue without obtaining Shareholder approval over the 12 month period following the issue of those Anubis Capital Securities.

14.3 Specific information required by Listing Rule 7.5

Under and for the purposes of Listing Rule 7.5, the following information is provided in relation to the ratification of the issue of the Anubis Capital Securities:

- (a) a total of:
 - (i) 1.5 million Shares;
 - (ii) 500,000 Tranche 1 Options; and
 - (iii) 500,000 Tranche 2 Options,were issued to Zinniah Group Limited who is not a Material Investor or a related party of the Company;
- (b) the Shares issued are fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue. The Tranche 1 Options and Tranche 2 Options were issued on the terms and conditions set out in Schedule 2;
- (c) the Anubis Capital Securities were issued for nil cash consideration, in consideration for the Services provided by the Consultant to the Company. Accordingly, no funds were raised from the issue;

- (d) the Anubis Capital Securities were issued in accordance with the Anubis Capital Consulting Agreement, a summary of the material terms of which are set out at Section 14.4 below; and
- (e) a voting exclusion statement is included in the Notice.

14.4 Summary of material terms of the Anubis Capital Consulting Agreement

The material terms of the Anubis Capital Consulting Agreement are as follows:

- (a) **Consideration:** In consideration for Anubis Capital and others entering into the Anubis Capital Consulting Agreement, the Company agrees to:
 - (i) pay Anubis Capital (or its nominee) \$30,000 within 14 days of the Company completing its next capital raising (**Capital Raising**) (now paid); and
 - (ii) issue the Anubis Capital Securities contemporaneously with the issue of any securities pursuant to the Capital Raising.
- (b) **Services:** The services provided by Anubis Capital to the Company included consulting services and assistance with past capital raisings by the Company.

The Anubis Capital Consulting Agreement contains additional provisions, including provisions relating to warranties and confidentiality which are considered standard for agreements of this nature.

14.5 Board recommendation

Resolution 12 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 12.

15. Resolution 13 – Ratification of prior issue of Adviser Options – Market Eye

15.1 General

On 19 October 2020, the Company issued Market Eye (**Consultant**) (or its nominees) 5 million unquoted Options exercisable at \$0.375 each on or before 19 October 2023 (**Market Eye Options**) in accordance with a corporate advisory mandate dated 12 October 2020 between the Company and Market Eye for the provision of strategic capital markets advice (**Market Eye Mandate**). A summary of the material terms of the Market Eye Mandate is set out at Section 15.4 below.

The Market Eye Options were issued within the 15% limit permitted under Listing Rule 7.1, without the need for Shareholder approval.

Resolution 13 seeks the approval of Shareholders to ratify the issue of the Market Eye Options under and for the purposes of Listing Rule 7.4.

15.2 Listing Rules 7.1 and 7.4

Summaries of Listing Rules 7.1 and 7.4 are contained in Section 6.1 above.

The issue of the Market Eye Options does not fit within any of the exceptions to Listing Rule 7.1 and, as it has not yet been approved by Shareholders, effectively uses up part of the Company's 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further Equity Securities without Shareholder approval under that Listing Rule for the 12 month period following the issue of the Market Eye Options.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

To this end, Resolution 13 seeks Shareholder approval to the issue of the Market Eye Options under and for the purposes of Listing Rule 7.4.

If Resolution 13 is passed, the issue of the Market Eye Options will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the issue of the Market Eye Options.

If Resolution 13 is not passed, the Market Eye Options will be included in the Company's 15% limit under Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue or agree to issue without obtaining Shareholder approval over the 12 month period following the issue of those Market Eye Options.

15.3 Specific information required by Listing Rule 7.5

Under and for the purposes of Listing Rule 7.5, the following information is provided in relation to the ratification of the issue of the Market Eye Options:

- (a) a total of 5 million Market Eye Options were issued to a nominee of Market Eye, Ketom Pty Ltd as trustee for the Bechler Family Trust none of whom are a Material Investor or a related party of the Company;
- (b) the Market Eye Options were escrowed until 19 April 2021 and were otherwise issued on the terms and conditions set out in Schedule 2;
- (c) the Market Eye Options were issued for nil cash consideration, in consideration for the Services provided by Market Eye to the Company. Accordingly, no funds were raised from the issue;
- (d) the Market Eye Options were issued in accordance with the Market Eye Mandate, a summary of the material terms of which are set out at Section 15.4 below; and
- (e) a voting exclusion statement is included in the Notice.

15.4 Summary of material terms of the Market Eye Mandate

The material terms of the Market Eye Mandate are as follows:

- (a) **Services:** Market Eye was engaged to act as the exclusive independent corporate adviser to the Company in relation to the Company's capital raising the subject of Resolution 4, completed in October 2020 (**Capital Raising**) (**Services**).
- (b) **Consideration:** In consideration for the Services, the Company agrees to:
 - (i) pay a corporate advisory fee of 2% of the gross proceeds raised under the Capital Raising (excluding on funds (if any) raised from SIBF and its affiliates and Directors of the Company) (**Gross Proceeds**); and
 - (ii) issue to Market Eye (or its nominees) 2 Options exercisable at a 50% premium to the Capital Raising price for every \$1 of Gross Proceeds raised, as follows:
 - (A) 2 million Options to be issued on completion of the Capital Raising;
 - (B) an additional 1 million Options to be issued if Gross Proceeds are at least \$3 million; and
 - (C) an additional 2 million Options if Gross Proceeds are at least \$5 million,and otherwise on the terms and conditions set out in Schedule 2.
- (c) **Term and termination:** The engagement was for an initial period of 6 months or (if shorter), the period until the capital raising successfully completed. Accordingly, the engagement has now terminated.

The Market Eye Mandate contains additional provisions, including provisions relating to conflict of interest, confidential information and indemnity which are considered standard for agreements of this nature.

15.5 Board recommendation

Resolution 13 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 13.

16. Resolution 14(a)-(c) – Approval to issue Plan Options to Australian Directors

16.1 Background

The Company is proposing, subject to obtaining Shareholder approval of Resolution 14(a)-(c), to issue:

- (a) 1,940,000 unquoted Options to Non-Executive Director, Mr Bernie Brookes AO (or his nominees);
- (b) 1,940,000 unquoted Options to Non-Executive Director, Mr Doron Eldar (or his nominees); and

- (c) 955,000 unquoted Options to Non-Executive Director, Mr Ian Pamensky (or his nominees),

under the Company's Employee Securities Incentive Plan (**Plan**) (together, the **Australian Options**).

The Company is in an important stage of development with significant opportunities and challenges in both the near and long-term, and the proposed issue seeks to align the efforts of the Directors in seeking to achieve growth of the Share price and in the creation of Shareholder value. In addition, the Board also believes that incentivising with Australian Options is a prudent means of conserving the Company's available cash reserves. The Board believes it is important to offer these Australian Options to continue to attract and maintain highly experienced and qualified Board members in a competitive market.

16.2 Terms and Conditions of Australian Options

The Australian Options are to be issued under the Plan, the terms of which are summarised in the Company's notice of general meeting, announced on ASX on 31 January 2020.

The Australian Options to be issued to the Directors will be issued on the terms and conditions set out in Schedule 3.

16.3 Listing Rule 10.14

Listing Rule 10.14 provides that a listed company must not permit any of the following persons to acquire Equity Securities under an employee incentive scheme:

- (a) a director of the company (Listing Rule 10.14.1);
- (b) an associate of a director the company (Listing Rule 10.14.2); or
- (c) a person whose relation with the company or a person referred to in Listing Rule 10.14.1 or 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by its shareholders (Listing Rule 10.14.3),

unless it obtains the approval of its shareholders.

The proposed issue of the Australian Options falls within Listing Rule 10.14.1 (or Listing Rule 10.14.2 if a Related Party elects for the Australian Options to be granted to their nominee) and therefore requires the approval of Shareholders under Listing Rule 10.14.

As Shareholder approval is sought under Listing Rule 10.14, approval under Listing Rule 7.1 or 10.11 is not required. Accordingly, the issue of Australian Options will not be included under the Company's 15% annual placement capacity pursuant to Listing Rule 7.1.

Resolution 14(a)-(c) seek the required Shareholder approvals to the proposed issues of Australian Options under and for the purposes of Listing Rule 10.14.

If Resolution 14(a)-(c) are passed, the Company will be able to proceed with the issue of the Australian Options to the Directors (or their respective nominees) and they will be remunerated accordingly based on the achievement of the applicable vesting conditions set out in Schedule 3.

If Resolution 14(a)-(c) are not passed, the Company will not be able to proceed with the issue of the Australian Options to the Directors (or their respective nominees) and the Company may need to consider other forms of incentive remuneration, including by the payment of cash.

16.4 Specific information required by Listing Rule 10.15

Under and for the purposes of Listing Rule 10.15, the following information is provided in relation to the proposed issue of the Australian Options:

- (a) the Australian Options will be issued under the Plan to Messrs Brookes, Eldar and Pamensky (or their respective nominees);
- (b) each of the Directors is a related party of the Company by virtue of being a Director and falls into the category stipulated by Listing Rule 10.14.1. In the event the Australian Options are issued to a nominee of a Director, that person will fall into the category stipulated by Listing Rule 10.14.2;
- (c) the maximum number of Australian Options to be issued to the Directors (or their respective nominees) under the Plan is 4,835,000, in the proportions set out in Section 16.1 above;
- (d) the current total remuneration package for each of the Related Parties as at the date of this Notice are set out below:

Remuneration (per annum)	Mr Bernie Brookes AO¹	Mr Doron Eldar	Mr Ian Pamensky
Salary and fees ²	A\$ 216,000	A\$ 150,000	A\$ 24,000
Incentive payments ³	-	-	-
Leave entitlements	-	-	-
Superannuation	-	-	-
Share-based payments ⁴	-	-	-
TOTAL	A\$ 216,000	A\$ 150,000	A\$ 24,000

Notes:

- 1. Mr Brookes is the interim CEO of the Company.
- 2. These relate to annual director fees in Australian Dollars.
- 3. Figure does not include the issue of the Australian Options the subject of Resolution 14(a)-(c) (inclusive).
- 4. Mr Ian Pamensky also receives AU\$6,000 per month for company secretarial services provided to the Company.
- 5. Oxen 9 Ltd, related to Mr Doron Eldar receives AU\$8,000 per month for advisory services provided to the Company.

- (e) the Directors have not previously been issued Securities under the Plan;

- (f) the Australian Options will be issued on the terms and conditions set out in Schedule 3. The Board considers that Australian Options, rather than Shares, are an appropriate form of incentive on the basis that:
- (i) they reward the Related Parties for continuous service over a 3 year period; and
 - (ii) the Related Parties will only obtain the value of the Australian Options upon satisfaction of the relevant Vesting Condition;
- (g) the Company has obtained an independent valuation conducted by Moore Australia of the Australian Options, using a Black & Scholes valuation model, as set out in Schedule 5, with a summary for each Related Party below:

Director	Value of Australian Options (in AUD)				
	Tranche 1	Tranche 2	Tranche 3	Tranche 4	TOTAL
Mr Bernie Brookes AO	\$122,650	\$118,015	\$118,015	\$85,560	\$444,240
Mr Doron Eldar	\$122,650	\$118,015	\$118,015	\$85,560	\$444,240
Mr Ian Pamensky	\$57,144	\$59,008	\$59,008	\$42,780	\$217,940

- (h) the Australian Options will be issued no later than three years after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules);
- (i) the Australian Options will have an issue price of nil as they will be issued as part of each Related Party's remuneration package;
- (j) a summary of the material terms of the Plan is set out in the Company's notice of general meeting, announced on ASX on 31 January 2020;
- (k) no loan will be provided to the Directors in relation to the issue of the Australian Options;
- (l) details of any Securities issued under the Plan will be published in the annual report of the Company relating to a period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14. Any additional persons covered by Listing Rule 10.14 who become entitled to participate in the Plan after any or all of Resolution 14(a)-(c) (inclusive) are approved and who were not named in the Notice will not participate until approval is obtained under that rule; and
- (m) a voting exclusion statement is included in the Notice.

16.5 Section 200E of the Corporations Act

Under section 200B of the Corporations Act, a company may only give a person a benefit in connection with them ceasing to hold a 'managerial or executive office' (as defined in the

Corporations Act) if an exemption applies or if the benefit is approved by shareholders in accordance with section 200E of the Corporations Act.

The Directors hold 'managerial or executive offices' as their details are included in the Directors' Report by virtue of being Directors.

Under the terms and conditions of the Plan under which the Australian Options the subject of Resolution 14(a)-(c) (inclusive) are proposed to be issued, circumstances in which the early vesting of Plan Options are permitted at the Board's discretion include, amongst other things, termination of a participant's employment, engagement or office with the Company due to death, total or permanent disability, redundancy, resignation, retirement or any other reason the Board decides, or in other circumstances where the Board exercises its discretion to allow early vesting as well as change of control events, notwithstanding that the Company will comply with its obligations under Listing Rules 10.18 and 10.19.

The termination 'benefit' under section 200B of the Corporations Act has a wide operation and relevantly includes, in the context of Resolution 14(a)-(c) (inclusive), the early vesting of Plan Options upon the exercise of the Board's discretion or the Board determining to provide that the Plan Options do not lapse but will continue and be vested in the ordinary course.

Resolution 14(a)-(c) (inclusive) therefore also seek approval of any termination benefit that may be provided to a Director under the terms and conditions of the Australian Options proposed to be issued under Resolution 14(a)-(c) (inclusive).

Section 195 of the Corporations Act

Section 195(1) of the Corporations Act prohibits a director of a public company who has a material personal interest in a matter that is being considered at a meeting of directors from being present while the matter is being considered at the meeting or voting on the matter. If there is not a quorum of directors who are eligible to vote on a matter because of the operation of section 195(1) of the Corporations Act, one or more directors may call a general meeting and the general meeting may deal with the matter.

The Directors have a personal interest in the outcome of each of their respective Resolutions under Resolution 14(a)-(c) and have exercised their right under section 195(4) of the Corporations Act to put the issue of the Australian Options to the Directors to Shareholders to resolve upon.

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 grant of the Australian Options constitutes giving a financial benefit and the Related Parties are related parties of the Company by virtue of being Directors.

It is the view of the Board that the exceptions set out in sections 210 to 216 of the Corporations Act do not apply to the issue of the Australian Options in the current circumstances. Accordingly, the Company is seeking approval for the purposes of Chapter 2E of the Corporations Act in respect of the Australian Options proposed to be issued to the Directors pursuant to Resolution 14(a)-(c).

Information requirements for Chapter 2E of the Corporations Act

Pursuant to and in accordance with section 219 of the Corporations Act, the following information is provided in relation to the proposed issue of the Australian Options:

(a) **Identity of the related parties to whom Resolution 14(a)-(c) permits financial benefits to be given**

The Australian Options will be issued to the Directors or their respective nominees.

(b) **Nature of the financial benefit**

Resolution 14(a)-(c) seeks approval from Shareholders to allow the Company to issue the Australian Options in the amounts specified in Section 16.1 above to the Directors or their nominees.

The Shares to be issued upon conversion of the Australian Options will be fully paid ordinary shares in the capital of the Company on the same terms and conditions as the Company's existing Shares and will rank equally in all respects with the Company's existing Shares. The Company will apply for official quotation of the Shares on ASX.

(c) **Valuation of financial benefit**

A valuation of the Australian Options is set out in Section 16.4(g) above.

(d) **Remuneration of Directors**

The current total remuneration package for each of the Directors as at the date of this Notice is set out in Section 16.4(d) above.

(e) **Existing relevant interests**

At the date of this Notice being lodged with ASIC for review, the Directors hold the following relevant interests in Equity Securities of the Company:

Director	Shares	Options
Mr Bernie Brookes AO ¹	625,000	Nil
Mr Doron Eldar	277,778	Nil
Mr Ian Pamensky	Nil	Nil

Notes:

1. If Resolution 5(b) is approved, Mr Brookes will subscribe for an additional 600,000 Shares pursuant to the Placement the subject of Resolution 4 and will hold a total of 1,225,000 Shares.

Assuming that each of the separate resolutions comprising Resolution 5(b) and Resolution 14(a)-(c) are approved by Shareholders, all of the Australian Options are issued, vested and exercised into Shares, and no other Equity Securities are issued or exercised, the respective interests of the Directors in the Company would be as follows:

- (i) Mr Brookes' interest would increase to 3,165,000 Shares and would represent approximately 0.77% of the Company's expanded capital;
- (ii) Mr Eldar's interest would increase to 2,217,778 Shares and would represent approximately 0.54% of the Company's expanded capital; and
- (iii) Mr Pamensky's interest would increase to 955,000 Shares and would represent approximately 0.23% of the Company's expanded capital.

(f) **Trading history**

The highest and lowest closing market sale prices of the Shares on ASX during the 12 months prior to the date this Notice was lodged with ASX for review were:

Highest: \$0.375 per Share on 1 and 6 April 2021

Lowest: \$0.084 per Share on 12 June 2020

The latest available closing market sale price of the Shares on ASX prior to the date this Notice was lodged with ASX for review was \$0.315 per Share on 9 June 2021.

(g) **Dilution**

The issue of the Australian Options will have a diluting effect on the percentage interest of existing Shareholders' holdings if the Australian Options vest and are exercised. The potential dilution effect is summarised below:

Australian Options	Dilutionary effect
4,835,000	1.18%

The above table assumes the current Share capital structure as at the date of this Notice being with lodged with ASIC for review (being 403,883,143 Shares) and that no Shares are issued other than the Shares issued on exercise of the Australian Options. The actual dilution will depend on the extent to which additional Shares are issued by the Company.

(h) **Corporate governance**

The Board acknowledges the grant of the Australian Options to the Non-Executive Directors, Messrs Brookes, Eldar and Pamensky is contrary to Recommendation 8.2 of the 4th edition of the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations. However, the Board considers the grant of the

Australian Options reasonable in the circumstances for the reasons set out in Section 16.1.

(i) **Taxation consequences**

There are no taxation consequences for the Company arising from the issue of the Australian Options (including fringe benefits tax).

(j) **Director recommendations**

The Directors decline to make a recommendation to Shareholders in relation to each of the Resolutions comprising Resolution 14(a)-(c) due to their personal interests in the outcome of those Resolutions.

(k) **Other information**

The Board is not aware of any other information that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass Resolution 14(a)-(c).

Board recommendation

Resolution 14(a)-(c) are each ordinary resolutions.

The Directors decline to make a recommendation to Shareholders in relation to each of the Resolutions comprising Resolution 14(a)-(c) due to their personal interests in the outcome of those Resolutions.

17. Resolution 15 – Approval to issue Options to Mr Uzi Breier (a former Director and CEO)

17.1 Background

The Board has agreed, subject to obtaining Shareholder approval, to issue a total of 1,250,000 unquoted Options to former Director and CEO, Mr Uzi Breier (or his nominees) (**Former CEO Options**).

The Board agreed to issue the Former CEO Options as part of Mr Breier's remuneration package which he was engaged by the Company. The Board considers that the number of Former CEO Options to be granted to Mr Breier is commensurate with his value to the Company and is an appropriate method to provide cost effective remuneration for his services to the Company up to the date of his resignation as a Director.

The full terms and conditions of the Former CEO Options are set out in Schedule 4.

Resolution 15 seeks the approval of Shareholders for the issue of the Former CEO Options to Mr Breier or his nominees under and for the purposes of Listing Rule 10.11.

17.2 Listing Rule 10.11

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue Equity Securities to:

- (a) a related party (Listing Rule 10.11.1);
- (b) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial holder (30%+) in the company (Listing Rule 10.11.2);
- (c) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial holder (10%+) in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so (Listing Rule 10.11.3);
- (d) an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3 (Listing Rule 10.11.4); or
- (e) a person whose relation with the company or a person referred to in Listing Rule 10.11.1 or 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders (Listing Rule 10.11.5),

unless it obtains the approval of its shareholders.

The proposed issue of Former CEO Options to Mr Breier (or his nominees) falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11.

Resolution 15 seeks the required Shareholder approval to the proposed issues of Former CEO Options under and for the purposes of Listing Rule 10.11.

If Resolution 15 is passed, the Company will be able to proceed with the issue of the Former CEO Options to Mr Breier (or his nominees) and Mr Breier will be remunerated accordingly.

If Resolution 15 is not passed, the Company will not be able to proceed with the issue of the Former CEO Options to Mr Breier (or his nominees) and the Company may need to consider other forms of remuneration, including by the payment of cash.

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

17.3 Specific information required by Listing Rule 10.13

Under and for the purposes of Listing Rule 10.13, the following information is provided in relation to the proposed issue of Former CEO Options:

- (a) a maximum of 1,250,000 Former CEO Options will be issued to Mr Breier (or his nominees), a former Director and CEO of the Company;
- (b) Mr Breier was a related party of the Company by virtue of having been a Director when the agreement to issue the Former CEO Options was made. Mr Breier resigned as a Director on 25 September 2020;

- (c) the Former CEO Options will be issued on the terms set out in Schedule 4;
- (d) the Former CEO Options will be issued no later than one 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);
- (e) the Former CEO Options will be issued for nil cash consideration as they will be issued as part of Mr Breier's remuneration package, and therefore no funds will be raised as a result of the issue. Funds raised upon any exercise of the Former CEO Options are intended to be used for general working capital purposes;
- (f) Mr Breier's total remuneration package as at 25 September 2020 (being the date he resigned as a Director) is set out below:

Remuneration (per annum)	Mr Breier
Salary and fees	US\$222,187
Incentive payments	US\$19,694
Leave entitlements	-
Superannuation	-
Share-based payments	US\$10,401
TOTAL	US\$252,282

Mr Breier also has a relevant interest in 2.5 million Shares through LTC Lime Ltd. (previously known as Knaz-Breier Ltd.), an entity in relation to which Mr Breier is a director and beneficiary.

The Company has obtained an independent valuation of the Former CEO Options using a Black & Scholes valuation model, as set out in Schedule 5. The total value of the Former CEO Options is A\$170,000.

Neither the value of the Shares nor the value of the Former CEO Options the subject of Resolution 15 is reflected in the table above.

- (g) there are no additional material terms with respect to the agreements for the proposed issue of the Former CEO Options; and
- (h) a voting exclusion statement is included in the Notice.

17.4 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 considers that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of the Former CEO Options as the agreement to grant the Former CEO Options is considered reasonable remuneration in the circumstances.

17.5 Board recommendation

Resolution 15 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 15.

18. Resolution 16 – Approval of 10% Placement Facility

18.1 General

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

Under Listing Rule 7.1A, however, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25% (**10% Placement Facility**).

An 'eligible entity' means an entity which is not named in the S&P/ASX 300 Index and which has a market capitalisation of \$300 million or less. The Company is an eligible entity for these purposes.

Resolution 16 seeks Shareholder approval by way of a special resolution for the Company to have the additional 10% Placement Facility provided for in Listing Rule 7.1A to issue Equity Securities without Shareholder approval.

If Resolution 16 is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further shareholder approval.

If Resolution 16 is not passed, the Company will not be able to access the additional 10% capacity to issue Equity Securities without Shareholder approval provided for in Listing Rule 7.1A and will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval set out in Listing Rule 7.1.

The number of Equity Securities that could be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 18.2(c) below).

18.2 Listing Rule 7.1A

(a) **Is the Company an eligible entity?**

An 'eligible entity' means an entity which is not included in the S&P/ASX 300 Index and which has a market capitalisation of \$300 million or less.

The Company is an eligible entity for these purposes as it is not included in the S&P/ASX 300 Index and has a market capitalisation of approximately \$11.34 million based on the closing price of Shares of \$0.24 on 16 December 2020.

If on the date of the Meeting, the Company's market capitalisation exceeds \$300 million or it has been included in the S&P/ASX 300 Index, this Resolution 4 will no longer be effective and will be withdrawn.

(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 eligible entity.

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 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:

(1) under an exception in Listing Rule 7.2 (other than exception 9, 16 or 17);

(2) on the conversion of convertible securities within Listing Rule 7.2 exception 9 where:

- the convertible securities were issued or agreed to be issued before the 12 month period; or
- the issue of, or agreement to issue, the convertible securities was approved, or taken under the Listing Rules to have been approved, under Listing Rule 7.1 or 7.4;

(3) under an agreement to issue securities within Rule 7.2 exception 16 where:

- the agreement was entered into before the 12 month period; or

- the agreement or issue was approved, or taken under the Listing Rules to be approved, under Listing Rule 7.1 or 7.4; and

(4) with Shareholder approval under Listing Rule 7.1 or 7.4. This does not include any issue of Shares under the Company's 15% annual placement capacity without Shareholder approval;

(B) plus the number of partly paid shares that became fully paid in the 12 months; and

(C) 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 or agreement to issue that are not issued with Shareholder approval under Listing Rule 7.1 or 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.

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

Any Equity Securities issued under Listing Rule 7.1A must be issued for a cash consideration per security which is 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 16?

The effect of Resolution 16 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.

18.3 Specific information required by Listing Rule 7.3A

Under and for the purposes of Listing Rule 7.3A, the following information is provided in relation to the 10% Placement Facility:

(a) Final date for issue

The Company will only issue the Equity Securities under the 10% Placement Facility during the 10% Placement Period (refer to Section 18.2(f) above).

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.

(b) Minimum issue price

Where the Company issues Equity Securities under the 10% Placement Facility, it will only do so for cash consideration and the issue price will be not less than the Minimum Issue Price (refer to Section 18.2(d) above).

(c) Purposes of issues under 10% Placement Facility

The Company may seek to issue Equity Securities under the 10% Placement Facility for the purposes of raising funds for continued investment in the Company's current assets, the acquisition of new assets or investments (including expenses associated with such an acquisition), raising funds for future potential acquisitions of complementary businesses, and/or for general working capital.

The Company will comply with the disclosure obligations under Listing Rules 7.1A.4 and 3.10.3 upon issue of any Equity Securities.

(d) Risk of economic and voting dilution

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,

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

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 may 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 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 18.2(c)) as at the date of the Notice (**Variable A**), with:

- (iii) two examples where Variable A has increased, by 50% and 100%; and
- (iv) 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	\$0.170 50% decrease in Current Market Price	\$0.340 Current Market Price	\$0.680 100% increase in Current Market Price
403,883,143 Shares Variable A	10% Voting Dilution	40,388,314	40,388,314	40,388,314
	Funds raised	6,866,013	13,732,027	27,464,054
605,824,715 Shares 50% increase in Variable A	10% Voting Dilution	60,582,471	60,582,471	60,582,471
	Funds raised	10,299,020	20,598,471	41,196,081
807,766,286 Shares 100% increase in Variable A	10% Voting Dilution	80,776,629	80,776,629	80,776,629
	Funds raised	13,732,027	27,464,054	54,928,107

Notes:

1. The table has been prepared on the following assumptions:
 - (a) the issue price is the current market price \$0.340, being the closing price of the Shares on ASX on 30 June 2021, being the latest practicable date that the Company's Shares traded on the ASX before this Notice was signed;
 - (b) Variable A is 403,883,143, comprising the existing Shares on issue as at the date of this Notice, 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 (note that the Company intends to issue approximately 6,423,469 Shares

(pursuant to the exercise of 6,423,469 Options) prior to the date of the Meeting, subject to the issue of a cleansing prospectus);

- (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 Quoted Options, it is assumed that those Quoted Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
2. The number of Shares on issue (ie 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.

(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 investors who are not related parties of or associates of a related party of the Company.

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

The Company has not issued any Equity Securities under Listing Rule 7.1A in the 12 month period preceding the date of the Meeting.

(g) **Voting exclusion statement**

At the date of the Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A and has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in any such issue.

However, in the event that between the date of the Notice and the date of the Meeting, the Company proposes to make an issue of Equity Securities under Listing Rule 7.1A to one or more existing Shareholders, those Shareholders' votes will be excluded under the voting exclusion statement in the Notice.

18.4 Board recommendation

Resolution 16 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 16.

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.
Annual Report	means the Directors' Report, the Financial Report and the Auditor's Report, in respect to the year ended 31 December 2020.
Anubis Capital Investments	means Anubis Capital Investments Inc. (BVI Company Number 1852618).
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.
Ben Hur Holdings	means B.H Ben Hur Holdings Ltd (BN 516116787), a company formed in Israel.
Board	means the board of Directors.
Chair	means the person appointed to chair the Meeting of the Company convened by the Notice.
Clause	means a clause of the Constitution.
Closely Related Party	means: (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 125 264 575.
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.
Dotz Israel	means the Company's wholly owned subsidiary, Dotz Nano Ltd.
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.
Market Eye	means Market Eye Pty Ltd ACN 137 305 527.
Material Investor	means, in relation to the Company: <ul style="list-style-type: none"> (a) a related party; (b) Key Management Personnel; (c) a substantial Shareholder; (d) an adviser; or (e) an associate of the above, who received or will receive Securities in the Company which constitute more than 1% of the Company's anticipated capital structure at the time of issue.
Meeting	has the meaning given in the introductory paragraph of the Notice.
Notice	means this notice of general meeting.
Option	means an unquoted option to acquire a Share.
Plan	means the Company's Incentive Option Plan adopted by Shareholders at the annual general meeting held on 2 September 2016 and renewed at a general meeting of Shareholders held on 2 March 2020.
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 Securities).
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, an Australian-Israeli venture capital fund and the Company's largest Shareholder.
Trading Day	has the meaning given in the Listing Rules.
TT Medical	means TT Medical UAE, a company formed in the United Arab Emirates.
UEG	means Universal Exports Group Limited, a Hong Kong corporation.
V2Tech Distributors	means V2Tech Distributors Pty Ltd ACN 642 812 726.
VWAP	means volume weighted average market price.

Schedule 2 Terms and conditions of Options

Part A - Vesting and Escrow Terms

Holder	Tranche	Exercise Price	Expiry Date	Vesting Date / Terms
UEG (Resolution 6, Resolution 7)	Tranche 1 (375,000 Options, issued 11 May 2020)	\$0.048	11 May 2023	5 August 2020
	Tranche 2 (375,000 Options, issued 6 November 2020)	\$0.048	11 May 2023	5 November 2020
	Tranche 3 (375,000 Options issued 17 March 2021)	\$0.048	11 May 2023	5 February 2021
	Tranche 4 (375,000 Options issued 26 May 2021)	\$0.048	11 May 2023	5 May 2021
	Tranche 5 (375,000 Options)	\$0.048	11 May 2023	5 August 2021

Holder	Tranche	Exercise Price	Expiry Date	Vesting Date / Terms
	Tranche 6 (375,000 Options)	\$0.048	11 May 2023	5 November 2021
	Tranche 7 (375,000 Options)	\$0.048	11 May 2023	5 February 2022
	Tranche 8 (375,000 Options)	\$0.048	11 May 2023	5 May 2022
V2Tech Distributors (Resolution 8)	Tranche 1 (187,500 Options)	\$0.23	4 August 2023	4 November 2020. The Board has the discretion to pause vesting of the V2Tech Options until performance targets are met. The number of V2Tech Options to vest will be linked to the agreed distribution targets and unless those targets are met, V2Tech Options may be cancelled by the Board of Directors in its sole discretion.
	Tranche 2 (187,500 Options)	\$0.23	4 August 2023	4 February 2021, subject to V2Tech achieving agreed distribution targets in respect of the preceding quarter. Tranche 2 Options may be cancelled either in whole or in part at the Board's discretion if agreed targets are not met.
	Tranche 3 (187,500 Options)	\$0.23	4 August 2023	3 May 2021, subject to V2Tech achieving agreed distribution targets in respect of the preceding quarter. Tranche 3 Options may be cancelled either in whole or in part at the Board's discretion if agreed targets are not met.
	Tranche 4 (187,500 Options)	\$0.23	4 August 2023	3 August 2021, subject to V2Tech achieving agreed distribution targets in respect of the preceding quarter. Tranche 4 Options may be cancelled either in whole or in part at the Board's discretion if agreed targets are not met.
	Tranche 5 (187,500 Options)	\$0.23	4 August 2023	4 November 2021, subject to V2Tech achieving agreed distribution targets in respect of the preceding quarter. Tranche 5 Options may be cancelled either in whole or in part at the Board's discretion if agreed targets are not met.

Holder	Tranche	Exercise Price	Expiry Date	Vesting Date / Terms
	Tranche 6 (187,500 Options)	\$0.23	4 August 2023	4 February 2022, subject to V2Tech achieving agreed distribution targets in respect of the preceding quarter. Tranche 6 Options may be cancelled either in whole or in part at the Board's discretion if agreed targets are not met.
	Tranche 7 (187,500 Options)	\$0.23	4 August 2023	4 May 2022, subject to V2Tech achieving agreed distribution targets in respect of the preceding quarter. Tranche 7 Options may be cancelled either in whole or in part at the Board's discretion if agreed targets are not met.
	Tranche 8 (187,500 Options)	\$0.23	4 August 2023	4 August 2022, subject to V2Tech achieving agreed distribution targets in respect of the preceding quarter. Tranche 8 Options may be cancelled either in whole or in part at the Board's discretion if agreed targets are not met.
TT Medical (Resolution 9)	Tranche 1 (333,333 Options)	\$0.252	25 November 2023	25 November 2020, subject to TT Medical achieving agreed distribution targets in respect of the preceding quarter. Tranche 1 Options may be cancelled either in whole or in part at the Board's discretion if agreed targets are not met.
	Tranche 2 (333,333 Options)	\$0.252	25 November 2023	25 February 2021, subject to TT Medical achieving agreed distribution targets in respect of the preceding quarter. Tranche 2 Options may be cancelled either in whole or in part at the Board's discretion if agreed targets are not met.
	Tranche 3 (333,333 Options)	\$0.252	25 November 2023	25 May 2021, subject to TT Medical achieving agreed distribution targets in respect of the preceding quarter. Tranche 3 Options may be cancelled either in whole or in part at the Board's discretion if agreed targets are not met.
	Tranche 4 (333,333 Options)	\$0.252	25 November 2023	25 August 2021, subject to TT Medical achieving agreed distribution targets in respect of the preceding quarter. Tranche 4 Options may be cancelled either in whole or in part at the Board's discretion if agreed targets are not met.
	Tranche 5 (333,333 Options)	\$0.252	25 November 2023	25 November 2021, subject to TT Medical achieving agreed distribution targets in respect of the preceding quarter. Tranche 5 Options may be cancelled either in whole or in part at the Board's discretion if agreed targets are not met.

Holder	Tranche	Exercise Price	Expiry Date	Vesting Date / Terms
	Tranche 6 (333,333 Options)	\$0.252	25 November 2023	25 February 2022, subject to TT Medical achieving agreed distribution targets in respect of the preceding quarter. Tranche 6 Options may be cancelled either in whole or in part at the Board's discretion if agreed targets are not met.
	Tranche 7 (333,333 Options)	\$0.252	25 November 2023	25 May 2022, subject to TT Medical achieving agreed distribution targets in respect of the preceding quarter. Tranche 7 Options may be cancelled either in whole or in part at the Board's discretion if agreed targets are not met.
	Tranche 8 (333,333 Options)	\$0.252	25 November 2023	25 August 2022, subject to TT Medical achieving agreed distribution targets in respect of the preceding quarter. Tranche 8 Options may be cancelled either in whole or in part at the Board's discretion if agreed targets are not met.
	Tranche 9 (333,333 Options)	\$0.252	25 November 2023	25 November 2022, subject to TT Medical achieving agreed distribution targets in respect of the preceding quarter. Tranche 9 Options may be cancelled either in whole or in part at the Board's discretion if agreed targets are not met.
	Tranche 10 (333,333 Options)	\$0.252	25 November 2023	25 February 2023, subject to TT Medical achieving agreed distribution targets in respect of the preceding quarter. Tranche 10 Options may be cancelled either in whole or in part at the Board's discretion if agreed targets are not met.
	Tranche 11 (333,333 Options)	\$0.252	25 November 2023	25 May 2023, subject to TT Medical achieving agreed distribution targets in respect of the preceding quarter. Tranche 11 Options may be cancelled either in whole or in part at the Board's discretion if agreed targets are not met.
	Tranche 12 (333,337 Options)	\$0.252	25 November 2023	25 August 2023, subject to TT Medical achieving agreed distribution targets in respect of the preceding quarter. Tranche 12 Options may be cancelled either in whole or in part at the Board's discretion if agreed targets are not met.
Ben Hur Holdings	Tranche 1 (100,000 Options)	\$0.05	2 years from the date of grant	Tranche 1 Options vest immediately upon issue and are escrowed until 14 January 2021 (being a period of 90 days from the effective date of the Ben Hur Agreement, of 16 October 2020).

Holder	Tranche	Exercise Price	Expiry Date	Vesting Date / Terms
(Resolution 10)	Tranche 2 (400,000 Options)	\$0.30	2 years from the date of grant	Tranche 2 Options vest monthly in equal instalments of 50,000 Options over a period of 8 months from 16 October 2020, subject to the Ben Hur Agreement remaining in force for the duration of the 8-month term (Term). If the Ben Hur Agreement is terminated prior to completion of the Term, any unvested Tranche 2 Options will immediately lapse.
Ricky Neumann (Resolution 11)	Tranche 1 (337,500 Options)	\$0.07	18 May 2022	Vest immediately upon issue.
	Tranche 2 (337,500 Options)	\$0.07	18 May 2022	Vested
	Tranche 3 (337,500 Options)	\$0.07	18 May 2022	Vested
	Tranche 4 (337,500 Options)	\$0.07	18 May 2022	Vested
Zinniah Group (Resolution 12)	Tranche 1 (500,000 Options)	A\$0.12	5:00pm (AEST) on 31 December 2022	30 June 2021
	Tranche 2 (500,000 Options)	A\$0.15	5:00pm (AEST) on 31 December 2022	31 December 2021
Market Eye	5 million Options	\$0.375	19 October 2023	Options vest immediately but are escrowed until 19 April 2021 (being 6 months from their issue date).

Holder	Tranche	Exercise Price	Expiry Date	Vesting Date / Terms
(Resolution 13)				

Part B - Terms and conditions in addition to vesting and escrow terms

1. **(Entitlement)**: Each Option entitles the holder to subscribe for one Share upon exercise of the Option.
2. **(Exercise Price)**: Subject to these terms and conditions, the amount payable upon exercise of each Option will be as set out in the table in Part A above (each, an **Exercise Price**).
3. **(Vesting Date)** : The Options shall vest in accordance with the terms specified in the table in Part A above.
4. **(Expiry Date)**: Each Option will expire on the date specified in the table in Part A above (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
5. **(Exercise Period)**: Upon vesting under paragraph 2 , the Options are exercisable at any time and from time to time on or prior to the Expiry Date (**Exercise Period**).
6. **(Notice of Exercise)**: Vested Options may be exercised during the relevant Exercise Period by notice in writing to the Company in the manner specified on the Option certificate, providing a notice of exercise in required form or as otherwise agreed with the Company (**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 (acting reasonably).
7. **(Exercise Date)**: A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).
8. **(Timing of issue of Shares on exercise)**:

Within 15 Business Days after the later of the following:

- (a) Exercise Date; and
- (b) when excluded information in respect of the Company (as defined in section 708A(7) of the Corporations Act) (if any) ceases to be excluded information,

the Company will:

- (c) allot and issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (d) give ASX a notice that complies with section 708A(5)(e) of the Corporations Act; and
- (e) if admitted to the official list of ASX at the time, 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 section 8(d) 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.

9. **(Shares issued on exercise):** Shares issued on exercise of the Options rank equally with the then issued shares of the Company.
10. **(Quotation of Shares issued on exercise):** If admitted to the official list of ASX at the time, application will be made by the Company to ASX for quotation of the Shares issued upon the exercise of the Options.
11. **(Reconstruction of capital):** If at any time the issued capital of the Company is reconstructed, all rights of an Option holder are to be changed in a manner consistent with the Corporations Act and the Listing Rules at the time of the reconstruction.
12. **(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 without exercising the Options. However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be set in accordance with the minimum time afforded 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 in accordance with the Listing Rules.
13. **(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):
 - (a) 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
 - (b) no change will be made to the Exercise Price.
14. **(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 13 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.
15. **(Quotation of the Options):** The Company will not apply for quotation of the Options on ASX.
16. **(Transferability of the Options):** The Options are not transferable, except with the prior written approval of the Company and subject to any restrictions imposed by the ASX or under applicable Australian securities law.

Schedule 3 Terms and conditions of Australian Options

1. Entitlement

Each Option entitles the holder to subscribe for one Share upon exercise.

2. Plan and consideration

The Options will be granted under the Incentive Option Plan for nil cash consideration. In the event of any inconsistency between the Incentive Option Plan and these terms and conditions, these terms and conditions will apply to the extent of the inconsistency.

3. Number and Exercise Price

- (a) Tranche 1: 1,085,000 unquoted options each with an exercise price of \$0.07 per Share (**Tranche 1 Australian Options**);
- (b) Tranche 2: 1,250,000 unquoted options each with an exercise price of \$0.12 per Share (**Tranche 2 Australian Options**);
- (c) Tranche 3: 1,250,000 unquoted options each with an exercise price of \$0.12 per Share (**Tranche 3 Australian Options**); and
- (d) Tranche 4: 1,250,000 unquoted options each with an exercise price of \$0.20 per Share (**Tranche 4 Australian Options**);

(each of the above exercise prices being an **Exercise Price**).

4. Expiry Dates

Subject to the Incentive Option Plan and these terms and conditions, the Options will expire on the earlier to occur of the Options lapsing and being forfeited under the Incentive Option Plan or these terms and conditions and 5:00pm (AEST) on:

- (a) Tranche 1 Australian Options: 31 December 2022;
- (b) Tranche 2 Australian Options: 31 December 2022;
- (c) Tranche 3 Australian Options: 31 December 2022; and
- (d) Tranche 4 Australian Options: 31 December 2023,

(each of the above dates being an **Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

5. Vesting and Vesting Dates

Subject to these terms and conditions:

- (a) the Tranche 1 Australian Options will vest on the date of issue;

- (b) the Tranche 2 Australian Options will vest on 30 June 2021 provided that the Option holder is an employee or consultant of the Company at all times during the period from the date of issue and ending on the Vesting Date;
- (c) the Tranche 3 Australian Options will vest on 30 June 2021 provided that the Option holder is an employee or consultant of the Company at all times during the period from the date of issue and ending on the Vesting Date; and
- (d) the Tranche 4 Australian Options will vest on 31 December 2022 provided that the Option holder is an employee or consultant of the Company at all times during the period from the date of issue and ending on the Vesting Date; and

(each of the above dates being a **Vesting Date**).

6. Exercise Period

Each vested Option is exercisable at any time and from time to time on and prior to the Expiry Date (**Exercise Period**).

7. Exercise of Options

Subject to these terms and conditions and the Incentive Option Plan, an Option holder may exercise their Options by lodging with the Company a written notice of exercise of Options (in the form set out in the Incentive Option Plan) specifying the number of Options being exercised (**Exercise Notice**). The Option holder may only exercise Options in multiples of 100,000 Options unless the Option holder exercises all Options held by the Option holder.

8. Issue of Shares

Subject to the Corporations Act, the Listing Rules, the Incentive Option Plan and these terms and conditions, within 10 Business Days of delivery of an Exercise Notice, the Company will issue the Shares pursuant to the exercise of the Options together with any additional Shares an entitlement to which has arisen under the Incentive Option Plan in consequence of the exercise of the Options.

9. Quotation

- (a) The Company will not apply for quotation of the Options on the ASX.
- (b) If admitted to the Official List at the time, application will be made by the Company to ASX for quotation of the Shares issued upon the exercise of the Options in accordance with the Listing Rules.

10. Ranking of Shares

All Shares allotted upon the exercise of Options will upon allotment rank *pari passu* in all respects with other Shares.

11. Transfer

The Options are only transferrable in special circumstances as set out in the Incentive Option Plan.

12. Dividend and voting rights

The Options do not confer on the holder an entitlement to vote at general meetings of the Company or to receive dividends.

13. Participation rights

- (a) There are no participating 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 without exercising the Options.
- (b) An Option does not confer the right to a change in Exercise Price or in the number of underlying Shares over which the Option can be exercised.
- (c) The Company will ensure that, for the purposes of determining entitlements to any such issue, the record date will be the minimum period required by the Listing Rules after the issue is announced. This will give Option holders the opportunity to exercise their Options prior to the date for determining entitlements to participate in any such issue.

14. Adjustments for reorganisation

If at any time the capital of the Company is reorganised (including consolidation, subdivision, reduction or return), the terms of the Options will be changed in a manner consistent with the Corporations Act and the Listing Rules at the time of the reorganisation. Whenever the number of Shares to be issued on exercise of an Option or the Exercise Price is adjusted pursuant to these terms and conditions, the Company will give notice of the adjustment to the Option holder and ASX together with calculations on which the adjustment is based.

Schedule 4 Terms and conditions of Former CEO Options

1. Entitlement

Each Option entitles the holder to subscribe for one Share upon exercise.

2. Consideration

The Options will be granted to the Former CEO for nil cash consideration.

3. Number and Exercise Price

(a) Tranche 1: 500,000 unquoted options each with an exercise price of nil (\$0.00) per Share (**Tranche 1 Former CEO Options**);

(b) Tranche 2: 750,000 unquoted options each with an exercise price of nil (\$0.00) per Share (**Tranche 2 Former CEO Options**);

(each of the above exercise prices being an **Exercise Price**).

4. Expiry Dates

The Options will expire at 5:00pm (AEST) on:

(a) Tranche 1 Former CEO Options: 31 December 2022; and

(b) Tranche 2 Former Options: 31 December 2022,

(each of the above dates being an **Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

5. Vesting and Vesting Dates

Subject to these terms and conditions:

(a) the Tranche 1 Former CEO Options will vest on the date of issue, but were subject to voluntary escrow until 25 March 2021 (now passed);

(b) the Tranche 2 Former CEO Options will vest by no later than 30 August 2021, provided that at least US\$1 million has been received in accordance with the Company's contract with Breathe Medical;

(each of the above dates being a **Vesting Date**).

6. Exercise Period

Each vested Option is exercisable at any time and from time to time on and prior to the Expiry Date (**Exercise Period**).

7. Exercise of Options

Subject to these terms and conditions, an Option holder may exercise their Options by lodging with the Company a written notice of exercise of Options specifying the number of Options

being exercised (**Exercise Notice**). The Option holder may only exercise Options in multiples of 100,000 Options unless the Option holder exercises all Options held by the Option holder.

8. Issue of Shares

Subject to the Corporations Act, the Listing Rules, and these terms and conditions, within 10 Business Days of delivery of an Exercise Notice, the Company will issue the Shares pursuant to the exercise of the Options.

9. Quotation

- (a) The Company will not apply for quotation of the Options on the ASX.
- (b) If admitted to the Official List at the time, application will be made by the Company to ASX for quotation of the Shares issued upon the exercise of the Options in accordance with the Listing Rules.

10. Ranking of Shares

All Shares allotted upon the exercise of Options will upon allotment rank *pari passu* in all respects with other Shares.

11. Transfer

The Options are only transferrable with the consent of the Board.

12. Dividend and voting rights

The Options do not confer on the holder an entitlement to vote at general meetings of the Company or to receive dividends.

13. Participation rights

- (a) There are no participating 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 without exercising the Options.
- (b) An Option does not confer the right to a change in Exercise Price or in the number of underlying Shares over which the Option can be exercised.
- (c) The Company will ensure that, for the purposes of determining entitlements to any such issue, the record date will be the minimum period required by the Listing Rules after the issue is announced. This will give Option holders the opportunity to exercise their Options prior to the date for determining entitlements to participate in any such issue.

14. Adjustments for reorganisation

If at any time the capital of the Company is reorganised (including consolidation, subdivision, reduction or return), the terms of the Options will be changed in a manner consistent with the Corporations Act and the Listing Rules at the time of the reorganisation. Whenever the number of Shares to be issued on exercise of an Option or the Exercise Price is adjusted pursuant to these terms and conditions, the Company will give notice of the adjustment to the Option holder and ASX together with calculations on which the adjustment is based.

Schedule 5 Valuation of Australian Options and Former CEO Options

The Australian Options to be issued to the Directors pursuant to the Resolutions which form part of Resolution 14 (a)-(c) and the Former CEO Options to be issued to Mr Uzi Breier pursuant to Resolution 15 have been valued according to the Black & Scholes valuation model on the following assumptions:

Related Party	Mr Bernie Brookes AO	Mr Doron Eldar	Mr Ian Pamensky	Mr Uzi Breier
Assumed Share price at grant date	\$0.34	\$0.34	\$0.34	\$0.34
Exercise price	Tranche 1: \$0.07 Tranche 2: \$0.12 Tranche 3: \$0.12 Tranche 4: \$0.20	Tranche 1: \$0.07 Tranche 2: \$0.12 Tranche 3: \$0.12 Tranche 4: \$0.20	Tranche 1: \$0.07 Tranche 2: \$0.12 Tranche 3: \$0.12 Tranche 4: \$0.20	Tranche 1: Nil Tranche 2: Nil
Exercise price premium to market value	N/A	N/A	N/A	N/A
Expiry	Tranche 1: 31/12/2022 Tranche 2: 31/12/2022 Tranche 3: 31/12/2022 Tranche 4: 31/12/2023	Tranche 1: 31/12/2022 Tranche 2: 31/12/2022 Tranche 3: 31/12/2022 Tranche 4: 31/12/2023	Tranche 1: 31/12/2022 Tranche 2: 31/12/2022 Tranche 3: 31/12/2022 Tranche 4: 31/12/2023	Tranche 1: 31/12/2022 Tranche 2: 31/12/2022
Expected volatility	96%	96%	96%	96%
Risk free interest rate	Tranche 1: 0.08% Tranche 2: 0.08% Tranche 3: 0.08% Tranche 4: 0.11%	Tranche 1: 0.08% Tranche 2: 0.08% Tranche 3: 0.08% Tranche 4: 0.11%	Tranche 1: 0.08% Tranche 2: 0.08% Tranche 3: 0.08% Tranche 4: 0.11%	Tranche 1: 0.08% Tranche 2: 0.08%
Annualised dividend yield	0%	0%	0%	0%

Related Party	Mr Bernie Brookes AO	Mr Doron Eldar	Mr Ian Pamensky	Mr Uzi Breier
Value of each Australian Option and Former CEO Option	Tranche 1: \$0.27875 Tranche 2: \$0.23603 Tranche 3: \$0.23603 Tranche 4: \$0.17112	Tranche 1: \$0.27875 Tranche 2: \$0.23603 Tranche 3: \$0.23603 Tranche 4: \$0.17112	Tranche 1: \$0.27875 Tranche 2: \$0.23603 Tranche 3: \$0.23603 Tranche 4: \$0.17112	Tranche 1: \$0.34 Tranche 2: \$0.34
Aggregate value of Australian Options and Former CEO Options	Tranche 1: \$122,650 Tranche 2: \$118,015 Tranche 3: \$118,015 Tranche 4: \$85,560	Tranche 1: \$122,650 Tranche 2: \$118,015 Tranche 3: \$118,015 Tranche 4: \$85,560	Tranche 1: \$57,114 Tranche 2: \$59,008 Tranche 3: \$59,008 Tranche 4: \$42,780	Tranche 1: \$170,000 Tranche 2: Nil

Notes:

The valuations took into account the following matters:

1. The applicable vesting conditions detailed in Schedule 4 and Schedule 5 respectively in respect of the Australian Options and Former CEO Options.
2. Securities with non-market based vesting conditions can only be exercised following the satisfaction of the vesting condition, a change of control or winding up occurring, or a takeover bid becoming unconditional.
3. The valuation of the Options assumes that the exercise of a right does not affect the value of the underlying asset.

Given that the Options are to be issued for no cash consideration, the value of the Options is reflected in the underlying Share price at the valuation date. The Share price used is based on the closing price of Shares on 1 April 2021, being \$0.34.

Proxy Voting Form

If you are attending the virtual Meeting please retain this Proxy Voting Form for online Securityholder registration.

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

[HolderNumber]

Holder Number:
[HolderNumber]

Your proxy voting instruction must be received by **3:00pm (AEST) on Tuesday, 27 July 2021**, 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

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.

STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair 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 Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

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

Joint holding: Where the holding is in more than one name, all 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 dispatched 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>.

Lodging your Proxy Voting Form:

Online:

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/loginsah> or scan the QR code below using your smartphone

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



BY MAIL:

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IN PERSON:

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