



**Dotz Nano Limited**  
**ACN 125 264 575**

## **Cleansing Prospectus**

**This Prospectus is being issued for an offer of 100 Shares at an issue price of \$0.36 per Share.**

**This Prospectus has been prepared for the purposes of section 708A(11) of the Corporations Act, to remove trading restrictions on Shares issued prior to the Closing Date.**

**This is an important document and requires your immediate attention. It should be read in its entirety. If you are in doubt about what to do, you should consult your professional adviser without delay.**

**The Shares offered in connection with this Prospectus are of a speculative nature.**

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## Important Information

This Prospectus is dated 5 August 2021 and was lodged with the ASIC on that date with the consent of all Directors. Neither ASIC nor ASX nor their respective officers take any responsibility for the contents of this Prospectus.

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

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

Potential investors should be aware that subscribing for Shares in the Company involves a number of risks. The key risk factors of which investors should be aware are set out in Section 2 of this Prospectus.

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

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

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

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

# Corporate Directory

## Directors

Bernie Brookes AM  
Doron Eldar  
Garry Browne AM  
Ian Pamensky

Chairman & Interim CEO  
Non-Executive Director  
Non-Executive Director  
Non-Executive Director

## Company Secretary

Ian Pamensky

## Registered Office

Level 14 330 Collins Street  
MELBOURNE VIC 3000

Phone: +61 414 864 746  
Email: [ian@cfo2grow.com.au](mailto:ian@cfo2grow.com.au)  
Website: [www.dotz.tech](http://www.dotz.tech)

## Lawyers

HWL Ebsworth Lawyers  
Level 20, 240 St Georges Terrace  
Perth WA 6000

## Share Registry\*

Automic Registry Services  
Level 5, 126 Phillip Street  
Sydney NSW 2000  
Tel (within Australia): 1300 288 664  
Tel (outside Australia): +61 2 9698 5414

## ASX Code: DTZ

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

## Indicative Timetable

Event	Date
Lodgement of Prospectus with ASIC and ASX	5 August 2021
Lodgement of Appendix 3B with ASX	5 August 2021
Opening Date of Offer	5 August 2021
Closing Date of Offer	9 August 2021

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

## 1. Details of the Offer

### 1.1 Summary of the Offer

The Company is offering, pursuant to this Prospectus, 100 Shares at an issue price of \$0.36 each to raise \$36 (before costs) (**Offer**).

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

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

### 1.2 Purpose of the Offer

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

The Corporations Act provides an exception to section 707(3) where an entity issues a 'cleansing' notice under section 708A(5) within 5 days of the date of issue of the securities. Section 708A(11) of the Corporations Act provides another exemption from the general requirement under section 707(3) where:

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

The primary purpose of this Prospectus is to comply with section 708A(11) of the Corporations Act to remove any trading restrictions that attach to Shares issued by the Company prior to the Closing Date, so that subscribers of those Shares may, if they choose to, sell those Shares (as applicable) within twelve months from the date of their issue without the issue of a prospectus. These include any other Shares the Company may issue between the date of this Prospectus and the Closing Date (including but not limited to any Shares issued upon the exercise of Options). The Company intends to issue 10,161,373 Shares on the exercise of Options before the Closing Date of the Offer. The Company also intends to issue 3,200,000 Shares and 10,710,000 Options as approved by Shareholders at the Company's annual general meeting held on 29 July 2021. The Offer under this Prospectus will have the effect of 'cleansing' any future on-sale of the abovementioned Shares.

Apart from the issue of Shares outlined in Section 1.1, no other securities will be issued under the Offer.

Any Shares issued under the Offer will be issued under the Company's existing placement capacity under Listing Rule 7.1. The Company will raise up to \$36 under the Offer (before costs). The total estimated expenses of the Offer are approximately \$14,456 and will be paid by the Company from its cash reserves.

### **1.3 Closing Date**

The Closing Date for the Offer is 9 August 2021. The Company reserves the right, subject to the Corporations Act and the Listing Rules, to vary the Closing Date without prior notice. If the Closing Date is varied, subsequent dates may also be varied accordingly.

### **1.4 Minimum subscription**

There is no minimum subscription for the Offer.

### **1.5 Application Forms**

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

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

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

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

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

### **1.6 Issue and dispatch**

Subject to the Corporations Act and the Listing Rules, the Company intends to issue the Shares under the Offer as soon as practicable after the Closing Date. Shareholder statements will be dispatched as soon as possible after the issue of the Shares under the Offer.

## **1.7 Application Monies held on trust**

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

## **1.8 ASX quotation**

Application will be made to ASX no later than 7 days after the date of this Prospectus for Official Quotation of the Shares under the Offer. If permission is not granted by ASX for the Official Quotation of the Shares offered by this Prospectus within 3 months after the date of this Prospectus (or such period as the ASX allows), the Company will repay, as soon as practicable, without interest, all Application Monies received pursuant to this Prospectus.

## **1.9 CHESS**

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

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

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

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

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

## **1.10 Residents outside Australia**

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

## **1.11 Risk factors**

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



## 1.12 **Taxation implications**

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

## 1.13 **Major activities and financial information**

A summary of the major activities and financial information relating to the Company can be found in the Company's Interim Financial Report for the half year ended 30 June 2020 lodged with ASX on 31 August 2020 (**Half Yearly Report**) and annual financial report for the year ended 31 December 2020 lodged with ASX on 31 March 2021 (**Annual Report**). The Company has made continuous disclosure notices (i.e. ASX announcements) since the lodgement of its Half Yearly Report and Annual Report.

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

## 1.14 **Current activities of the Company**

The Company's cleansing prospectus announced on 5 May 2021 (**May Cleansing Prospectus**) provides a comprehensive overview of the current activities of the Company.

As disclosed in the May Cleansing Prospectus, the Company is continuing to focus on its activities in the advanced materials industry and is at various stages of negotiations or has submitted tenders for supply agreements, with participants in the anti-counterfeiting and oil and gas industries. Such negotiations and tenders remain incomplete and confidential, and there can be no certainty that any binding agreement will eventuate.

### **Board appointment**

Since the date of the May Cleansing Prospectus, the Company announced on 20 May 2021, that it has appointed Mr Garry Browne AM as a Non-Executive Director to replace Mr James Cotton, who stepped down from his position as Non-Executive Director due to competing priorities. Mr Cotton has transitioned to a consulting role, sourcing distributors for the Company's industry-leading products in Australia, the USA, and Europe.

### **Action against Yoni Engel and Uzi Breier**

The Company has commenced legal proceedings against Mr Uzi Breier (former chief executive officer and director of the Company), Dr Yoni Engel (former vice president of business development at the Company) and their related parties in relation to Mr Breier's and/or Dr Engel's past alleged improper conduct while employed by the Company.

The Company will keep Shareholders apprised of any material developments regarding this matter.

### **Dotz Test Kit**

On 14 July 2021, the Company announced that it has entered into a distribution agreement granting UAE-based Hygiene Links International General Trading LLC (**Hygiene Links**)

exclusive right to sell the Dotz Test Kits in the UAE, Egypt and Sudan for an initial two-year term (subject to minimum purchase order requirements).

The Company also announced that the Dotz Test Kits have obtained CE Mark authorisation for both nasopharyngeal swab and saliva-based samples, the Company has updated its existing FDA Emergency Use Application in May 2021 to cover both its nasopharyngeal swab and saliva-based Dotz Test Kits, and the Company has entered into a non-exclusive manufacturing agreement with USA based Systaaq Diagnostics Products to manufacture its nasopharyngeal swab and saliva-based Dotz Test Kits (see the Company's ASX announcement on 14 July 2021 and the June 2021 quarterly report for further information).

### **Breathe Medical Agreement**

The Company previously disclosed that it was in discussions with Breathe Medical Manufacturing Ltd (**Breathe Medical**) with a view to finding an amicable solution in respect to Breathe Medical's inability to satisfy its obligations under the agreement announced on 8 September 2020 (**Breathe Medical Agreement**).

As announced on 5 August 2021, the Company to date has not been able to agree an amended arrangement with Breathe Medical or find an amicable solution. Accordingly, the Company has engaged New York based lawyers and is formally referring the matter to binding arbitration seeking an award for amounts due under the Breathe Medical Agreement (including the enforcement of minimum purchase requirements). The Company cautions that there is no certainty that this outcome, or another satisfactory outcome, will be achieved.

The binding arbitration is expected to occur in New York and is expected to take between 9-12 months (although the Company cautions that this time period is uncertain and may be longer).

### **TTM Agreement**

The Company previously announced that it expected the order for an estimated US\$450,000, under the agreement with TT Medical Group (**TTM**) announced on 28 August 2020 (**TTM Agreement**), would be received during H2 FY2021. The Company now expects the outstanding US\$450,000 order to be received during H1 FY2022.

In July 2021, US\$215,000 was received from TTM in respect to the final payment relating to the first order.

### **UEG Agreement**

See the Company's ASX announcements on 11 May and 19 October 2020 for information regarding the Company's commercial agreement with Universal Exports Group (**UEG**) (**UEG Agreement**). During Q2 FY2021, the Company and UEG progressed product customisation of the 'Secured by Dotz' authentication solution for medical face masks, gowns and gloves as part of a large-scale government tender. The Company previously announced that it expected the initial US\$255,000 order in H2 FY2021, however the Company now expects to receive the initial order from UEG in H1 FY2022.

### **Quarterly Report**

See the June 2021 quarterly report for further recent updates regarding the Company's operations, sales and business development activities, and product development and testing with potential customers.

### 1.15 **Privacy**

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

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

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

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

### 1.16 **Enquiries concerning Prospectus**

Enquiries relating to this Prospectus should be directed to the Company Secretary by email to [ian@cfo2grow.com.au](mailto:ian@cfo2grow.com.au).

## **2. Risk factors**

The Shares offered under this Prospectus should be considered speculative because of the nature of the business activities of the Company and no assurances can be made that the Company's particular interests or projects will be successful. Potential investors should consider whether the Shares offered are a suitable investment having regard to their own personal investment objectives and financial circumstances and the risk factors set out below.

This list is not exhaustive and potential investors should read this Prospectus in its entirety and if in any doubt consult their professional adviser before deciding whether to participate in the Offer.

### **2.1 Company's current operations risks**

#### **(a) Development and commercialisation of the technology**

The Company is in the business of development and commercialisation of anti-counterfeiting, authentication and tracing solutions, as well as other applications of its expertise in the advanced materials industry, such as in respect of the Dotz Test Kit.

The success of the Company will depend upon the Company's ability to commercialise its technology. A failure to successfully commercialise the technology in commercial quantities, could impact the Company's operating results and financial position.

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

The Company is seeking to develop its technology with organisations that provide chemical production industry services. If the Company is successful in developing the technology, there may be further additional risks associated with how the technology fits within industry standards (including legal and regulatory standards), and issues faced with production.

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

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

#### **(b) Competition and new technologies**

The industries in which the Company are involved is subject to increasing domestic and global competition which is fast-paced and fast-changing. While the Company undertakes all reasonable due diligence in its business decisions and operations, the Company will have no influence or control over the activities or actions of its competitors, whose activities or actions may positively or negatively affect the operating and financial performance of the Company's projects and business. For instance, new technologies could result in the Company's technology not being differentiated to other similar offerings.

The size and financial strength of some of the Company's competitors may make it difficult for it to maintain a competitive position in the technology market. In particular, the Company's ability to acquire additional technology interests could be adversely affected if it is unable to respond effectively and/or in a timely manner to the strategies and actions of competitors and potential competitors or the entry of new competitors into the market. This may in turn impede the financial condition and rate of growth of the Company.

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

**(c) Staff risk**

There is a risk that knowledge will be lost in the event that development staff who have knowledge of the technology and business resign or retire. This involves the risk that those staff will have information in respect of the Company's intellectual property which has a commercial value to the Company as well as an opportunity cost for replacement of those staff and subsequent training.

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

**(d) Outsourcing**

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

**(e) Clinical trials risks**

Although certain clinical trials have been undertaken in relation to the Dotz Test Kit (as announced on 14 July 2021), the Company's product development plans for the Dotz Test Kit may involve the further conduct of human clinical trials. Such trials can be difficult to design and implement, in part because they are subject to rigorous regulatory requirements. Even if the results of the Company's initial clinical trials for the Dotz Test Kit are favourable, regulatory authorities or the Company's partners may suspend, delay or terminate the trials at any time. Further, even if the Company views the results of a clinical trial to be positive, the FDA or other regulatory authorities may disagree with the Company's interpretation of the data. Clinical development of the Dotz Test Kit may fail for a number of other reasons, including lack of efficacy. Failure can occur at any stage

of the trials, requiring the Company to abandon or repeat clinical trials. The Company and/or the relevant regulatory authorities, and institutions where the clinical trials are conducted, may suspend the Company's clinical trials at any time if it appears that the trials are exposing the trial participants and or the staff involved in conducting the clinical trial to unacceptable health risks. Alternatively there is the risk that despite conducting the relevant clinical trial in compliance with regulatory requirements, the results of the trial do not support any further development or result in a rejection by the relevant regulator. As a result the Company may fail to commercialise or out-license the Dotz Test Kit.

(f) **Licensing and regulatory risks**

As with any company involved in developing diagnostic products in the medicinal industry, the Company and its partners will need to obtain regulatory approval in each country in which they intend to market the product in question. The Dotz Test Kit may not satisfy requirements for regulatory marketing approval and/or the approval process may take longer than expected.

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

If the Company fails to protect its intellectual property rights adequately, competitors may gain access to its technology which may harm its business.

While the Company has developed its own method, process and intellectual property for manufacturing graphene and carbon quantum dots which it believes is valuable and material to its business, it has not yet been granted patents for these methods and processes and the Company is in the process of applying for patents in respect thereof. As noted below, there can be no guarantee that such patents will ultimately be granted.

Securing rights to intellectual property is an integral part of securing potential product value from the development of information technology. Competition in retaining and sustaining protection of intellectual property and the complex nature of intellectual property can lead to expensive and lengthy patents disputes for which there can be no guaranteed outcome.

Legal standards relating to the validity, enforceability and scope of protection of intellectual property rights are uncertain. Effective patent, trademark, copyright and trade secret protection may not be available to the Company in every country in which the technology may eventually be sold. Accordingly, despite its efforts, the Company may not be able to prevent third parties from infringing upon or misappropriating the intellectual property.

Market conditions depending, the Company may be required to incur significant expenses in monitoring and protecting future intellectual property rights. It may initiate or otherwise be involved in litigation against third parties for infringement, or to establish the validity, of its rights. Any litigation, whether or not it is successful, could result in significant expense to the Company and cause a distraction to management.

In addition, unauthorised use of the "Dotz" brand in counterfeit products or services may not only result in potential revenue loss, but also have an adverse impact on its brand value and perceptions of its product qualities.

(h) **Currency risk**

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

(i) **Contractual risk**

The operations of the Company requires involvement of a number of third parties. As with any contract generally, there is a risk that the business could be disrupted in situations where there is a disagreement or dispute in relation to a term of the contract. Should such a disagreement or dispute occur, this may have an adverse impact on the Company's operations and performance generally. It is not possible for the Company to predict or protect itself against all such risks.

2.2 **General risks relating to the Company**

(a) **Additional requirements for capital**

The Company's activities require substantial expenditure and depend on numerous factors. The Company anticipates that it will require further financing in the future.

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

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

(b) **Reliance on key management**

The responsibility of overseeing the day-to-day operations and the strategic management of the Company depends substantially on its senior management and directors. There can be no assurance that there will be no detrimental impact on the performance of the Company or its growth potential if one or more of these employees cease their employment and suitable replacements are not identified and engaged in a timely manner.

The Company is focused on ensuring the Board is of an appropriate size and collectively has the skills, commitment and knowledge of the Company and the industry in which it operates to enable it to discharge its duties effectively and add value. As part of this focus, the Company anticipates further Board changes to be made as and when appropriate.

(c) **Trading price of Shares**

The Company's operating results, economic and financial prospects and other factors will affect the trading price of the Shares. In addition, the price of Shares is subject to varied and often unpredictable influences on the market for equities, including, but not limited to general economic conditions including the performance of the Australian dollar on world markets, inflation rates, foreign exchange rates and interest rates, variations in the general market for listed stocks in general, changes to government policy, legislation or regulation, industrial disputes, general operational and business risks and hedging or arbitrage trading activity that may develop involving the Shares.

In particular, the share prices for many companies have been and may in the future be highly volatile, which in many cases may reflect a diverse range of non-company specific influences such as global hostilities and tensions relating to certain unstable regions of the world, acts of terrorism and the general state of the global economy. No assurances can be made that the Company's market performance will not be adversely affected by any such market fluctuations or factors.

**(d) Litigation risks**

The Company is exposed to possible litigation risks including intellectual property claims, contractual disputes, occupational health and safety claims, employee claims, shareholder claims and disputes in relation to regulatory matters.

Following the Company's suspension from Official Quotation on 20 November 2020, ASX raised some concerns in respect of the Company's compliance with the ASX Listing Rules and its continuous disclosure obligations, including (without limitation) the Company's historical disclosures in relation to customer arrangements and orders, and the 4 December 2020 webinar presented by Chairman, Bernie Brookes. In response, the Company undertook a review of its continuous disclosure policy and adopted, from 31 December 2020, a new and materially more comprehensive continuous disclosure policy. Refer to the announcements of 12 March 2021 for additional details.

Further, the Company may be involved in disputes with other parties in the future which may result in litigation. Any such claim or dispute if proven, may impact adversely on the Company's operations, financial performance and financial position. As at the date of this Prospectus the Company is not involved in any litigation or material disputes.

**(e) Economic risks**

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

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

**(f) Force majeure**

The Company, now or in the future, may be adversely affected by risks outside the control of the Company including labour unrest, civil disorder, war, subversive activities



or sabotage, extreme weather conditions, fires, floods, explosions or other catastrophes, epidemics or quarantine restrictions.

**(g) Acquisitions and business developments**

As part of its business strategy, the Company may make acquisitions of, or significant investments in, companies, products, technologies and/or products that are complementary to the Company's business. Similarly the Company may continue to develop its technology in a way that it may be applied to new industries and for new purposes.

Any such future transactions or business developments are accompanied by the risks commonly encountered in making acquisitions of companies, products and technologies, or moving into new areas, such as integrating cultures and systems of operation, relocation of operations, short term strain on working capital requirements, achieving the sales and margins anticipated and retaining key staff and customer and supplier relationships.

**(h) Infectious disease pandemics**

Infectious disease pandemics such as the coronavirus, whilst opening up various new opportunities for the deployment of the Company's technology, have the potential to interrupt the Company's operations, impair deployment of its products to customers and prevent suppliers or distributors from honouring their contractual obligations. Such pandemics could also cause hospitalisation or death of the Company's existing and potential customers and staff.

**(i) Cyber risks and security breaches**

The Company stores data in its own systems and networks and also with a variety of third-party service providers. A malicious attack on the Company's systems, processes or people, from external or internal sources, could put the integrity and privacy of customers' data and business systems at risk. It could prevent customers from using the products for a period of time, put its users' premises at risk and could also lead to unauthorised disclosure of data.

## **2.3 Investment Speculative**

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

Shareholders should consider that the investment in the Company is speculative and should consult their professional advisers before making any investment decisions in relation to the Company.

### 3. Effect of the Offer

#### 3.1 Capital structure on completion of the Offer

	Shares	Options
Balance at the date of this Prospectus	403,883,143	55,072,113 <sup>1</sup>
To be issued under the Offer	100 <sup>2</sup>	Nil
Exercise of Options	10,161,373 <sup>3</sup>	(10,161,373) <sup>3</sup>
Cancellation of Options	Nil	(661,292) <sup>4</sup>
Issue of Options approved by Shareholders at 2021 annual general meeting	Nil	10,710,000 <sup>5</sup>
Issue of Shares approved by Shareholders at 2021 annual general meeting	3,200,000	Nil
<b>Balance after the Offer</b>	<b>417,244,616</b>	<b>54,959,448</b>

**Notes:**

1. The existing Options on issue have exercise prices ranging from nil (subject to satisfaction or waiver of vesting conditions) to \$0.375 each, and expiry dates between 19 June 2021 to 10 July 2024, as detailed in the table below. Various vesting conditions apply.
2. Assumes that the Offer is fully subscribed.
3. On the assumption that 10,161,373 Options are exercised before the Offer closes.
4. 661,292 Options expired on 29 July 2021 and are intended to be cancelled before the Offer closes.
5. The Options include 375,000 Options intended to be issued to UEG pursuant to the agreement announced on 11 May 2020 (see note 3 on page 20 of this Prospectus for further information).

The following table provides an overview of the Options on issue as at the date of this Prospectus. Various vesting conditions apply.

Exercise price	Expiry date	Number of Options		
		On issue as at the Prospectus Date	Expected to be exercised before the Closing Date	Expected to be on issue on completion of the Offer
\$0.100	19/06/2021	4,590,000	4,590,000	Nil
\$0.090	29/07/2021	1,145,165	483,873	Nil <sup>1</sup>

\$0.090	11/12/2021	5,715,188	Nil	5,715,188
\$0.090	11/12/2021	10,000,000	Nil	10,000,000
\$0.070	18/05/2022	337,500	337,500	Nil
\$0.090	17/06/2022	4,629,630	Nil	4,629,630
\$0.090	10/09/2022	4,629,630	Nil	4,629,630
\$0.050	16/10/2022	100,000	Nil	100,000
\$0.300	16/10/2022	400,000	Nil	400,000
\$0.001	04/12/2022	1,000,000	Nil	1,000,000
Nil	31/12/2022	5,550,000	3,000,000	2,550,000
Nil	31/12/2022	4,550,000	Nil	4,550,000
\$0.120	31/12/2022	500,000	Nil	500,000
\$0.150	31/12/2022	500,000	Nil	500,000
Nil	15/02/2023	1,000,000	1,000,000	Nil
\$0.048	11/05/2023	375,000	375,000	Nil
\$0.375	19/10/2023	5,000,000	Nil	5,000,000
\$0.200	31/12/2023	4,550,000	Nil	4,550,000
\$0.200	10/07/2024	500,000	Nil	500,000
<b>TOTAL</b>		<b>55,072,113</b>	<b>9,786,373</b>	<b>44,624,448</b>

**Notes:**

1. 661,292 Options expired on 29 July 2021 and are intended to be cancelled prior to the Closing Date.
2. In addition to the above, the Company intends to issue 375,000 Shares to UEG on exercise of 375,000 Options intended to be issued to UEG before the Closing Date of the Offer pursuant to the agreement announced on 11 May 2020 (see note 3 on page 20 of this Prospectus for further information).

The Company intends to issue the following Securities before the Closing Date, having obtained Shareholder approval at the Company's annual general meeting held on 29 July 2021:

Reason for the issue	Recipient <sup>1</sup>	Shares	Options
Shares to be issued at an issue price of \$0.25 each to raise \$650,000 (before costs). <i>Refer to the announcement of 19 October 2020 and the Quarterly Activities Report of 29 January 2021 for additional details.</i>	Southern Israel Bridge Fund	2,600,000	Nil
Shares to be issued at an issue price of \$0.25 each to raise \$150,000 (before costs). <i>Refer to the announcement of 19 October 2020 and the Quarterly Activities Report of 29 January 2021 for additional details.</i>	Bernie Brookes	600,000	Nil
Options as part consideration for the provision of services. Exercisable at \$0.23 each and expiring 4 August 2023, subject to vesting conditions. <i>Refer to the announcement of 4 August 2020 for additional details.</i>	V2 Tech Distributors	Nil	1,500,000
Options as part consideration for the provision of services. Exercisable at \$0.252 each and expiring 25 November 2023, subject to vesting conditions. <i>Refer to the announcement of 28 August 2020 for additional details.</i>	TT Medical UAE	Nil	4,000,000
Options to be issued as a Director incentive under the Company's Employee Securities Incentive Plan. Exercisable at between \$0.07 and \$0.20 each and expiring between 31 December 2022 and 31 December 2023, subject to vesting conditions.	Bernie Brooks	Nil	1,940,000
As above.	Doron Eldar	Nil	1,940,000
As above.	Ian Pamensky	Nil	955,000
<b>TOTAL</b>		<b>3,200,000</b>	<b>10,335,000</b>

**Notes:**

1. The recipient may elect for the relevant Securities to be issued to their respective nominees.
2. Further details regarding the proposed issues of Securities was included in the notice of meeting dated 1 July 2021.
3. In addition to the above, as announced on 11 May 2020, the Company has entered into an agreement with UEG pursuant to which UEG became the sole and exclusive distributor for the Company in South Africa and China markets for a two year period for the provision of certain medical protective gear. As part of this agreement, the Company is to issue a total of 3,000,000 Options to UEG, exercisable at \$0.048 each. The Options are to be issued on a quarterly basis, for the duration of the 2 year term. As at the date of this Prospectus,

1,500,000 Options have been issued. The Company expects that a further 1,500,000 Options will be required to be issued on a quarterly basis for the balance of the 2 year term. The Company intends to issue 375,000 Options to UEG prior to the Closing Date of the Offer in satisfaction of the quarterly issue for Q2 FY2022.

### **3.2 Financial effect of the Offer**

After paying the expenses of the Offer of approximately \$14,456 there will be no proceeds from the Offer. The expenses of the Offer (exceeding any amounts raised under the Offer, which is a maximum of \$36) will be met from the Company's existing cash reserves. The Offer is expected to have a nominal effect on the Company's financial position of reducing the cash balance by \$14,420, being receipt of funds of \$36, less expenses of the Offers of \$14,456.

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

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

### **3.3 Effect of the Offer on control of the Company**

The Company is of the view that the Offer will not affect the control (as defined by section 50AA of the Corporations Act) of the Company.

## **4. Additional information**

### **4.1 Rights and liabilities attaching to Shares**

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

#### **(a) General Meetings**

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

#### **(b) Voting Rights**

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

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

#### **(c) Dividend Rights**

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

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

Subject to the Listing Rules and the Corporations Act, the Company may, by resolution of the Directors, implement a dividend reinvestment plan on such terms and conditions as the Directors think fit, under which participants may elect in respect of all or part of their Shares to receive a dividend or to forego a dividend from the Company and receive

some other form of distribution or entitlement (including securities) from the Company or another body corporate or a trust.

(d) **Winding-up**

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

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

(e) **Shareholder Liability**

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

(f) **Transfer of Shares**

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

(g) **Variation of Rights**

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

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

(h) **Alteration of Constitution**

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

## 4.2 **Company is a disclosing entity**

The Company is a disclosing entity under the Corporations Act. It is subject to regular reporting and disclosure obligations under both the Corporations Act and the Listing Rules. These obligations require the Company to notify ASX of information about specific events and matters as they arise for the purpose of ASX making the information available to the stock market

conducted by ASX. In particular, the Company has an obligation under the Listing Rules (subject to certain limited exceptions), to notify ASX once it is, or becomes aware of information concerning the Company which a reasonable person would expect to have a material effect on the price or value of the Shares.

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

#### 4.3 Copies of documents

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

- (a) the Half Yearly Report for the period ending 30 June 2020 as lodged with ASX on 31 August 2020;
- (b) the Annual Report for the period ending 31 December 2020 as lodged with ASX on 31 March 2021; and
- (c) the continuous disclosure notices given by the Company to notify ASX of information relating to the Company since the Company lodged its Annual Report and before the date of issue of this Prospectus which are as follows:

Date	Subject of Announcement
31/03/2021	Appendix 4G
07/04/2021	DTZ Completes Clinical Trial and Submits FDA EUA Application
26/04/2021	Dotz and Zohar Dalia Sign Supply and Distribution Agreements
03/05/2021	Quarterly Report & Appendix 4C Cashflow Report - 31 March 21
03/05/2021	Appendix 3G
05/05/2021	Cleansing Prospectus
05/05/2021	Proposed issue of Securities - DTZ
05/05/2021	Appendix 2A
10/05/2021	Appendix 2A
10/05/2021	Cancellation of Unquoted Options
20/05/2021	Garry Browne AM appointed to the Dotz Board
20/05/2021	Final Director's Interest Notice - JC
20/05/2021	Initial Director's Interest Notice - GB



Date	Subject of Announcement
26/05/2021	Appendix 3G
27/05/2021	Change in substantial holding - SIBF
30/06/2021	Notification of cessation of securities - DTZ
01/07/2021	Notification of cessation of securities - DTZ
01/07/2021	Notice of Annual General Meeting/Proxy Form
01/07/2021	Notice of Annual General Meeting/Proxy Form - Full Document
14/07/2021	Dotz signs US\$2.1m purchase order for Test Kits distribution
16/07/2021	Proposed issue of securities - DTZ
19/07/2021	Notification regarding unquoted securities - DTZ
22/07/2021	Dotz - Meet the Chair and Director Event
26/07/2021	Dotz Company Presentation
29/07/2021	Dotz AGM Presentation
29/07/2021	Results of Meeting
30/07/2021	Quarterly Report & Appendix 4C Cashflow Report - 30 June 21
05/08/2021	Dotz to commence legal proceedings against Breathe Medical

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

- (a) this Prospectus;
- (b) the Constitution; and
- (c) the consents referred to in Section 4.15 and the consents provided by the Directors to the issue of this Prospectus.

#### 4.4 Information excluded from continuous disclosure notices

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

#### 4.5 Determination by ASIC

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

#### 4.6 Market price of Shares

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

Highest: \$0.375 per Share on 22 and 23 July 2021.

Lowest: \$0.270 per Share on 13 May 2021.

The latest available closing market sale price of the Shares on ASX prior to the date of lodgement of this Prospectus with ASIC was \$0.360 per Share on 4 August 2021.

#### 4.7 Dividend policy

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

#### 4.8 Substantial Shareholders

Based on the substantial holder notices provided to the Company and ASX, those persons which (together with their associates) have a relevant interest in 5% or more of the Shares on issue at the date of this Prospectus are set out below:

	Shares <sup>3</sup>	Voting power
Southern Israel Bridging Fund Two LP <sup>1</sup>	71,383,334	17.67%
Silversea Asset Management Pte Ltd <sup>2</sup>	29,302,538	7.26%

Notes:

1. Details as per Notice of Change in substantial holder lodged with ASX on 27 May 2021.
2. Shares held by CitiCorp Nominees Pty Ltd.
3. In addition to the above, Southern Israel Bridging Fund Two LP will be issued 2,600,000 Shares under the Placement, which was approved by Shareholders at the Company's annual general meeting (see Section 3.1).

#### 4.9 Directors' interests

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

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

her in connection with the formation or promotion of the Company or the Shares offered under this Prospectus.

#### 4.10 Directors' interests in Securities

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

Director	Shares <sup>5</sup>	Voting power	Unquoted Options <sup>6</sup>
Bernie Brookes <sup>1</sup>	625,000	0.15%	Nil
Doron Eldar <sup>2</sup>	277,778	0.07%	92,593 <sup>3</sup>
Garry Browne <sup>4</sup>	278,550	0.07%	Nil
Ian Pamensky	Nil	Nil	Nil

**Notes:**

- Shares are held by Brookes Family Superannuation Fund, an entity associated with Mr Bernie Brookes.
- Securities are held directly by Mr Doron Eldar.
- 92,593 unquoted Options exercisable at \$0.09 and expiring on 11 December 2021.
- Shares are held as follows:
  - 260,000 Shares held by Northcliff Investments Pty Ltd <G & R Brown Super A/C>, of which Mr Browne is a beneficiary; and
  - 18,550 Shares held by Joshua Browne, who is Mr Browne's son.
- In addition to the above, Mr Brookes will be issued 600,000 Shares under the Placement, which was approved by Shareholders at the Company's annual general meeting (see Section 3.1).
- In addition to the above, a total of 4,835,000 Options will be issued under the Company's Employee Securities Incentive Plan to Messrs Brookes, Eldar and Pamensky after Shareholder approval was obtained at the Company's annual general meeting (see Section 3.1).

#### 4.11 Remuneration of Directors

The Constitution provides that the non-executive Directors may be paid for their services as Directors a sum not exceeding such fixed sum per annum as may be determined by the Shareholders in general meetings, to be divided among the Directors as the Directors shall determine, and in default of agreement then in equal shares. The maximum aggregate amount of fees payable to Directors is currently set at \$500,000 per annum, as approved by Shareholders at the annual general meeting held on 29 July 2021. The remuneration of the executive Directors must, subject to the provisions of any contract between each of them and the Company, be fixed by the Directors.

A Director may also be paid fees or other amounts as the Directors determine where a Director performs special duties or otherwise performs services outside the scope of the ordinary duties

of a Director. A Director may also be reimbursed for out of pocket expenses incurred as a result of their directorship or any special duties.

The Directors received the following remuneration for the year ended 31 December 2020:

Director	Short Term Salary, Fees and Commission US\$	Other <sup>1</sup> US\$	Share-based payments US\$	Total US\$
Bernie Brookes <sup>2</sup>	102,066	-	-	102,066
Doron Eldar <sup>3</sup>	57,231	-	-	57,231
James Cotton <sup>4</sup>	5,178	-	-	5,178
Ian Pamensky <sup>5</sup>	4,142	-	-	4,142
Uzi Breier <sup>6</sup>	222,187	19,694	10,401	252,282
John Bullwinkel <sup>7</sup>	8,630	-	-	8,630
Ashley Krongold <sup>8</sup>	7,888	-	-	7,888
Garry Browne <sup>9</sup>	-	-	-	-

1. Other includes benefits such as car lease, fuel and etc. paid to key management personnel.
2. Appointed 15 January 2020.
3. Appointed 15 January 2020. Oxen 9 Ltd, related to Mr Doron Eldar, receives \$8,000 per month for advisory services provided to the Company.
4. Resigned 19 May 2021. Refer to the Company's announcement of 20 May 2021.
5. Appointed 25 September 2020. Mr Ian Pamensky also receives \$6,000 per month for company secretarial services provided to the Company.
6. Resigned 25 September 2020, this amount includes \$63,756 relating to post termination. Please refer to the Annual Report announced on 31 March 2021 for details regarding the Separation Agreement entered into between the Company and Mr Breier. This agreement provides for the issue of 1,250,000 Options to Mr Breier, subject to the receipt of Shareholder approval. However, the issue was not approved by Shareholders at the Company's annual general meeting held on 29 July 2021.
7. Resigned 23 March 2020.
8. Resigned 23 March 2020.
9. Appointed 19 May 2021. Refer to the Company's announcement of 20 May 2021.

#### 4.12 Related party transactions

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

#### 4.13 Interests of other persons

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

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

HWL Ebsworth will be paid approximately \$10,000 (plus GST) in fees for legal services in connection with the Offer.

#### 4.14 Expenses of Offer

Estimated expenses of the Offer	A\$
ASIC lodgement fee	3,206
ASX quotation fee	1,250
Prospectus preparation expenses	10,000
<b>TOTAL</b>	<b>14,456</b>

#### 4.15 Consents

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

Each of the parties referred to in this Section:

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

HWL Ebsworth Lawyers has given its written consent to being named as the solicitors to the Company in this Prospectus. HWL Ebsworth Lawyers has not withdrawn its consent prior to the lodgement of this Prospectus with the ASIC.

## 5. **Authorisation**

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

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

A handwritten signature in blue ink, appearing to read 'Ian Pamensky', is written over a faint, light blue rectangular stamp.

**Ian Pamensky**  
**Director & Company Secretary**

Dated: 5 August 2021

## 6. Glossary of Terms

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

<b>\$</b>	means Australian dollars.
<b>AEST</b>	means Australian Eastern Standard Time, being the time in Melbourne, Victoria.
<b>Annual Report</b>	means the annual financial report of the Company for the period ending 31 December 2020 as lodged with ASX on 31 March 2021.
<b>Applicant</b>	means a person who submits an Application Form.
<b>Application</b>	means a valid application for Shares made on an Application Form.
<b>Application Form</b>	means the Application Form provided by the Company with a copy of this Prospectus.
<b>Application Monies</b>	means the amount of money in dollars and cents payable for Shares pursuant to the Offer.
<b>ASIC</b>	means Australian Securities and Investments Commission.
<b>ASX</b>	means ASX Limited ACN 008 624 691 and where the context permits the Australian Securities Exchange operated by ASX Limited.
<b>Board</b>	means the Directors meeting as a board.
<b>CHESS</b>	means ASX Clearing House Electronic Sub-registry System.
<b>Closing Date</b>	means the closing date for the Offer, being 9 August 2021, as may be varied.
<b>Company</b>	means Dotz Nano Limited ACN 125 264 575.
<b>Constitution</b>	means the constitution of the Company as at the date of this Prospectus.
<b>Corporations Act</b>	means the <i>Corporations Act 2001</i> (Cth), as amended from time to time.
<b>Directors</b>	mean the directors of the Company as at the date of this Prospectus.
<b>Dotz Test Kit</b>	means the Company's Rapid SARS-CoV-2 Diagnostic kit, now incorporating RT-LAMP. Refer to the Company's announcements of 1 March, 12 March, 22 March, 7 April, 3 May and 14 July 2021 for further information regarding the development and commercialisation of the Dotz Test Kit.

<b>FDA</b>	means the U.S. Food and Drug Administration.
<b>Half Yearly Report</b>	means the half yearly report of the Company for the period ending 30 June 2020 as lodged with ASX on 31 August 2020.
<b>Issuer Sponsored</b>	means Securities issued by an issuer that are held in uncertified form without the holder entering into a sponsorship agreement with a broker or without the holder being admitted as an institutional participant in CHESS.
<b>Listing Rules</b>	means the official listing rules of ASX as amended or replaced from time to time, except to the extent of any express written waiver by ASX.
<b>May Cleansing Prospectus</b>	has the meaning given in Section 1.14.
<b>Offer</b>	has the meaning given in Section 1.1.
<b>Official List</b>	means the official list of ASX.
<b>Official Quotation</b>	means quotation of Shares on the Official List.
<b>Options</b>	means an option, giving the holder the right, but not an obligation, to acquire a Share at a predetermined price and at a specified time in the future.
<b>Placement</b>	means the Share placement announced on 19 October 2020.
<b>Prospectus</b>	means this prospectus dated 5 August 2021.
<b>Section</b>	means a section of this Prospectus.
<b>Securities</b>	means any securities issued or granted by the Company.
<b>Shares</b>	means ordinary fully paid shares in the capital of the Company.
<b>Shareholder</b>	means a holder of Shares.
<b>UEG</b>	means Universal Exports Group.
<b>US\$</b>	means United States dollars.