

Announcement Summary

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**Entity name**

DOTZ NANO LIMITED

**Announcement Type**

New announcement

**Date of this announcement**

19/5/2023

**The Proposed issue is:**☒ A placement or other type of issue**Total number of +securities proposed to be issued for a placement or other type of issue**

ASX +security code	+Security description	Maximum Number of +securities to be issued
New class-code to be confirmed	Tranche 1 - Consideration Options	8,000,000
New class-code to be confirmed	Tranche 3 - Contingent Consideration Options	8,000,000
New class-code to be confirmed	Tranche 2 - Contingent Consideration Options	8,000,000
New class-code to be confirmed	Tranche 4 - Contingent Consideration Options	9,000,000
DTZ	ORDINARY FULLY PAID	40,000,000

**Proposed +issue date**

30/6/2023

Refer to next page for full details of the announcement

Part 1 - Entity and announcement details

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**1.1 Name of +Entity**

DOTZ NANO LIMITED

We (the entity named above) give ASX the following information about a proposed issue of +securities and, if ASX agrees to +quote any of the +securities (including any rights) on a +deferred settlement basis, we agree to the matters set out in Appendix 3B of the ASX Listing Rules.

If the +securities are being offered under a +disclosure document or +PDS and are intended to be quoted on ASX, we also apply for quotation of all of the +securities that may be issued under the +disclosure document or +PDS on the terms set out in Appendix 2A of the ASX Listing Rules (on the understanding that once the final number of +securities issued under the +disclosure document or +PDS is known, in accordance with Listing Rule 3.10.3C, we will complete and lodge with ASX an Appendix 2A online form notifying ASX of their issue and applying for their quotation).

**1.2 Registered Number Type**

ABN

**Registration Number**

71125264575

**1.3 ASX issuer code**

DTZ

**1.4 The announcement is**☒ New announcement**1.5 Date of this announcement**

19/5/2023

**1.6 The Proposed issue is:**☒ A placement or other type of issue



## Part 7 - Details of proposed placement or other issue

### Part 7A - Conditions

**7A.1 Do any external approvals need to be obtained or other conditions satisfied before the placement or other type of issue can proceed on an unconditional basis?**

☒ Yes

#### 7A.1a Conditions

Approval/Condition	Date for determination	Is the date estimated or actual?	** Approval received/condition met?
+Security holder approval	30/5/2023	<input checked="" type="checkbox"/> Actual	No

#### Comments

Refer ASX Announcement on 19 May 2023 and Addendum to the Notice of Annual General Meeting and accompanying Explanatory Statement (NOM) - 19 May 2023

### Part 7B - Issue details

**Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?**

☒ Existing class

**Will the proposed issue of this +security include an offer of attaching +securities?**

☒ No

#### Details of +securities proposed to be issued

##### ASX +security code and description

DTZ : ORDINARY FULLY PAID

##### Number of +securities proposed to be issued

40,000,000

##### Offer price details

**Are the +securities proposed to be issued being issued for a cash consideration?**

☒ No



**Please describe the consideration being provided for the +securities**

The consideration payable under the Asset Purchase Agreement.

- 14,400,000 Consideration Shares with 8,400,000 Shares being subject to voluntary escrow for a period of 24 months following Completion.
- 25,600,000 Contingent Consideration Shares subject to various Milestones as described in ASX Announcement and the Addendum to the NOM- 19 May 2023 (Deferred Consideration Shares)

**Please provide an estimate of the AUD equivalent of the consideration being provided for the +securities**

9,400,000.000000

**Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?**

☒ Yes

**Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?**

☒ New class

**Will the proposed issue of this +security include an offer of attaching +securities?**

☒ No

Details of +securities proposed to be issued

**ISIN Code (if Issuer is a foreign company and +securities are non CDIs)**

**Have you received confirmation from ASX that the terms of the proposed +securities are appropriate and equitable under listing rule 6.1?**

☒ Yes

**Will the entity be seeking quotation of the 'new' class of +securities on ASX?**

☒ No

**ASX +security code**

New class-code to be confirmed

**+Security description**

Tranche 1 - Consideration Options

**+Security type**

Options

**Number of +securities proposed to be issued**

8,000,000

**Offer price details**

**Are the +securities proposed to be issued being issued for a cash consideration?**

☒ No

**Please describe the consideration being provided for the +securities****Please provide an estimate of the AUD equivalent of the consideration being provided for the +securities**

354,000.000000

**Will all the +securities issued in this class rank equally in all respects from their issue date?**☒ Yes

## Options details

+Security currency	Exercise price	Expiry date
AUD - Australian Dollar	AUD 0.8000	30/5/2026

**Details of the type of +security that will be issued if the option is exercised**

DTZ : ORDINARY FULLY PAID

**Number of securities that will be issued if the option is exercised****Please provide a URL link for a document lodged with ASX setting out the material terms of the +securities proposed to be issued or provide the information by separate announcement.****Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?**☒ New class**Will the proposed issue of this +security include an offer of attaching +securities?**☒ No

## Details of +securities proposed to be issued

**ISIN Code (if Issuer is a foreign company and +securities are non CDIs)****Have you received confirmation from ASX that the terms of the proposed +securities are appropriate and equitable under listing rule 6.1?**☒ Yes**Will the entity be seeking quotation of the 'new' class of +securities on ASX?**☒ No**ASX +security code****+Security description**



### +Security type

Options

### Number of +securities proposed to be issued

8,000,000

### Offer price details

Are the +securities proposed to be issued being issued for a cash consideration?

☒ No

Please describe the consideration being provided for the +securities

Refer ASX Announcement 19 May 2023

Please provide an estimate of the AUD equivalent of the consideration being provided for the +securities

312,000.000000

Will all the +securities issued in this class rank equally in all respects from their issue date?

☒ Yes

### Options details

#### +Security currency

AUD - Australian Dollar

#### Exercise price

AUD 0.9000

#### Expiry date

30/5/2026

Details of the type of +security that will be issued if the option is exercised

DTZ : ORDINARY FULLY PAID

Number of securities that will be issued if the option is exercised

8000000

Please provide a URL link for a document lodged with ASX setting out the material terms of the +securities proposed to be issued or provide the information by separate announcement.

Refer Addendum to NOM - 19 May 2023

Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?

☒ New class

Will the proposed issue of this +security include an offer of attaching +securities?

☒ No



## Details of +securities proposed to be issued

## ISIN Code (if Issuer is a foreign company and +securities are non CDIs)

Have you received confirmation from ASX that the terms of the proposed +securities are appropriate and equitable under listing rule 6.1?

☒ Yes

Will the entity be seeking quotation of the 'new' class of +securities on ASX?

☒ No

## ASX +security code

New class-code to be confirmed

## +Security description

Tranche 2 - Contingent Consideration Options

## +Security type

Options

## Number of +securities proposed to be issued

8,000,000

## Offer price details

Are the +securities proposed to be issued being issued for a cash consideration?

☒ No

## Please describe the consideration being provided for the +securities

Refer ASX Announcement 19 May 2023

Please provide an estimate of the AUD equivalent of the consideration being provided for the +securities

332,000.000000

Will all the +securities issued in this class rank equally in all respects from their issue date?

☒ Yes

## Options details

## +Security currency

AUD - Australian Dollar

## Exercise price

AUD 0.8500

## Expiry date

30/5/2026

Details of the type of +security that will be issued if the option is exercised

DTZ : ORDINARY FULLY PAID

Number of securities that will be issued if the option is exercised

8000000

Please provide a URL link for a document lodged with ASX setting out the material terms of the +securities



proposed to be issued or provide the information by separate announcement.

Refer Addendum to NOM - 19 May 2023

Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?

☒ New class

Will the proposed issue of this +security include an offer of attaching +securities?

☒ No

Details of +securities proposed to be issued

ISIN Code (if Issuer is a foreign company and +securities are non CDIs)

Have you received confirmation from ASX that the terms of the proposed +securities are appropriate and equitable under listing rule 6.1?

☒ Yes

Will the entity be seeking quotation of the 'new' class of +securities on ASX?

☒ No

ASX +security code

New class-code to be confirmed

+Security description

Tranche 4 - Contingent Consideration Options

+Security type

Options

Number of +securities proposed to be issued

9,000,000

Offer price details

Are the +securities proposed to be issued being issued for a cash consideration?

☒ No

Please describe the consideration being provided for the +securities

Refer ASX Announcement 19 May 2023

Please provide an estimate of the AUD equivalent of the consideration being provided for the +securities

330,000.000000

Will all the +securities issued in this class rank equally in all respects from their issue date?

☒ Yes





## Options details

<b>+Security currency</b>	<b>Exercise price</b>	<b>Expiry date</b>
AUD - Australian Dollar	AUD 0.9500	30/5/2026

**Details of the type of +security that will be issued if the option is exercised**

DTZ : ORDINARY FULLY PAID

**Number of securities that will be issued if the option is exercised****Please provide a URL link for a document lodged with ASX setting out the material terms of the +securities proposed to be issued or provide the information by separate announcement.**

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Part 7C - Timetable**7C.1 Proposed +issue date**

30/6/2023

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Part 7D - Listing Rule requirements**7D.1 Has the entity obtained, or is it obtaining, +security holder approval for the entire issue under listing rule 7.1?**☒ No**7D.1b Are any of the +securities proposed to be issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1?**☒ No**7D.1c Are any of the +securities proposed to be issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A (if applicable)?**☒ No**7D.2 Is a party referred to in listing rule 10.11 participating in the proposed issue?**☒ No**7D.3 Will any of the +securities to be issued be +restricted securities for the purposes of the listing rules?**☒ No**7D.4 Will any of the +securities to be issued be subject to +voluntary escrow?**☒ Yes



**7D.4a Please enter the number and +class of the +securities subject to +voluntary escrow and the date from which they will cease to be subject to +voluntary escrow**

- 8,400,000 Consideration Shares being subject to voluntary escrow for a period of 24 months following Completion.
- The Contingent Consideration Shares will be subject to voluntary escrow following their issue being the later of the date that is 24 months after Completion and 6 months after satisfaction of the relevant Milestone.

Part 7E - Fees and expenses

**7E.1 Will there be a lead manager or broker to the proposed issue?**

☒ No

**7E.2 Is the proposed issue to be underwritten?**

☒ No

**7E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed issue**

Part 7F - Further Information

**7F.01 The purpose(s) for which the entity is issuing the securities**

the Consideration payable under the Asset Purchase Agreement to H2 Blue as detailed in the ASX Announcement and Addendum to the Notice of Meeting lodged with the ASX on 19 May 2023

**7F.1 Will the entity be changing its dividend/distribution policy if the proposed issue proceeds?**

☒ No

**7F.2 Any other information the entity wishes to provide about the proposed issue**

The maximum number of Securities to be issued is as follows:

- (i) 14,400,000 Consideration Shares;
- (ii) up to 25,600,000 Contingent Consideration Shares - To be Issued subject to Various Milestones detailed in the Addendum to the Notice of Meeting - 19 May 2023;
- (iii) 8,000,000 Consideration Options exercisable at \$0.80 and expiry 3 years from date of issue; and
- (iv) up to 25,000,000 Contingent Consideration Options - To be Issued subject to Various Milestones detailed in the Addendum to the Notice of Meeting - 19 May 2023. The Options will be issued in 3 Tranches exercisable at \$0.85, \$0.90 and \$0.95 and expiring 3 years from the date of issue.

NOTE - The Expiry Date for all the Tranche 1 - 4 Options will expire at 5:00pm (Sydney, Australia time) on the third anniversary of the day on which they were issued. Any unexercised Options on issue at the Expiry Date will automatically lapse on the Expiry Date. The expiry date may not be on 30/05/2026 as detailed in the attached.

**7F.3 Any on-sale of the +securities proposed to be issued within 12 months of their date of issue will comply with the secondary sale provisions in sections 707(3) and 1012C(6) of the Corporations Act by virtue of:**

☒ The publication of a cleansing notice under section 708A(5), 708AA(2)(f), 1012DA(5) or 1012DAA(2)(f)

