



Update Summary

Entity name

DOTZ NANO LIMITED

Announcement Type

Update to previous announcement

Date of this announcement

10/8/2023

Reason for update to a previous announcement

Changes to the structure for the issue of shares as a result of changes to the cash payment structure for the H2Blue acquisition. Revised share issue structure under the Amended Asset Purchase Agreement:

- 15,700,000 Shares with 8,400,000 Shares being subject to voluntary escrow for a period of 24 months following Completion.
- 24,300,000 Contingent Consideration Shares subject to various Milestones as described in ASX Announcement and the Addendum to the NOM-19 May 2023

Refer to next page for full details of the announcement

Part 1 - Entity and announcement details

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 Update/amendment to previous announcement**1.4a Reason for update to a previous announcement**

Changes to the structure for the issue of shares as a result of changes to the cash payment structure for the H2Blue acquisition. Revised share issue structure under the Amended Asset Purchase Agreement:

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1.4b Date of previous announcement to this update

19/5/2023

1.5 Date of this announcement

10/8/2023

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	Yes

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**

Refer ASX Announcement 19 May 2023

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

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 3 - 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

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

+Security currency	Exercise price	Expiry date
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

9000000

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

Part 7C - Timetable

7C.1 Proposed +issue date

11/8/2023

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) 15,700,000 Consideration Shares (8,400,000 will be subject to voluntary 24 month escrow);
- (ii) up to 24,300,000 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)

