

Dotz Nano Limited
ACN 125 264 575

Extraordinary General Meeting – Notice and Proxy Form

Dear Shareholder,

Dotz Nano Limited (ASX: DTZ) (**Dotz Nano** or the **Company**) advises that it is convening Extraordinary General Meeting (**EGM** or **Meeting**) of shareholders to be held at 3:00pm (AEST) on Thursday, 14 September 2023 via a virtual meeting.

Dotz Nano respects the rights of shareholders to participate in the EGM and understands the importance of the meeting to shareholders. Shareholders who attend the Meeting will be able to watch, listen, ask questions and participate in all poll votes put to the Meeting. The Notice of Meeting can be downloaded from the link below or will be available on the ASX Market Announcement page (ASX: DTZ): <https://www.asx.com.au/asx/v2/statistics/announcements.do?by=asxCode&asxCode=DTZ&timeframe=Y&year=2023>

In accordance with the *Corporations Act 2001* (Cth) the Company will not be sending hard copies of the Notice of Meeting to shareholders unless a shareholder has requested a hard copy.

All resolutions will be decided on a poll. The poll will be conducted based on votes submitted by proxy and at the Meeting by shareholders who can vote in accordance with the instructions set out below.

If you wish to virtually attend the EGM, please pre-register in advance for the virtual meeting here: https://us02web.zoom.us/webinar/register/WN_G-8ptTPTRC2KGK9bZmKxiQ

After registering, you will receive a confirmation containing information on how to attend the virtual meeting on the day of the EGM.

Shareholders may submit questions in advance of the Meeting by email to the Company Secretary at ian@cfo2grow.com.au. Responses will be provided at the Meeting in respect of all valid questions received prior to 2:30pm (AEST) on 28 May 2023.

A copy of the Notice of Meeting can be viewed and downloaded online at the following link: <https://www.asx.com.au/asx/v2/statistics/announcements.do?by=asxCode&asxCode=DTZ&timeframe=Y&year=2023>

A copy of your personalised Proxy Form is enclosed for convenience. Proxy votes may also be lodged online by using the link: <https://investor.automic.com.au/#/loginsah>

(Login and click on '**Meetings**'. Use the Holder Number shown at the top of your Proxy Form.)

If you have any difficulties obtaining a copy of the Notice of Meeting please contact the Company's share registry, Automic Group Pty Ltd on 1300 288 664 (within Australia) or +61 2 9698 5414 (Overseas).

Yours sincerely



Ian Pamensky – Company Secretary
11 August 2023

Dotz Nano Limited ACN 125 264 575

Notice of Extraordinary General Meeting Explanatory Statement | Proxy Form

Date: Thursday, 14 September 2023

Time: 3:00pm (AEST)

Place: Virtual meeting accessible online, pre-register in advance:

https://us02web.zoom.us/webinar/register/WN_G-8ptTPTRC2KGK9bZmKxiQ

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Should you wish to discuss any matter, please do not hesitate to contact the Company Secretary by telephone on 1300-092-602.

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Venue and Voting Information

The Extraordinary General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 3:00pm (AEST) on Thursday, 14 September 2023 as a virtual meeting accessible online.

Based on the information available at the date of the Notice of Extraordinary General Meeting, the Board considers that it is appropriate to hold a virtual meeting. Shareholders will be able to attend the Meeting online and can pre-register in advance for the virtual meeting here:

https://us02web.zoom.us/webinar/register/WN_G-8ptPTRC2KGK9bZmKxiQ.

After registering, Shareholders will receive a confirmation email containing information on how to attend the virtual meeting on the day of the Extraordinary General Meeting.

Shareholders who attend online will have the opportunity to vote, ask questions (written and oral) and make comments in real time.

Whilst Shareholders will be able to attend and participate in the Meeting online, the Company strongly encourages you to submit completed Proxy Forms prior to the Meeting in accordance with the instructions set out in the Proxy Form and the Notice of Extraordinary Meeting.

As permitted by the Corporations Act, the Company will not be sending hard copies of the Notice of Extraordinary General Meeting to Shareholders unless the Shareholder has made a valid election to receive documents in hard copy.

Shareholders that have an existing account with Automic will be able to watch, listen, ask questions and vote online.

Shareholders who do not have an account with Automic are strongly encouraged to register for an account as soon as possible and well in advance of the Meeting to avoid any delays on the day of the Meeting. An account can be created via the following link investor.automic.com.au and then clicking on “register” and following the prompts. Shareholders will require their holder number, (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) to create an account with Automic.

To access the virtual meeting on the day:

1. Open your internet browser and go to investor.automic.com.au.
2. Login with your username and password or click “register” if you haven’t already created an account. Shareholders are encouraged to create an account prior to the start of the meeting to ensure there is no delay in attending the virtual meeting.

3. After logging in, a banner will display at the bottom of your screen to indicate that the meeting is open for registration, click on “**Register**” when this appears. Alternatively, click on “**Meetings**” on the left-hand menu bar to access registration.
4. Click on “**Register**” and follow the steps.
5. Click on the URL to join the webcast where you can view and listen to the virtual meeting. Note that the webcast will open in a separate window.

Shareholders will be able to vote (see the “Voting virtually at the Meeting” section of this Notice of Meeting below) and ask questions at the virtual meeting.

Shareholders are also encouraged to submit questions in advance of the Meeting to the Company. Questions must be submitted in writing to the Company Secretary, Ian Pamensky by email to: ian@cfo2grow.com.au at least 48 hours before the EGM.

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

Your vote is important

The business of the Extraordinary General Meeting affects your shareholding and your vote is important.

Voting in person

To vote in person, attend the Extraordinary General Meeting on the date and at the time and place set out above.

Voting virtually at the Meeting

Shareholders who wish to vote virtually on the day of the EGM can do so through the online meeting platform powered by Automic.

Once the Chair of the Meeting has declared the poll open for voting click on "Refresh" within the platform to be taken to the voting screen.

Select your voting direction and click "confirm" to submit your vote. Note that you cannot amend your vote after it has been submitted.

For further information on the live voting process please see the **Registration and Voting Guide** at <https://www.automicgroup.com.au/virtual-agms/>

Voting by proxy

To vote by proxy, please use one of the following methods:

Online	Lodge the Proxy Form online at https://investor.automic.com.au/#/loginsah by following the instructions: Login to the Automic website using the holding details as shown on the Proxy Form. Click on ‘View Meetings’ – ‘Vote’. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form. For further information on the online proxy lodgement process please see the Online Proxy Lodgement Guide at https://www.automicgroup.com.au/virtual-agms/
By post	Automic, GPO Box 5193, Sydney NSW 2001
By hand	Automic, Level 5, 126 Phillip Street, Sydney NSW 2000

Your Proxy instruction must be received no later than 48 hours before the commencement of the Meeting. **Proxy Forms received later than this time will be invalid.**

Power of Attorney

If the proxy form is signed under a power of attorney on behalf of a Shareholder, then the attorney must make sure that either the original power of attorney or a certified copy is sent with the proxy form, unless the power of attorney has already provided it to the Share Registry.

Corporate Representatives

If a representative of a corporate shareholder or a corporate proxy will be attending the Meeting, the representative should provide the Share Registry with adequate evidence of their appointment, unless this has previously been provided to the Share Registry.

Notice of Extraordinary General Meeting

Notice is hereby given that the Extraordinary General Meeting of Shareholders of Dotz Nano Limited ACN 125 264 575 will be held at 3:00pm (AEST) on Thursday, 14 September 2023 as a virtual meeting. Shareholders must pre-register in advance to attend virtually:

https://us02web.zoom.us/webinar/register/WN_G-8ptTPTRC2KGK9bZmKxiQ#/registration .

Explanatory Statement

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Extraordinary General Meeting. The Explanatory Statement, Annexures and the Proxy Form all form part of this Notice of Meeting.

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Extraordinary General Meeting are those who are registered Shareholders at 7:00pm (AEST) on Tuesday, 12 September 2023.

Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

Agenda

Resolutions

1. Resolution 1 – Approval of issue of Second Tranche Placement Shares for the purposes of ASX Listing Rule 10.11

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“That, for the purposes of ASX Listing Rule 10.11, and for all other purposes, approval is given for the Company to, in connection with the Placement, issue to SIBF (or its nominee) 5,587,500 Second Tranche Placement Shares at \$0.20 per Share on the terms and conditions described in the Explanatory Statement which accompanies and forms part of the Notice of Extraordinary Meeting.”

Voting Exclusion Statement: As required by the ASX Listing Rules, the Company will disregard any votes cast on Resolution 1 by or on behalf of:

- (a) a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity); or
- (b) an Associate of those persons.

However, the Company need not disregard a vote if:

- (i) it is cast by a person as a proxy or attorney for a person who is entitled to vote, in accordance with the directions given to the proxy or attorney on the proxy form;
- (ii) it is cast by the Chair as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the chair decides; or
- (iii) it is cast by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided that:
 - (A) the beneficiary provides written confirmation to the person that the beneficiary is not excluded from voting on this Resolution 1 and is not an Associate of a person excluded from voting on this Resolution 1; and
 - (B) it is cast in accordance with a direction given by the beneficiary to the holder.

2. Resolution 2 – Approval of issue of Second Tranche Placement Options for the purposes of ASX Listing Rule 10.11

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“That, for the purposes of ASX Listing Rule 10.11, and for all other purposes, approval is given for the Company to, in connection with the Placement, issue to SIBF (or its nominee) 2,793,750 Second Tranche Placement Options on the terms and conditions described in the Explanatory Statement which accompanies and forms part of the Notice of Extraordinary Meeting.”

Voting Exclusion Statement: As required by the ASX Listing Rules, the Company will disregard any votes cast on Resolution 2 by or on behalf of:

- (a) a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity); or
- (b) an Associate of those persons.

However, the Company need not disregard a vote if:

- (i) it is cast by a person as a proxy or attorney for a person who is entitled to vote, in accordance with the directions given to the proxy or attorney on the proxy form;
- (ii) it is cast by the Chair as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the chair decides; or
- (iii) it is cast by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided that:
 - (A) the beneficiary provides written confirmation to the person that the beneficiary is not excluded from voting on this Resolution 2 and is not an Associate of a person excluded from voting on this Resolution 2; and
 - (B) it is cast in accordance with a direction given by the beneficiary to the holder.

3. Resolution 3 – Ratification of Prior Issue of First Tranche Placement Shares under ASX Listing Rule 7.1A

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Shareholders ratify the allotment and prior issue of 14,220,000 First Tranche Placement Shares issued on 1 August 2023 under ASX Listing Rule 7.1A and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 3 by or on behalf of:

- (a) a person who participated in the issue or is a counterparty to the agreement being approved; or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 3 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (A) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - (B) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

4. Resolution 4 – Ratification of Prior Issue of First Tranche Placement Options under ASX Listing Rule 7.1

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Shareholders ratify the allotment and prior issue of 7,110,000 First Tranche Placement Options issued on 1 August 2023 under ASX Listing Rule 7.1 and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of:

- (a) a person who participated in the issue or is a counterparty to the agreement being approved; or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 4 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (A) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - (B) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

BY ORDER OF THE BOARD

A handwritten signature in blue ink, appearing to read 'Ian Pamensky', is positioned above the printed name.

Ian Pamensky
Company Secretary
10 August 2023

Explanatory Statement

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

If you are in any doubt about what to do in relation to the Resolutions contemplated in the Notice of Meeting and this Explanatory Statement, it is recommended that you seek advice from an accountant, solicitor or other professional advisor.

Resolutions

Resolutions 1 and 2 – Approval of issue of Second Tranche Placement Shares and Second Tranche Placement Options

Background

On 26 July 2023, the Company announced that it had successfully raised approximately \$4,000,000 (before costs) via a two-tranche placement of 19,807,500 Shares at an issue price of \$0.20 per Share (**Placement Shares**) to institutional and professional investors. The offer under the Placement included 1 free attaching option (with an exercise price of \$0.35 and expiry date of two years from the date of issue) for every 2 Placement Shares.

On 1 August 2023, the Company issued the first tranche of Securities, being 14,220,000 First Tranche Placement Shares and 7,110,000 First Tranche Placement Options. The First Tranche Placement Shares were issued under ASX Listing Rule 7.1A and the First Tranche Placement Options were issued under ASX Listing Rule 7.1.

The issue of 5,587,500 Second Tranche Placement Shares and 2,793,750 Second Tranche Placement Options is proposed to be made to SIBF (or its nominee).

SIBF has been a substantial holder of Shares in the 6 months before the issue date of the First Tranche Placement Shares and has previously nominated a Director, being Mr Doron Eldar, pursuant to an agreement between SIBF and the Company dated 25 November 2019 (**SIBF Agreement**). Mr Doron Eldar was appointed a Director on 15 January 2020 and is an employee of SIBF. He has since been re-elected as a Director by the Shareholders at the 2020 and 2023 Annual General Meeting.

SIBF currently holds 77,678,262 Shares which, following the issue of the First Tranche Placement Shares, represents 16.17% of the Company's total issued Share capital.

ASX Listing Rule 10.11

ASX Listing Rule 10.11.3 requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a person who is, or was at any time in the six months before the issue or agreement, a substantial (10%) holder and who has nominated a director to the board pursuant to a relevant agreement which gives them a right or expectation to do so, unless an exception in Listing Rule 10.12 applies.

As at the date of this Notice of Meeting, SIBF holds 16.17% of the issued Share capital of the Company and has previously nominated Mr Doron Eldar as a Director. Consequently, SIBF is a "substantial holder" for the purposes of Listing Rule 10.11.3. Therefore, Company considers that it is likely that the proposed issue of Second Tranche Placement Shares and Second Tranche Placement Options falls within Listing Rule 10.11 and the Company considers that the exceptions set out in Listing Rule 10.12 do not apply in the current circumstances.

As the proposed issue of Second Tranche Placement Shares and Second Tranche Placement Options may require Shareholder approval pursuant to Listing Rule 10.11, Resolutions 1 and 2 seek the required Shareholder approval for the issue of the Second Tranche Placement Shares and Second Tranche Placement Options to SIBF under and for the purposes of Listing Rule 10.11.3.

If Resolutions 1 and 2 are passed, the Company will issue the Second Tranche Placement Shares and Second Tranche Placement Options to SIBF no later than one month after the date on which Resolutions 1 and 2 are passed. If Resolutions 1 and 2 are not passed, the issue of the Second Tranche Placement Shares and Second Tranche Placement Options will not proceed.

Information required by ASX Listing Rule 10.13

The following information is provided to Shareholders for the purposes of ASX Listing Rule 10.13.

- (a) The Second Tranche Placement Shares and Second Tranche Placement Options will be issued to SIBF.
- (b) The Company considers that SIBF may fall within the category of person in ASX Listing Rule 10.11.3 because:
 - (i) as at the date of this Notice of Meeting it holds 16.17% of the issued Share capital of the Company; and
 - (ii) it has previously nominated a Director to the Board, being Mr Doron Eldar, pursuant to the SIBF Agreement which gave SIBF a right to do so at the time that it was entered into.
- (c) Subject to obtaining Shareholder approval at the EGM, SIBF will be issued:
 - (i) 5,587,500 Second Tranche Placement Shares, being fully paid ordinary shares in the Company and ranking equally with all other Shares on issue; and
 - (ii) 2,793,750 Second Tranche Placement Shares. A summary of the material terms of the Second Tranche Placement Options is at Annexure A of this Notice of Meeting.
- (d) The Second Tranche Placement Shares and Second Tranche Placement Options will be issued no later than 1 month from the date of the EGM.
- (e) Each of the Second Tranche Placement Shares will be issued at an issue price of \$0.20 per Share, which will raise approximately \$1 million (before costs) for the Company.
- (f) The Second Tranche Placement Options will be issued for nil cash consideration, as free attaching Options to the Second Tranche Placement Shares. If all of the Second Tranche Placement Options are exercised, the Company will raise approximately \$1 million.
- (g) Funds raised by the issue of the Second Tranche Placement Shares will be used by the Company for growth initiatives, including the acquisition, development and exploitation of carbon capture technology (refer to the ASX Announcement dated 19 May 2023) as well as other general corporate purposes.
- (h) The SIBF Agreement included the following key terms:
 - (i) the right to subscribe for up to 58,333,333 Shares at an issue price of \$0.036 per Share, pursuant to a placement announced by the Company on 26 November 2019;
 - (ii) for so long as SIBF holds 10% or more of the issued Share capital of the Company, SIBF will have the right to nominate one person to be a member of the Board (**Nominee Director**);
 - (iii) all reasonable costs, expenses and disbursements incurred by the Nominee Director in connection with their role as a Director will be borne by the Company and the Nominee Director will receive remuneration on the same terms as other non-executive Directors; and

- (iv) the Nominee Director will enter into an indemnification deed on the same terms as the existing Directors and is entitled to be covered by the Company's directors' and officers' insurance policy.

- (i) A voting exclusion statement is included in this Notice of Meeting.

Directors' recommendation

The Board (other than Mr Doron Eldar who has previously been nominated as a Director by SIBF) recommends that Shareholders vote in favour of Resolutions 1 and 2.

The Chair of the Meeting intends to cast all undirected proxies in favour of Resolutions 1 and 2.

Resolutions 3 and 4 – Ratification of Prior Issue of First Tranche Placement Shares and First Tranche Placement Options

Background

On 26 July 2023, the Company announced that it had successfully raised approximately \$4,000,000 (before costs) via a two-tranche placement of 19,807,500 Shares at an issue price of \$0.20 per Share (**Placement Shares**) to institutional and professional investors. The offer under the Placement included 1 free attaching Option (with an exercise price of \$0.35 and expiry date of two years from the date of issue) for every 2 Placement Shares.

On 1 August 2023, the Company issued the first tranche of Securities, being 14,220,000 First Tranche Placement Shares and 7,110,000 First Tranche Placement Options. The First Tranche Placement Shares were issued under ASX Listing Rule 7.1A and the First Tranche Placement Options were issued under ASX Listing Rule 7.1.

The issue of 5,587,500 Second Tranche Placement Shares and 2,793,750 Second Tranche Placement Options are subject to Shareholder approval which is being sought under Resolutions 1 and 2 of this Notice of Meeting.

ASX Listing Rules 7.1 and 7.1A

Shareholder approval is being sought to approve and ratify the prior issue and allotment of:

- (j) 14,220,000 First Tranche Placement Shares under ASX Listing Rule 7.1A (**Resolution 3**); and
- (k) 7,110,000 First Tranche Placement Options under ASX Listing Rule 7.1 (**Resolution 4**),

on 1 August 2023 (**Issue Date**).

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

At this year's annual general meeting of Shareholders held on 30 May 2023, the Company sought and obtained the approval of its Shareholders under Listing Rule 7.1A to increase this 15% limit by an extra 10% to 25%.

The issue of First Tranche Placement Shares and First Tranche Placement Options did not fit within any of the exceptions (to ASX Listing Rules 7.1 and 7.1A) and, as it has not been approved by Shareholders, it effectively uses up part of the expanded 25% limit in Listing Rule 7.1 and 7.1A, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 and 7.1A for the 12 month period following the Issue Date (noting that the extra 10% under Listing Rule 7.1A will expire unless reapproved by the Company's Shareholders on an annual basis).

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

A note to ASX Listing Rule 7.4 also provides that an issue made in accordance with Listing Rule 7.1A can be approved subsequently under Listing Rule 7.4 and, if it is, the issue will then be excluded from variable "E" in Listing Rule 7.1A.2 (which means that the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1A is not reduced).

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

Therefore, Resolutions 3 and 4 seek Shareholder approval to subsequently approve the issue of First Tranche Placement Shares and First Tranche Placement Options for the purposes of Listing Rule 7.4.

If Resolutions 3 and 4 are passed, the issue of First Tranche Placement Shares and First Tranche Placement Options will be excluded in calculating the Company's 25% capacity to issue equity securities under ASX Listing Rules 7.1 (15%) and 7.1A (10%) without Shareholder approval over the 12 month period following the Issue Date.

If Resolutions 3 and 4 are not passed, the issue of First Tranche Placement Shares and First Tranche Placement Options will be included in calculating the Company's 25% capacity to issue equity securities under ASX Listing Rules 7.1 (15%) and 7.1A (10%) without Shareholder approval over the 12 month period following the Issue Date.

Information required by ASX Listing Rule 7.5

The following information is provided to Shareholders for the purposes of ASX Listing Rule 7.5.

- (a) The First Tranche Placement Shares and First Tranche Placement Options were issued to sophisticated and professional investors. In accordance with ASX Guidance Note 21, the Company confirms that none of the investors were:
 - (i) Related Parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties; and
 - (ii) issued more than 1% of the issued capital of the Company.
- (b) The Company issued:
 - (i) 14,220,000 First Tranche Placement Shares under ASX Listing Rule 7.1A (**Resolution 3**); and
 - (ii) 7,110,000 First Tranche Placement Options under ASX Listing Rule 7.1 (**Resolution 4**).
- (c) The First Tranche Placement Shares were fully paid on issue and rank equally in all aspects with all existing Shares previously issued by the Company.
- (d) The First Tranche Placement Options were issued on the basis of 1 First Tranche Placement Option for every 2 First Tranche Placement Shares subscribed for under the Placement. A summary of the material terms of the First Tranche Placement Options is at Annexure A of this Notice of Meeting.
- (e) The First Tranche Placement Shares and First Tranche Placement Options were issued on 1 August 2023.
- (f) Each of the First Tranche Placement Shares were issued at an issue price of \$0.20 per Share, which raised approximately \$2.8 million (before costs) for the Company.

- (g) The First Tranche Placement Options were issued for nil cash consideration, as free attaching Options to the First Tranche Placement Shares. If all of the First Tranche Placement Options are exercised, the Company will raise approximately \$2.5 million.
- (h) Funds raised by the issue of the First Tranche Placement Shares will be applied primarily to growth initiatives, including the acquisition, development and exploitation of carbon capture technology (see the Company's announcement dated 19 May 2023) as well as other general corporate purposes.
- (i) A voting exclusion statement is included in this Notice of Meeting for Resolutions 3 and 4.

Directors' recommendation

The Directors recommend that Shareholders vote in favour of Resolutions 3 and 4.

The Chair of the Meeting intends to cast all undirected proxies in favour of Resolutions 3 and 4.

Glossary

AEST means Australian Eastern Standard Time as observed in Sydney, New South Wales.

Associate has the meaning given to it by the ASX Listing Rules.

ASX means ASX Limited ACN 008 624 691 or the financial market operated by it, as the context requires, of 20 Bridge Street, Sydney, NSW 2000.

ASX Listing Rules or **Listing Rules** means the official ASX Listing Rules of the ASX and any other rules of the ASX which are applicable while the Company is admitted to the official list of the ASX, as amended or replaced from time to time, except to the extent of any express written waiver by the ASX.

Board means the current board of Directors of the Company.

Chair means the person chairing the Meeting.

Company means Dotz Nano Limited ACN 125 264 575.

Corporations Act means the *Corporations Act 2001* (Cth) as amended or replaced from time to time.

Director means a current director of the Company.

Dollar or “\$” means Australian dollars.

Explanatory Statement means the explanatory statement accompanying this Notice of Meeting.

Extraordinary General Meeting or **EGM** or **Meeting** means an extraordinary general meeting of the Company and, unless otherwise indicated, means the meeting of the Company’s members convened by this Notice of Meeting.

First Tranche Placement Options means the Placement Options issued on 1 August 2023 to sophisticated and professional investors pursuant to the Placement.

First Tranche Placement Shares means the Placement Shares issued on 1 August 2023 to sophisticated and professional investors pursuant to the Placement

Notice of Meeting or **Notice of Extraordinary General Meeting** means this notice of extraordinary general meeting dated 10 August 2023 including the Explanatory Statement.

Option means an option which, subject to its terms, could be exercised into a Share.

Ordinary Resolution means a resolution that can only be passed if at least 50% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the meeting.

Placement means the two-tranche placement of 19,807,500 Placement Shares and 9,903,750 Placement Options as announced by the Company on 26 July 2023.

Placement Options means the free attaching Options offered under the Placement to subscribers of Placement Shares, on the basis of 1 Placement Option for every 2 Placement Shares.

Placement Shares means the Shares offered under the Placement at an issue price of \$0.20 per Placement Share.

Proxy Form means the proxy form attached to this Notice of Meeting.

Related Party has the meaning given to that term in ASX Listing Rule 19.12.

Resolutions means the resolutions set out in this Notice of Meeting, or any one of them, as the context requires.

Securities mean Shares and/or Options (as the context requires).

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a holder of a Share.

Share Registry means Automic Registry Services.

SIBF means Southern Israel Bridging Fund and its Associates.

Annexure A – Terms of Placement Options

Issue Price:	No amount is payable on the issue of a Placement Option.
Exercise Price:	The amount payable upon exercise of each Placement Option will be A\$0.35.
Expiry Date:	The Placement Options will expire at 5:00pm (Sydney, Australia time) on the second anniversary of the day on which they were issued (Expiry Date). Any unexercised Options on issue at the Expiry Date will automatically lapse on the Expiry Date and be cancelled by the Company.
Entitlement:	Each Placement Option is exercisable into one fully paid ordinary share in the Company (each, a ' Share '). Shares issued on exercise of the Placement Options will rank equally in all respects with the other issued Shares.
Notice of Exercise:	<p>The Placement Options may be exercised in whole or in part prior to the Expiry Date by notice in writing to the Company and accompanied by payment of the Exercise Price for each Placement Option being exercised (such notice, an 'Exercise Notice').</p> <p>An Exercise Notice is only effective when the Company has received the full amount of the Exercise Price in cleared funds (such date, the 'Exercise Date').</p>
Unlisted options:	The Company will not apply for quotation of the Placement Options. Placement Options are not transferable.
Timing of issue of Shares:	<p>As soon as practicable after the relevant Exercise Date when the Company is in a position to issue a cleansing notice under s 708A(5)(e) of the Corporations Act or a cleansing prospectus under s 708A(11) of the Corporations Act, as the case may be, the Company must:</p> <ul style="list-style-type: none">i. allot and issue the Shares; andii. do all such acts matters and things to obtain the grant of quotation for the Share on ASX.
Quotation of Shares on exercise:	Application will be made by the Company to ASX for official quotation of the Shares issued upon the exercise of the Placement Options, if the Company is listed at the time.
Participation in new issues:	There are no participation rights or entitlements inherent in the Placement Options and the holder will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Placement Options.
Adjustment for bonus issues of Shares:	In the event the Company proceeds with a bonus issue of Shares to Shareholders after the issue of the Placement Options, the number of Shares over which a Placement Option is exercisable may be increased in the manner permitted by the ASX Listing Rules applying at the time of the bonus issue.
Adjustment of Exercise Price:	If there is a pro rata issue of Shares (other than a bonus issue of Shares) to Shareholders, after the issue of the Placement Options and before the date the relevant Placement Options must be exercised or lapse, the Exercise Price of the relevant Placement Options will be adjusted in accordance with the formula outlined in the ASX Listing Rules.
Adjustment for reorganisation:	If there is any reconstruction of the issued share capital of the Company, the rights of the holder may be varied in a manner consistent with the Corporations Act and to comply with the ASX Listing Rules which apply at the time of the reconstruction.
Voting:	The holder of Placement Options is not entitled to notice of, or to vote at or attend, a meeting of the Shareholders unless and until the Placement Options are exercised and the holder holds Shares.
Dividends:	The Placement Options do not carry rights to dividends.

Proxy Voting Form

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

Holder Number:

Your proxy voting instruction must be received by **3:00pm (AEST) on Tuesday, 12 September 2023**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

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

STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

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

Joint holding: Where the holding is in more than one name, all Shareholders should sign.

Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

Lodging your Proxy Voting Form:

Online:

Use your computer or smartphone to appoint a proxy at
<https://investor.automic.com.au/#/login>

or scan the QR code below using your smartphone

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



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

WEBSITE: <https://automicgroup.com.au/>

PHONE: 1300 288 664 (Within Australia)
+61 2 9698 5414 (Overseas)

