

DOTZ ANNOUNCES PRIVATE PLACEMENT OFFERING

20 May 2025 - Dotz Nano Limited (**ASX: DTZ**, “**Dotz**” or “**Company**”), a leading developer of innovative climate and industrial nanotechnologies, is pleased to announce it has received binding commitments from several existing and new institutional and sophisticated investors to raise A\$1.2 million (before costs) in a placement of new fully paid ordinary shares in the Company (“**Placement**”) for working capital purposes.

Dotz CEO, Sharon Malka said: “We thank existing shareholders for their continued support and welcome our new investors. We are pleased that investors have recognised the strategic value of the unique DotzEarth technology and the progress we made with its development. Looking forward, we are well-positioned to demonstrate the real-world viability of our innovative DAC technology, moving us closer to commercial deployment.”

Placement Details

The Placement will be completed through the issue of 20,000,000 new fully paid ordinary shares (“**New Shares**”) in the Company at A\$0.06 (6 cents) per New Share (“**Issue Price**”), together with a right to subscribe for one free option exercisable at A\$0.10 (10 cents) expiring three years from the date of issue for every two New Shares subscribed for and issued (“**Placement Options**”). The offer of 10,000,000 Placement Options is subject to shareholder approval and will be made under a prospectus to be lodged with ASIC and the ASX in the coming weeks. The terms of the Placement Options are set out in the annexure to this announcement.

Settlement of the Placement is expected to occur on 26 May 2025 with the New Shares expected to be allotted and to commence trading on or around 27 May 2025.

The Issue Price represents a discount of:

- 31% discount to the last closing price of A\$0.087 on 15 of May 2025;
- 21.1% discount to the 15-day volume weighted average market price (**VWAP**) price of A\$0.076; and
- 17.8% discount to the 30-day VWAP price of A\$0.073.

The Company confirms the Issue Price satisfies the pricing requirements in Listing Rule 7.1A.3.

Evolution Capital acted as Lead Manager for the Placement and will be issued 2 million shares (**Broker Shares**) and 10 million options on the same terms as the Placement Options as part payment of the broker’s fee for managing the Placement (“**Broker Options**”).

The Placement is being made to “sophisticated investors” or “professional investors” as defined in section 708 of the Corporations Act. In accordance with ASX listing rules, no directors or related parties have participated in the Placement.

The New Shares will be issued under the Company’s placement capacity pursuant to ASX Listing Rule 7.1A, and the issuance of Placement Options, Broker Options and Broker Shares are subject to shareholder approval.

Funding Update

As announced on 11 April 2025, the Company entered into a standby subscription agreement (“**Subscription Agreement**”) with TRITON FUNDS LP (“**TRITON**”), under which the Company has the right (but not the obligation), in its discretion, to sell to TRITON ordinary shares valued at up to A\$4 million, at any time until 31 December 2025. The Company, in line with the signed Subscription Agreement, issued a drawdown notice to TRITON, and TRITON has raised questions regarding certain aspects of the timing of the issue of shares and receipt of funds under the Subscription Agreement. The Company’s representatives are engaged in discussions with TRITON to resolve the matters. The Company has not yet received any funds from TRITON and initiated this capital raise to give the Company time to resolve this matter.

This announcement has been authorised for release by the Board of Directors of Dotz Nano.

For further information, please contact:

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About Dotz Nano Limited

Dotz Nano Limited (ASX: DTZ, OTC: DTZZF/DTZNY) is a pioneering developer of innovative climate and industrial nanotechnologies dedicated to addressing pressing global environmental and industrial challenges.

Our focus lies in advancing carbon management technologies offering an efficient and sustainable approach, thereby supporting the shift towards a carbon-neutral future. At the heart of Dotz Nano's mission are groundbreaking carbon management solutions, which include direct air capture and point source capture. Our unique strategy integrates novel porous sorbents with advanced process designs, enabling low-cost carbon capture and removal applications.

With a commitment to innovation and sustainability, Dotz Nano Limited is at the forefront of carbon management technologies, offering innovative and cost-effective solutions that play a crucial role in addressing climate change and promoting a sustainable future.

To learn more about Dotz, please visit the website via the following link www.dotz.tech

Annexure – Terms of Options

The New Options entitle the holder to subscribe for ordinary shares in the Company on the following terms and conditions:

Issue Price:	No amount is payable on the issue of a New Option.
Exercise Price:	The amount payable upon exercise of each New Option will be A\$0.10.
Expiry Date:	The New Options will expire at 5:00pm (Sydney, Australia time) on the third 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 New Option is exercisable into one fully paid ordinary share in the Company (each, a ' Share '). Shares issued on exercise of the New Options will rank equally in all respects with the other issued Shares.
Notice of Exercise:	The New 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 New Option being exercised (such notice, an ' Exercise Notice '). 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 ').
Timing of issue of Shares:	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: <ul style="list-style-type: none"> i. allot and issue the Shares; and ii. 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 New Options, if the Company is listed at the time.
Participation in new issues:	There are no participation rights or entitlements inherent in the New Options and the holder will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the New 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 New Options, the number of Shares over which a New 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 New Options and before the date the relevant New Options must be exercised or lapse, the Exercise Price of the relevant New 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 New Options is not entitled to notice of, or to vote at or attend, a meeting of the Shareholders unless and until the New Options are exercised and the holder holds Shares.
Dividends:	The New Options do not carry rights to dividends.
No rights to return of capital:	An Option does not entitle the holder to a return of capital, whether in a winding up, upon a reduction of capital or otherwise.