



Dotz Nano Limited ACN 125 264 575

**Notice of Annual General Meeting
Explanatory Statement | Proxy Form**

Date: Friday, 31 May 2024

Time: 3:00pm (AEST)

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

https://us02web.zoom.us/webinar/register/WN_JZgl090hRYG08GGp2Slp4Q

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 email – andrew.r@dotz.tech.

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Venue and Voting Information

The Annual General Meeting ('AGM') of the Shareholders to which this Notice of Meeting relates will be held at 3:00pm (AEST) on Friday, 31 May 2024 as a virtual meeting accessible online.

Based on the information available at the date of the Notice of AGM, 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_JZgl090hRYG08GGp2Slp4Q

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

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 AGM.

As permitted by the Corporations Act, the Company will not be sending hard copies of the Notice of AGM 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, Andrew Ritter by email to: andrew.r@dotz.tech at least 48 hours before the AGM.

The Company will also provide Shareholders with the opportunity to ask questions during the Meeting with 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 Annual General Meeting affects your shareholding and your vote is important.

Voting virtually at the Meeting

Shareholders who wish to vote virtually on the day of the AGM 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 Annual General Meeting

Notice is hereby given that the Annual General Meeting ('AGM') of Shareholders of Dotz Nano Limited ACN 125 264 575 will be held at 3:00pm (AEST) on Friday, 31 May 2024 as a virtual meeting. Shareholders must pre-register in advance to attend virtually:

https://us02web.zoom.us/webinar/register/WN_JZgl090hRYG08GGp2Slp4Q

Explanatory Statement

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the AGM. 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 AGM are those who are registered Shareholders at 7:00PM (AEST) on Wednesday, 29 May 2024.

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

Agenda

Remuneration Report

1. Resolution 1 – Adoption of Remuneration Report

To consider and, if thought fit, to pass the following resolution as a **non-binding Resolution**:

"That, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's Annual Financial Report for the financial year ended 31 December 2023."

Note: The vote on this Resolution is advisory only and does not bind the Directors or the Company.

Resolution 1 is subject to voting exclusions set out at the end of this Notice of Meeting.

Election of Directors

2. Resolution 2 – Election of Mitchell Board as Director

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

"That, in accordance with Article 7.6(c) of the Constitution, Listing Rule 14.4 and 14.5, and for all other purposes, Mr Mitchell Board, a Director who was appointed on 15 February 2024, retires and, being eligible, is elected as a Director on the terms and conditions in the Explanatory Memorandum."

Note: The Explanatory Statement provides information about Mitchell Board.

3. Resolution 3 – Election of Glenn Kelly as Director

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

"That, in accordance with Article 7.6(c) of the Constitution, Listing Rule 14.4 and 14.5, and for all other purposes, Mr Glenn Kelly, a Director who was appointed on 7 March 2024, retires and, being eligible, is elected as a Director on the terms and conditions in the Explanatory Memorandum."

Note: The Explanatory Statement provides information about Glenn Kelly.

ASX Listing Rule 7.1A (Additional 10% Capacity)

4. Resolution 4 – ASX Listing Rule 7.1A Approval of Future Issue of Securities

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

“That, for the purposes of ASX Listing Rule 7.1A and for all other purposes, the Shareholders approve the issue of equity securities up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Ratification of Prior Issue of Equity Securities

5. Resolution 5 – Ratification of Prior Issue of Shares under ASX Listing Rule 7.4

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, Shareholders ratify the allotment and prior issue of 2,800,000 Shares issued on 5 February 2024 and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Resolution 5 is subject to voting exclusions set out at the end of this Notice of Meeting.

6. Resolution 6 – Ratification of Prior Issue of Shares under ASX Listing Rule 7.4

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, Shareholders ratify the allotment and prior issue of 1,000,000 Shares issued on 14 March 2024 and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Resolution 6 is subject to voting exclusions set out at the end of this Notice of Meeting.

7. Resolution 7 – Ratification of Prior Issue of Second Tranche Convertible Notes under ASX Listing Rule 7.4

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, Shareholders ratify the allotment and prior issue of 1,650,000 Second Tranche Convertible Notes issued on 19 March 2024 and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Resolution 7 is subject to voting exclusions set out at the end of this Notice of Meeting.

8. Resolution 8 – Ratification of Prior Issue of Second Tranche Options under ASX Listing Rule 7.4

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, Shareholders ratify the allotment and prior issue of 2,142,857 Second Tranche Options issued on 19 March 2024 and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Resolution 8 is subject to voting exclusions set out at the end of this Notice of Meeting.

Constitution of the Company

9. Resolution 9 – Renewal of proportional takeover provisions

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

"That the proportional takeover approval provisions contained in Article 4.9 and Schedule 5 of the Constitution be granted effect for a further three years, effective on the day on which this resolution is passed."

10. Resolution 10 – Amendment to the Constitution of the Company

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

"That in accordance with section 136(2) of the Corporations Act, the Constitution of the Company be amended in the manner outlined in the Explanatory Memorandum, effective on the day on which this resolution is passed."

Remuneration of Directors & Key Management Personnel

11. Resolution 11 – Increase in Non-Executive Director Remuneration Pool

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

"That, for the purposes of Listing Rule 10.17, the maximum total annual remuneration pool able to be paid to Non-Executive Directors in their capacity as Directors of the Company and its subsidiaries be increased by \$100,000, from an aggregate amount of \$500,000 to a maximum aggregate amount of \$600,000, to be paid and allocated amongst current and any potential new Non-Executive Directors over time as the Board considers appropriate."

Note: The Explanatory Statement provides a summary of remuneration paid to Non-Executive Directors ('NEDs') and the requirements under ASX Listing Rule 10.17.

Resolution 11 is subject to voting exclusions set out at the end of this Notice of Meeting.

12. Resolution 12 – Proposed issue of Options to Mr Bernie Brookes AM (or his Nominated Associate)

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

"That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, Shareholders approve the issue and allotment of 3,000,000 Options under the Option Plan to Mr Bernie Brookes AM, or his nominee, on terms described in the Explanatory Statement."

Note: The Explanatory Statement provides a summary of the Option Plan and the effect of the proposed approval under ASX Listing Rules. If approval is given under ASX Listing Rule 10.14, approval is not required under ASX Listing Rule 10.11.

Resolution 12 is subject to voting exclusions set out at the end of this Notice of Meeting.

13. Resolution 13 – Proposed issue of Options to Mr Doron Eldar (or his Nominated Associate)

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

"That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, Shareholders approve the issue and allotment of 1,500,000 Options under the Option Plan to Mr Doron Eldar, or his nominee, on terms described in the Explanatory Statement."

Note: The Explanatory Statement provides a summary of the Option Plan and the effect of the proposed approval under ASX Listing Rules. If approval is given under ASX Listing Rule 10.14, approval is not required under ASX Listing Rule 10.11.

Resolution 13 is subject to voting exclusions set out at the end of this Notice of Meeting.

14. Resolution 14 – Proposed issue of Options to Ms Kerry Harpaz (or her Nominated Associate)

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

"That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, Shareholders approve the issue and allotment of 1,500,000 Options under the Option Plan to Ms Kerry Harpaz, or her nominee, on terms described in the Explanatory Statement."

Note: The Explanatory Statement provides a summary of the Option Plan and the effect of the proposed approval under ASX Listing Rules. If approval is given under ASX Listing Rule 10.14, approval is not required under ASX Listing Rule 10.11.

Resolution 14 is subject to voting exclusions set out at the end of this Notice of Meeting.

15. Resolution 15 – Proposed issue of Options to Mr Mitchell Board (or his Nominated Associate)

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

"That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, Shareholders approve the issue and allotment of 1,500,000 Options under the Option Plan to Mr Mitchell Board, or his nominee, on terms described in the Explanatory Statement."

Note: The Explanatory Statement provides a summary of the Option Plan and the effect of the proposed approval under ASX Listing Rules. If approval is given under ASX Listing Rule 10.14, approval is not required under ASX Listing Rule 10.11.

Resolution 15 is subject to voting exclusions set out at the end of this Notice of Meeting.

16. Resolution 16 – Proposed issue of Options to Mr Glenn Kelly (or his Nominated Associate)

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

"That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, Shareholders approve the issue and allotment of 1,500,000 Options under the Option Plan to Mr Glenn Kelly, or his nominee, on terms described in the Explanatory Statement."

Note: The Explanatory Statement provides a summary of the Option Plan and the effect of the proposed approval under ASX Listing Rules. If approval is given under ASX Listing Rule 10.14, approval is not required under ASX Listing Rule 10.11.

Resolution 16 is subject to voting exclusions set out at the end of this Notice of Meeting.

17. Resolution 17 – Proposed issue of Options and Performance Rights to Mr Sharon Malka (or his Nominated Associate)

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

"That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, Shareholders approve the issue and allotment of 1,467,750 Options and up to 2,000,000 Performance Rights under the Incentive Plan, to Mr Sharon Malka, or his Nominated Associate, on terms described in the Explanatory Statement."

Note: The Explanatory Statement provides a summary of the Incentive Plan and the effect of the proposed approval under ASX Listing Rules. If approval is given under ASX Listing Rule 10.14, approval is not required under ASX Listing Rule 10.11.

Resolution 17 is subject to voting exclusions set out at the end of this Notice of Meeting.

18. Resolution 18 – Proposed issue of Shares to Mr Sharon Malka (or his Nominated Associate)

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, Shareholders approve the issue and allotment of 605,880 Shares to Mr Sharon Malka (or his Nominated Associate), on terms described in the Explanatory Statement."

Resolution 18 is subject to voting exclusions set out at the end of this Notice of Meeting.

19. Resolution 19 – Approval of Dotz Long Term Incentive Plan

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

*"That for the purposes of Exception 13(b) in ASX Listing Rule 7.2, sections 257B(1), 259B(2) and 260C(4) of the Corporations Act and for all other purposes, Shareholders approve the adoption of the Dotz Long Term Incentive Plan (**Incentive Plan**) and approve the issue of securities under the Incentive Plan on terms described in the Explanatory Statement."*

Note: The Explanatory Statement provides a summary of the Incentive Plan.

Resolution 19 is subject to voting exclusions set out at the end of this Notice of Meeting.

Appointment of Auditor

20. Resolution 20 – Appointment of BDO Audit Pty Ltd as Auditor

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

"Subject to ASIC consenting to the resignation of BDO Audit (WA) Pty Ltd as auditor of the Company, that pursuant to section 327B of the Corporations Act and for all other purposes, BDO Audit Pty Ltd, having consented in writing to act as auditor of the Company, is appointed as auditor of the Company with effect from the later of conclusion of the Meeting and the date on which ASIC gives its consent."

Note: BDO Audit Pty Ltd has been nominated by a member of the Company to fill the office of auditor. A copy of the nomination is attached to the Notice of Meeting.

BY ORDER OF THE BOARD



Andrew Ritter
Company Secretary
30 April 2024

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.

Full details of the business to be considered at the Annual General Meeting are set out below.

Agenda

Ordinary business

Financial statements and reports

In accordance with the Constitution and the Corporations Act, the business of the Annual General Meeting will include receipt and consideration of the Annual Financial Report of the Company for the financial year ended 31 December 2023, together with the declaration of the Directors, the Director's Report, the Remuneration Report and the Auditor's Report.

In accordance with the amendments to the Corporations Act, the Company is no longer required to provide a hard copy of the Company's Annual Financial Report to Shareholders unless a Shareholder has specifically elected to receive a printed copy.

Whilst the Company will not provide a hard copy of the Company's Annual Financial Report unless specifically requested to do so, Shareholders may view the Company Annual Financial Report on its website at <https://dotz.tech/investors/>.

No resolution is required for this item, but Shareholders will be given the opportunity to ask questions and to make comments on the management and performance of the Company.

The Company's auditor will be present at the Meeting. During the discussion of this item, the auditor will be available to answer questions on the:

- Conduct of the audit;
- Preparation and content of the Auditor's Report;
- Accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- Independence of the auditor in relation to the conduct of the audit.

Written questions of the auditor

If you would like to submit a written question about the content of the Auditor's Report or the conduct of the audit of the Annual Financial Report of the Company's auditor, please send your question to the Company Secretary by email to andrew.r@dotz.tech. A list of qualifying questions will be made available at the Meeting.

Please note that all written questions must be received at least five business days before the Meeting, which is by Friday, 24 May 2024.

Resolutions

Resolution 1 – Adoption of Remuneration Report

In accordance with section 250R(2) of the Corporations Act, the Company is required to present to its Shareholders the Remuneration Report as disclosed in the Company's Annual Financial Report.

The vote on the Resolution is advisory only and does not bind the Directors or the Company. The Remuneration Report is set out in the Company's Annual Financial Report and is also available on the Company's website at <https://dotz.tech/investors/>.

However, if at least 25% of the votes cast are against the adoption of the Remuneration Report at the Meeting (subject of this Notice of Meeting), and then again at the 2025 Annual General Meeting (**2025 AGM**), the Company will be required to put to the vote a resolution (**Spill Resolution**) at the 2025 AGM to approve the calling of a further meeting (**Spill Meeting**). If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene the Spill Meeting within 90 days of the 2025 AGM. All of the Directors who were in office when the 2025 Directors' Report was approved, other than the Managing Director, will (if desired) need to stand for re-election at the Spill Meeting.

The Remuneration Report explains the Board's policies in relation to the nature and level of remuneration paid to KMPs (including Directors) and sets out remuneration details, service agreements and the details of any share-based compensation.

Voting

Note that a voting exclusion applies to Resolution 1 in the terms set out below. In particular, the Directors and other Restricted Voters must not vote on this Resolution and must not cast a vote as proxy, unless the appointment gives a direction on how to vote, or the proxy is given to the Chair and you submit the Proxy Form, authorising the Chair to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a KMP and that in doing so you will be taken to have directed the Chair to vote in accordance with the Chair's stated intention to vote in favour of Resolution 1.

Voting Prohibition Statement: In accordance with the Corporations Act, the Company will disregard any votes cast on Resolution 1 by or on behalf of a member of the Company's key management personnel (including the Directors), whose remuneration details are included in the Remuneration Report (**KMP**), or any of that person's Closely Related Parties (such as close family members and any controlled companies of those persons) (collectively referred to as Restricted Voter). However, the Company need not disregard a vote if:

- (i) it is cast by a person as a proxy appointed in writing that specifies how the proxy is to vote on Resolution 1; and
- (ii) it is not cast on behalf of a Restricted Voter.

If you appoint the person chairing the Meeting (**Chair**) and you are not a Restricted Voter, by submitting the Proxy Form you authorise the person chairing the Meeting to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a KMP, and you will be taken to have directed the Chair to vote in accordance with his or her stated intention to vote in favour of Resolution 1. If you do not want your vote exercised in favour of Resolution 1, you should direct the person chairing the Meeting to vote "against", or to abstain from voting on, this Resolution.

Shareholders are urged to read carefully the Proxy Form and to provide a direction to the proxy on how to vote on this Resolution.

Directors' recommendation

Given the nature of Resolution 1, the Board does not consider that it is appropriate to make a recommendation on how Shareholders should vote on Resolution 1.

As noted in the Proxy Form, the Chair of the Meeting intends to cast all undirected proxies in favour of Resolution 1.

Election of Directors

Article 7.2(b) of the Constitution requires that there must be an election of Directors at each AGM of the Company and can be satisfied by a person standing for election as a new Director have been nominated following a recommendation for election by the Directors.

Resolution 2 – Election of Mitchell Board as Director

Mr Mitchell Board was initially appointed a Director of the Company on 15 February 2024 following the appointments announced on 16 October 2023. Mr Board, being eligible, seeks election as a Director of the Company at this AGM under this Resolution.

Mitchell Board is an experienced executive with over 15 years of experience in carbon markets, global commodities trading, and renewables infrastructure investment. He has worked at top-tier firms, including Trafigura and Mercuria across the UK, Switzerland, Singapore, and Australia. Mitchell has built and grown international businesses with experience in trading, leadership, management, analysis, investment, contract negotiation, commercial development, logistics and strategy. Mr. Board holds an Honours B.Sc. degree in Economic and Social Sciences from University of Sydney and an EMBA from Quantic School of Business and Technology. Mr. Board also holds an Energy Innovation and Emerging Technologies Engineering Certificate from Stanford University School of Engineering. As Chief Investment Officer and Head of Markets at Climate Friendly, Mr. Board is responsible for the management of one of the world's leading carbon removal portfolios and growth of the company's customer base.

Directors' recommendation

The Directors (excluding Mr Board) recommend that Shareholders vote for Resolution 2.

The Chair of the Meeting intends to cast all undirected proxies in favour of Resolution 2.

Resolution 3 – Election of Glenn Kelly as Director

Mr Glenn Kelly was initially appointed a Director of the Company on 7 March 2024 following the appointments announced on 16 October 2023. Mr Kelly, being eligible, seeks election as a Director of the Company at this AGM under this Resolution.

Glenn Kelly has over 35 years of operational, business development and strategic leadership in the natural resources and clean technology sectors. Mr. Kelly holds an Honours B.Sc. degree in Civil Engineering from Queen's University and an MBA from Laval University. He started his career in oil and gas exploration for Chevron Canada Resources. Mr. Kelly then undertook to develop underground storage of natural gas in Eastern Canada, as founder and President of Intragaz Inc. He was then named President of Rabaska Inc., a \$1 billion LNG import terminal project, after which he was named President and CEO of CO2 Solutions, which developed proprietary carbon capture technologies used for greenhouse gas reductions. In 2013 he was named Vice-President and COO of Orbite Aluminae, a producer of high purity alumina used in the fabrication of lithium-ion batteries. He was promoted to President in 2014 until the sale of the company to an Australian mining company in 2019. Mr. Kelly now serves on various boards and acts as a strategic consultant to technology companies.

Directors' recommendation

The Directors (excluding Mr Kelly) recommend that Shareholders vote for Resolution 3.

As noted in the Proxy Form, the Chair of the Meeting intends to cast all undirected proxies in favour of Resolution 3.

ASX Listing Rule 7.1A (Additional 10% Capacity)

Resolution 4 – ASX Listing Rule 7.1A Approval of Future Issue of Securities

Listing Rule 7.1A enables an eligible entity to issue equity securities up to 10% of its issued capital over a 12-month period following Shareholder approval by way of a special resolution passed at its AGM, which is additional to the entity's 15% capacity.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation less than the amount prescribed by ASX (currently \$300 million). As at 5 April 2024, the Company has a market capitalisation of approximately \$73.07 million and therefore is an eligible entity. If at the time of the Meeting the Company is no longer an eligible entity this Resolution will be withdrawn.

This Resolution is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote for the Company to have the additional 10% capacity.

If this Resolution is passed, the Company will be able to issue equity securities up to the combined 25% limit of both Listing Rules 7.1 and 7.1A.

If this Resolution is not passed, the Company will not be able to access the additional 10% capacity to issue equity securities provided for in Listing Rule 7.1A and will remain subject to the 15% capacity limit.

Information required by ASX Listing Rule 7.3A

The following information is provided to Shareholders for the purposes of Listing Rule 7.3A.

Period for which the approval will be valid

Approval under Listing Rule 7.1A commences on the date of the AGM at which approval is obtained and expires on the first to occur of the following:

- (a) the date which is 12 months after the date of the AGM at which approval is obtained;
- (b) the time and date of the Company's next annual general meeting; and
- (c) the time and date on which Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).

Minimum price at which the equity securities may be issued under Listing Rule 7.1A

Any equity securities issued under Listing Rule 7.1A.2 must be in an existing quoted class of the Company's equity securities and issued for cash consideration which is not less than 75% of the volume weighted average market price of the equity securities in that class, calculated over 15 trading days on which trades in that class were recorded immediately before:

- (a) the date on which the price of the equity securities are to be issued is agreed by the Company and the recipient of the equity securities; and
- (b) if the equity securities are not issued within 10 trading days of the date in paragraph (a), the date on which the equity securities are issued.

Purposes for which the funds raised by an issue of equity securities under Listing Rule 7.1A may be used

As noted above, any equity securities issued under Listing Rule 7.1A.2 can only be made for cash consideration. Accordingly, every issue of equity securities under Listing Rule 7.1A.2 will have an accompanying proposed use of funds at the time of issue.

As at the date of this Notice, the Company has not formed an intention to offer any equity securities under Listing Rule 7.1A during the Listing Rule 7.1A mandate period. Should the Company issue equity securities under Listing Rule 7.1A, the funds raised may be used for the following purposes:

- (a) for continued investment in and commercialisation of the Company's current assets;
- (b) the acquisition of new assets or investments (including expenses associated with such an acquisition); and
- (c) for general working capital.

Risk of economic and voting dilution to existing ordinary Shareholders

There is a risk of economic and voting dilution to existing Shareholders under Listing Rule 7.1A that:

- (a) the market price for the Company's equity securities in that class may be significantly lower on the issue date than on the date of approval under Listing Rule 7.1A; and
- (b) the equity securities may be issued at a price that is at a discount to the market price for the Company's equity securities on the issue date,

which may have an effect on the amount of funds raised by the issue of equity securities under Listing Rule 7.1A.

The table below shows the potential dilution of existing Shareholders on the basis of three different assumed issue prices and values for the variable "A" in the formula in rule 7.1A.2:

| Variable "A" ASX Listing Rule 7.1A.2 | | Potential Dilution and Funds Raised | | |
|---|--|---|---------------------------------------|--|
| | | \$0.070 50% decrease in issue price | \$0.140 issue price ^(b) | \$0.280 100% increase in issue price |
| "A" is the number of shares on issue, being 521,969,993 Shares^(a) | 10% voting dilution^(c) | 52,196,999 | 52,196,999 | 52,196,999 |
| | Funds raised | \$3,653,790 | \$7,307,580 | \$14,615,160 |
| "A" is a 50% increase in shares on issue, being 782,954,990 Shares | 10% voting dilution^(c) | 78,295,499 | 78,295,499 | 78,295,499 |
| | Funds raised | \$5,480,685 | \$10,961,370 | \$21,922,740 |
| "A" is a 100% increase in shares on issue, being 1,043,939,986 Shares | 10% voting dilution^(c) | 104,393,999 | 104,393,999 | 104,393,999 |
| | Funds raised | \$7,307,580 | \$14,615,160 | \$29,230,320 |

Notes:

- (a) Based on the total number of Shares on issue as at 5 April 2024.
- (b) Based on the closing price of the Company's Shares on ASX as at 5 April 2024.
- (c) The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
- (d) This table assumes that no options over Shares are exercised before the date of the issue of the equity securities.
- (e) The table assumes that the Company issues the maximum number of ordinary Shares available to be issued under Listing Rule 7.1A.
- (f) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of issues of equity securities under Listing Rule 7.1A based on that Shareholder's holding at the date of this Explanatory Statement.

- (g) The table shows the effect of an issue of equity securities under Listing Rule 7.1A only, not under the Company's 15% placement capacity under Listing Rule 7.1.

Allocation policy for issues under Listing Rule 7.1A

The Company's allocation policy and the identity of the allottees of equity securities under Listing Rule 7.1A will depend on a number of factors, including:

- (a) the Company's intentions in relation to the possible issue of equity securities (for cash consideration) during the Listing Rule 7.1A mandate period;
- (b) the structure and timeframe of the capital raising opportunities available to the Company and any alternative methods for raising funds that are available to the Company (such as a pro rata offer or an offer under a share purchase plan);
- (c) the potential effect on the control of the Company;
- (d) the Company's financial position and the likely future capital requirements; and
- (e) advice from the Company's corporate or financial advisors.

Based on the Company's historical cashflow reports and capital raising activities in the past 12 months, the Company considers that it may raise funds during the Listing Rule 7.1A mandate period, although this cannot be guaranteed. As of the date of this Notice, no specific intention to issue equity securities in relation to any parties, investors or existing Shareholders have been formed. In addition, no intentions have been formed in relation to the possible number of issues, or the time frame in which the issues could be made. Subject to the requirements of the Listing Rules and the Corporations Act, the Board of Directors reserve the right to determine at the time of any issue of equity securities under Listing Rule 7.1A, the allocation policy that the Company will adopt for that issue.

If and when the determination is made to proceed with an issue of equity securities during the Listing Rule 7.1A mandate period, details regarding the allottees and purposes of issue will be disclosed pursuant to the Company's obligations under Listing Rules 3.10.3 and 7.1A.4.

Offers made under Listing Rule 7.1A may be made to parties (excluding any related parties) including professional and sophisticated investors, existing Shareholders of the Company, clients of Australian Financial Service Licence holders and/or their nominees, or any other person to whom the Company is able to make an offer of equity securities.

Issue or agreement to issue equity securities under Listing Rule 7.1A in the 12 months prior to AGM

As the Company has previously obtained Shareholder approval under Listing Rule 7.1A, it is required by Listing Rule 7.3A.6 to provide details of all issues of equity securities in the 12 months preceding the date of the Meeting. The details of all issues of equity securities by the Company during the 12 months preceding the date of the Meeting are detailed below:

| Number/Class of equity securities issued | Terms of the securities issued | Price and discount to closing market price on the date of issue (if any) | Consideration details | Allottees of the Securities |
|--|---|--|--|---|
| <i>Securities issued on 1 August 2023</i> | | | | |
| 14,220,000 fully paid ordinary shares ^(a) | Issue of shares to sophisticated and professional investors under the first tranche of a placement announced by the | Issue price of \$0.20 per share. Closing price of the Company's shares on the date of issue was \$0.20, | Cash consideration of \$2,844,000. Funds raised by the issue have been fully used for growth initiatives, | The shares were issued to sophisticated and professional investors. |

| | | | | |
|--|---|---|--|--|
| | <p>Company on 26 July 2023.</p> <p>The shares were fully paid on issue and ranked equally in all aspects with all existing Shares previously issued by the Company.</p> | <p>accordingly there was no discount.</p> | <p>including the acquisition, development and exploitation of carbon capture technology as well as other general corporate purposes.</p> | |
|--|---|---|--|--|

Note:

- (a) At the commencement of the 12 months since Shareholder's approved the ASX Listing Rule 7.1A mandate, being 30 May 2023, the total number of equity securities on issue was as follows:

| | |
|-------------------------|-------------------|
| Ordinary shares | 463,143,670 |
| Unlisted Options | <u>39,296,144</u> |
| Total equity securities | 502,439,814 |

The 14,220,000 Ordinary Shares issued 1 August 2023 were the only equity securities issued under ASX Listing Rule 7.1A. Therefore, this represents 2.83% of the equity securities issued at the commencement of the 12 month period preceding the date of the meeting.

- (b) The Company notes that the 14,220,000 Shares issued on 1 August 2023 were subsequently ratified by shareholders at the Extraordinary General Meeting held on 14 September 2023.

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 4 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 Company); 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:
- 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
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Directors' recommendation

The Board of Directors recommend that Shareholders vote for Resolution 4.

As noted in the Proxy Form, the Chair of the Meeting intends to cast all undirected proxies in favour of Resolution 4.

Ratification of Prior Issue of Shares

Resolutions 5 and 6 – Ratification of Prior Issue of Shares (H2 Blue Tech Limited)

Background

On 19 May 2023, the Company announced it had entered into a binding asset purchase agreement with H2 Blue Tech Limited (**Asset Purchase Agreement**) to acquire its Carbon Dioxide (CO₂) capture assets and technology (the Acquisition).

Subsequently, the Company and H2 Blue Tech Limited agreed to an amendment to the Asset Purchase Agreement, whereby the Company has issued to H2 Blue Tech Limited 2,800,000 Shares on 5 February 2024 and 1,000,000 Shares on 14 March 2024 at a deemed issue price of \$0.17 per share, together the **Consideration Shares**.

ASX Listing Rule 7.1

Resolutions 5 and 6 proposes that Shareholders approve and ratify the prior issue and allotment of the Consideration Shares.

All of the Consideration Shares were issued by utilising the Company's existing capacity under Listing Rule 7.1.

Broadly speaking, 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.

The issue of the Consideration Shares did not fit within any of the exceptions to Listing Rule 7.1 and, as they have not been approved by the Company's Shareholders, the Consideration Shares effectively use up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12-month period following the respective issue date for each tranche of Consideration Shares,

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.

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

To this end, Shareholder approval is being sought to ratify the issue and allotment of:

- (a) 2,800,000 Shares to H2 Blue Tech Limited (**Resolution 5**); and
- (b) 1,000,000 Shares to H2 Blue Tech Limited (**Resolution 6**),

for the purposes of Listing Rule 7.4.

If Resolutions 5 and 6 are passed, the issue of those Consideration Shares will be excluded in calculating the Company's 15% capacity to issue equity securities under Listing Rule 7.1 without Shareholder approval over the 12-month period following each issue date.

If Resolutions 5 and 6 are not passed, the issue of those Consideration Shares will be included in calculating the Company's 15% capacity to issue equity securities under Listing Rule 7.1 without Shareholder approval over the 12-month period following each 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 Consideration Shares were issued to H2 Blue Tech Limited.

- (b) The Company issued 3,800,000 Shares under ASX Listing Rule 7.1.
- (c) The Consideration Shares were issued as follows:
 - (i) 2,800,000 Shares on 5 February 2024 (**Resolution 5**); and
 - (ii) 1,000,000 Shares on 14 March 2024 (**Resolution 6**).
- (d) The Consideration Shares were issued for nil cash consideration at a deemed value of \$0.17 per Share.
- (e) Funds were not raised from the issue of the Consideration Shares as the Consideration Shares were issued in satisfaction of part of the consideration payable by the Company to H2 Blue Tech Limited per the amendment to the Asset Purchase Agreement.
- (f) A voting exclusion statement for Resolutions 5 and 6 is included in this Notice of Meeting.

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 5 and Resolution 6 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 5 and Resolution 6 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:
 - 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
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Directors' recommendation

The Directors recommend that Shareholders vote in favour of Resolutions 5 and 6.

As noted in the Proxy Form, the Chair of the Meeting intends to cast all undirected proxies in favour of Resolutions 5 and 6.

Ratification of Prior Issue of Shares

Resolutions 7 and 8 – Ratification of Prior Issue of Second Tranche Securities (Mercer Street)

Background

On 5 February 2024, the Company announced that it had entered into the Convertible Securities Agreement with Mercer to raise up to \$12,000,000 (before costs) via a three-tranche capital raising comprising the issue of the following Securities to Mercer (or its nominee):

- (a) First Tranche Securities:
 - (i) 2,200,000 First Tranche Convertible Notes;
 - (ii) 2,857,143 First Tranche Options; and
 - (iii) 475,889 Initial Commencement Shares (Tranche A),
raising \$2,000,000 (**First Investment Amount**),
- (b) Second Tranche Securities:
 - (i) 1,650,000 Second Tranche Convertible Notes; and
 - (ii) 2,142,857 Second Tranche Options,
raising \$1,500,000 (**Second Investment Amount**),
- (c) Third Tranche Securities:
 - (i) 1,650,000 Third Tranche Convertible Notes;
 - (ii) 2,142,857 Third Tranche Options; and
 - (iii) 475,889 Initial Commencement Shares (Tranche B),
raising \$1,500,000 (**Third Investment Amount**),
- (d) Subsequent Tranche Securities:
 - (i) subject to agreement of Mercer and the Company, a minimum of 550,000 up to a maximum of 7,700,000 Subsequent Tranche Convertible Notes;
 - (ii) such number of Subsequent Tranche Options which is equal to 50% of the investment amount in respect of each issue of Subsequent Tranche Convertible Notes; and
 - (iii) the Subsequent Commencement Shares, and

raising, subject to agreement of Mercer and the Company, a minimum of \$500,000 and a maximum of \$7 million in one or more tranches (each a **Subsequent Investment Amount**),

On 5 February 2024, the Company issued the First Tranche Securities utilising the Company's capacity under ASX Listing Rule 7.1 and were subsequently ratified by shareholders at the Extraordinary General Meeting (EGM) held on 12 March 2024.

The Second Tranche Securities were issued on 19 March 2024 utilising the Company's capacity under ASX Listing Rule 7.1.

The Third Tranche Securities were approved by Shareholders at the EGM held on 12 March 2024 and were issued on 19 March 2024.

Subject to the Company requesting a further investment from Mercer, the Company may agree to issue a certain number of Subsequent Tranche Securities with Mercer.

The proceeds raised pursuant to the Convertible Securities Agreement will be applied by the Company primarily for the development and exploitation of carbon capture technology, in addition to repayment of unsecured loans as well as for general working capital requirements of the Company.

ASX Listing Rules 7.1

Resolutions 7 and 8 propose that Shareholders approve and ratify the prior issue and allotment of:

- (a) 1,650,000 Second Tranche Convertible Notes (including the subsequent issue of up to a maximum of 18,333,334 Shares (subject to rounding)) (**Resolution 7**); and
- (b) 2,142,857 First Tranche Options (**Resolution 8**),

issued on 19 March 2024 (**Second Tranche Issue Date**) pursuant to the Convertible Securities Agreement.

Broadly speaking, 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.

The issue of the Second Tranche Convertible Notes and Second Tranche Options did not fit within any of the exceptions to Listing Rule 7.1. 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.

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. To this end, these Resolutions seek Shareholder approval to ratify the issue of 1,650,000 Second Tranche Convertible Notes (including the subsequent issue of up to a maximum of 18,333,334 Shares (subject to rounding)) and 2,142,857 Second Tranche Options for the purposes of Listing Rule 7.4.

If Resolutions 7 and 8 are passed, the issue of 1,650,000 Second Tranche Convertible Notes (including the subsequent issue of up to a maximum of 18,333,334 Shares (subject to rounding)) and 2,142,857 Second Tranche Options will be excluded in calculating the Company's 15% capacity to issue equity securities under Listing Rule 7.1 without Shareholder approval over the 12-month period following the Second Tranche Issue Date.

If Resolutions 7 and 8 are not passed, the issue of 1,650,000 Second Tranche Convertible Notes (including the subsequent issue of up to a maximum of 18,333,334 Shares) and 2,142,857 Second Tranche Options will be included in calculating the Company's 15% capacity to issue equity securities under Listing Rule 7.1 without Shareholder approval over the 12-month period following the Second Tranche 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 Second Tranche Convertible Notes and Second Tranche Options were issued to Mercer (or its nominee).
- (b) The Company issued:
 - (i) 1,650,000 Second Tranche Convertible Notes (which upon conversion will result in the issue of up to a maximum of 18,333,334 Shares, assuming a conversion based on the floor price of \$0.09) (**Resolution 7**);
 - (ii) 2,142,857 Second Tranche Options (**Resolution 8**),
under ASX Listing Rule 7.1.
- (c) The material terms of the Second Tranche Convertible Notes and Second Tranche Options are summarised in Annexures A and B, respectively.
- (d) The Second Tranche Convertible Notes were issued at a subscription price of \$0.909 per Second Tranche Convertible Note to raise \$1,500,000. The Second Tranche Options were issued for nil consideration, as free-attaching Options to the Second Tranche Convertible Notes. If all Second Tranche Options are exercised in accordance with their terms, the Company will raise approximately \$750,000 (before costs).
- (e) Funds raised from the issue of the Second Tranche Convertible Notes will be used for general working capital purposes.

- (f) The Second Tranche Convertible Notes and Second Tranche Options were issued under an agreement between the Company and Mercer. The material terms of the Convertible Securities Agreement are summarised in Annexure C.
- (g) A voting exclusion statement for each of Resolutions 7 and 8 is included in this Notice of Meeting.

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 7 and Resolution 8 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 7 and Resolution 8 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:
 - 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
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Directors' recommendation

The Directors recommend that Shareholders vote in favour of Resolutions 7 and 8.

As noted in the Proxy Form, the Chair of the Meeting intends to cast all undirected proxies in favour of Resolutions 7 and 8.

Constitution of the Company

Resolution 9 – Renewal of proportional takeover provisions

As part of the process to adopt the New Constitution in Resolution 10 of this Notice of Meeting, it is proposed to reinsert Article 4.9 and Schedule 5, to adopt the proportional takeover provisions in its current Constitution.

The Company's Constitution contains provisions concerning "Proportional Takeover Bid Approval" in Article 4.9 and Schedule 5 (**Proportional Takeover Provisions**) which were last renewed on 31 May 2019 and expired on 31 May 2022. Accordingly, the Company seeks Shareholder approval for the reinsertion of the Proportional Takeover Provisions, which, for the purposes of the Corporations Act, requires the same process to amend or adopt a new constitution for the purposes of 136(2) of the Corporations Act. Shareholder approval will not result in a change to the wording of Article 4.9 or Schedule 5 of the Company's current Constitution.

The following information is provided for the purposes of Section 648G of the Corporations Act.

Proportional takeover bid

A 'proportional takeover bid' means a takeover bid that is made or purports to be made for securities included in a class of securities in the Company. It is not a bid for all securities held by all members of that class, only part of the securities each holds.

Effect of renewal

The effect of the proposed provisions to be renewed is that where offers have been made under an off market bid in respect of shares included in a class of securities in the Company, the registration of a transfer giving effect to a contract resulting from the acceptance of an offer made under the off market bid is prohibited unless and until a resolution to approve an off market bid is passed by holders of that class of securities.

If a proportional takeover bid is made, the Directors must ensure that holders of securities vote on a resolution to approve the bid more than 14 days before the bid period closes. The vote is decided by a simple majority. Each person who, as at the end of the day on which the first offer under the bid was made, held bid class securities is entitled to vote, but the bidder and its associates are not allowed to vote. If the resolution is not passed, transfers which would have resulted from the acceptance of a bid will not be registered and the bid will be taken to have been withdrawn. If the bid is approved (or taken to have been approved), the transfers must be registered if they comply with the Corporations Act and the Constitution.

The proportional takeover provisions do not apply to full takeover bids and only apply for three years after the date of approval. If Shareholders approve the renewal of the Proportional Takeover Provisions on the same terms as previously contained in Article 4.9 and Schedule 5 of the Constitution, by passing the special resolution in relation to Resolution 9 in accordance with Part 6.5 of the Corporations Act, the proportional takeover provisions will operate for a period of three years from the date of the Meeting (that is, until 31 May 2027, if Resolution 9 is passed at the Meeting and the Meeting is not postponed or adjourned). The provisions may be further renewed, but only by further Shareholder approval.

Reasons for proposing the resolution

A proportional takeover bid may result in control of the Company changing without Shareholders having the opportunity to dispose all of their Shares. By making a partial bid, a bidder can obtain practical control of the Company by acquiring less than a majority interest. Shareholders are exposed to the risk of being left as a minority in the Company and the risk of the bidder being able to acquire control of the Company without payment of an adequate control premium. The proportional takeover provisions lessen these risks as they allow Shareholders to decide whether a proportional takeover

bid is acceptable in principle and assist in ensuring that any partial bid is appropriately priced.

Knowledge of any acquisition proposals

As at the date of this Notice of Meeting, no Director is aware of any proposal by any person to acquire, or to increase the extent of, a substantial interest in the Company.

Potential advantages and disadvantages

While the renewal of the proportional takeover provisions will allow the Directors to ascertain Shareholders' views on a proportional takeover bid, the Directors consider that the proportional takeover provisions have no other potential advantages or disadvantages for them (other than in their capacity as Shareholders). Directors remain free to make a recommendation on whether an offer under a proportional takeover bid should be accepted.

The potential advantages of the proposed renewal of the proportional takeover provisions for Shareholders include:

- (a) the right to decide by majority vote whether an offer under a proportional takeover bid should proceed;
- (b) assisting in preventing Shareholders from being locked in as a minority;
- (c) increasing the bargaining power of Shareholders which may assist in ensuring that any proportional takeover bid is adequately priced; and
- (d) each individual Shareholder may better assess the likely outcome of the proportional takeover bid by knowing the view of the majority of Shareholders which may assist in deciding whether to accept or reject an offer under the takeover bid.

The potential disadvantages of the proposed renewal of the proportional takeover provisions for Shareholders include:

- (a) proportional takeover bids may be discouraged;
- (b) lost opportunity to sell a portion of their Shares at a premium; and
- (c) the likelihood of a proportional takeover bid succeeding may be reduced.

The Directors consider that the potential advantages of the proportional takeover provisions for Shareholders outweigh the potential disadvantages. In particular, Shareholders are able to decide whether or not a proportional takeover bid should be permitted to proceed.

There were no takeover bids (proportional or otherwise) for the Company since the provisions were last renewed on 31 May 2019. Accordingly, there are no actual examples against which to assess the advantages or disadvantages of the proportional takeover provisions for the Directors and Shareholders of the Company. However, while the Directors have no knowledge of this, theoretically it is possible that the existence of such provisions following the last renewal have resulted in such a proportional takeover not being made.

Directors' recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 9 and advise that they intend to vote any Shares that they own or control in favour of Resolution 9.

As noted in the Proxy Form, the Chair of the Meeting intends to vote all available proxies in favour of Resolution 9.

Resolution 10 – Amendment to the Constitution of the Company

Section 136(2) of the Corporations Act provides that a company may modify or repeal its Constitution or a provision of its Constitution by special resolution of shareholders. A special resolution must be passed by at least 75% of the votes cast by the shareholders entitled to vote on the resolution.

The Company seeks Shareholder approval to modify the Constitution as set out below. The amendments are proposed in order to adjust the Constitution in response to the proposed upcoming replacement of the ASX CHESS system.

| ARTICLE IN CONSTITUTION | PROPOSED AMENDMENT | SUMMARY OF PROPOSED AMENDMENT |
|-------------------------|---|--|
| 2.5 (b) | <p><i>"Joint holders of shares</i> <i>(a) Where 2 or more persons are registered as the joint holders of shares then they are taken to hold the shares as joint tenants with rights of survivorship.</i> <i>(b) However, the Company is not bound:</i> <i>(i) to register more than 3 persons as joint holders of a share; or</i> <i>(ii) to issue more than one certificate or holding statement for shares jointly held."</i></p> <p><u>Change to:</u> <i>"Joint holders of shares</i> <i>(a) Where 2 or more persons are registered as the joint holders of shares then they are taken to hold the shares as joint tenants with rights of survivorship.</i> <i>(b) However, the Company is not bound:</i> <i>(i) to register more than 4 persons as joint holders of a share; or</i> <i>(ii) to issue more than one certificate or holding statement for shares jointly held."</i></p> | <p>Rule 2.5 of the Existing Constitution contemplates that the Company is not bound to register more than 3 persons as joint holders of a share.</p> <p>In preparation for the proposed replacement of CHESS, the number of joint holders of a share that the Company is bound to recognise is proposed to be increased from 3 to 4 persons.</p> |

Shareholders can request a marked up copy of the Constitution showing the proposed changes by contacting the Company Secretary at andrew.r@dotz.tech.

If Resolution 10 is passed, the modified Constitution will become the Constitution of the Company and will be lodged with ASIC. If the amendments are not approved by Shareholders, then no amendments will be made to the Constitution.

Directors' recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 10 and advise that they intend to vote any Shares that they own or control in favour of Resolution 10.

As noted in the Proxy Form, the Chair of the Meeting intends to vote all available proxies in favour of Resolution 10.

Remuneration of Directors & Key Management Personnel

Resolution 11 – Increase in Non-Executive Director Remuneration Pool

In accordance with Listing Rule 10.17 and the Company's Constitution, the maximum aggregate amount payable as remuneration to Non-Executive Directors in any financial year may not exceed an amount determined by shareholders from time to time in general meeting (Remuneration Pool).

In Resolution 11, the Company is seeking Shareholder approval at the 2024 AGM of an increase to the Remuneration Pool by \$100,000 from \$500,000 to \$600,000. This amount may be divided among the non-executive directors in such proportion and manner as the Board agrees.

The Board currently consists of four Non-Executive Directors and one Managing Director (who is also CEO and excluded from the Non-Executive Director fee pool) and there is little headroom remaining in the existing remuneration fee pool.

The Board is of the view that the proposed increase to the Non-Executive Directors' fee pool is reasonable and in line with market remuneration paid to non-executive directors at similar ASX listed companies (in particular, in terms of growth, sector and market capitalisation) and is necessary to attract and retain suitably qualified non-executive directors to facilitate the ongoing program of board succession.

Notwithstanding Resolutions 12 to 16 proposed for this meeting, for the purposes of Listing Rule 10.17 shareholders are advised that there have been the following issues of securities to a Non-Executive Director (under Listing Rule 10.11 or 10.14 with the approval of Shareholders) at any time within the preceding three years:

| Date of Issue | Non-executive director | Terms and number of securities issued |
|---------------|------------------------|--|
| 6 August 2021 | Mr Bernie Brooks | <p>Listing Rule 10.11: 600,000 Shares at an issue price of \$0.25 per share as part of Mr Brooks's participation in a placement undertaken by the Company. This issue was approved by shareholders at the Company's 2021 Annual General Meeting held on 29 July 2021.</p> <p>Listing Rule 10.14: 1,940,000 unlisted options were issued for nil consideration on the following terms:</p> <ul style="list-style-type: none">(a) Tranche 1: 440,000 unquoted options each with an exercise price of \$0.07 expiring on 31/12/22;(b) Tranche 2: 500,000 unlisted options each with an exercise price of \$0.12 expiring 31/12/22;(c) Tranche 3: 500,000 unlisted options each with an exercise price of \$0.12 expiring on 31/12/22; and(d) Tranche 4: 500,000 unlisted options each with an exercise price of \$0.20 expiring on 31/12/23. <p>The options were approved by shareholders at the Company's 2021 Annual General Meeting held on 29 July 2021.</p> |
| 6 August 2021 | Mr Doron Eldar | <p>Listing Rule 10.14: 1,940,000 unlisted options were issued for nil consideration on the following terms:</p> <ul style="list-style-type: none">(a) Tranche 1: 440,000 unquoted options each with an exercise price of \$0.07 expiring on 31/12/22;(b) Tranche 2: 500,000 unlisted options each with an exercise price of \$0.12 expiring 31/12/22; |

| | | |
|---------------|-----------------|--|
| | | <p>(c) Tranche 3: 500,000 unlisted options each with an exercise price of \$0.12 expiring on 31/12/22; and</p> <p>(d) Tranche 4: 500,000 unlisted options each with an exercise price of \$0.20 expiring on 31/12/23.</p> <p>The options were approved by shareholders at the Company's 2021 Annual General Meeting held on 29 July 2021.</p> |
| 6 August 2021 | Mr Ian Pamensky | <p>Listing Rule 10.14: 955,000 unlisted options were issued for nil consideration on the following terms:</p> <p>(e) Tranche 1: 205,000 unquoted options each with an exercise price of \$0.07 expiring on 31/12/22;</p> <p>(f) Tranche 2: 250,000 unlisted options each with an exercise price of \$0.12 expiring 31/12/22;</p> <p>(g) Tranche 3: 250,000 unlisted options each with an exercise price of \$0.12 expiring on 31/12/22; and</p> <p>(h) Tranche 4: 250,000 unlisted options each with an exercise price of \$0.20 expiring on 31/12/23.</p> <p>The options were approved by shareholders at the Company's 2021 Annual General Meeting held on 29 July 2021.</p> |

Under the Listing Rules, the term “directors’ fees” includes committee fees, superannuation contributions and fees which a director sacrifices for other benefits, but does not include reimbursement of genuine out-of-pocket expenses, genuine “special exertion” fees or securities issued to Non-Executive Directors with approval of shareholders, in accordance with the Listing Rules.

Shareholder approval to increase the Remuneration Pool is being requested for the following reasons:

- (a) an increase of the Remuneration Pool will give the Company flexibility with regards to appointment of additional Directors, which may prove desirable in the future, and will ensure payment of fees to any additional Non-Executive Directors can be accommodated;
- (b) to enable the Company to maintain remuneration arrangements that are market-competitive, so it can attract and retain high calibre individuals as Non-Executive Directors; and
- (c) to provide for Non-Executive Directors’ fees to grow in the future to reflect market trends in the longer term.

The details of the remuneration of each Non-Executive Director are set out in the Remuneration Report. The Remuneration Pool comprises all remuneration payable to Non-Executive Directors and is inclusive of all Board and Board Committee membership fees, any special responsibilities such as Chairmanship and membership of other Committees which may be required from time to time, and superannuation contributions. The Company does not pay retirement benefits to Non-Executive Directors, other than superannuation.

If shareholder approval for Resolution 11 is obtained, the increased Non-Executive Directors’ fee pool will take effect from the conclusion of the meeting. If shareholder approval is not obtained, the fee pool will remain at \$500,000.

Directors’ recommendation

As Resolution 11 relates to matters including the remuneration of the Directors, the Board, as a matter of corporate governance and in accordance with the spirit of section 250R(4) of the Corporations Act, makes no recommendation in relation to resolution 11.

As noted in the Proxy Form, the Chair of the Meeting intends to vote all available proxies in favour of Resolution 11.

Resolutions 12 to 16 – Approval of the proposed issue of Options to each of Mr Bernie Brookes AM, Mr Doron Eldar, Ms Kerry Harpaz, Mr Mitchell Board and Mr Glenn Kelly (or their nominated associate)

The Company's Employee Incentive Option Plan (**Option Plan**) was approved by Shareholders on 30 May 2023.

The Company seeks to invite Non-Executive Directors, Mr Bernie Brookes AM, Mr Doron Eldar, Ms Kerry Harpaz, Mr Mitchell Board and Mr Glenn Kelly, subject to Shareholder approval sought under Resolutions 12 to 16, to participate in the Option Plan by subscribing for, in aggregate, 9,000,000 unlisted options under the Option Plan (**Options**).

Director and Related Party Approvals

ASX Listing Rule 10.14 provides that a listed company must not permit any of the following persons to acquire securities under an employee incentive scheme unless it obtains the approval of its shareholders:

- (a) a director of the Company;
- (b) an associate of a director of the Company; or
- (c) a person whose relationship with the Company or a person referred to in Listing Rule 10.14.1 or 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by its shareholders.

Accordingly, as Mr Bernie Brookes AM, Mr Doron Eldar, Ms Kerry Harpaz, Mr Mitchell Board and Mr Glenn Kelly are each a Director of the Company, the proposed issue of Options constitutes the acquisition of securities under an employee incentive scheme for the purposes of Listing Rule 10.14. To this end, Resolutions 12 to 16 seek the required Shareholder approval to issue the Options to each of the Non-Executive Directors under and for the purposes of Listing Rule 10.14.

If shareholder approval is given under LR 10.14, the issue of equity securities to the Non-Executive Director will:

- not require separate approval under LR 10.11 – prohibition on issue of equity securities to a related party, such as a Director (due to exception 8 in LR 10.12);
- not count towards the Company's 15% Placement Capacity or require separate approval under LR 7.1 (due to exception 14 in LR 7.2); and
- not count towards the Company's Additional 10% Placement Capacity or require separate approval under LR 7.1A (due to exception 14 in LR 7.2).

The Options issued under the Option Plan will not be subject to performance conditions. This is consistent with the suggested remuneration guidelines in the ASX Corporate Governance Council's Principles and Recommendations, which recommend that Non-Executive Directors (as distinct from Executive Directors) should not receive performance-based remuneration, as it may lead to bias in their decision-making and compromise their objectivity. However, ownership of a company's shares by its Directors aids in alignment with shareholders' interests, and to this end a scheme under which directors are able to receive shares in lieu of part (or all of) their directors fees is a suitable structure from a governance perspective.

As part of the remuneration of Non-Executive Directors the Company proposes to issue Options to the value of \$30,000 to each Non-Executive Director and \$60,000 to the Chairman. The number of Options have been determined by applying a 25% premium to the Company's 30 day Volume Weighted

Average Price (VWAP) as at 31 December 2023 (being \$0.16 per share) and then valuing the Option using the Black-Scholes valuation method to derive a value of \$0.06 per Option. The number of Options proposed to be issued to each Non-Executive Director are as follows:

- Resolution 12: Mr Bernie Brookes AM (Chairman) – 3,000,000 Options
- Resolution 13: Mr Doron Eldar – 1,500,000 Options
- Resolution 14: Ms Kerry Harpaz – 1,500,000 Options
- Resolution 15: Mr Mitchell Board – 1,500,000 Options
- Resolution 16: Mr Glenn Kelly – 1,500,000 Options

If Shareholders approve the proposed issue of Options under Resolutions 12 to 16, that proposed issue will proceed.

If Shareholders do not approve a proposed issue of Options under Resolutions 12 to 16, the proposed issue that is not approved will not proceed. This may impact the Company's ability to retain its Non-Executive Directors as the Options form an integral part of the Company's recruitment, remuneration and retention strategy and the Board may need to consider an alternative remuneration arrangement such as a cash payment.

Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act prohibits the Company from giving a financial benefit to a related party of the Company unless either:

- (a) the giving of the financial benefit falls within one of the exceptions to the provisions; or
- (b) Shareholder approval is obtained prior to the giving of the financial benefit.

The proposed issue of Options constitutes the giving of a financial benefit.

A "related party" for the purposes of the Corporations Act and the Listing Rules is widely defined and includes a director of a public company, a spouse of a director of a public company or an entity controlled by a director of a public company. The definition of "related party" also includes a person whom there is reasonable grounds to believe will become a "related party" of a public company.

For each Director for whom the issue of Options was considered, the other non-conflicted Directors considered the proposed issue, and formed the view that the giving of the financial benefit to that Director was reasonable remuneration, given the circumstances of the Company, the quantum of the Options, the terms of the Options and the responsibilities held by that Director in the Company.

Accordingly, the non-conflicted Directors of the Company believe that the issue of these Options to each of the Directors under Resolutions 12 to 16 fall within the "reasonable remuneration" exception as set out in section 211 of the Corporations Act, and relies on this exception for the purposes of Resolutions 12 to 16 of this Notice of Meeting. Therefore, the proposed issue of Options to the Directors under Resolutions 12 to 16 requires Shareholder approval under and for the purposes of Listing Rule 10.14 only.

Information required under ASX Listing Rule 10.15

The following information in relation to the issue of Options to Directors the subject of Resolutions 12 to 16 is provided to Shareholders for the purposes of ASX Listing Rule 10.15:

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| Eligible Participants | <p>The Company's Non-Executive Directors of the Company or their respective nominee associate.</p> <p>For the purposes of LR 10.15.2:</p> <ul style="list-style-type: none"> Mr Brookes, Mr Eldar, Ms Harpaz, Mr Board and Mr Kelly are Directors of the Company (LR 10.14.1); and a nominee of Mr Brookes, Mr Eldar, Ms Harpaz, Mr Board and Mr Kelly is an associate of a person referred to in LR 10.14.1 (LR 10.14.2). |
| Type of Securities | Options |
| Number of Options to be Issued Subject to Shareholder Approval | <p>The number of securities proposed to be issued is:</p> <p>(a) 3,000,000 Options to Mr Brookes (or his nominated associate) (Resolution 12);</p> <p>(b) 1,500,000 Options to Mr Eldar (or his nominated associate) (Resolution 13);</p> <p>(c) 1,500,000 Options to Ms Harpaz (or her nominated associate) (Resolution 14);</p> <p>(d) 1,500,000 Options to Mr Board (or his nominated associate) (Resolution 15);</p> <p>(e) 1,500,000 Options to Mr Kelly (or his nominated associate) (Resolution 16).</p> |
| Current Total Remuneration Package | <p>The details of each Non-Executive Director's current total remuneration package are:</p> <ul style="list-style-type: none"> Mr Brookes' total remuneration is \$180,000 per annum (inclusive of superannuation entitlements) for his role as Non-Executive Director and Chair of the Company. The total remuneration for Mr Eldar, Ms Harpaz, Mr Board and Mr Kelly is \$90,000 per annum (inclusive of superannuation entitlements) for their respective roles as Non-Executive Director. <p>Under article 7.11 of the Constitution, if the Directors request that a specific non-executive director performs additional or special duties for the Company, the Company may remunerate that non-executive director as determined by the Directors and that remuneration may be either in addition to, or in substitution for, that non-executive director's remuneration under article 7.8.</p> |
| Number of Options previously issued to the Non-Executive Directors under the Option Plan and average acquisition price (if any) paid for those securities | <p>Mr Brooks and Mr Eldar were each previously issued 1,940,000 unlisted options for nil consideration under the Option Plan on 6 August 2021 following receipt of shareholder approval at the Company's 2021 Annual General Meeting held on 29 July 2021.</p> <p>Ms Harpaz, Mr Board and Mr Kelly have not previously been issued Options under the Option Plan.</p> |
| Issue Date of Options | <p>The Options will be issued as soon as practicable following the Meeting, and in any event, will be issued no later than 3 years after the date of this Meeting.</p> |
| Amount payable for the Options | <p>The Options will be issued for nil cash consideration.</p> |

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| Summary of the material terms of the Options | Exercise Price: | \$0.16 per Option |
| | Entitlement: | Each Option is exercisable into one fully paid ordinary share. |
| | Expiry Date: | Each Option has a term of two years from the date of issue (Expiry Date). Any unexercised Options on issue at the Expiry Date will automatically lapse on the Expiry Date and be cancelled by the Company, unless lapsed and cancelled earlier in accordance with the Option Plan. |
| | Notice of Exercise: | The 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 Option being exercised (Exercise Date). |
| | Timing of issue of Shares: | As soon as practicable after the relevant Exercise Date, the Company must: (a) allot and issue the Share; and (b) do all such acts matters and things to obtain the grant of quotation for the Share on ASX. |
| | Unlisted Options | The Company will not apply for quotation of the Options. |
| | Shares issued on exercise: | Shares issued on exercise of the Options will rank equally with the other issued Shares. |
| | Quotation of Shares on exercise: | Application will be made by the Company to the ASX for official quotation of the Shares issued upon the exercise of the Options. |
| | Participation in new issues: | There are no participation rights or entitlements inherent in the Options and the holder will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options. |
| | Bonus Issues and Capital Reconstructions | In the event of a pro rata bonus issue of Company Shares or any reorganisation of the issued 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 bonus issue of reconstruction (as the case may be). |
| | Dealing Restrictions | The Options may not be transferred, assigned, encumbered or otherwise disposed of. |
| | Voting | The Option holder is not entitled to notice of, or to vote at or attend, a meeting of the Shareholders unless and until the Options are exercised and the holder holds Shares. |
| | Dividends | The Options do not carry rights to dividends. |
| Why Options? | The Company has decided to choose this type of equity security as it is unlisted (therefore has no immediate dilutionary impact on shareholders) and the terms can be structured to assist in aligning the interests of the holders with Shareholders of the Company. | |

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| Value the Company attributes to Options | A discounted fair value of \$0.06 per Option. The Black Scholes option valuation methodology has been used to determine the value of the Options. |
| Summary of the material terms of the Option Plan | A summary of the material terms of the Incentive Plan is set out in Annexure D. |
| No loans | No loans will be granted to the Non-Executive Directors in relation to their participation in the Option Plan. |
| Other information | <p>Details of any securities issued under the Option Plan will be published in the Company's annual report relating to the period in which they are issued, along with a statement that approval for the issue was obtained under listing rule 10.14.</p> <p>Any additional persons covered by LR 10.14 who become entitled to participate in an issue of securities under the Option Plan after Resolutions 12 to 16 are approved and who were not named in the Notice of Meeting in respect of an approved Resolution will not participate until approval is obtained under that rule.</p> |
| Voting prohibition statement | A voting prohibition statement is included in this Notice of Meeting. |

Voting Prohibition Statement: In accordance with the Corporations Act, the Company will disregard any votes cast on Resolution 16 by or on behalf of a member of the Company's key management personnel (including the Directors), whose remuneration details are included in the Remuneration Report (**KMP**), or any of that person's Closely Related Parties (such as close family members and any controlled companies of those persons) (collectively referred to as Restricted Voter). However, the Company need not disregard a vote if:

- (i) it is cast by a person as a proxy appointed in writing that specifies how the proxy is to vote on Resolution 16; and
- (ii) it is not cast on behalf of a Restricted Voter.

If you appoint the person chairing the Meeting (**Chair**) and you are not a Restricted Voter, by submitting the Proxy Form you authorise the person chairing the Meeting to exercise the proxy even though Resolution 11 is connected directly or indirectly with the remuneration of a KMP, and you will be taken to have directed the Chair to vote in accordance with his or her stated intention to vote in favour of Resolution 16. If you do not want your vote exercised in favour of Resolution 16, you should direct the person chairing the Meeting to vote "against", or to abstain from voting on, this Resolution.

Directors' recommendation

As Resolutions 12 to 16 relate to matters including the remuneration of the Non-Executive Directors, the Board, as a matter of corporate governance and in accordance with the spirit of section 250R(4) of the Corporations Act, makes no recommendation in relation to these resolutions 12 to 16.

As noted in the Proxy Form, the Chair of the Meeting intends to vote all available proxies in favour of Resolutions 12 to 16.

Resolution 17 – Proposed issue of Options and Performance Rights to Mr Sharon Malka (or his Nominated Associate)

Subject to Resolution 19 being approved by Shareholders, the Company has agreed to issue Options and Performance Rights under the Dotz Long Term Incentive Plan (**Incentive Plan**) to the Company's Chief Executive Officer and Managing Director, Mr Sharon Malka, (or his nominated associate). The Incentive Plan is an employee incentive scheme under the ASX Listing Rules for which shareholder approval is being sought under Resolution 19.

Performance Rights are rights to receive ordinary Shares in the Company, subject to satisfaction of vesting conditions including performance conditions. The Options are unlisted and are being issued for nil exercise price, with a vesting period of three years.

Director and Related Party Approvals

ASX Listing Rule 10.14 provides that a listed company must not permit any of the following persons to acquire securities under an employee incentive scheme unless it obtains the approval of its shareholders:

- (a) a director of the Company;
- (b) an associate of a director of the Company; or
- (c) a person whose relationship with the Company or a person referred to in Listing Rule 10.14.1 or 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by its shareholders.

Accordingly, as Mr Sharon Malka is the Managing Director, the proposed issue of Options and Performance Rights constitutes the acquisition of securities under an employee incentive scheme for the purposes of Listing Rule 10.14. To this end, this Resolution seeks the required Shareholder approval to issue the Options and Performance Rights to Mr Sharon Malka under and for the purposes of Listing Rule 10.14.

If shareholder approval is given under LR 10.14, the issue of equity securities to the Director will:

- not require separate approval under LR 10.11 – prohibition on issue of equity securities to a related party, such as a Director (due to exception 8 in LR 10.12);
- not count towards the Company's 15% Placement Capacity or require separate approval under LR 7.1 (due to exception 14 in LR 7.2); and
- not count towards the Company's Additional 10% Placement Capacity or require separate approval under LR 7.1A (due to exception 14 in LR 7.2).

If shareholders do not approve the proposed issue of Options and Performance Rights to Mr Malka under this Resolution, the proposed issue will not proceed. This may impact the Company's ability to incentivise the CEO and Managing Director and align his interests with the interests of shareholders and with the remuneration arrangements of the Company's other executives. In this instance, the Board may need to consider an alternative remuneration arrangement, such as a cash payment.

Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act prohibits the Company from giving a financial benefit to a related party of the Company unless either:

- (a) the giving of the financial benefit falls within one of the exceptions to the provisions; or

(b) Shareholder approval is obtained prior to the giving of the financial benefit.

The proposed issue of Options and Performance Rights constitutes the giving of a financial benefit.

A “related party” for the purposes of the Corporations Act and the Listing Rules is widely defined and includes a director of a public company, a spouse of a director of a public company or an entity controlled by a director of a public company. The definition of “related party” also includes a person whom there is reasonable grounds to believe will become a “related party” of a public company.

The non-conflicted Directors of the Company (being all the Directors excluding Mr Malka) carefully considered the issue of these Options and Performance Rights to Mr Sharon Malka, and formed the view that the giving of this financial benefit as part of their remuneration would be reasonable, given the circumstances of the Company, the quantum and terms of the Options and Performance Rights, and the responsibilities held by Mr Malka in the Company.

Accordingly, the non-conflicted Directors of the Company believe that the issue of these Options and Performance Rights to Mr Malka fall within the “reasonable remuneration” exception as set out in section 211 of the Corporations Act, and relies on this exception for the purposes of this Resolution. Therefore, the proposed issue of Options and Performance Rights to Mr Malka requires Shareholder approval under and for the purposes of Listing Rule 10.14 only.

Information required under ASX Listing Rule 10.15

The following information in relation to the issue of Options and Performance Rights to Mr Malka is provided to Shareholders for the purposes of ASX Listing Rule 10.15:

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| Eligible Participant | The Company’s CEO & Managing Director, Mr Sharon Malka, or his nominated associate. For the purposes of LR 10.15.2: <ul style="list-style-type: none">Mr Malka is a Director of the Company (LR 10.14.1); anda nominee of Mr Malka is an associate of a person referred to in LR 10.14.1 (LR 10.14.2). | |
| Type of Securities | Options and Performance Rights (PRs). | |
| Numbers of Securities Granted Subject to Shareholder Approval | 1,467,750 Options; and Up to 2,000,000 PRs. | |
| Current Total Remuneration Package | Fixed Remuneration: | New Israeli Shekels (NIS) 77,000 per month (A\$31,890** per month) with minimum remuneration increases based on Israel Consumer Price Index (“CPI”). ** Based on an exchange rate of NIS: \$A of 0.41 |
| | Short-Term Incentives: | Short-Term Incentives of up to 30% of base salary, subject to achieving key performance indicators (KPI) defined by the Board. |
| | Long-Term Incentives*: | 1. 2,000,000 (Tranche 1) with an exercise price that is 30% over the 30 day (means a Trading Day on which the Company’s Shares have actually traded on ASX) volume weighted average market price as defined in Chapter 19 of the Listing Rules (“ VWAP ”) as at the Commencement Date. These options vest* in 12 months from |

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| | | <p>Commencement Date, are escrowed for a further 12-month period and expire 60 months from the Commencement Date;</p> <p>2. 2,000,000 (Tranche 2) with an exercise price that is 60% over the 30 day VWAP as at the Commencement Date. These options vest* in 24 months from Commencement Date, are escrowed for a further 12-month period and expire 60 months from the Commencement Date;</p> <p>3. 2,000,000 (Tranche 3) with an exercise price that is 90% over the 30 day VWAP as at the Commencement Date. These options vest* in 36 months from Commencement Date, are escrowed for a further 12-month period and expire 60 months from the Commencement Date;</p> <p>4. 2,000,000 (Tranche 4) with an exercise price that is 120% over the 30 day VWAP as at the Commencement Date. These options vest* in 48 months from Commencement Date, are escrowed for a further 12-month period and expire 60 months from the Commencement Date; and</p> <p>5. 1,375,000 (Tranche 5) with an exercise price that is 150% over the 30 day VWAP as at the Commencement Date. These options vest* in 60 months from Commencement Date, are escrowed for a further 12-month period and expire 72 months from the Commencement Date.</p> <p><i>*The Vesting of options is subject to the CEO remaining with the Company and have already been issued to Mr Malka.</i></p> |
| Number of securities previously issued to Mr Malka or nominee under the Plan and average acquisition price (if any) paid for those securities | No Options or PRs have previously been issued to Mr Malka or his nominee under the Incentive Plan. The Options already issued (as noted above) were issued under Company's Option Plan. | |
| Amount payable for the issue of Securities | The Options and PRs will be issued for nil cash consideration. | |

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| Summary of the material terms of the Securities | | |
| | Exercise Price: | Nil. |
| | Entitlement: | Each Option and PR is exercisable into one fully paid ordinary share. |
| | Expiry Date: | Each Option and PR has a term of 15 years from the date of issue (Expiry Date). Any unexercised Option and PRs on issue at the Expiry Date will automatically lapse on the Expiry Date and be cancelled by the Company, unless lapsed and cancelled earlier in accordance with the Incentive Plan. |
| | Vesting Conditions | <p><u>PRs</u></p> <p>The PRs will vest following an escrow period of 24 months and are subject to the below Vesting Conditions being met:</p> <p>(a) Vesting Condition 1: That Mr Malka needs to be employed within the Group on the Vesting Date. If Mr Malka's employment ceases with the Group prior to the Vesting Date, the PRs will lapse unless the Board at its absolute discretion determines otherwise.</p> <p>(b) Vesting Condition 2: Vesting is also conditional on Mr Malka's continuing sound moral and socially responsible conduct, and the execution of his duties in the best interests of Dotz Nano. If it is deemed that Mr Malka has breached these obligations to Dotz Nano, the Board at its discretion may determine that some or all of the PRs will lapse.</p> <p>(c) Vesting Condition 3: If Vesting Conditions 1 & 2 are achieved, achievement of the performance hurdles set by the Board::</p> <ul style="list-style-type: none"> • Capital Management – 750,000 PRs • Strategic Investment – 250,000 PRs • Carbon Capture Technology Development – 300,000 PRs • Share price milestone – 700,000 PRs. <p><u>Options</u></p> <p>There are no performance conditions attached to the Options. The Options will vest three years from the date of issue and subject to Mr Malka's continued employment or contract with the Company.</p> <p>An Option or PR may only be exercised after vesting, and on or prior to the Expiry Date.</p> |
| | Unlisted Securities | The Company will not apply for quotation of the Options and PRs. |
| | Shares issued on exercise: | Shares issued on exercise of the Options and PRs will rank equally with the other issued Shares. |

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| | 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 Options and PRs. |
| | Participation in new issues: | There are no participation rights or entitlements inherent in the Options and PRs and the holder will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options and PRs. |
| | Adjustment for bonus issues of Shares | <p>If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment):</p> <ol style="list-style-type: none"> the number of Shares which must be issued on the exercise of an Option or PR will be increased by the number of Shares which the Option or PR holder would have received if the Option or PR holder had exercised the Option or PR before the record date for the bonus issue; and no change will be made to the Exercise Price |
| | Adjustments for reorganisation | If there is any reorganisation of the issued share capital of the Company, the rights of the Option or PR holder will be varied in accordance with the Listing Rules. |
| | Dealing Restrictions | The Options and PRs may not be transferred, assigned, encumbered or otherwise disposed of. |
| | Voting | The Options or PR holder is not entitled to notice of, or to vote at or attend, a meeting of the Shareholders unless and until the Options or PRs are exercised and the holder holds Shares. |
| | Dividends | The Options and PRs do not carry rights to dividends. |
| | Cessation of Employment | The Board will determine the extent, if any, to which unvested Options and PRs will vest. Subject to the terms set out above, any Options and PRs that do not vest will lapse. |
| | Change of control | <p>If a change of control occurs, the Board has certain discretions under the Incentive Plan in determining how Options and PRs will be dealt with. If a change of control occurs:</p> <ol style="list-style-type: none"> a pro rata proportion of unvested Options and PRs will be considered by the Board for early vesting; and the Board will determine, having regard to the vesting conditions and its ability to estimate whether the vesting conditions would have been satisfied in full or not, how many (if any) of those unvested Options or PRs will vest. |
| Why Options and PRs? | <p>Options and PRs are used under the Plan:</p> <ul style="list-style-type: none"> to offer long-term incentives to employees; with the aim of aligning rewards for performance with the achievement of the Company's growth and strategic objectives. | |

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| Value the Company attributes to the Securities | A discounted fair value of \$0.08 per Security. The Black Scholes option valuation methodology has been used to determine the value of the Options and the PRs. As the PRs are issued for nil consideration, they are therefore treated as zero exercise price options under Black Scholes methodology. |
| Issue Date of Securities | The issue date of the Options and PRs will be on or around 30 June 2024, and in any event, the Options and PRs will be issued no later than 3 years after the date of this Meeting. |
| Material terms of the Incentive Plan | A summary of the material terms of the Incentive Plan is set out in Annexure E. |
| No loans | No loans will be granted to Mr Malka in relation to his participation in the Plan. |
| Other information | Details of any securities issued under the Plan will be published in the Company's annual report relating to the period in which they are issued, along with a statement that approval for the issue was obtained under listing rule 10.14. Any additional persons covered by LR 10.14 who become entitled to participate in an issue of securities under the Incentive Plan after this Resolution is approved and who were not named in the Notice of Meeting in respect of the approved Resolution will not participate until approval is obtained under that rule. |
| Voting prohibition statement | A voting prohibition statement is included in this Notice of Meeting. |

Voting Prohibition Statement: In accordance with the Corporations Act, the Company will disregard any votes cast on Resolution 17 by or on behalf of a member of the Company's key management personnel (including the Directors), whose remuneration details are included in the Remuneration Report (**KMP**), or any of that person's Closely Related Parties (such as close family members and any controlled companies of those persons) (collectively referred to as Restricted Voter). However, the Company need not disregard a vote if:

- (i) it is cast by a person as a proxy appointed in writing that specifies how the proxy is to vote on Resolution 17; and
- (ii) it is not cast on behalf of a Restricted Voter.

If you appoint the person chairing the Meeting (**Chair**) and you are not a Restricted Voter, by submitting the Proxy Form you authorise the person chairing the Meeting to exercise the proxy even though Resolution 11 is connected directly or indirectly with the remuneration of a KMP, and you will be taken to have directed the Chair to vote in accordance with his or her stated intention to vote in favour of Resolution 17. If you do not want your vote exercised in favour of Resolution 17, you should direct the person chairing the Meeting to vote "against", or to abstain from voting on, this Resolution.

Directors' recommendation

The Board (with Mr Malka abstaining) believes that the proposed issue of Options and Performance Rights to Mr Malka or his nominee is in the best interests of the Company and unanimously recommends that shareholders vote in favour of Resolution 17.

As noted in the Proxy Form, the Chair of the Meeting intends to vote all available proxies in favour of Resolution 17.

Resolution 18 – Proposed issue of Shares to Mr Sharon Malka (or his Nominated Associate)

The Company intends to issue 605,880 Shares to the Company's Chief Executive Officer and Managing Director, Mr Sharon Malka, (or his Nominated Associate) subject to shareholder approval. The Shares are being in lieu of cash payment and represents his entitlement to Short Term Incentive (STI) for the 2023 financial year.

The Shares are proposed to be issued at \$0.15 per Share, representing a cash payment of \$90,882. The Board assessed the metrics for Mr Malka's STI and resolved that the full entitlement is to be awarded for the 2023 financial year.

Listing Rule 10.11

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed Company must not issue or agree to issue equity securities to persons in a position of influence without Shareholder approval.

A person in a position of influence for the purposes of Listing Rule 10.11 includes:

- a) a related party (Listing Rule 10.11.1);
- b) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial holder (30%+) in the company (Listing Rule 10.11.2);
- c) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial holder (10%+) in the company and who has nominated a Director to the Board of the Company pursuant to a relevant agreement which gives them a right or expectation to do so (Listing Rule 10.11.3);
- d) an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3 (Listing Rule 10.11.4); and
- e) a person whose relation with the company or a person referred to in Listing Rule 10.11.1 or 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders (Listing Rule 10.11.5).

As Mr Malka is a Director of the Company, he is a person in a position of influence for the purposes of Listing Rule 10.11.1 and his Nominated Associate for the purposes of 10.11.3.

The proposed issue of Shares does not fall within any of the exceptions in Listing Rule 10.12, and therefore requires the approval of the Company's Shareholders under Listing Rule 10.11.

To this end, Resolution 17 seeks the required Shareholder approval to the proposed issues of Shares to Mr Sharon Malka (or his Nominated Associate) under and for the purposes of Listing Rule 10.11.

If Resolution 17 is passed, the Company will be able to proceed with the issue of Shares to Mr Sharon Malka (or his Nominated Associate).

If Resolution 17 is not passed, the Company will not be able to proceed with the issues of Shares to Mr Sharon Malka (or his Nominated Associate) and the Company will be required to use its cash reserves to pay Mr Malka's STI of \$90,882.

As Shareholder approval is sought under Listing Rule 10.11, approval for Resolution 17 under Listing Rule 7.1 is not required. Accordingly, the issue of Placement Shares to the Participants will not be included under the Company's 15% annual placement capacity pursuant to Listing Rule 7.1.

Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act prohibits the Company from giving a financial benefit to a related party of the Company unless either:

- (a) the giving of the financial benefit falls within one of the exceptions to the provisions; or
- (b) Shareholder approval is obtained prior to the giving of the financial benefit.

The proposed issue of Shares constitutes the giving of a financial benefit.

A “related party” for the purposes of the Corporations Act and the Listing Rules is widely defined and includes a director of a public company, a spouse of a director of a public company or an entity controlled by a director of a public company. The definition of “related party” also includes a person whom there is reasonable grounds to believe will become a “related party” of a public company.

The non-conflicted Directors of the Company (being all the Directors excluding Mr Malka) carefully considered the issue of the Shares to Mr Sharon Malka, and formed the view that the giving of this financial benefit as part of their remuneration would be reasonable, given the circumstances of the Company, the quantum of the Shares, and the responsibilities held by Mr Malka in the Company.

Accordingly, the non-conflicted Directors of the Company believe that the issue of these Shares to Mr Malka fall within the “reasonable remuneration” exception as set out in section 211 of the Corporations Act, and relies on this exception for the purposes of this Resolution. Therefore, the proposed issue of Shares to Mr Malka requires Shareholder approval under and for the purposes of Listing Rule 10.11 only.

Information required by ASX Listing Rule 10.13

Under and for the purposes of ASX Listing Rule 10.13, the following information is provided in relation to the proposed issue:

- a) the Shares will be issued to Mr Sharon Malka (or his Nominated Associate);
- b) Mr Malka is a related party of the Company by virtue of being a Director and falls into the category stipulated by Listing Rule 10.11.1. In the event the Shares are issued to a nominee of Mr Malka, that person will fall into the category stipulated by Listing Rule 10.11.4;
- c) the maximum number of Shares to be issued is 605,880;
- d) the Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms as the Company's existing Shares;
- e) the Shares will be issued to Mr Sharon Malka (or his Nominated Associate) no later than one month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules);
- f) the issue price will be \$0.15 per Share, being the closing price on the day the Board resolved to approve the STI payment to Mr Malka (being 2 April 2024);
- g) the purpose of the issue is to satisfy the payment of Mr Malka’s STI payment in lieu of cash payment;
- h) further to (g) above, details of Mr Malka’s total remuneration package can be found under the explanatory notes to Resolution 17 on pp 35 to 36;
- i) there are no additional material terms with respect to the agreements for the proposed issue of the Shares; and
- j) the voting exclusion statement is included below:

Voting Prohibition Statement: In accordance with the Corporations Act, the Company will disregard any votes cast on Resolution 18 by or on behalf of a member of the Company’s key management personnel

(including the Directors), whose remuneration details are included in the Remuneration Report (**KMP**), or any of that person's Closely Related Parties (such as close family members and any controlled companies of those persons) (collectively referred to as Restricted Voter). However, the Company need not disregard a vote if:

- (i) it is cast by a person as a proxy appointed in writing that specifies how the proxy is to vote on Resolution 18; and
- (ii) it is not cast on behalf of a Restricted Voter.

If you appoint the person chairing the Meeting (**Chair**) and you are not a Restricted Voter, by submitting the Proxy Form you authorise the person chairing the Meeting to exercise the proxy even though Resolution 18 is connected directly or indirectly with the remuneration of a KMP, and you will be taken to have directed the Chair to vote in accordance with his or her stated intention to vote in favour of Resolution 18. If you do not want your vote exercised in favour of Resolution 18, you should direct the person chairing the Meeting to vote "against", or to abstain from voting on, this Resolution.

Directors' recommendation

The Board (with Mr Malka abstaining) believes that the proposed issue of Shares to Mr Malka or his nominee is in the best interests of the Company and unanimously recommends that Shareholders vote in favour of Resolution 18.

As noted in the Proxy Form, the Chair of the Meeting intends to vote all available proxies in favour of Resolution 18.

Resolution 19 – Approval of Dotz Long Term Incentive Plan

The Company proposes to implement a new long term incentive plan (**Incentive Plan**). The purpose of the Incentive Plan is to provide eligible participants with an opportunity to share ownership of the Company and to promote the long-term success of the Company as a goal shared by all eligible participants. In addition, it is intended that the Incentive Plan will assist the Company to attract and retain skilled and experienced employees and provide them with the motivation to make the Company more successful.

A summary of the key terms of the Incentive Plan is set out in Annexure E and a copy of the rules of the Incentive Plan is available upon request from the Company.

ASX Listing Rules

Broadly speaking, 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.

If this Resolution is approved by Shareholders for all purposes under the Corporations Act and the ASX Listing Rules, including ASX Listing Rule 7.2 (exception 13(b)), it will have the effect of enabling the securities issued by the Company under the Incentive Plan to be automatically excluded from the formula to calculate the number of securities which the Company may issue in any 12-month period using Listing Rule 7.1 (15% capacity) during the next three-year period.

Exception 13(b) is only available if and to the extent that the number of equity securities issued under the scheme does not exceed the maximum number set out in the entity's notice of meeting at which shareholder approval was obtained pursuant to Listing Rule 7.2 (Exception 13(b)). Exception 13(b) also ceases to be available if there is a material change to the terms of the scheme from those set out in the notice of meeting.

If Resolution 18 is passed, the Company will be able to issue securities under the Incentive Plan to eligible participants over a period of 3 years from the date of the Meeting. The issue of any securities to eligible participants under the Incentive Plan (up to the maximum number of securities stated below) will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

For the avoidance of doubt, the Company must seek Shareholder approval under Listing Rule 10.14 in respect of any future issues of securities under the Incentive Plan to a related party or a person whose relationship with the Company or the related party is, in ASX's opinion, such that approval should be obtained.

If Resolution 18 is not passed, the Company will be able to proceed with the issue of securities under the Incentive Plan to eligible participants, but any issues of securities will reduce, to that extent, the Company's capacity to issue equity securities without Shareholder approval under Listing Rule 7.1 for the 12-month period following the issue of those securities.

The following further information is provided for the purposes of Listing Rule 7.2 (exception 13(b)):

- (a) A summary of the key terms of the Incentive Plan is set out in Annexure E of this Notice of Meeting, and a copy of the rules of the Incentive Plan is available upon request from the Company.
- (b) No securities have been issued to, or for the benefit of, eligible participants under the Incentive Plan to date. The Incentive Plan will commence after Shareholder approval is obtained for this Resolution.
- (c) If this Resolution is approved by Shareholders, the Company will issue up to a maximum number of Awards representing 5% of the Shares on the date of issue of an Award (**Limit**) under the Incentive Plan during the three-year period following approval. As at the date of

this Notice, this equates to 26,098,500 Awards. The Limit excludes any Awards which are then subsequently cancelled or lapsed in accordance with the terms of the Incentive Plan or are otherwise approved under Listing Rule 10.14. This maximum is not intended to be a prediction of the actual number of Awards to be issued under the Incentive Plan but is specified for the purposes of setting a ceiling on the number of Awards approved to be issued under and for the purposes of Listing Rule 7.2, Exception 13(b).

Shareholder Loans

The Board may, in its discretion, also determine that the Company will provide limited recourse loans to participants to use to pay the subscription price for the purchase of loan funded shares under the Incentive Plan, or for the exercise price for options or performance rights under the Incentive Plan.

Permit the Company to take security over its own Shares

Section 259B(1) of the Corporations Act prohibits a company from taking security over shares in itself or in a company that controls it, unless one of the exceptions in subsections 259B(2) or 259(3) applies. Section 259B(2) of the Corporations Act permits the taking of security by a company over its own shares, if the security is taken over shares issued under an employee share scheme approved at a meeting of shareholders via an ordinary resolution.

Employee share scheme is defined widely by the Corporations Act and includes the Incentive Plan.

Accordingly, Shareholder approval is being sought under this Resolution to approve the Incentive Plan in order for the Company to take security over its own Shares issued under the Incentive Plan if required to do so.

Exemption for financial assistance

Section 260A of the Corporations Act provides that a company may financially assist a person to acquire shares in the company or a holding company of the company only if:

- (a) giving of the assistance does not materially prejudice the interests of the company or its shareholders, or the company's ability to pay its creditors;
- (b) the assistance is approved by shareholders under section 260B of the Corporations Act; or
- (c) the assistance is exempted under section 260C of the Corporations Act.

Section 260C(4) of the Corporations Act provides an exemption to financial assistance, if the financial assistance is given under an employee share scheme approved at a meeting of shareholders via an ordinary resolution.

As noted above and set out in Annexure E, the terms of the Incentive Plan envisages the giving of financial assistance by the Company to participants in the form of interest free, limited recourse loans to acquire loan funded shares in the Company.

Although the Board does not consider that the giving of financial benefit under the Incentive Plan will materially prejudice the interests of the Company or its Shareholders, or the Company's ability to pay its creditors, Shareholder approval is being sought under this Resolution to enable Company's ability to pay its creditors, Shareholder approval is being sought under this Resolution to enable the Company to qualify for the special exemption offered by section 260C(4) of the Corporations Act.

Employee share scheme buy-back

Section 257B(1) of the Corporations Act sets out the procedure for various forms of share buy-back, including an "employee share scheme buy-back". In order for the Company to undertake a buy-back of Shares under the Incentive Plan using the employee share scheme buy-back procedure under the Corporations Act, the Incentive Plan must be approved by Shareholders of the Company.

Accordingly, Shareholder approval is being sought under this Resolution to approve the Incentive Plan in order for the Company to undertake a buy-back of Shares under the Incentive Plan in the future using the employee share scheme buy-back procedure under the Corporations Act.

Directors' recommendation

Given the nature of this Resolution, the Board does not consider that it is appropriate to make a recommendation on how Shareholders should vote on Resolution 19.

As noted in the Proxy Form, the Chair of the Meeting intends to cast all available proxies in favour of Resolution 19.

Appointment of Auditor

Resolution 20 – Appointment of BDO Audit Pty Ltd as Auditor

Under section 327B of the Corporations Act, shareholder approval is required for the appointment of a new auditor. It is proposed that BDO Audit Pty Ltd be appointed as the auditor of the Company.

Background

BDO Audit (WA) Pty Ltd is the current auditor of the Company. As part of becoming a national entity, BDO Audit (WA) Pty Ltd is being replaced by BDO Audit Pty Ltd for the provision of BDO's audit services in Western Australia. In effect, there will be no change to the auditor of the Company.

BDO Audit (WA) Pty Ltd has agreed to resign as auditor with effect from the close of the Meeting and will seek consent from ASIC for the resignation in accordance with section 329(5) of the Corporations Act prior to the Meeting.

Section 328B(1) of the Corporations Act requires that written notice of nomination of a new auditor be received from a member of the Company. The Company has received such a nomination from Mr Bernie Brookes AM, in his capacity as a member of the Company. A copy of the nomination is set out in Annexure F.

If Resolution 20 is passed, the appointment of BDO Audit Pty Ltd as the Company's new auditor will take effect on the later of the close of the Annual General Meeting and the date on which ASIC gives its consent.

If Resolution 20 is not passed the Company will need to appoint a new auditor other than BDO Audit Pty Ltd.

Directors' recommendation

The Directors recommend that Shareholders vote in favour of Resolution 20.

As noted in the Proxy Form, the Chair of the Meeting intends to cast all undirected proxies in favour of Resolution 20.

Glossary

AEST means Australian Eastern Daylight Saving 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.

Chair means the person chairing the Meeting.

Company means Dotz Nano Limited ACN 125 264 575.

Convertible Note means a convertible Security issued on the terms summarised in Annexure A.

Convertible Securities Agreement means the agreement entered into by the Company and Mercer to raise in aggregate a maximum of \$12,000,000 via the issue of Convertible Notes, Mercer Options and Shares in various tranches as announced by the Company on 5 February 2024.

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.

Annual General Meeting or **AGM** or **Meeting** means an Annual 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 Convertible Notes means the Convertible Notes issued on 5 February 2024 to Mercer (or its nominee) under the Convertible Securities Agreement.

First Tranche Options means the Mercer Options issued on 5 February 2024 to Mercer under the Convertible Securities Agreement.

First Tranche Securities means the First Tranche Convertible Notes, First Tranche Options and Initial Commencement Shares (Tranche A).

Initial Commencement Shares (Tranche A) means the Shares issued to Mercer on 5 February 2024 under the Convertible Securities Agreement.

Initial Commencement Shares (Tranche B) means the Shares to be issued to Mercer on 19 March 2024 under the Convertible Securities Agreement.

Lind means Lind Global Fund II, LP, a fund managed by The Lind Partners.

Lind Agreement means the share subscription agreement entered into between the Company and Lind as announced on 15 September 2022.

Mercer means Mercer Street Global Opportunity Fund, LLC and/or Mercer Street Global Opportunity Fund II LP.

Mercer Option means an option issued on the terms summarised in Annexure B.

Notice of Meeting or Notice of Annual General Meeting means this notice of Annual general meeting dated 6 February 2024 including the Explanatory Statement.

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.

Option means an option which, subject to its terms, could convert to a Share.

Performance Right means a performance right which, subject to its terms, could convert to a Share.

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

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

Second Tranche Convertible Notes means the 1,650,000 Convertible Notes issued to Mercer on 19 March 2024 under the Convertible Securities Agreement.

Second Tranche Options means the 2,142,857 Mercer Options issued to Mercer on 19 March 2024 under the Convertible Securities Agreement.

Second Tranche Securities means the Second Tranche Convertible Notes and Second Tranche Options.

Third Tranche Convertible Notes means the 1,650,000 Convertible Notes issued to Mercer on 19 March 2024 under the Convertible Securities Agreement.

Third Tranche Options means the 2,142,857 Mercer Options issued to Mercer on 19 March 2024 under the Convertible Securities Agreement.

Third Tranche Securities means the Third Tranche Convertible Notes, Third Tranche Options and Initial Commencement Shares (Tranche B).

Securities mean Shares, Options or Convertible Notes (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 or Automic means Automic Registry Services.

Subsequent Commencement Shares means the Shares to be issued to Mercer (or its nominee), being equal to \$210,000 divided by a deemed issue price per Share equal to the VWAP of Shares for the 5 Trading Days prior to the date of execution of the Convertible Securities Agreement.

Subsequent Tranche Convertible Notes means the Convertible Notes which may be issued, in accordance with the Convertible Securities Agreement, following the issue of the First Tranche Securities, Second Tranche Securities and Third Tranche Securities.

Subsequent Tranche Options means the Mercer Options which may be issued, in accordance with the Convertible Securities Agreement, following the issue of the First Tranche Securities, Second Tranche Options and Third Tranche Securities.

Subsequent Tranche Securities means Subsequent Tranche Convertible Notes, Subsequent Tranche Options and Subsequent Commencement Shares.

Annexure A – Material Terms of Convertible Notes

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| Number of Convertible Notes | 2,200,000 First Tranche Convertible Notes. 1,650,000 Second Tranche Convertible Notes. 1,650,000 Third Tranche Convertible Notes. Up to 7,700,000 Subsequent Convertible Notes (subject to agreement by Mercer and the Company). |
| Subscription Price | \$0.909 per Convertible Note. |
| Face Value | Each Convertible Note will have a face value of \$1.00. |
| Maturity Date | 18 months from the date of issue. |
| Interest Rate | Upon an event of default occurring, the Company must pay interest at a rate of 18% per annum on the amount of the face value of all Convertible Notes issued which have not been converted or repurchased, calculated daily and compounded monthly. Interest is not otherwise payable on the Convertible Notes. |
| Conversion of Convertible Notes | <p>Mercer may (at its absolute discretion) convert the Convertible Notes (in a minimum parcel with a face value of at least \$50,000) at any time prior to the date which is 18 months from their date of issue, by giving the Company a conversion notice. The conversion will occur within three business days of receipt of the notice.</p> <p>The number of Shares to which the Noteholder is entitled upon conversion of the Convertible Notes is determined by the following formula:</p> $\text{Number of Shares} = \text{RA} / \text{Conversion Price}$ <p>where:</p> <p>RA means the Repayment Amount of the Convertible Note being converted.</p> <p>Conversion Price means the applicable conversion price per Convertible Note. The applicable conversion price is set out below.</p> <p>Upon conversion of the Convertible Notes:</p> <ul style="list-style-type: none"> (a) those Convertible Notes are cancelled and may not be reissued; and (b) the face value of the Convertible Notes which have been converted will be deemed satisfied. |
| Conversion by the Company | The Company has no right to require the Noteholder to convert any Convertible Notes at any time. |
| Conversion Price | <p>In respect of the First Tranche Convertible Notes, the Second Tranche Convertible Notes and Third Tranche Convertible Notes, the conversion price will be the higher of:</p> <ul style="list-style-type: none"> (a) if the Conversion Notice is given on or before the date that is three months after the First Closing, 120% of the VWAP during the preceding ten (10) Trading Days on which Shares were traded in the ordinary course of business on the ASX immediately prior to the Execution Date (Conversion Price A); or (b) if the Conversion Notice is given after the date that is three months following the First Closing, the lesser of: <ul style="list-style-type: none"> • Conversion Price A; and • 90% of the two lowest daily VWAPs during the preceding twenty (20) Trading Days on which Shares were traded in the ordinary course of business on the ASX immediately |

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| | <p>prior to the relevant Conversion Notice; and</p> <p>(c) \$0.09.</p> <p>In respect of the Subsequent Convertible Notes, the higher of:</p> <p>(a) the lesser of:</p> <ul style="list-style-type: none"> 100% of the VWAP during the preceding 20 trading days on which Shares traded in the ordinary course of business on ASX immediately prior to the closing date; and 95% of the two lowest daily VWAPs during the preceding 20 trading days on which Shares traded in the ordinary course of business on ASX ending on the date immediately prior to the relevant Conversion Notice; and <p>(b) \$0.13.</p> |
| Security Interest | The Convertible Notes are secured against all of the Company's present and after-acquired assets in favour of Mercer. |
| Repurchase | <p>So long as:</p> <p>(a) the Company is in compliance with its obligations under the Convertible Securities Agreement;</p> <p>(b) there is no existing event of default; and</p> <p>(c) Mercer has not issued a conversion notice,</p> <p>the Company may elect in writing to repurchase all of the Convertible Notes on issue at a 1.03 times premium, subject to compliance with the law and ASX Listing Rules.</p> <p>If the Company issues notice with respect to the repurchase of Convertible Notes, Mercer may elect to convert up to 100% of the Convertible Notes set out in such notice.</p> |
| Redemption | <p>If the Noteholder has not notified the Company in writing by the day that is 10 business days prior to the Maturity Date that it will be converting the Convertible Notes (in whole or in part), the Company is to pay in full to the holder of the Convertible Notes, the face value of the Convertible Notes (and any accrued but unpaid interest).</p> <p>If an event of default is subsisting after the Company has notice from the Noteholder requiring repayment, the Company must repay the face value of the outstanding Convertible Notes held by the Noteholder together with any accrued but unpaid interest. The Convertible Securities Agreement contains various events which constitute events of default which are standard for agreements of this nature.</p> <p>If there occurs a Change of Control Event, a Qualifying Capital Raising Event or a Delisting Event, the Noteholder may require repayment by the Company of some or all of the Convertible Notes.</p> <p>Change of Control Event means each of:</p> <p>(a) a takeover bid being made to acquire all of the Company's shares and:</p> <ul style="list-style-type: none"> the offer under the takeover bid is, or becomes, unconditional; and either: <ul style="list-style-type: none"> the bidder has acquired at any time during the offer period (or after the close of the offer period) a |

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| | <p>relevant interest in more than 50 per cent of the Shares on issue; or</p> <ul style="list-style-type: none"> ○ the directors of the Company recommend acceptance of the offer under the takeover bid; <p>(b) a court approves a proposed scheme of arrangement which, when implemented, will result in a person having a relevant interest in 100% of the Shares on issue in the Company (where the requisite shareholder approval has also been obtained),</p> <p>Delisting Event means where the Shares are no longer quoted on ASX, the Shares are suspended from trading on ASX for a period of 20 consecutive business days, or in any case, other than as a result (directly or indirectly) of a Change of Control Event.</p> <p>Qualifying Capital Raising Event means capital raises under which the Company raises in aggregate \$15m or more during the term of the Convertible Securities Agreement.</p> |
| Ranking on Conversion | Shares issued on conversion of the Convertible Notes will rank equally with existing Shares on issue. |
| Reconstruction of Capital | In the event of a consolidation, subdivision or similar reconstruction of the issued capital of the Company, the terms of the Convertible Notes will be reconstructed to the extent necessary to comply with the ASX Listing Rules. |
| Participation Rights | The Convertible Notes will not carry any entitlement to participate in future issues of securities by the Company prior to any conversion of the Convertible Notes into Shares. |
| No Voting Rights | Except as required by the Corporations Act, the Convertible Notes will not carry a right to vote at meetings of the Company prior to any conversion of the Convertible Notes. |

Annexure B – Material Terms of Mercer Options

1. The Mercer Options shall be issued for no cash consideration.
2. Each Mercer Option entitles the holder to subscribe for one fully paid ordinary share in the Company upon exercise of the Mercer Option.
3. The exercise price of each Mercer Option is \$0.35 (**Exercise Price**).
4. The Mercer Options will expire at 5:00pm AEST on the date being 36 months after issue (**Expiry Date**). Any unexercised Mercer Options on issue at the Expiry Date will automatically lapse on the Expiry Date and be cancelled by the Company.
5. The Mercer Options are transferable.
6. The Mercer Options may be exercised at any time wholly or in part by delivering a duly completed form of notice of exercise together with payment for the Exercise Price per Mercer Option to the Company at any time on or after the date of issue of the Mercer Options and on or before the Expiry Date. Payment may be made as directed by the Company from time to time, which may include by cheque, electronic funds transfer or other methods.
7. Upon the valid exercise of the Mercer Options and payment of the Exercise Price, the Company will within 3 Business Days issue fully paid ordinary shares ranking pari passu with the then issued ordinary shares.
8. The Company must either:
 - a. within five Business Days of the issue of shares under 7 above, provide ASX with a written notice pursuant to section 708A(5) of the Corporations Act meeting the requirements of section 708A(6) of the Corporations Act, in a form, and containing the information, that is sufficient to permit secondary trading on the ASX of those shares (**Cleansing Statement**); or
 - b. where unable to issue a Cleansing Statement, as soon as is reasonably practicable and in any event within 10 Business Days of issue of the resultant shares under 7 above, issue a prospectus or other form of disclosure document to enable those shares to be freely on-sold.
9. Mercer Option holders do not have a right to vote at meetings of the Company.
10. Mercer Option holders do not have any right to participate in new issues of securities in the Company made to shareholders generally. The Company will, where required pursuant to the Listing Rules, provide Mercer Option holders with notice prior to the books record date (to determine entitlements to any new issue of securities made to shareholders generally) to exercise the Mercer Options, in accordance with the requirements of the Listing Rules.
11. Mercer Option holders do not participate in any dividends unless the Mercer Options are exercised and the resultant shares of the Company are issued prior to the record date to determine entitlements to the dividend.

12. In the event of any reorganisation (including consolidation, subdivision, reduction or return) of the issued capital of the Company:
 - a. the number of Mercer Options, the Exercise Price of the Mercer Options, or both will be reorganised (as appropriate) in a manner consistent with the Listing Rules as applicable at the time of reorganisation, but with the intention that such reorganisation will not result in any benefits being conferred on the holders of the Mercer Options which are not conferred on shareholders; and
 - b. subject to the provisions with respect to rounding of entitlements as sanctioned by a meeting of shareholders approving a reorganisation of capital, in all other respects the terms for the exercise of the Mercer Options will remain unchanged.

13. If there is a pro rata issue (except a bonus issue), the Exercise Price of a Mercer Option may be reduced according to the following formula:

$$O_n = O - \frac{E[P - (S + D)]}{N + 1}$$

Where:

O_n = the new exercise price of the Mercer Option;

O = the old exercise price of the Mercer Option;

E = the number of underlying securities into which one Mercer Option is exercisable;

P = the volume weighted average market price per security of the underlying securities during the five trading days ending on the day before the ex right date or the ex entitlements date;

S = the subscription price for a security under the pro rata issue;

D = dividend due but not yet paid on the existing underlying securities (except those to be issued under the pro rata issue); and

N = the number of securities with rights or entitlements that must be held to receive a right to one new security.

14. If there is a bonus issue to the holders of shares in the Company, the number of shares over which the Mercer Option is exercisable may be increased by the number of shares which the Mercer Option holder would have received if the Mercer Option had been exercised before the record date for the bonus issue.
15. The terms of the Mercer Options shall only be changed if holders (whose votes are not to be disregarded) of ordinary shares in the Company approve of such a change. However, unless all necessary waivers of the Listing Rules are obtained, the terms of the Mercer Options shall not be changed to reduce the Exercise Price, increase the number of Mercer Options or change any period for exercise of the Mercer Options.
16. The Company does not intend to apply for listing of the Mercer Options on the ASX.
17. The Company shall apply for listing of the resultant Shares issued upon exercise of any Mercer Option.

Annexure C – Material Terms of Convertible Securities Agreement

1. **Overview:** Mercer will invest up to a maximum of \$12,000,000 in three or more tranches, subject to satisfaction of customary conditions precedent (including confirmation by the Company that it has performed or complied in all material respects with all obligations required to be performed or complied with under the Convertible Securities Agreement), via the issue of Convertible Notes.
2. **Conditions:** The conditions include, but are not limited to:
 - a. in respect of the First Investment Amount, the Company delivering an executed general security deed in favour of Mercer;
 - b. in respect of the Third Investment Amount, the Company obtaining Shareholder approval to issue the relevant securities;
 - c. in respect of the First Investment Amount, Second Investment Amount, Third Investment Amount and each Subsequent Investment Amount, the Company issuing a cleansing statement or lodging a prospectus (if necessary), such that following conversion of the Convertible Notes there are no restrictions for the on-sale of Shares;
 - d. in respect of each closing date for the First Investment Amount, Second Investment Amount, Third Investment Amount and each Subsequent Investment Amount, shares in the Company having remained continuously quoted on ASX without suspension for more than five trading days in the 12-month period prior to the relevant closing date; and
 - e. in respect of each Subsequent Investment Amount, Mercer and the Company agreeing to the Subsequent Investment.
3. **Shares:** Upon the issue of the:
 - a. First Tranche Convertible Notes, the Company must issue to Mercer (or its nominee) 475,889 Initial Commencement Shares (Tranche A) for nil consideration; and
 - b. Third Tranche Convertible Notes, the Company must issue to Mercer (or its nominee) 475,889 Initial Commencement Shares (Tranche B) for nil consideration; and
 - c. initial Subsequent Tranche Convertible Notes, the Company must issue to Mercer (or its nominee) the Subsequent Commencement Shares for nil consideration.
4. **Mercer Options:** Upon the issue of the:
 - a. First Tranche Convertible Notes, the Company must issue to Mercer (or its nominee) 2,857,143 Mercer Options for nil consideration;
 - b. Second Tranche Convertible Notes, the Company must issue to Mercer (or its nominee) 2,142,857 Mercer Options for nil consideration;
 - c. Third Tranche Convertible Notes, the Company must issue to Mercer (or its nominee) 2,142,857 Mercer Options for nil consideration; and
 - d. initial Subsequent Tranche Convertible Notes, the Company must issue to Mercer (or its nominee) such number of Mercer Options (for nil consideration) which is equal to 50% of the investment amount in respect of each issue of Subsequent Tranche Convertible Notes divided by \$0.35.
5. **Term:** The Convertible Securities Agreement commences on the date of execution and ends on the Business Day following repayment or conversion of all outstanding Convertible Notes, unless terminated earlier in accordance with its terms.
6. **Termination:** The Convertible Securities Agreement may be terminated:

- a. by the mutual consent of the parties, at any time;
 - b. by the Company only after completion of the issue of the First Tranche Securities and either:
 - i. the Second Tranche Securities and the Third Tranche Securities have been issued; or
 - ii. Shareholder approval for the issue of the Third Tranche Securities has not been obtained at a duly convened meeting of Shareholders, on giving written notice to Mercer, provided that the Company has paid Mercer (or given evidence of payment) all money due and payable or which may become due for payment to Mercer at any specified time, including without limitation the Face Value of the Convertible Securities issued; and
 - c. by Mercer, if a condition precedent has not been satisfied or waived (if capable of waiver) or where an event of default occurs and is continuing.
7. **Use of Proceeds:** The parties agree that the Company will use all proceeds under the Convertible Securities Agreement primarily for the development and exploitation of carbon capture technology, in addition to repayment of unsecured loans as well as for general working capital requirements of the Company.
8. **Other Terms:** the Convertible Securities Agreement contains customary investor protections such as negative covenants, representations and warranties.
9. **Broker Fee:** A third party broker fee of 6% is also payable by the Company.

Annexure D – Terms of the Employee Incentive Option Plan

The material terms and conditions of the Employee Incentive Option Plan (**Option Plan**) are as follows:

- (a) **Eligibility and Grant of Plan Options:** The Board may grant Options under the Option Plan (**Plan Options**) to any full or part time employee or Director of the Company or an associated body corporate or subject to, and in accordance with, any necessary ASIC relief being obtained, a casual employee or contractor of the Company or any or an associated body corporate (**Eligible Participant**). Plan Options may be granted by the Board at any time.
- (b) **Consideration:** Each Plan Option issued under the Option Plan will be issued for nil cash consideration.
- (c) **Conversion:** Each Plan Option is exercisable into one Share in the Company ranking equally in all respect with the existing issued Shares in the Company.
- (d) **Exercise Price and Expiry Date:** The exercise price and expiry date for the Plan Options granted under the Option Plan will be determined by the Board prior to the grant of the Plan Options.
- (e) **Exercise Restrictions:** The Plan Options granted under the Option Plan may be subject to conditions on exercise as may be fixed by the Directors prior to grant of the Plan Options (**Exercise Conditions**). Any restrictions imposed by the Directors must be set out in the offer for the Plan Options.
- (f) **Renounceability:** Eligible Participants may renounce their offer in favour of a nominee (the Eligible Participants and their nominees are each **Participants**).
- (g) **Lapsing of Plan Options:** Subject to the terms of the offer made to a Participant, an unexercised Plan Option will lapse:
 - (i) on the Eligible Participant ceasing employment with the Company and:
 - A. any Exercise Conditions have not been met by the date the Relevant Person ceases to be an Eligible Participant (Ceasing Date); or
 - B. where any Exercise Conditions have been met by the Ceasing Date or the Plan Option is not subject to any Exercise Conditions, the Participant does not exercise the Plan Option within a period of six (6) months after the Ceasing Date (or a further date as determined by the Board after the Ceasing Date);
 - (ii) if any Exercise Condition is unable to be met; or
 - (iii) the expiry date has passed.
- (h) **Share Restriction Period:** Shares issued on the exercise of Plan Options may be subject to a restriction that they may not be transferred or otherwise dealt with until a restriction period has expired, as specified in the offer for the Plan Options.
- (i) **Disposal of Options:** Plan Options will not be transferable and will not be quoted on the ASX, unless the offer provides otherwise or the Board in its absolute discretion approves.
- (j) **Trigger Events:** The Company may permit Plan Options to be exercised in certain circumstances where there is a change in control of the Company (including by takeover) or entry into a scheme of arrangement.
- (k) **Participation:** There are no participating rights or entitlements inherent in the Plan Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Plan Options.
- (l) **Change in exercise price:** A Plan Option will not confer a right to a change in exercise price of a change in the number of underlying Shares over which the Plan Option can be exercised.

- (m) **Reorganisation:** If at any time the capital of the Company is reorganised (including consolidation, subdivision, reduction or return), all rights of a Participant are to be changed in a manner consistent with the Corporations Act and the Listing Rules at the time of the reorganisation.
- (n) **Israeli Sub-Plan:** Participants who are residents of the State of Israel or those who are deemed to be residents of the State of Israel for tax purposes (collectively, **Israeli Participants**) are also subject to the provisions of an Israeli Sub-Plan (**Sub-Plan**). The Sub-Plan only modifies the terms of Plan Options granted so that they comply with the requirements set by the Israeli law in general, and in particular with the provisions of the Israeli Tax Ordinance [New Version], 1961, as amended. This includes where Options and Shares are granted or issued to a trustee. Options or Shares held by a trustee on behalf of an Israeli Participant cannot be transferred, assigned, pledged or mortgaged, other than by will or pursuant to the laws of descent and distribution.

Annexure E – Terms of the Incentive Plan

Under the rules of the Long-Term Incentive Plan (**Incentive Plan**), the Board has a discretion to offer any of the following awards to senior management, directors or other nominated key employees:

- options to acquire Shares;
- performance rights to acquire Shares; and/or
- Shares, including to be acquired under a limited recourse loan funded arrangement,

in each case subject to service-based conditions and/or performance hurdles (collectively, the “**Awards**”).

The terms and conditions of the Incentive Plan are set out in comprehensive rules. A summary of the rules of the Incentive Plan is set out below:

- The Incentive Plan is open to directors, senior management, and any other employees of the Company, as determined by the Board. Participation is voluntary.
- The Board may determine the type and number of Awards to be issued under the Incentive Plan to each participant and other terms of issue of the Awards, including:
 - what service-based conditions and/or performance hurdles must be met by a participant in order for an Award to vest (if any);
 - the fee payable (if any) to be paid by a participant on the grant of Awards;
 - the exercise price of any option granted to a participant;
 - the period during which a vested option can be exercised; and
 - any disposal restrictions applying to the Awards and any Shares that a participant receives upon exercise of their options or performance rights.
- On the occurrence of cessation of employment for any reason, the Board will determine, in its sole and absolute discretion, the manner in which all unvested and vested Awards will be dealt with, including the application of any Clawback Policy.
- The Board may, in its discretion, also determine that the Company will issue limited recourse loans to participants to use for the purchase of Shares as part of a Share Award under the Incentive Plan.
- When any service-based conditions and/or performance hurdles have been satisfied, participants will receive fully vested Shares or their options/performance rights will become vested and will be exercisable over Shares (as applicable).
- Each vested option and performance right enables the participant to be issued or to be transferred one Share upon exercise, subject to the rules governing the Incentive Plan and the terms of any particular offer.
- If the Board determines that for a taxation, legal, regulatory or compliance reason it is not appropriate to issue or transfer Shares, the Company may in lieu and final satisfaction of the Company's obligation to issue or transfer Shares as required upon the exercise of an Award by a participant, make a cash payment to the participant equivalent to the fair market value as at the date of exercise of the Award (less any unpaid exercise price applicable to the exercise of the Award) multiplied by the relevant number of Shares required to be issued or transferred to the participant upon exercise of the Award.
- The Board may also determine in its sole and absolute discretion that a participant will not be required to provide payment of the exercise price to the Company, but that on exercise of the

Award the Company will only allot and issue or transfer that number of Shares to the participant that are equal in value to the difference between the exercise price otherwise payable in relation to the Award and the then market value of the Shares as at the time of the exercise determined by reference to the 5 day VWAP.

- The Incentive Plan limits the number of Awards that the Company may grant to a maximum of 5% of the Company's Shares on the date of issue of an Award since the Incentive Plan was last approved by Shareholders (excluding any Awards which are subsequently cancelled or lapsed in accordance with the terms of the Incentive Plan or otherwise approved under Listing Rule 10.14.).
- The Board may delegate management and administration of the Incentive Plan, together with any of their powers or discretions under the Incentive Plan, to a committee of the Board or to any one or more persons selected by them as the Board thinks fit.

Annexure F – Shareholder nomination to appoint BDO Audit Pty Ltd as auditor

The Directors
Dotz Nano Limited
Level 14, 330 Collins Street
Melbourne VIC 3000

26 April 2024

Dear Directors

The undersigned, being a member of Dotz Nano Limited, hereby nominates BDO Audit Pty Ltd for appointment as auditor of the Company at the forthcoming Annual General Meeting.

Yours faithfully

A handwritten signature in black ink, appearing to read "Bernie Brookes".

Bernie Brookes AM
Shareholder & Chairman of Dotz Nano Limited



Proxy Voting Form

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

Dotz Nano Limited | ABN 71 125 264 575

Your proxy voting instruction must be received by **03.00pm (AEST) on Wednesday, 29 May 2024**, 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 Key Management Personnel.

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/#/loginsah> 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:

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IN PERSON:

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