



Ms Kate Kidson
Principal Advisor, Listings Compliance (Melbourne)
ASX Limited
Level 4, North Tower, Rialto
525 Collins Street, Melbourne, VIC 3000

By email: kate.kidson@asx.com.au

23 May 2018

Dear Kate

Dotz Nano Limited (ASX:DTZ) ('Company') – Response to Query Letter

I refer to the query letter from ASX dated 21 May 2018 ('**Query Letter**').

On behalf of the Company, I respond to the Query Letter as follows:

- 1. Please confirm the date on which the performance shares were originally issued and provide documentary evidence of when they were issued (e.g. a copy of the board minutes authorising the issue of the performance shares).**

Based on a review of the Issue date of the performance shares, I can confirm that the shares were issued on 31 October 2016. Refer attached **Appendix A**. The information requested in the query has been made available to ASX. It is confidential in nature and is not for release to the market.

- 2. Please confirm the date on which the milestone for the first tranche of the performance shares was due to expire. If the expiry date for the first tranche was not 30 April 2018, please explain the statement to the contrary in DTZ's most recent financial statements.**

Based on the issue date of 31 October 2016, the Company can confirm that the expiry date for the first tranche of the performance shares was April 30, 2018.

- 3. Please provide a copy of any agreement or contract between DTZ and Pflumer Bros regarding the distribution of Validotz. If there is no such agreement or contract, please explain why that is so.**

Dotz and Pflaumer Brothers Inc. have entered into a "Special Distribution Agreement". Dotz and Pflaumer ("Parties") have a special relationship in the form of a Joint Operation Agreement for the manufacturing of Graphene Quantum Dots ("GQDs") and the Parties agree between them that to enhance the development of the market and increase the sales of its GQD's in the Territory.

The Parties have entered into this Agreement whereby Pflaumer will undertake the distribution and sale of Product in the Territory to their customers on the terms and subject to the conditions contained in the agreement.

The information requested in the query has been made available to ASX. It is confidential in nature and is not for release to the market.

- 4. Please provide a detailed account of the dealings between DTZ and Pflumer Bros that led to the firm purchase order referred to in DTZ's 1 May 2018 announcement.**

The information requested in the query has been made available to ASX. It is confidential in nature and is not for release to the market.

In addition to their capacity as Dotz's manufacturing partner, Pflaumer Brothers has a separate distribution agreement, allowing Pflaumer to market and sell Validotz to their customers. Under the scope of this

agreement, Pflaumer have for their own use purchased 20kgs of ValidDotz. These will be distributed directly by Pflaumer Brothers to their own customers as commercial samples in pilot production.

5. Please provide a copy of the firm purchase order referred to in DTZ's 1 May 2018 announcement.

The purchase order referred to in DTZ's 1 May 2018 announcement was dated 23 April 2018 and is purchase order number 5513 with the relevant product quantity being 44 ponds (20 kgs.). The order value is ~USD10,000. The purchase order is from Pflaumer Brothers Inc. The information requested in the query has been made available to ASX. It is confidential in nature and is not for release to the market.

6. Please disclose details of each of the customers who was delivered any of the Validotz pursuant to the firm purchase order referred to in DTZ's 1 May 2018 announcement, including (in each case) the name and address of the customer, the amount of Validotz shipped to the customer, the date and manner in which DTZ shipped the Validotz to the customer and the date it was received by the customer. Please also provide a copy of the relevant shipping documentation.

Invoices were issued by the Company for the materials sold to the following customers prior to the expiry date of the Performance Shares:

- Sigma Aldrich, USA – shipped by Fedex
- Strem Chemicals, USA – shipped by Fedex
- Samchum Chemicals, Korea – shipped by Fedex
- Mainami Bokei, Japan – held in storage by Pflaumer Bros.

The information requested in the query has been made available to ASX. It is confidential in nature and is not for release to the market. Additional shipping documents can be supplied at a later date, once retrieved from Fedex archives.

7. Please provide a detailed explanation of the basis on which DTZ made the determination that the milestone for the first tranche of performance shares had been met. Please include in the explanation the basis upon which DTZ has concluded that the customers referred to in the preceding paragraph are "reputable third parties", as required by the terms of the milestones for the performance shares.

Under the incorrect assumption that the expiry date of the first tranche of Performance shares was 15 May 2018, the calculation of the Milestone was made as follows:

Details of ValidDotz sold	Quantity Kilograms
Sale of 20kgs net of CDs to Pflaumer Bros.	20.0000
Sale of 4kgs of GQDs to Mainame, Japan.	4.0000
Distribution of 37 grams of powdered commercial samples to various third parties 2017-2018	0.0370
Sale of 9.0 grams net to Sigma Aldrich during 2017-2018	0.0090
Sale of 6 grams net to Samchun Pure Chemical Co., Ltd, South Korea in Feb 2017	0.0060
Sale of 4.6 grams net to Strem Chemicals during 2017	0.0046
Distribution of 2.6 grams of GQDs/CDs net commercial samples to various third parties 2017-2018	0.0026
Sale of 0.40 grams net to Changchun Ocean Electro-Optics Co, China in Feb 2017	0.0004
Total	24.0596

With regards to "*Reputable Third Parties*" as can be seen from the above list, the bulk of the material (24 kgs) was shipped to two parties, namely Mainame Holdings in Japan and Pflaumer Brothers in USA. Both companies are reputable companies in good standing for many years. Both parties fall under the category of "*Reputable Third Parties*" as required by the terms of the milestones for the performance shares. Additional smaller quantities were sold and shipped to Sigma Aldrich and Strem Chemical, both are known and reputable third parties.

- 8. Who at DTZ made the determination that milestone for the first tranche of performance shares had been met? Was it made or approved by DTZ's board? If so, please advise which directors participated in the relevant meeting, which of them voted in favour of the determination, which of them voted against and which of them abstained from voting. Please also provide a copy of the board minutes for the relevant meeting.**

Under the assumption that the expiry of the Performance Shares was 15 May 2018, management advised the Company's Board of Directors that the milestone had been achieved.

Two Directors with a beneficial interest in the Performance Shares (Dr. Moti Gross and Mr. Ashley Krongold, a non-executive Director), recused themselves from signing the circular resolution approving the conversion of the Performance Shares. Dr. Volker Mirgel, non-executive Chairman of the Board, Mr. Uzi Brier, Mr. John Bullwinkel and Mr. Steve Bajic, all non-executive Director and whom are not beneficiaries of said Performance Shares, voted for the determination on the basis that the said milestone was achieved.

The Board has since revisited the issue and has resolved that the relevant milestone was not achieved and therefore the Performance Shares should not be converted. The Performance Shares not converted will be redeemed as per the Terms and Conditions of the Performance Shares within 10 days for the sum of \$0.0000001 per Performance Share.

- 9. Please confirm that DTZ is in compliance with the Listing Rules and, in particular, Listing Rule 3.1.**

I confirm that the Company is in compliance with the Listing Rules and, in particular, Listing Rule 3.1.

- 10. Please confirm that DTZ's responses to the questions above have been authorised and approved in accordance with its published continuous disclosure policy or otherwise by its board or an officer of DTZ with delegated authority from the board to respond to ASX on disclosure matters.**

I confirm that the responses set out in this letter have been approved by a majority of the directors of the Company prior to this letter being submitted to ASX.

I trust this letter answers the Query Letter to the satisfaction of ASX. Please contact me if you have any further queries.

Yours sincerely



Ian Pamensky
Company Secretary
Dotz Nano Limited

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

Dotz Nano Limited (formerly Northern Iron Limited)

ABN

71 125 264 575

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- | | | |
|---|---|---|
| 1 | +Class of +securities issued or to be issued | 1. Fully Paid Ordinary Shares
2. Unlisted Options
3. Performance Shares |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 1. 104,500,000
2. 5,500,000
3. 66,000,000 |
| 3 | Principal terms of the +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | <ul style="list-style-type: none"> - 104,500,000 fully paid ordinary shares - 4,500,000 unlisted options exercisable at \$0.40 each on or before 36 months from issue - 1,000,000 unlisted options exercisable at \$0.30 each on or before 36 months from issue - 66,000,000 performance shares with milestones as set out in Appendix 2 of the Company's prospectus dated 24 August 2016 and supplementary prospectus dated 1 September 2016 |

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Appendix 3B
New issue announcement

<p>4 Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?</p> <p>If the additional +securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 	<ol style="list-style-type: none"> 1. Yes - the Fully Paid Ordinary Shares will rank equally with existing quoted fully paid ordinary shares 2. No – but shares issued upon exercise of options will rank equally in respects from the date of issue with existing fully paid ordinary shares 3. No – but shares issued upon exercise and conversion will rank equally in respects from the date of issue with existing fully paid ordinary shares
<p>5 Issue price or consideration</p>	<ul style="list-style-type: none"> - 30,000,000 fully paid ordinary shares at an issue price of \$0.20 - 66,000,000 fully paid ordinary shares for nil cash consideration as consideration shares to the Dotz shareholders on a pro rata basis in relation to the Merger - 5,000,000 fully paid ordinary shares at an issue price of \$0.20 pursuant to the various loan agreements between the Company and the NFE Lenders - 1,750,000 fully paid ordinary shares at an issue price of \$0.20 pursuant to the various loan agreements between the Company and the Dotz Lenders - 1,750,000 fully paid ordinary shares for nil cash consideration to Otsana Pty Ltd or its nominees in consideration for its services as the Company's corporate advisor and lead manager in relation to the Public Offer - 4,500,000 unlisted options exercisable at \$0.40 per option expiring 36 months from issue for nil cash consideration to Otsana Pty Ltd or its nominees in consideration for its services as the Company's corporate advisor and lead manager in relation to the Public Offer - 1,000,000 unlisted options exercisable at \$0.30 expiring 36 months from issue for nil cash consideration to various parties in consideration for those persons assisting with the facilitation of the Acquisition - 66,000,000 performance shares for nil cash consideration as consideration shares to the Dotz shareholders on a pro rata basis in relation to the Merger

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6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	<p>Securities issued as consideration for the acquisition of issued capital in Dotz Nano Ltd.</p> <p>Funds have been raised as part of the proposal to recapitalise and restructure the Company, allowing it to apply for re-instatement to the Official List of the ASX</p> <p>Further details are provided in the Prospectus dated 24 August 2016 and Supplementary Prospectus dated 1 September 2016</p>
6a	<p>Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i</p>	No
6b	The date the security holder resolution under rule 7.1A was passed	
6c	Number of +securities issued without security holder approval under rule 7.1	
6d	Number of +securities issued with security holder approval under rule 7.1A	
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	
6f	Number of +securities issued under an exception in rule 7.2	
6g	If +securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the +issue date and both values. Include the source of the VWAP calculation.	

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Appendix 3B
New issue announcement

6h If +securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements

6i Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements

7 +Issue dates

Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A.

Cross reference: item 33 of Appendix 3B.

1.	Fully Paid Ordinary Shares – 31 October 2016
2.	Unlisted Options - 31 October 2016
3.	Performance Shares - 31 October 2016

	Number	+Class
8 Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	49,044,736	Fully paid ordinary shares

	Number	+Class
9 Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)	60,940,066	Fully paid ordinary shares escrowed 24 months from quotation
	58,233,060	Performance shares escrowed 24 months from quotation
	7,766,940	Performance shares escrowed 12 months from the date of issue
	4,500,000	Options expiring 36 months from issue, exercise price \$0.40 each, escrowed 24 months from quotation
	1,000,000	Options expiring 36 months from issue, exercise price \$0.30 each, escrowed 24 months from quotation
	5,000,000	Options expiring 14 June 2020, exercise price \$0.20 each, escrowed 24 months from quotation

10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests) N/A

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Part 2 - Pro rata issue

- 11 Is security holder approval required?
- 12 Is the issue renounceable or non-renounceable?
- 13 Ratio in which the +securities will be offered
- 14 +Class of +securities to which the offer relates
- 15 +Record date to determine entitlements
- 16 Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?
- 17 Policy for deciding entitlements in relation to fractions
- 18 Names of countries in which the entity has security holders who will not be sent new offer documents
Note: Security holders must be told how their entitlements are to be dealt with.
Cross reference: rule 7.7.
- 19 Closing date for receipt of acceptances or renunciations

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Appendix 3B
New issue announcement

- 20 Names of any underwriters
- 21 Amount of any underwriting fee or commission
- 22 Names of any brokers to the issue
- 23 Fee or commission payable to the broker to the issue
- 24 Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders
- 25 If the issue is contingent on security holders' approval, the date of the meeting
- 26 Date entitlement and acceptance form and offer documents will be sent to persons entitled
- 27 If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders
- 28 Date rights trading will begin (if applicable)
- 29 Date rights trading will end (if applicable)
- 30 How do security holders sell their entitlements *in full* through a broker?
- 31 How do security holders sell *part* of their entitlements through a broker and accept for the balance?

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32 How do security holders dispose of their entitlements (except by sale through a broker)?

33 ⁺Issue date

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

34 Type of ⁺securities
(tick one)

(a) ⁺Securities described in Part 1

(b) All other ⁺securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

35 If the ⁺securities are ⁺equity securities, the names of the 20 largest holders of the additional ⁺securities, and the number and percentage of additional ⁺securities held by those holders

36 If the ⁺securities are ⁺equity securities, a distribution schedule of the additional ⁺securities setting out the number of holders in the categories
1 - 1,000
1,001 - 5,000
5,001 - 10,000
10,001 - 100,000
100,001 and over

37 A copy of any trust deed for the additional ⁺securities

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Appendix 3B
New issue announcement

Entities that have ticked box 34(b)

38 Number of +securities for which +quotation is sought

39 +Class of +securities for which quotation is sought

40 Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?

If the additional +securities do not rank equally, please state:

- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

41 Reason for request for quotation now

Example: In the case of restricted securities, end of restriction period

(if issued upon conversion of another +security, clearly identify that other +security)

42 Number and +class of all +securities quoted on ASX (including the +securities in clause 38)	Number	+Class

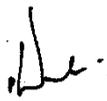
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Quotation agreement

- 1 +Quotation of our additional +securities is in ASX’s absolute discretion. ASX may quote the +securities on any conditions it decides.
- 2 We warrant the following to ASX.
 - The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
 - There is no reason why those +securities should not be granted +quotation.
 - An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty
 - Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
 - If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.
- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
- 4 We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.



Sign here:
(Company secretary)

Date: 31 October 2016

Print name: Peter Webse.....
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Appendix 3B – Annexure 1

Calculation of placement capacity under rule 7.1 and rule 7.1A for eligible entities

Introduced 01/08/12 Amended 04/03/13

Part 1

Rule 7.1 – Issues exceeding 15% of capital	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
Insert number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue	
<p>Add the following:</p> <ul style="list-style-type: none"> • Number of fully paid +ordinary securities issued in that 12 month period under an exception in rule 7.2 • Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval • Number of partly paid +ordinary securities that became fully paid in that 12 month period <p>Note:</p> <ul style="list-style-type: none"> • <i>Include only ordinary securities here – other classes of equity securities cannot be added</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	
Subtract the number of fully paid +ordinary securities cancelled during that 12 month period	
“A”	

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Step 2: Calculate 15% of “A”	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
Multiply “A” by 0.15	
Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used	
<p>Insert number of +equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued:</p> <ul style="list-style-type: none"> • Under an exception in rule 7.2 • Under rule 7.1A • With security holder approval under rule 7.1 or rule 7.4 <p><i>Note:</i></p> <ul style="list-style-type: none"> • <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	
“C”	
Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1	
“A” x 0.15 <i>Note: number must be same as shown in Step 2</i>	
Subtract “C” <i>Note: number must be same as shown in Step 3</i>	
Total [“A” x 0.15] – “C” <i>[Note: this is the remaining placement capacity under rule 7.1]</i>	

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Part 2

Rule 7.1A – Additional placement capacity for eligible entities	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
<p>“A”</p> <p><i>Note: number must be same as shown in Step 1 of Part 1</i></p>	
Step 2: Calculate 10% of “A”	
<p>“D”</p>	<p>0.10</p> <p><i>Note: this value cannot be changed</i></p>
<p>Multiply “A” by 0.10</p>	
Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used	
<p>Insert number of +equity securities issued or agreed to be issued in that 12 month period under rule 7.1A</p> <p>Notes:</p> <ul style="list-style-type: none"> • <i>This applies to equity securities – not just ordinary securities</i> • <i>Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	
<p>“E”</p>	

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Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A	
<p>“A” x 0.10</p> <p><i>Note: number must be same as shown in Step 2</i></p>	
<p>Subtract “E”</p> <p><i>Note: number must be same as shown in Step 3</i></p>	
<p>Total [“A” x 0.10] – “E”</p>	<p><i>Note: this is the remaining placement capacity under rule 7.1A</i></p>

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21 May 2018

Ian Pamensky

Company Secretary
Dotz Nano Limited
14 Newington Grove
Caulfield North VIC 3161

By email to ian@cfo2grow.com.au

Dear Mr Parmensky

Dotz Nano Limited ("DTZ"): issue of ordinary shares following achievement of performance milestone

ASX refers to the following:

- A. DTZ's prospectus dated 24 August 2016 ("Prospectus") lodged on the ASX Market Announcements Platform ("MAP") and released at 19:26 pm on 24 August 2016 disclosing, among other things, the proposed issue of performance shares to the security holders of Dotz Nano Ltd (Israel Registrar of Companies ID No. 515063790), including 3,160,687 to be held by Dr Moti Gross, and the following terms applicable to the performance shares on page 147 of the Prospectus:

"Conversion of the Performance Shares

- (a) **(Milestones)**: The Performance Shares will convert upon satisfaction of any one of the following milestones:
- (i) 22,000,000 Performance Shares shall convert upon [DTZ] achieving the production and distribution of an aggregate of 20 kilograms of GQDs through formal off-take agreements or commercial samples with a reputable third party within an 18 month period from the date of issue of the Performance Shares (**Issue Date**);
 - (ii) 22,000,000 Performance Shares shall convert upon [DTZ] achieving the production and distribution of an aggregate of 50 kilograms of GQDs in any 12 month period through formal offtake agreements with a reputable third party within a period of 30 months from the Issue Date; and
 - (iii) 22,000,000 Performance Shares shall convert upon [DTZ] achieving the production and distribution of an aggregate of 100 kilograms of GQDs in any 12 month period through formal offtake agreements with a reputable third party within a period of 48 months from the Issue Date,
- (each referred to as a **Milestone**).
- (b) **(Conversion of Performance Shares)**: Subject to paragraph (c) below, in the event a Milestone is satisfied, all of the Performance Shares held by the Holder will convert into an equal number of Shares.
- (c) **(No Conversion if Corporations Act Contravention) ...**

(d) **(No Conversion if Milestone not achieved):** Any Performance Shares not converted into a Share within the period required under the relevant Milestone will be automatically redeemed by the Company for a sum of \$0.00000001 per Performance Share within 10 Business Days. ...”

- B. DTZ’s announcement entitled “Capital Structure” lodged on MAP and released at 11:38 am on 14 November 2016, disclosing that the capital structure following the completion of the issue to Dotz Nano Ltd and the issue of securities pursuant to the prospectus dated 24 August 2016 and the supplementary prospectus dated 1 September 2016 included 66,000,000 fully paid ordinary shares and 66,000,000 performance shares issued to the security holders of Dotz Nano Ltd.
- C. DTZ’s announcement entitled “Full Year Statutory Accounts” lodged on MAP and released at 19:07 pm on 29 March 2018, disclosing on page 10 that the first performance share milestone for 22,000,000 performance shares was due to lapse on 30 April 2018.
- D. DTZ’s announcement entitled “Sale of Validotz to US Industrial Sector” lodged on MAP and released at 10:04 am on 1 May 2018 disclosing, among other things:
- “[DTZ] is pleased to announce that it has received a firm purchase order for its Validotz brand, for use in industrial sectors.*
- The order calls for supply of 10kg of violet and blue Validotz to be distributed as materials for pilot productions to a variety of customers in industrialized sectors, namely, nylon, concrete, floorings, poly-resins and thermosetting materials. The bulk of the Validotz will be distributed to customers within the upcoming 2 weeks.”*
- The sale of the shipment was facilitated through Pflumer Bros. in their capacity as distributors.”*
- E. DTZ’s announcement entitled “Dotz achieves IPO Performance Milestone” lodged on MAP and released at 9:16 am on 16 May 2018, disclosing that DTZ had achieved one of its key performance milestones, that production and distribution of an aggregate 20 kilograms of GQD’s through formal off-take agreements or commercial samples with reputable third parties, and that 22,000,000 performance shares have been converted into 22,000,000 fully paid ordinary shares (“Shares”).

Having regard to the above, ASX asks DTZ to respond separately to each of the following questions and requests for information:

1. Please confirm the date on which the performance shares were originally issued and provide documentary evidence of when they were issued (eg a copy of the board minutes authorising the issue of the performance shares).
2. Please confirm the date on which the milestone for the first tranche of the performance shares was due to expire. If the expiry date for the first tranche was not 30 April 2018, please explain the statement to the contrary in DTZ’s most recent financial statements.
3. Please provide a copy of any agreement or contract between DTZ and Pflumer Bros regarding the distribution of Validotz. If there is no such agreement or contract, please explain why that is so.
4. Please provide a detailed account of the dealings between DTZ and Pflumer Bros that led to the firm purchase order referred to in DTZ’s 1 May 2018 announcement.
5. Please provide a copy of the firm purchase order referred to in DTZ’s 1 May 2018 announcement.
6. Please disclose details of each of the customers who was delivered any of the Validotz pursuant to the firm purchase order referred to in DTZ’s 1 May 2018 announcement, including (in each case) the name and address of the customer, the amount of Validotz shipped to the customer, the date and manner in which DTZ shipped the Validotz to the customer and the date it was received by the customer. Please also provide a copy of the relevant shipping documentation.

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7. Please provide a detailed explanation of the basis on which DTZ made the determination that the milestone for the first tranche of performance shares had been met. Please include in the explanation the basis upon which DTZ has concluded that the customers referred to in the preceding paragraph are “reputable third parties”, as required by the terms of the milestones for the performance shares.
 8. Who at DTZ made the determination that milestone for the first tranche of performance shares had been met? Was it made or approved by DTZ’s board? If so, please advise which directors participated in the relevant meeting, which of them voted in favour of the determination, which of them voted against and which of them abstained from voting. Please also provide a copy of the board minutes for the relevant meeting.
 9. Please confirm that DTZ is in compliance with the Listing Rules and, in particular, Listing Rule 3.1.
 10. Please confirm that DTZ’s responses to the questions above have been authorised and approved in accordance with its published continuous disclosure policy or otherwise by its board or an officer of PDF with delegated authority from the board to respond to ASX on disclosure matters.

When and where to send your response

This request is made under, and in accordance with, Listing Rule 18.7. Your response is required as soon as reasonably possible and, in any event, by not later than half an hour before the start of trading (ie before 9.30 a.m. AEST) on Wednesday, 23 May 2018.

ASX reserves the right to release a copy of this letter and your response on the ASX Market Announcements Platform under Listing Rule 18.7A. Accordingly, your response should be in a form suitable for release to the market.

Your response should be sent to me by e-mail. It should not be sent directly to the ASX Market Announcements Office. This is to allow me to review your response to confirm that it is in a form appropriate for release to the market, before it is published on the ASX Market Announcements Platform.

Listing Rules 3.1 and 3.1A

In responding to this letter, you should have regard to DTZ’s obligations under Listing Rules 3.1 and 3.1A and also to *Guidance Note 8 Continuous Disclosure: Listing Rules 3.1 – 3.1B*.

It should be noted that DTZ’s obligation to disclose information under Listing Rule 3.1 is not confined to, nor is it necessarily satisfied by, providing the information requested in this letter.

Further, if the information requested by this letter is information required to be given to ASX under Listing Rule 3.1 and it does not fall within the exceptions mentioned in Listing Rule 3.1A, DTZ’s obligation is to disclose the information “immediately”. This may require the information to be disclosed before the deadline set out in this letter.

Suspension

Trading in DTZ’s securities will remain suspended under Listing Rule 17.3 until DTZ provides a satisfactory response to this letter.

If you have any queries or concerns about any of the above, please contact me immediately.

Kind regards

Kate Kidson
Principal Adviser, Listings Compliance (Melbourne)