

26 July 2023

DOTZ ANNOUNCES PRIVATE PLACEMENT OFFERING OF APPROXIMATELY A\$4 MILLION

Dotz Nano Limited (**ASX: DTZ**, “**Dotz**” or “**Company**”), a nano-technology company providing innovative solutions addressing global environmental and industrial challenges, today announced it has entered into a definitive securities purchase agreements (“**Agreements**”) with several existing and new institutional and sophisticated investors, including South Israel Bridging Fund (“**SIBF**”).

The Agreements are for the private placement of 19,807,500 ordinary shares (the “**Ordinary Shares**”), at an issue price of A\$0.20 per share (“**Issue Price**”), (the “**Private Placement**”). Additionally, pursuant to the Agreements, the Company has also agreed to issue unlisted options (the “**Placement Options**”) to apply for up to 9,903,750 Ordinary Shares. The Placement Options will have an exercise price of A\$0.35 per Ordinary Share and will expire two years from the date of issue.

The gross proceeds of the Private Placement are expected to be A\$4 million before costs. The funds raised from the Private Placement will be applied primarily for growth initiatives, including the acquisition, development and exploitation of carbon capture technology (refer to ASX Announcement 19 May 2023), as well as other general corporate purposes.

The Company will utilise its existing placement capacity under ASX Listing Rule 7.1 and part of its capacity under listing rule 7.1A. 5,587,500 shares and 2,793,750 options to be issued to SIBF will be subject to a shareholder approval at a general meeting.

The Issue Price, represents a discount of:

- 18.4% to Dotz’s last closing price on 21 July 2023 of \$0.245; and
- 18.0% to the 15-day volume weighted average price (**VWAP**) of A\$0.244 (For the purposes of LR7.1A).

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

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

The Lead Manager for the Placement is Evolution Capital Pty Ltd.

The Company expects the Private Placement Offering to close on or about July 28, 2023, subject to the satisfaction of customary closing conditions.

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

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About Dotz Nano Limited

Dotz Nano Limited (ASX: DTZ) is a technology company specialising in high-value advanced materials. Dotz develops and commercialises innovative solutions addressing global environmental & industrial challenges, utilising its carbon-based nano technologies. Our two main areas of focus are:

- In-product tagging solution for anticounterfeiting and monitoring, primarily for the oil & gas and chemicals sectors.
- Carbon-based sorbent technology for industrial decarbonisation & sustainability

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

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APPENDIX A - Terms and Conditions of Options

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

Issue Price:	No amount is payable on the issue of a New Option.
Exercise Price:	The amount payable upon exercise of each New Option will be A\$0.35.
Expiry Date:	The New Options will expire at 5:00pm (Sydney, Australia time) on the second anniversary of the day on which they were issued (Expiry Date). Any unexercised Options on issue at the Expiry Date will automatically lapse on the Expiry Date and be cancelled by the Company.
Entitlement:	Each New Option is exercisable into one fully paid ordinary share in the Company (each, a 'Share'). Shares issued on exercise of the New Options will rank equally in all respects with the other issued Shares.
Notice of Exercise:	The New Options may be exercised in whole or in part prior to the Expiry Date by notice in writing to the Company and accompanied by payment of the Exercise Price for each New Option being exercised (such notice, an ' Exercise Notice '). An Exercise Notice is only effective when the Company has received the full amount of the Exercise Price in cleared funds (such date, the ' Exercise Date ').
Unlisted options:	The Company will not apply for quotation of the New Options. New Options are not transferable.
Timing of issue of Shares:	As soon as practicable after the relevant Exercise Date when the Company is in a position to issue a cleansing notice under s 708A(5)(e) of the Corporations Act or a cleansing prospectus under s 708A(11) of the Corporations Act, as the case may be, the Company must: i. allot and issue the Shares; and ii. do all such acts matters and things to obtain the grant of quotation for the Share on ASX.
Quotation of Shares on exercise:	Application will be made by the Company to ASX for official quotation of the Shares issued upon the exercise of the New Options, if the Company is listed at the time.
Participation in new issues:	There are no participation rights or entitlements inherent in the New Options and the holder will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the New Options.
Adjustment for bonus issues of Shares:	In the event the Company proceeds with a bonus issue of Shares to Shareholders after the issue of the New Options, the number of Shares over which a New Option is exercisable may be increased in the manner permitted by the ASX Listing Rules applying at the time of the bonus issue.
Adjustment of Exercise Price:	If there is a pro rata issue of Shares (other than a bonus issue of Shares) to Shareholders, after the issue of the New Options and before the date the relevant New Options must be exercised or lapse, the Exercise Price of the relevant New Options will be adjusted in accordance with the formula outlined in the ASX Listing Rules.
Adjustment for reorganisation:	If there is any reconstruction of the issued share capital of the Company, the rights of the holder may be varied in a manner consistent with the Corporations Act and to comply with the ASX Listing Rules which apply at the time of the reconstruction.
Voting:	The holder of New Options is not entitled to notice of, or to vote at or attend, a meeting of the Shareholders unless and until the New Options are exercised and the holder holds Shares.
Dividends:	The New Options do not carry rights to dividends.