



1 May 2025

### Notice of Dotz Nano Limited Annual General Meeting

Dotz Nano Limited (ASX: DTZ, OTC: DTZZF/DTZNY, “**Dotz**” or “**Company**”), attaches the following documents in relation to its Annual General Meeting:

1. Notice of Annual General Meeting (**Notice**);
2. Proxy Form; and
3. Access Letter to Shareholders in relation to the Notice.

The Company advises that the above documents are being dispatched to Shareholders today.

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

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### About Dotz Nano Limited

Dotz Nano Limited is a pioneering developer of innovative climate and industrial nanotechnologies dedicated to addressing pressing global environmental and industrial challenges.

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

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

To learn more about Dotz, please visit the website via the following link [www.dotz.tech](http://www.dotz.tech)

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**Dotz Nano Limited ACN 125 264 575**

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

**Date:** Friday, 30 May 2025

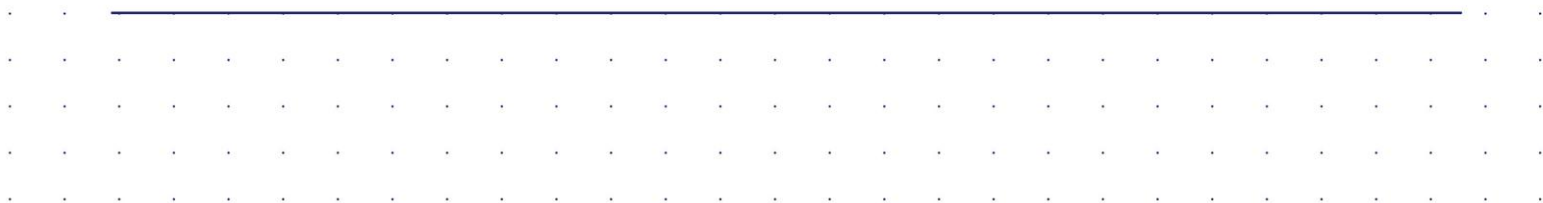
**Time:** 3:00PM (AEST)

**Place:** Virtual meeting accessible online

**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 at [company.secretary@dotz.tech](mailto:company.secretary@dotz.tech).**

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Proxy Form	Attached

## Venue and Voting Information

The Annual General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 3:00PM (AEST) on Friday, 30 May 2025 as a virtual meeting accessible online.

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

[https://us02web.zoom.us/webinar/register/WN\\_2PRKhawNQNm4Myoev7s-Ag](https://us02web.zoom.us/webinar/register/WN_2PRKhawNQNm4Myoev7s-Ag).

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

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

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

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

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

Shareholders who do not have an account with Automic are strongly encouraged to register for an account as soon as possible and well in advance of the Meeting to avoid any delays on the day of the Meeting. An account can be created via the following link: [investor.automic.com.au](https://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](https://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, Bernie Brookes AM by email to: [company.secretary@dotz.tech](mailto:company.secretary@dotz.tech) at least 48 hours before the EGM.

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 EGM can do so through the online meeting platform powered by Automic.

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

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

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

#### **Voting by proxy**

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

<b>Online</b>	Lodge the Proxy Form online at <a href="https://investor.automic.com.au/#/loginsah">https://investor.automic.com.au/#/loginsah</a> 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 <b>Online Proxy Lodgement Guide</b> at <a href="https://www.automicgroup.com.au/virtual-agms">https://www.automicgroup.com.au/virtual-agms</a>
<b>By post</b>	Automic, GPO Box 5193, Sydney NSW 2001
<b>By hand</b>	Automic, Level 5, 126 Phillip Street, Sydney NSW 2000
<b>By email</b>	<a href="mailto:meetings@automicgroup.com.au">meetings@automicgroup.com.au</a>

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 of Shareholders of Dotz Nano Limited ACN 125 264 575 will be held at 3:00PM (AEST) on Friday, 30 May 2025 as a virtual meeting. Shareholders must pre-register in advance to attend virtually:

[https://us02web.zoom.us/webinar/register/WN\\_2PRKhawNQNm4Myoev7s-Ag](https://us02web.zoom.us/webinar/register/WN_2PRKhawNQNm4Myoev7s-Ag).

## Explanatory Statement

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

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders at 7:00PM (AEST) on Wednesday, 28 May 2025.

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

## Agenda

### Resolutions

#### 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 purposes 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 2024.”*

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

**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:

- (a) it is cast by a person as a proxy appointed in writing that specifies how the proxy is to vote on Resolution 1; and
- (b) 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.

## 2. Resolution 2 – Election of Ms Kerry Harpaz as Director

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

*“That, in accordance with Article 7.2 of the Constitution and Listing Rule 14.4, Ms Kerry Harpaz, a Director who retires by rotation and being eligible, is re-elected as a Director of the Company, effective immediately.”*

## 3. Resolution 3 – 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.”*

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

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - 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.

## 4. Resolution 4 – Ratification of Prior Issue of Placement Shares and Placement 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 10,350,000 Shares and 10,350,000 Options issued on 2 August 2024 as part of the placement announced on 30 July 2024 and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”*

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

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

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

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

#### 5. Resolution 5 – Ratification of Prior Issue of Placement Shares and Placement 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 5,000,000 Shares and 5,000,000 Options issued on 9 August 2024 issued as part of the placement announced on 30 July 2024 and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”*

**Voting Exclusion Statement:** The Company will disregard any votes cast in favour of Resolution 5 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 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:



- (A) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
- (B) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

**6. Resolution 6 – Ratification of Prior Issue of Placement Shares and Placement 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 1,000,000 Shares and 1,000,000 Options issued on 13 August 2024 issued as part of the placement announced on 30 July 2024 and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”*

**Voting Exclusion Statement:** The Company will disregard any votes cast in favour of Resolution 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 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:
  - (A) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - (B) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

**7. Resolution 7 – Ratification of Prior Issue of Placement Shares and Placement 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 1,000,000 Shares and 1,000,000 Options issued on 5 November 2024 issued as part of the placement announced on 30 July 2024 and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”*

**Voting Exclusion Statement:** The Company will disregard any votes cast in favour of Resolution 7 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 by:

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

#### 8. Resolution 8 – Ratification of Prior Issue of Shares and Options to H2 Blue Tech Limited 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 11,500,000 Shares and 2,500,000 Options issued to H2 Blue Tech Limited on 15 January 2025 and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”*

**Voting Exclusion Statement:** The Company will disregard any votes cast in favour of Resolution 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 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:

- |   |
|---|
| <p>(A) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and</p> <p>(B) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.</p> |
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**9. Resolution 9 – Proposed issue of Shares to Mr Sharon Malka (or his Nominated Associate), Director of the Company**

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 750,000 Shares under the Incentive Plan, to Mr Sharon Malka (or his Nominated Associate) Director of the Company, on terms described in the Explanatory Statement."*

**Voting Exclusion Statement:** The Company will disregard any votes cast in favour of Resolution 9 by or on behalf of:

- (a) a person referred to in rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Company's Employee Incentive Plan; or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 9 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.

**Voting Prohibition Statement:** In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 9 if:

- (a) the proxy is either:
  - (i) a member of the Company's Key Management Personnel; or
  - (ii) a closely related party of a member of the Company's Key Management Personnel; and
- (b) the appointment does not specify the way the proxy is to vote on the Resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair of the Meeting; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Company's Key Management Personnel.

#### 10. Resolution 10 - Proposed issue of Options to Mr Sharon Malka (or his Nominated Associate), Director of the Company

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 692,300 Options, to Mr Sharon Malka (or his Nominated Associate) Director of the Company, on terms described in the Explanatory Statement."*

**Voting Exclusion Statement:** The Company will disregard any votes cast in favour of Resolution 10 by or on behalf of:

- (a) a person who is to receive the securities in question and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity); or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 10 by:

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

**Voting Prohibition Statement:** In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 10 if:

- (a) the proxy is either:
  - (i) a member of the Company's Key Management Personnel; or
  - (ii) a closely related party of a member of the Company's Key Management Personnel; and

- (b) the appointment does not specify the way the proxy is to vote on the Resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair of the Meeting; and  
(b) the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Company's Key Management Personnel.

#### 11. Resolution 11 – Ratification of agreement to issue Shares under the Standby Subscription Agreement

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 approve to ratify of the issue of or agreement to issue up to A\$4 million of Shares to Triton Funds LP (or its nominee) under the Standby Subscription Agreement, on terms described in the Explanatory Statement."*

**Voting Exclusion Statement:** The Company will disregard any votes cast in favour of Resolution 11 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 11 by:

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

**BY ORDER OF THE BOARD**

**Bernie Brookes AM**

Non-Executive Chairman and Company Secretary

1 May 2025

## **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.

## **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 2024 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 [company.secretary@dotz.tech](mailto:company.secretary@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, 23 May 2025.

## **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 Resolution 1 at the Meeting (subject of this Notice of Meeting), and then again at the 2026 Annual General Meeting (**2026 AGM**), the Company will be required to put to the vote a resolution (**Spill Resolution**) at the 2026 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 2026 AGM. All of the Directors who were in office when the 2026 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 in the Notice of Meeting. 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.

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

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

### **Resolution 2 – Election of Ms Kerry Harpaz as Director**

#### **Background**

In accordance with Article 7.2 of the Constitution and ASX Listing 14.4, a Director must not hold office without re-election past the third annual general meeting following the Director's appointment or 3 years, whichever is the longer.

Ms Kerry Harpaz was appointed a Director of the Company on 2 September 2021 and was last re-elected as a Director at the 2022 AGM.

Under this Resolution, Ms Kerry Harpaz who is required to retire at the end of the AGM due to the tenure limitation, seeks re-election as a Director of the Company at this AGM.

Kerry Harpaz is an accredited lawyer and entrepreneur with extensive experience in leadership and team development across the retail, media, and technology sectors.

As the founder and CEO of Magnolia, she has grown the business across Australia, expanding to over 35 branches with a team of more than 300 employees.

She now balances her role as a director at Dotz Nano with her involvement in several start-up ventures she has invested in, where she leverages her business expertise alongside her studies in sustainability, psychology, and coaching.

### **Directors' recommendation**

The Directors (excluding Ms Harpaz) 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 – 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 annual general meeting, 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 17 April 2025, the Company has a market capitalisation of approximately \$38.5 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 annual general meeting 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 annual general meeting 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 3 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		
		\$0.034 50% decrease in issue price	\$0.068 issue prices <sup>(b)</sup>	\$0.136 100% increase in issue price
<b>"A" is the number of shares on issue, being 566,327,236 Shares<sup>(a)</sup></b>	<b>10% voting dilution<sup>(c)</sup></b>	56,632,724	56,632,724	56,632,724
	<b>Funds raised</b>	\$ 1,925,513	\$ 3,851,025	\$ 7,702,050
<b>"A" is a 50% increase in shares on issue, being 849,490,854 Shares</b>	<b>10% voting dilution<sup>(c)</sup></b>	84,949,085	84,949,085	84,949,085
	<b>Funds raised</b>	\$ 2,888,269	\$ 5,776,538	\$ 11,553,076
<b>"A" is a 100% increase in shares on issue, being 1,132,654,472 Shares</b>	<b>10% voting dilution<sup>(c)</sup></b>	113,265,447	113,265,447	113,265,447
	<b>Funds raised</b>	\$ 3,851,025	\$ 7,702,050	\$ 15,404,101

#### **Notes:**

- (a) Based on the total number of fully paid ordinary Shares on issue as at 17 April 2025.
- (b) Based on the closing price of the Company's Shares on ASX as at 17 April 2025.
- (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 <sup>(a)</sup>
Securities issued on 2 August 2024				
10,350,000 fully paid ordinary shares	Issue of shares to sophisticated and professional investors under the placement announced by the Company on 30	Issue price of \$0.10 per share, being a 5% discount to the Company's closing price of \$0.105.	The Company received cash consideration of \$1,035,000 (before costs).  Funds raised were	The shares were issued to sophisticated and professional investors.

	<p>July 2024.</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>used for growth initiatives, including to development and exploitation of carbon capture technology, commercialization of the Company's tagging solutions, general corporate purposes and working capital.</p>	
Securities issued on 9 August 2024				
5,000,000 fully paid ordinary shares	<p>Issue of shares to sophisticated and professional investors under the placement announced by the Company on 30 July 2024.</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>Issue price of \$0.10 per share.</p> <p>The closing price of the Company's shares on the date of issue was \$0.099, accordingly there was no discount.</p>	<p>The Company received cash consideration of \$500,000 (before costs).</p> <p>Funds raised were used for growth initiatives, including to development and exploitation of carbon capture technology, commercialization of the Company's tagging solutions, general corporate purposes and working capital.</p>	<p>The shares were issued to sophisticated and professional investors.</p>
Securities issued on 13 August 2024				
1,000,000 fully paid ordinary shares	<p>Issue of shares to sophisticated and professional investors under the placement announced by the Company on 30 July 2024.</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>Issue price of \$0.10 per share.</p> <p>The closing price of the Company's shares on the date of issue was \$0.095, accordingly there was no discount.</p>	<p>The Company received cash consideration of \$100,000 (before costs).</p> <p>Funds raised were used for growth initiatives, including to development and exploitation of carbon capture technology, commercialization of the Company's tagging solutions, general corporate purposes and</p>	<p>The shares were issued to sophisticated and professional investors.</p>

			working capital.	
Securities issued on 5 November 2024				
1,000,000 fully paid ordinary shares	Issue of shares to sophisticated and professional investors under the placement announced by the Company on 30 July 2024.  The shares were fully paid on issue and ranked equally in all aspects with all existing Shares previously issued by the Company.	Issue price of \$0.10 per share.  The closing price of the Company's shares on the date of issue was \$0.095, accordingly there was no discount.	The Company received cash consideration of \$100,000 (before costs).  Funds raised were used for growth initiatives, including to development and exploitation of carbon capture technology, commercialization of the Company's tagging solutions, general corporate purposes and working capital.	The shares were issued to sophisticated and professional investors.

**Note:** (a) *The Company confirms that the allottees of the securities were not:*

- (i) *a related party of the Company;*
- (ii) *a member of key management personnel;*
- (iii) *a substantial holder in the entity;*
- (iv) *an adviser to the entity; or*
- (v) *an associate of any of the above.*

At the commencement of the 12-month period where Shareholder's approved the ASX Listing Rule 7.1A mandate, being 31 May 2024, the total number of equity securities on issue in the Company was 604,747,359. The 17,350,000 Shares issued under ASX Listing Rule 7.1A represents 2.87% of the equity securities on issue at the commencement of the 12-month period.

#### **Directors' recommendation**

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

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

## Resolutions 4, 5, 6 and 7– Ratification of prior issue of Placement Shares and Placement Options under ASX Listing Rule 7.4

### Background

On 30 July 2024, the Company announced that it had received binding commitments to raise approximately \$2,285,000 (before costs) in a placement of 22,850,000 Shares at an issue price of \$0.10 per Share (**Placement Shares**) to institutional and sophisticated investors (**Placement**). The offer under the Placement included 1 free attaching option each exercisable at \$0.165 expiring two years from the date of issue (**Placement Options**) for every one Placement Share subscribed for.

In connection with the Placement, the Company issued:

- (a) 10,350,000 Placement Shares under Listing Rule 7.1A and 10,350,000 Placement Options under Listing Rule 7.1 on 2 August 2024 (**Resolution 4**);
- (b) 5,000,000 Placement Shares under Listing Rule 7.1A and 5,000,000 Placement Options under Listing Rule 7.1 on 9 August 2024 (**Resolution 5**);
- (c) 1,000,000 Placement Shares under Listing Rule 7.1A and 1,000,000 Placement Options under Listing Rule 7.1 on 13 August 2024 (**Resolution 6**); and
- (d) 1,000,000 Placement Shares under Listing Rule 7.1A and 1,000,000 Placement Options under Listing Rule 7.1 on 5 November 2024 (**Resolution 7**),

accordingly, Resolutions 4, 5, 6 and 7 propose that Shareholders of the Company ratify the prior issue and allotment of the 17,350,000 Placement Shares and 17,350,000 Placement Options.

### ASX Listing Rule 7.1 and 7.1A

17,350,000 Placement Shares were issued under Listing Rule 7.1A and 17,350,000 Placement Options were 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.

At last year's AGM, the Company sought and obtained approval of its Shareholders under Listing Rule 7.1A to increase this 15% limit by an extra 10% to 25%.

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

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 7.1A (as applicable) and so does not reduce the Company's capacity to issue further equity securities without Shareholder approval under the respective rule.

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 Rules 7.1 and 7.1A.

To this end, Resolutions 4, 5, 6 and 7 seek Shareholder approval to subsequently approve the issue of the Placement Shares and Placement Options for the purposes of Listing Rule 7.4.

If Resolutions 4, 5, 6 and 7 are passed, the issue of the Placement Shares and Placement Options will be excluded in calculating the Company's 25% limit in Listing Rule 7.1 (15%) and 7.1A (10%), effectively

increasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the issue dates the Placement Shares and Placement Options.

If Resolutions 4, 5, 6 and 7 are not passed, the issue of the Placement Shares and Placement Options will be included in calculating the Company's 25% limit in Listing Rule 7.1 (15%) and 7.1A (10%), effectively decreasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the issue dates the Placement Shares and Placement Options.

#### **Information required by ASX Listing Rule 7.5**

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

- (a) The Placement Shares and Placement Options were issued to institutional and sophisticated investors who were identified through a book build process conducted by the Lead Manager of the Placement, Ethicus Advisory Partners.
- (b) The Company issued in aggregate under Resolutions 4, 5, 6 and 7:
  - (i) 17,350,000 Placement Shares under Listing Rule 7.1A; and
  - (ii) 17,350,000 Placement Options under Listing Rule 7.1.
- (c) The class of securities issued were as follows:
  - (i) the Placement Shares were fully paid on issue and ranked equally in all aspects with all existing fully paid ordinary shares previously issued by the Company and
  - (ii) a summary of the material terms of the Placement Options is set out in Annexure A of this Notice of Meeting.
- (d) The securities were issued as follows:
  - (i) 10,350,000 Placement Shares under Listing Rule 7.1A and 10,350,000 Placement Options under Listing Rule 7.1 on 2 August 2024 (**Resolution 4**);
  - (ii) 5,000,000 Placement Shares under Listing Rule 7.1A and 5,000,000 Placement Options under Listing Rule 7.1 on 9 August 2024 (**Resolution 5**);
  - (iii) 1,000,000 Placement Shares under Listing Rule 7.1A and 1,000,000 Placement Options under Listing Rule 7.1 on 13 August 2024 (**Resolution 6**); and
  - (iv) 1,000,000 Placement Shares under Listing Rule 7.1A and 1,000,000 Placement Options under Listing Rule 7.1 on 5 November 2024 (**Resolution 7**).
- (e) The Placement Shares were issued at an issue price of \$0.10 per Placement Share, which in aggregate raised \$17,350,000 (before costs) for the Company.
- (f) The Placement Options were issued for nil cash consideration, as free attaching Options to the Placement Shares. If all of the Placement Options the subject of Resolutions 4, 5, 6 and 7 are exercised, the Company will raise approximately \$2,862,750.
- (g) Funds raised from the issue of the Placement Shares have been used by the Company for growth initiatives as well as other general corporate purposes.
- (h) A voting exclusion statement is included in this Notice of Meeting for Resolutions 4, 5, 6 and 7.

#### **Directors' recommendation**

The Board of Directors recommend that Shareholders vote for Resolutions 4, 5, 6 and 7.

The Chair of the Meeting intends to cast all undirected proxies in favour of Resolutions 4, 5, 6 and 7.

## Resolution 8 – Ratification of issue of Shares and Options to H2 Blue Tech Limited under ASX Listing Rule 7.4

### 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 (CO<sub>2</sub>) capture assets and technology (the Acquisition), subsequently amended by the Second Amendment to the Asset Purchase Agreement announced on 5 February 2024.

The Company and H2 Blue Tech Limited agreed to a third amendment to the Asset Purchase Agreement, in accordance with the amendment and following the achievement of certain milestones, on the 15 January 2025 (**Issue Date**), the Company issued to H2 Blue Tech Limited 11,500,000 Shares (**H2B Shares**) of which 2,500,000 Shares are subject to voluntary escrow until 15 January 2026 and 2,500,000 Options (**H2B Options**), the '**H2B Shares**' and '**H2B Options**' together the '**H2B Securities**'.

Following the issue of the H2 Blue Securities, no further securities are required to be issued under the Asset Purchase Agreement.

This Resolution proposes that Shareholders of the Company approve and ratify the prior issue and allotment of the H2 Blue Securities.

### ASX 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 H2 Blue Securities did not fit within any of the exceptions to Listing Rule 7.1 and, as it has not yet been approved by the Company's Shareholders, it effectively uses 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 Issue Date.

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 that rule.

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, this Resolution seeks Shareholder approval to subsequently approve the issue of the Consultant Shares for the purposes of Listing Rule 7.4.

If this Resolution is passed, the issue of the H2 Blue Securities will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the Issue Date.

If this Resolution is not passed, the issue of the H2 Blue Securities will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the Issue Date.

### Information required by ASX Listing Rule 7.5

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

- (a) The H2 Blue Securities were issued to H2 Blue Tech Limited.
- (b) The Company issued 11,500,000 fully paid ordinary shares and 2,500,000 Options under Listing Rule 7.1.

(c) The classes of securities were as follows:

- (i) the H2B Shares were fully paid on issue and ranked equally in all aspects with all existing fully paid ordinary shares previously issued by the Company and
- (iii) a summary of the material terms of the H2B Options is set out in Annexure B of this Notice of Meeting.

(d) The H2B Securities were issued on 15 January 2025.

(e) The H2B Shares were issued for nil cash consideration at a deemed value of \$0.09 per Share. The H2B Options were issued for nil cash consideration, however if all the H2B Options are exercised, the Company will raise approximately \$412,500.

(f) Funds were not raised from the issue of the H2B Securities as the H2B Securities were issued in satisfaction of part of the consideration payable by the Company to H2 Blue Tech Limited per the third amendment to the Asset Purchase Agreement.

(g) A voting exclusion statement is included in this Notice of Meeting for Resolution 8.

**Directors' recommendation**

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

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

**Resolution 9 – Proposed issue of Shares to Mr Sharon Malka (or his Nominated Associate), Director of the Company**

The Company has agreed to issue Shares 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).

On 4 February 2025, the Board (excluding Mr Malka) approved, subject to shareholder approval, the issue of 750,00 Shares to Mr Malka as part of his remuneration.

**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 Shares 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 Shares 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 Shares 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
- (a) 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 these 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, 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 10.14 only.

### **Information required under ASX Listing Rule 10.15**

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

<b>Eligible Participant</b>	<p>The Company's CEO &amp; Managing Director, Mr Sharon Malka, or his nominated associate.</p> <p>For the purposes of LR 10.15.2:</p> <ul style="list-style-type: none"><li>• Mr Malka is a Director of the Company (LR 10.14.1); and</li><li>• a nominee of Mr Malka is an associate of a person referred to in LR 10.14.1 (LR 10.14.2).</li></ul>
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<b>Type of Securities</b>	Fully paid ordinary shares.	
<b>Numbers of Securities Granted Subject to Shareholder Approval</b>	750,000 Shares.	
<b>Current Total Remuneration Package</b>	<b>Fixed Remuneration:</b>	New Israeli Shekels (NIS) 77,000 per month (A\$31,890* per month) with minimum remuneration increases based on Israel Consumer Price Index ("CPI").  <i>* Based on an exchange rate of NIS: \$A of 0.41</i>
	<b>Short-Term Incentives:</b>	Short-Term Incentives of up to 30% of base salary, subject to achieving key performance indicators (KPI) defined by the Board.
	<b>Long-Term Incentives:</b>	<ol style="list-style-type: none"> <li>2,000,000 Options (<b>Tranche 1</b>) 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 ("<b>VWAP</b>") as at the Commencement Date. These options vest* in 12 months from Commencement Date, are escrowed for a further 12-month period and expire 60 months from the Commencement Date;</li> <li>2,000,000 Options (<b>Tranche 2</b>) 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;</li> <li>2,000,000 Options (<b>Tranche 3</b>) 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;</li> <li>2,000,000 Options (<b>Tranche 4</b>) 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</li> <li>1,375,000 Options (<b>Tranche 5</b>) 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.</li> </ol>

		<p>6. 1,467,750 Options (<b>Tranche 6</b>) with an exercise price of \$0.15, expiring on 2 May 2029. One third of the Options issued shall vest on 19 July 2025, another third shall vest on 19 July 2026, and the remainder shall vest on 19 July 2027, subject to a condition in respect of continuous employment.</p> <p>7. 2,000,000 Performance Rights with a nil exercise price, and subject to various performance conditions. The Board determined that the performance conditions were not met and accordingly these Performance Rights were cancelled.</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>
<b>Number of securities previously issued to Mr Malka or nominee under the Plan and average acquisition price (if any) paid for those securities</b>	<p>The Options (Tranche 6) and Performance Rights (which were subsequently cancelled as outlined above) were issued under the Incentive Plan for nil cash consideration.</p> <p>Options Tranches 1 to 5 were previously issued under the Company's Option Plan prior to his appointment as Director.</p>	
<b>Amount payable for the issue of Securities</b>	The Shares will be issued for nil cash consideration.	
<b>Issue Date of Securities</b>	The issue date of the Shares will be as soon as reasonably practicable after the Meeting, and in any event, the Shares will be issued no later than 3 years after the date of this Meeting.	
<b>Material terms of the Incentive Plan</b>	A summary of the material terms of the Incentive Plan is set out in Annexure C.	
<b>No loans</b>	No loans will be granted to Mr Malka in relation to his participation in the Plan.	
<b>Other information</b>	<p>Details of any securities issued under the Incentive 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 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.</p>	
<b>Voting prohibition statement</b>	A voting prohibition statement is included in this Notice of Meeting.	

### Directors' recommendation

The Board of Directors (excluding Mr Malka) recommend that Shareholders vote for this Resolution.

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

## **Resolution 10 – Proposed issue of Options to Mr Sharon Malka (or his Nominated Associate), Director of the Company**

Subject to obtaining Shareholder approval, the Company has agreed to issue 692,300 Options to the Company's Chief Executive Officer and Managing Director, Mr Sharon Malka, (or his nominated associate) (**Director Options**). The Director Options are being issued in lieu of part of a cash payment in connection with Mr Malka's remuneration for the 2024 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 the Director Options 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 10 seeks the required Shareholder approval to the proposed issue of Director Options to Mr Sharon Malka (or his Nominated Associate) under and for the purposes of Listing Rule 10.11.

If Resolution 10 is passed, the Company will be able to proceed with the issue of the Director Options to Mr Sharon Malka (or his Nominated Associate).

If Resolution 10 is not passed, the Company will not be able to proceed with the issues of the Director Options to Mr Sharon Malka (or his Nominated Associate) and the Company will be required to use its cash reserves to pay Mr Malka \$127,197.

As Shareholder approval is sought under Listing Rule 10.11, approval for Resolution 10 under Listing Rule 7.1 is not required. Accordingly, the issue of Director Options 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 the Director 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.

The non-conflicted Directors of the Company (being all the Directors excluding Mr Malka) carefully considered the issue of the Director Options 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 Director Options, and the responsibilities held by Mr Malka in the Company.

Accordingly, the non-conflicted Directors of the Company believe that the issue of these Director Options 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 the Director Options 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 Director Options 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 Director Options 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 Options to be issued is 692,300;
- (d) a summary of the material terms of the Director Options are set out in Annexure D;
- (e) the Director Options 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 Company will not receive cash consideration for the issue of the Director Options;
- (g) the purpose of the issue is to satisfy part of a cash payment in connection with Mr Malka’s remuneration for the 2024 financial year;
- (h) further to (g) above, details of Mr Malka’s total remuneration package can be found under the explanatory notes to Resolution 9 on pp 25 to 26;
- (i) there are no additional material terms with respect to the agreement for the proposed issue of the Director Options; and

- (j) the voting exclusion statement is included in the Notice of Meeting.

### **Directors' recommendation**

The Board of Directors (excluding Mr Malka) recommend that Shareholders vote for this Resolution.

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

### **Resolution 11 – Ratification of agreement to issue Shares under the Standby Subscription Agreement**

#### **Background**

On 11 April 2025, the Company announced that it had entered into a standby subscription agreement (**Subscription Agreement**) with Triton Funds LP (**Triton**), to invest A\$4 million through a multi-tranche subscription of Shares. Under the Subscription Agreement, the Company has the right (but not the obligation) in its discretion, to sell to Triton Shares valued at up to A\$4 million, at any time until 31 December 2025, subject to certain conditions and limitations (**Triton Shares**). The purchase price of any Shares sold to Triton is 75% of the lowest daily volume weighted average price of the Company's Shares during the five consecutive trading day period prior to each drawdown date.

As at the date of this Notice, the Company has not yet issued any Shares under the Subscription Agreement.

This Resolution proposes that Shareholders of the Company approve and ratify the issue of or agreement to issue up to A\$4 million of Shares under the Subscription Agreement.

#### **ASX Listing Rule 7.1 and 7.1A**

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.

At last year's AGM, the Company sought and obtained approval of its Shareholders under Listing Rule 7.1A to increase this 15% limit by an extra 10% to 25%.

The agreement to issue the Triton Shares did not fit within any of the exceptions to Listing Rules 7.1 and 7.1A and, as they have not yet been approved by the Company's Shareholders, they effectively use up part of the expanded 25% limit in Listing Rules 7.1 and 7.1A, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 and 7.1A for the 12 month period following the issue date of the Triton Shares (noting that the extra 10% under Listing Rule 7.1A will expire unless re-approved by the Company's Shareholders on an annual basis).

Listing Rule 7.4 allows the Shareholders of a listed company to approve an agreement to issue 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 7.1A (as applicable) and so does not reduce the Company's capacity to issue further equity securities without Shareholder approval under the respective rule.

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 Rules 7.1 and 7.1A.

To this end, Resolution 11 seeks Shareholder approval to subsequently approve agreement to issue the Triton Shares for the purposes of Listing Rule 7.4.

If Resolution 11 is passed, the issue of the Triton Shares will be excluded in calculating the Company's 25% limit in Listing Rule 7.1 (15%) and 7.1A (10%), effectively increasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the issue date of the Triton Shares.

If Resolution 11 is not passed, the issue of the Triton Shares will be included in calculating the

Company's 25% limit in Listing Rule 7.1 (15%) and 7.1A (10%), effectively decreasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the issue date of the Triton Shares.

#### **Information required by ASX Listing Rule 7.5**

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

- (a) The Company has agreed to issue the Shares to Triton Funds LP (or its nominee).
- (b) The Company has agreed to issue up to A\$4 million of fully paid ordinary shares. The price per Share will be 75% of the lowest daily volume weighted average price of the Company's Shares in the 5 trading days immediately prior to a drawdown date (**Issue Price**) and the number of Shares to be issued will be a function of the amount "drawdown" under the facility divided by the Issue Price per Share.
- (c) The class of securities agreed to be issued are fully paid ordinary shares and will rank equally in all aspects with all existing Shares from the date of issue.
- (d) The issue date of the Shares will be as soon as reasonably practicable after the Meeting, and in any event, the Shares will be issued no later than 3 months after the date of this Meeting.
- (e) The Shares will be issued at price per Share representing 75% of the lowest daily volume weighted average price of the Company's Shares in the 5 trading days immediately prior to a drawdown date.
- (f) The proceeds from the issue will be applied primarily for growth initiatives, including the development and expansion of carbon capture technologies, as well as other general corporate and working capital purposes.
- (g) A summary of the other material terms of the Subscription Agreement is set out below:
  - (i) Under the Subscription Agreement, Triton has committed to purchasing A\$4 million (**Facility Limit**) of the Company's Shares subject to customary conditions including the issue of a notice under s708A(5)(e) of the Corporations Act.
  - (ii) The term commences from the date of the Subscription Agreement and will continue until the earlier of (a) the date on which the aggregate drawings reach the Facility Limit; (b) the date the Agreement is terminated in accordance with its terms; or (c) 31 December 2025.
  - (iii) A fee of \$40,000 is payable to Triton and will be deducted from the first drawdown.
  - (iv) Triton may terminate the Subscription Agreement subject to certain events occurring, including but not limited to (a) insolvency of the Company or any of its subsidiaries; (b) breach of warranty; (c) reduction of capital without the consent of Triton; or (d) material adverse effect.
- (h) A voting exclusion statement is included in this Notice of Meeting for Resolution 11.
- (i) The agreement to issue these Shares did not breach Listing Rule 7.1.

#### **Directors' recommendation**

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

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

## Glossary

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

**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.

**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.

**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.

**Notice of Meeting or Notice of Annual General Meeting** means this notice of annual general meeting dated 1 May 2025 including the Explanatory Statement.

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

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

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

**Placement** means the placement of 22,850,000 Placement Shares and 22,850,000 Placement Options as announced by the Company on 30 July 2024.

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

**Placement Shares** means the Shares offered under the Placement at an issue price of \$0.10 per Placement 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.

**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.



### Annexure A – Terms of Placement Options

<b>Issue Price:</b>	No amount is payable on the issue of a Placement Option.
<b>Exercise Price:</b>	The amount payable upon exercise of each Placement Option will be A\$0.165.
<b>Expiry Date:</b>	The Placement Options will expire at 5:00pm (Sydney, Australia time) on the second anniversary of the day on which they were issued ( <b>Expiry Date</b> ). Any unexercised Options on issue at the Expiry Date will automatically lapse on the Expiry Date and be cancelled by the Company.
<b>Entitlement:</b>	Each Placement Option is exercisable into one fully paid ordinary share in the Company (each, a ' <b>Share</b> '). Shares issued on exercise of the Placement Options will rank equally in all respects with the other issued Shares.
<b>Notice of Exercise:</b>	<p>The Placement Options may be exercised in whole or in part prior to the Expiry Date by notice in writing to the Company and accompanied by payment of the Exercise Price for each Placement Option being exercised (such notice, an '<b>Exercise Notice</b>').</p> <p>An Exercise Notice is only effective when the Company has received the full amount of the Exercise Price in cleared funds (such date, the '<b>Exercise Date</b>').</p>
<b>Unlisted options:</b>	The Company will not apply for quotation of the Placement Options. Placement Options are not transferable.
<b>Timing of issue of Shares:</b>	<p>As soon as practicable after the relevant Exercise Date when the Company is in a position to issue a cleansing notice under s 708A(5)(e) of the Corporations Act or a cleansing prospectus under s 708A(11) of the Corporations Act, as the case may be, the Company must:</p> <ul style="list-style-type: none"><li>i. allot and issue the Shares; and</li><li>ii. do all such acts matters and things to obtain the grant of quotation for the Share on ASX.</li></ul>
<b>Quotation of Shares on exercise:</b>	Application will be made by the Company to ASX for official quotation of the Shares issued upon the exercise of the Placement Options, if the Company is listed at the time.
<b>Participation in new issues:</b>	There are no participation rights or entitlements inherent in the Placement Options and the holder will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Placement Options.
<b>Adjustment for bonus issues of Shares:</b>	In the event the Company proceeds with a bonus issue of Shares to Shareholders after the issue of the Placement Options, the number of Shares over which a Placement Option is exercisable may be increased in the manner permitted by the ASX Listing Rules applying at the time of the bonus issue.
<b>Adjustment of Exercise Price:</b>	If there is a pro rata issue of Shares (other than a bonus issue of Shares) to Shareholders, after the issue of the Placement Options and before the date the relevant Placement Options must be exercised or lapse, the Exercise Price of the relevant Placement Options will be adjusted in accordance with the formula outlined in the ASX Listing Rules.
<b>Adjustment for reorganisation:</b>	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.
<b>Voting:</b>	The holder of Placement Options is not entitled to notice of, or to vote at or attend, a meeting of the Shareholders unless and until the Placement Options are exercised and the holder holds Shares.
<b>Dividends:</b>	The Placement Options do not carry rights to dividends.

## Annexure B – Terms of H2B Options

<b>Issue Price:</b>	No amount is payable on the issue of a H2B Option.
<b>Exercise Price:</b>	The amount payable upon exercise of each H2B Option will be A\$0.165.
<b>Expiry Date:</b>	The H2B Options will expire at 5:00pm (Sydney, Australia time) on the second anniversary of the day on which they were issued ( <b>Expiry Date</b> ). Any unexercised Options on issue at the Expiry Date will automatically lapse on the Expiry Date and be cancelled by the Company.
<b>Entitlement:</b>	Each H2B Option is exercisable into one fully paid ordinary share in the Company (each, a ' <b>Share</b> '). Shares issued on exercise of the H2B Options will rank equally in all respects with the other issued Shares.
<b>Notice of Exercise:</b>	The H2B 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 H2B Option being exercised (such notice, an ' <b>Exercise Notice</b> '). An Exercise Notice is only effective when the Company has received the full amount of the Exercise Price in cleared funds (such date, the ' <b>Exercise Date</b> ').
<b>Unlisted options:</b>	The Company will not apply for quotation of the H2B Options.
<b>Timing of issue of Shares:</b>	As soon as practicable after the relevant Exercise Date when the Company is in a position to issue a cleansing notice under s 708A(5)(e) of the Corporations Act or a cleansing prospectus under s 708A(11) of the Corporations Act, as the case may be, the Company must: <ul style="list-style-type: none"> <li>i. allot and issue the Shares; and</li> <li>ii. do all such acts matters and things to obtain the grant of quotation for the Share on ASX.</li> </ul>
<b>Quotation of Shares on exercise:</b>	Application will be made by the Company to ASX for official quotation of the Shares issued upon the exercise of the H2B Options, if the Company is listed at the time.
<b>Participation in new issues:</b>	There are no participation rights or entitlements inherent in the H2B Options and the holder will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the H2B Options.
<b>Adjustment for bonus issues of Shares:</b>	In the event the Company proceeds with a bonus issue of Shares to Shareholders after the issue of the H2B Options, the number of Shares over which a H2B Option is exercisable may be increased in the manner permitted by the ASX Listing Rules applying at the time of the bonus issue.
<b>Adjustment of Exercise Price:</b>	If there is a pro rata issue of Shares (other than a bonus issue of Shares) to Shareholders, after the issue of the H2B Options and before the date the relevant H2B Options must be exercised or lapse, the Exercise Price of the relevant H2B Options will be adjusted in accordance with the formula outlined in the ASX Listing Rules.
<b>Adjustment for reorganisation:</b>	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.
<b>Options not transferable:</b>	The options are not transferable without the prior written consent of the Board.
<b>Voting:</b>	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.
<b>Dividends:</b>	The Options do not carry rights to dividends.

### Annexure C – 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 D – Terms of Director Options

<b>Issue Price:</b>	Nil.
<b>Exercise Price:</b>	Nil.
<b>Expiry Date:</b>	The Director Options will expire at 5:00pm (Sydney, Australia time) on the fifth anniversary of the day on which they were issued ( <b>Expiry Date</b> ). Any unexercised Options on issue at the Expiry Date will automatically lapse on the Expiry Date and be cancelled by the Company.
<b>Entitlement:</b>	Each Director Option is exercisable into one fully paid ordinary share in the Company (each, a ' <b>Share</b> ').
<b>Vesting Conditions:</b>	The Options vest on 4 May 2025 and subject to continued employment or engagement with the Company.
<b>Unlisted options:</b>	The Company will not apply for quotation of the Director Options.
<b>Shares issued on exercise:</b>	Shares issued on exercise of the Director Options will rank equally in all respects with the other issued Shares.
<b>Quotation of Shares on exercise:</b>	Application will be made by the Company to ASX for official quotation of the Shares issued upon the exercise of the Director Options, if the Company is listed at the time.
<b>Participation in new issues:</b>	There are no participation rights or entitlements inherent in the Director Options and the holder will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Director Options.
<b>Adjustment for bonus issues of Shares:</b>	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): a. the number of Shares which must be issued on the exercise of a Director Option will be increased by the number of Shares which the Option holder would have received if the Option holder had exercised the Option before the record date for the bonus issue; and b. no change will be made to the Exercise Price.
<b>Adjustment for reorganisation:</b>	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.
<b>Dealing Restrictions</b>	The Director Options may not be transferred, assigned, encumbered or otherwise disposed of without the prior written consent of the Board.
<b>Voting:</b>	The holder of Director Options is not entitled to notice of, or to vote at or attend, a meeting of the Shareholders unless and until the Director Options are exercised and the holder holds Shares.
<b>Dividends:</b>	The Director Options do not carry rights to dividends.



Dotz Nano Limited | ABN 71 125 264 575

# Proxy Voting Form

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

Your proxy voting instruction must be received by **3.00pm (AEST) on Wednesday, 28 May 2025**, 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://automicgroup.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:

Automic  
GPO Box 5193  
Sydney NSW 2001

#### IN PERSON:

Automic  
Level 5, 126 Phillip Street  
Sydney NSW 2000

#### BY EMAIL:

[meetings@automicgroup.com.au](mailto:meetings@automicgroup.com.au)

#### BY FACSIMILE:

+61 2 8583 3040

#### All enquiries to Automic:

##### WEBSITE:

<https://automicgroup.com.au>

##### PHONE:

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

## STEP 1 - How to vote

## APPOINT A PROXY:

I/We being a Shareholder entitled to attend and vote at the Annual General Meeting of Dotz Nano Limited, to be held virtually at **3.00pm (AEST) on Friday, 30 May 2025** hereby:

**Appoint the Chair of the Meeting (Chair)** OR if you are not appointing the Chair of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your proxy or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit and at any adjournment thereof.

[illegible]

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.

Unless indicated otherwise by ticking the “for”, “against” or “abstain” box you will be authorising the Chair to vote in accordance with the Chair’s voting intention.

**AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS**

Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 1, 9 and 10 (except where I/we have indicated a different voting intention below) even though Resolutions 1, 9 and 10 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

**VIRTUAL PARTICIPATION AT THE MEETING:**

The Company is pleased to provide shareholders with the opportunity to attend and participate in a virtual Meeting through an online meeting platform powered by Automatic, where shareholders will be able to watch, listen, and vote online.

To access the virtual meeting:

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**

Further information on how to do this is set out in the Notice of Meeting. The Explanatory Notes that accompany and form part of the Notice of Meeting describe the various matters to be considered.

## STEP 2 - Your voting direction

Resolutions		For	Against	Abstain	Resolutions		For	Against	Abstain
1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	7	Ratification of Prior Issue of Placement Shares and Placement Options under ASX Listing Rule 7.4	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	Election of Ms Kerry Harpaz as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	8	Ratification of Prior Issue of Shares and Options to H2 Blue Tech Limited under ASX Listing Rule 7.4	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	ASX Listing Rule 7.1A Approval of Future Issue of Securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9	Proposed issue of Shares to Mr Sharon Malka (or his Nominated Associate), Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	Ratification of Prior Issue of Placement Shares and Placement Options under ASX Listing Rule 7.4	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10	Proposed issue of Options to Mr Sharon Malka (or his Nominated Associate), Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5	Ratification of Prior Issue of Placement Shares and Placement Options under ASX Listing Rule 7.4	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11	Ratification of agreement to issue Shares under the Standby Subscription Agreement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6	Ratification of Prior Issue of Placement Shares and Placement Options under ASX Listing Rule 7.4	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					

*Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.*

### STEP 3 – Signatures and contact details

Individual or Securityholder 1	Securityholder 2	Securityholder 3
Sole Director and Sole Company Secretary	Director	Director / Company Secretary

Contact Name:

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Email Address:

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Contact Daytime Telephone                      Date (DD/MM/YY)

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By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible).

1 May 2025

Dear Shareholder,

### Dotz Nano Limited Annual General Meeting

Dotz Nano Limited (ASX: DTZ, OTC: DTZZF/DTZNY, “**Dotz**” or “**Company**”), advises that its Annual General Meeting will be held at 3:00PM (AEST) on Friday, 30 May 2025 (**Meeting**) as a virtual meeting accessible online.

### Notice of Annual General Meeting

The Notice of Annual General Meeting is available to Shareholders electronically and can be viewed and downloaded online:

1. at <https://www.asx.com.au/markets/company/dtz>;
2. at <https://dotz.tech/investors/>; or
3. by contacting the Company Secretary at [company.secretary@dotz.tech](mailto:company.secretary@dotz.tech).

### Virtual Meeting

The Company will hold the Meeting as a virtual meeting which means Shareholders will be able to participate via an online meeting platform powered by Automatic.

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

Shareholders who do not have an account with Automatic 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](https://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 Automatic.

### Your vote is important

Each resolution will be decided on a poll. The poll will be conducted based on votes submitted by proxy and at the Meeting.

The business of the Meeting affects your shareholding and your vote is important and there are a number of ways in which you can exercise your vote.

Shareholders attending the Meeting virtually and wishing to vote on the day of the Meeting can find further instructions on how to do so in the Notice of Annual General Meeting. Alternatively, Shareholders are strongly encouraged to complete and submit their vote by proxy by using one of the following methods:





<b>Online</b>	Lodge the Proxy Form online at <a href="https://investor.automic.com.au/#/loginsah">https://investor.automic.com.au/#/loginsah</a> by following the instructions: Log into 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 lodgment process please see the <b>Online Proxy Lodgment Guide</b> at <a href="https://www.automicgroup.com.au/virtual-agms">https://www.automicgroup.com.au/virtual-agms</a>
<b>By post</b>	Completing the enclosed Proxy Form and posting it to: Automic, GPO Box 5193, Sydney NSW 2001
<b>By hand</b>	Completing the enclosed Proxy Form and delivering it in person to: Automic, Level 5, 126 Phillip Street, Sydney NSW 2000
<b>By email</b>	Completing the enclosed Proxy Form and emailing it to: <a href="mailto:meetings@automicgroup.com.au">meetings@automicgroup.com.au</a>
<b>By facsimile</b>	Completing the enclosed Proxy Form and faxing it to: +61 2 8583 3040

A personalised proxy form has been provided to each Shareholder.

Your Proxy instruction must be received not later than 48 hours before the commencement of the Meeting.

**Proxy Forms received later than this time will be invalid.**

**The Chair intends to vote all open proxies in favour of each resolution, where permitted.**

We look forward to welcoming you to the Annual General Meeting of Shareholders.

Yours sincerely,

**Bernie Brookes**

Non-Executive Chairman and Company Secretary