**ASX and MEDIA RELEASE**

# Addendum to the AGM Notice of Meeting and Proxy

20 May 2025 - Dotz Nano Limited (**ASX: DTZ**, "**Dotz**" or "**Company**"), a leading developer of innovative climate and industrial nanotechnologies, attaches the following documents in relation to its Annual General Meeting to be held at 3:00PM (AEST) on Friday 30 May 2025 ("**AGM**"):

1. Addendum to the AGM Notice of Meeting; and

2. Proxy Form.

The Addendum to the AGM Notice of Meeting is issued in respect of Resolution 3 and new Resolutions 12, 13 and 14, and Annexure E which are added to the AGM Notice of Meeting.

Following the date of the AGM Notice of Meeting, the Company announced on 20 May 2025 it received commitments to raise $1.2 million in a placement of 20 million new Shares to existing and new institutional and sophisticated investors (**2025 Placement**).

Accordingly, additional information is required under Listing Rule 7.3A.6 in respect of the Explanatory Statement for Resolution 3 – ASX Listing Rule 7.1A Approval of Future Issue of Securities.

The new Resolutions 12, 13, 14 and Annexure E relate to the securities to be issued in connection with the 2025 Placement and the Explanatory Statement to the Addendum to the Notice of Meeting provides additional information on the additional Resolutions 12, 13 and 14 to be considered at the AGM.

Shareholders should note that there is no change to the date, time and venue of the Meeting, which will be held virtually.

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

For further information, please contact:

| **Investor and Media Enquiries** | **US IR** |
|---|---|
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**About Dotz Nano Limited**

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

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

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

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

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**Dotz Nano Limited ACN 125 264 575**

# Addendum to the Notice of Annual General Meeting and accompanying Explanatory Statement | Proxy Form

**Date:** Friday, 30 May 2025

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

**Place:** Virtual meeting accessible online

**This Addendum to the Notice of Meeting should be read in its entirety with the Notice of Meeting. 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.**

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**Addendum to the Notice of Annual General Meeting**

Notice is hereby given that, in relation to the Notice of Annual General Meeting dated 1 May 2025 (**Notice of Meeting**) in respect of the Annual General Meeting of Shareholders of Dotz Nano Limited ACN 125 264 575 to be held at 3:00PM (AEST) on Friday, 30 May 2025 as a virtual meeting, the Directors have determined to issue this addendum to the Notice of Meeting (**Addendum**).

This Addendum to the Notice of Meeting is issued in respect of Resolution 3 and new Resolutions 12, 13 and 14, and Annexure E are added to the Notice of Meeting as detailed below.

Following the date of the Notice of AGM, the Company announced on 20 May 2025 it received commitments to raise $1.2 million in a placement of 20 million new Shares to existing and new institutional and sophisticated investors (**2025 Placement**). Accordingly, additional information is required under Listing Rule 7.3A.6 in respect of the Explanatory Statement for Resolution 3 – ASX Listing Rule 7.1A Approval of Future Issue of Securities located on pages 17-19 (inclusive) of the Notice of AGM. For ease of reference these changes can be viewed as mark-up on pages 5 - 7 of this Addendum.

The Explanatory Statement to this Addendum to the Notice of Meeting also provides additional information on the additional Resolutions 12, 13 and 14 to be considered at the Annual General Meeting. The Explanatory Statement and the Proxy Form forms part of this Addendum to the Notice of Meeting.

Shareholders should note that there is no change to the date, time and venue of the Meeting. Terms and abbreviations used in this Addendum to the Notice of Meeting have the same meaning as in the Notice of Meeting.

**Replacement Proxy Form**

Annexed to this Addendum to the Notice of Meeting is a replacement Proxy Form. There is no change to the Proxy Form in relation to Resolution 3. A Shareholder who has already submitted a proxy form, including for Resolution 3, is not required to resubmit a Proxy Form as a result of the amendments to Resolution 3 of the Notice of AGM, unless that Shareholder wishes to lodge a revised Proxy Form.

Shareholders who intend to vote by proxy in relation to Resolutions 12, 13 and 14, in this Addendum to the Notice of Meeting **MUST** use the replacement Proxy Form to vote on **ALL** Resolutions. In the event that a Shareholder provides a replacement Proxy Form, any Proxy Form dispatched with the original Notice of Meeting which has been completed by the Shareholder will be disregarded.

The Company reserves the right to accept Proxy Forms dispatched with the original Notice of Meeting received from Shareholders in the event that a new Proxy Form is not provided by the relevant Shareholder.

**Additional Resolutions**

Resolutions 12, 13 and 14 are included in the Notice of Meeting as follows:

**12. Resolution 12 – Ratification of Prior Issue of New Shares under ASX Listing Rule 7.4**

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

*"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the allotment and prior issue of 20,000,000 new Shares (**New Shares**) issued on or around 27 May 2025 as part of the placement announced on 20 May 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 12 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 12 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.

**13. Resolution 13 – Approval to Issue New Options**

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

*"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 10,000,000 Options, each with an exercise price of 10 cents ($0.10) per Option, expiring 3 years from the date of issue (**New Options**) to sophisticated and institutional investors in connection with the placement announced on 20 May 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 13 by or on behalf of:

(a) a person who is expected to participoate 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 shares in the Company); or

(b) an Associate of that person or those persons.



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However, this does not apply to a vote cast in favour of Resolution 13 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.

14. **Resolution 14** – **Approval to Issue Shares and Options to Lead Manager of the 2025 Placement**

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

*"That, for the purpose of Listing Rule 7.1 and for all other purposes, approval is given for the issue of 2,000,000 Shares (**Broker Shares**) and 10,000,000 Options, each with an exercise price of 10 cents ($0.10) per Option, expiring 3 years from the date of issue (**Broker Options**), to the lead manager (or their nominee) of the placement announced on 20 May 2025 on the terms and conditions set out in the Explanatory Statement."*

**Voting Exclusion Statement**: The Company will disregard any votes cast in favour of Resolution 14 by or on behalf of:

(a) a person who is expected to participoate 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 shares 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 14 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.

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**BY ORDER OF THE BOARD**

**Bernie Brookes AM**
Non-Executive Chairman and Company Secretary

**Explanatory Statement**

The Explanatory Statement in the Notice of Meeting is supplemented with the following information in relation to Resolutions 3, 12, 13 and 14 as follows:

**Resolution 3 – ASX Listing Rule 7.1A Approval of Future Issue of 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[(a)]** |
|---|---|---|---|---|
| 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 July 2024.<br>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, being a 5% discount to the Company's closing price of $0.105. | The Company received cash consideration of $1,035,000 (before costs).<br>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. |
| Securities issued on 9 August 2024 | | | | |
| 5,000,000 fully paid ordinary shares | Issue of shares to sophisticated and professional investors under the placement announced by the Company on 30 July 2024.<br>The shares were fully paid on issue | Issue price of $0.10 per share.<br>The closing price of the Company's shares on the date of issue was $0.099, accordingly there was no discount. | The Company received cash consideration of $500,000 (before costs).<br>Funds raised were used for growth initiatives, including to development and | The shares were issued to sophisticated and professional investors. |

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| | and ranked equally in all aspects with all existing Shares previously issued by the Company. | | exploitation of carbon capture technology, commercialization of the Company's tagging solutions, general corporate purposes and working capital. | |
| Securities issued on 13 August 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.<br>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.<br>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).<br>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. |
| 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.<br>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.<br>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).<br>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. |
| Securities to be issued on or around 27 May 2025 | | | | |

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| | | | | |
|---|---|---|---|---|
| 20,000,000 fully paid ordinary shares | Issue of shares to sophisticated and professional investors under the placement announced by the Company on 20 May 2025.<br><br>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 $0.06 per share.<br><br>The closing price of the Company's shares on the last trading date prior to the agreement to issue was $0.087, being a 31% discount to the closing price on 15 May 2025. | The Company is to receive cash consideration of $ (before costs).<br><br>Funds raised will be used for working capital. | The shares will be 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 and 20,000,000 Shares agreed to be issued on or around 27 May 2025 under ASX Listing Rule 7.1A represents 6.182.87% 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

**Resolution 12 - Ratification of Prior Issue of New Shares under ASX Listing Rule 7.4**

**Background**

On 20 May 2025, the Company announced that it had received binding commitments to raise approximately $1.2 million (before costs) in a placement of 20 million new Shares at an issue price of $0.06 per Share (**New Shares**) to institutional and sophisticated investors (**2025 Placement**). The offer under the 2025 Placement includes 1 free attaching option each exercisable at $0.10 expiring three years from the date of issue (**New Options**) for every two New Shares subscribed for (the subject of Resolution 13).

In connection with the 2025 Placement, the Company issued 20 million New Shares under Listing Rule 7.1A on or around 27 May 2025, accordingly, Resolution 12 propose that Shareholders of the Company ratify the prior issue and allotment of the 20 million New Shares.

**ASX Listing Rule 7.1 and 7.1A**

The 20 million New Shares were issued under Listing Rule 7.1A.

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity



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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 New Shares in connection with the 2025 Placement 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 New 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, the subject of Resolution 3).

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 issues 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 12 seeks Shareholder approval to subsequently approve the issue of the New Shares for the purposes of Listing Rule 7.4.

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

If Resolution 12 is not passed, the issue of the New Shares will be included in calculating the Company's 10% limit in Listing Rule 7.1A, effectively decreasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the issue date the New 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 New Shares were issued to institutional and sophisticated investors who were identified through a book build process conducted by the Lead Manager of the 2025 Placement, Evolution Capital.

(b) The Company issued 20 million New Shares under Listing Rule 7.1A;

(c) The New Shares are fully paid on issue and rank equally in all aspects with all existing fully paid ordinary shares previously issued by the Company.

(d) The 20 million New Shares are to be issued on or around 27 May 2025.

(e) The New Shares are issued at an issue price of $0.06 per New Share, which in aggregate raised $1.2 million (before costs) for the Company.

(f) Funds raised from the issue of the New Shares will be used by the Company for working capital.

(g) A voting exclusion statement is included in this Notice of Meeting for Resolution 12.

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**Directors' Recommendation**

The Board of Directors recommend Shareholders vote for this Resolution.

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

**Resolution 13 – Proposed Issue of New Options**

**Background**

Resolution 13 seeks Shareholder approval to issue and allot 10 million free attaching Options each with an exercise price of 10 cents ($0.10) per Option, expiring 3 years from the date of issue (**New Options**) to participants in the 2025 Placement.

**ASX Listing Rule 7.1**

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.

An issue of equity securities that is approved by the Company's Shareholders under Listing Rule 7.1 will not use up the Company's 15% limit and therefore does not reduce the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1.

The proposed issue does not fall within any exception set out in Listing rule 7.2 and exceeds the Company's 15% limit in Listing Rule 7.1 and therefore requires approval of Shareholders under Listing Rule 7.1.

To this end, Resolution 13 seeks Shareholder approval to approve the issue of the New Options under and for the purposes of ASX Listing Rule 7.1.

If Resolution 13 is passed, the issue of the New Options will be excluded in calculating the Company's 15% limit in ASX Listing Rule 7.1.

If Resolution 13 is not passed, the Company will not be able to proceed with the proposed issue of the New Options and the Company will be required to compensate the participants the monetary equivalent of the New Options in cash based on a Black Scholes Model valuation derived from the variables outlined on Bloomberg and based on the date of completion of the 2025 Placement.

**Information Required by Listing Rule 7.3**

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

(a) The New Options will be issued to non-related party investors, who are sophisticated and professional investors introduced to the Company to subscribe for the New Shares by its Lead Managers to the 2025 Placement.

(b) The maximum number of New Options to be issued is 10 million.

(c) The full terms of the New Options are set out in Annexure E of this Notice of Meeting.

(d) The Company expects to issue the New Options as soon as practicable after this Meeting. In any event, the New Options will be issued by within 3 months of Shareholder approval being obtained by the Company (or otherwise, as determined by the ASX in the exercise of their discretion).

(e) The New Options will be offered for nil cash consideration as free attaching Options on a 1 for 2 basis (i.e. 1 New Option for every 2 New Shares subscribed for and issued) in connection with the 2025 Placement.

(f) Funds will not be raised from the issue of the New Options.

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(g) A voting exclusion statement is included in this Notice of Meeting for Resolution 13.

**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 14 – Approval to Issue Shares and Options to the Lead Manager of the 2025 Placement**

**Background**

The Company proposes to issue 2 million Shares (**Broker Shares**) and 10 million Options each with an exercise price of 10 cents ($0.10) per Option, expiring 3 years from the date of issue (**Broker Options**) to Evolution Capital Pty Ltd (ACN 652 397 263) (or its nominee) the Lead Manager, as part of the fees payable for lead management services provided to the Company in respect of the 2025 Placement announced by the Company on 20 May 2025.

**ASX Listing Rule 7.1**

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.

An issue of equity securities that is approved by the Company's Shareholders under Listing Rule 7.1 will not use up the Company's 15% limit and therefore does not reduce the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1.

The proposed issue of Broker Shares and Broker Options does not fall within any exception set out in Listing rule 7.2 and exceeds the Company's 15% limit in Listing Rule 7.1 and therefore requires approval of Shareholders under Listing Rule 7.1.

To this end, Resolution 14 seeks Shareholder approval to approve the issue of the Broker Shares and Broker Options under and for the purposes of ASX Listing Rule 7.1.

If Resolution 14 is passed, the issue of the Broker Shares and Broker Options will be excluded in calculating the Company's 15% limit in ASX Listing Rule 7.1.

If Resolution 14 is not passed, the Company will not be able to proceed with the issue of the Broker Shares and Broker Options and the Company will be required to compensate the Lead Manager the monetary equivalent of the Broker Options in cash based on a Black Scholes Model valuation derived from the variables outlined on Bloomberg and based on the date of completion of the 2025 Placement.

**Information Required by Listing Rule 7.3**

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

(a) The allottees are Evolution Capital Pty Ltd (ACN 652 397 263) (or its nominee).

(b) The maximum number of securities to be issued are:

  (i) 2 million Broker Shares; and

  (ii) 10 million Broker Options.

(c) The class of securities to be issued are as follows:

  (i) the Broker Shares are fully paid on issue and will rank 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 Broker Options is set out in Annexure E of this Notice of Meeting.

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(d) The Company expects to issue the Broker Shares and Broker Options as soon as practicable after this Meeting. In any event, the Broker Shares and Broker Options will be issued by within 3 months of Shareholder approval being obtained by the Company (or otherwise, as determined by the ASX in the exercise of their discretion).

(e) The Broker Shares and Broker Options will be offered for nil cash consideration.

(f) Funds will not be raised from the issue of the Broker Shares and Broker Options as the issues are proposed to be made as part of the fees payable to the Lead Manager for lead management services provided by to the Company in respect of the 2025 Placement.

(g) A voting exclusion statement is included in this Notice of Meeting for Resolution 14.

**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.

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**Annexure E – Terms of New Options and Broker Options**

| | |
|---|---|
| **Issue Price:** | No amount is payable on the issue of a new Option. |
| **Exercise Price:** | Each Option is exercisable for A$0.10 (ten cents). |
| **Expiry Date:** | The Options will expire at 5:00pm (Sydney, Australia time) on the third anniversary of the day on which they were issued. Any unexercised Options on issue at the Expiry Date will automatically lapse on the Expiry Date. |
| **Entitlement:** | Each one Option is exercisable into one fully paid ordinary share in the Company (each, a "**Share**"). Shares issued on exercise of the Options will rank equally in all respects with the other issued Shares. |
| **Notice of Exercise:** | The Options may be exercised in whole or in part prior to the Expiry Date by notice in writing to the Company and accompanied by payment of the Exercise Price for each Option being exercised (such notice, an "**Exercise Notice**").<br>An Exercise Notice is only effective when the Company has received the full amount of the Exercise Price in cleared funds (such date, the "**Exercise Date**"). |
| **Timing of issue of Shares:** | As soon as practicable after the relevant Exercise Date when the Company is in a position to issue a cleansing notice under s 708A(5)(e) of the Corporations Act or a cleansing prospectus under s 708A(11) of the Corporations Act, as the case may be, the Company must:<br>i. allot and issue the Shares; and<br>ii. do all such acts matters and things to obtain the grant of quotation for the Share on ASX. |
| **Quotation of Shares on exercise:** | Application will be made by the Company to ASX for official quotation of the Shares issued upon the exercise of the Options. |
| **Participation in new issues:** | There are no participation rights or entitlements inherent in the Options and the holder will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options. |
| **Adjustment for bonus issues of Shares:** | In the event the Company proceeds with a bonus issue of Shares to Shareholders after the issue of the Options, the number of Shares over which an Option is exercisable may be increased in the manner permitted by the ASX Listing Rules applying at the time of the bonus issue. |
| **Adjustment of Exercise Price:** | If there is a pro rata issue of Shares (other than a bonus issue of Shares) to Shareholders, after the issue of the Options and before the date the relevant Options must be exercised or lapse, the Exercise Price of the relevant Options will be adjusted in accordance with the formula outlined in the ASX Listing Rules. |
| **Adjustment for reorganisation:** | If there is any reconstruction of the issued share capital of the Company, the rights of the holder may be varied in a manner consistent with the Corporations Act and to comply with the ASX Listing Rules which apply at the time of the reconstruction. |
| **Voting:** | The Option holder is not entitled to notice of, or to vote at or attend, a meeting of the Shareholders unless and until the Options are exercised and the holder holds Shares. |
| **Dividends:** | The Options do not carry rights to dividends. |
| **No rights to return of capital:** | An Option does not entitle the Option holder to a return of capital, whether in a winding up, upon a reduction of capital or otherwise. |

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# Proxy Voting Form

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

**Dotz Nano Limited | ABN 71 125 264 575**

SAMPLE

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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

**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.

**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 Automic, 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 | | | | 8 | Ratification of Prior Issue of Shares and Options to H2 Blue Tech Limited under ASX Listing Rule 7.4 | | | |
| 2 | Election of Ms Kerry Harpaz as Director | | | | 9 | Proposed issue of Shares to Mr Sharon Malka (or his Nominated Associate), Director of the Company | | | |
| 3 | ASX Listing Rule 7.1A Approval of Future Issue of Securities | | | | 10 | Proposed issue of Options to Mr Sharon Malka (or his Nominated Associate), Director of the Company | | | |
| 4 | Ratification of Prior Issue of Placement Shares and Placement Options under ASX Listing Rule 7.4 | | | | 11 | Ratification of agreement to issue Shares under the Standby Subscription Agreement | | | |
| 5 | Ratification of Prior Issue of Placement Shares and Placement Options under ASX Listing Rule 7.4 | | | | 12 | Ratification of Prior Issue of New Shares under ASX Listing Rule 7.4 | | | |
| 6 | Ratification of Prior Issue of Placement Shares and Placement Options under ASX Listing Rule 7.4 | | | | 13 | Approval to Issue New Options | | | |
| 7 | Ratification of Prior Issue of Placement Shares and Placement Options under ASX Listing Rule 7.4 | | | | 14 | Approval to Issue Shares and Options to Lead Manager of the 2025 Placement | | | |

*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:

Email Address:

Contact Daytime Telephone

Date (DD/MM/YY) / /

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

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