



the next BIG small thing

DOTZ NANO LIMITED
ACN 125 264 575

PROSPECTUS

THIS PROSPECTUS IS BEING ISSUED FOR THE OFFER OF 100 SHARES AT AN ISSUE PRICE OF \$0.12 PER SHARE TO RAISE \$12 (BEFORE COSTS).

THIS PROSPECTUS HAS BEEN PREPARED PRIMARILY FOR THE PURPOSE OF SECTION 708A(11) OF THE CORPORATIONS ACT TO REMOVE ANY TRADING RESTRICTIONS ON SHARES ISSUED PRIOR TO THE CLOSING DATE.

THIS PROSPECTUS IS ALSO BEING ISSUED FOR THE OFFER OF 10,000,000 BROKER OPTIONS TO SELECTED PARTIES.

THIS IS AN IMPORTANT DOCUMENT AND REQUIRES YOUR IMMEDIATE ATTENTION. IT SHOULD BE READ IN ITS ENTIRETY.

IF YOU ARE IN DOUBT ABOUT WHAT TO DO, YOU SHOULD CONSULT YOUR PROFESSIONAL ADVISER WITHOUT DELAY.

THE SECURITIES OFFERED BY THIS PROSPECTUS ARE OF A SPECULATIVE NATURE.

IMPORTANT INFORMATION

This Prospectus is dated 8 August 2017 and was lodged with the ASIC on that date with the consent of all Directors. Neither ASIC nor ASX nor their respective officers take any responsibility for the contents of this Prospectus.

No Securities will be issued on the basis of this Prospectus any later than 13 months after the date of this Prospectus (being the expiry date of this Prospectus). The Company will apply for Official Quotation by ASX of the Shares offered by this Prospectus.

A copy of this Prospectus is available for inspection at the registered office of the Company at 108 Outram Street, West Perth, Western Australia, 6005, during normal business hours. The Company will provide a copy of this Prospectus to any person on request. The Company will also provide copies of other documents on request (see Section 4.4). The Offers are only available to those who are personally invited to accept the Offers. Applications for Securities under the Offers can only be submitted on an original Application Form or Broker Options Application Form which accompany this Prospectus.

Potential investors should be aware that subscribing for Securities in the Company involves a number of risks. The key risk factors of which investors should be aware are set out in Section 2 of this Prospectus. These risks, together with other general risks applicable to all investments in listed securities not specifically referred to, may affect the value of the Securities in the future. Accordingly, an investment in the Company should be considered highly speculative. Investors should consider consulting their professional advisers before deciding whether to apply for Securities pursuant to this Prospectus.

No person is authorised to give any information or to make any representation in connection with the Offers which is not contained in this Prospectus. Any information or representation not so contained may not be relied on as having been authorised by the Company in connection with the Offers. The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and therefore persons into whose possession this document comes should seek advice on and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of those laws. This Prospectus does not constitute an offer of Securities in any jurisdiction where, or to any person to whom, it would be unlawful to issue this Prospectus.

This Prospectus is a transaction specific prospectus for an offer of continuously quoted securities (as defined in the Corporations Act) and has been prepared in accordance with section 713 of the Corporations Act. It does not contain the same level of disclosure as an initial public offering prospectus. In making representations in this Prospectus regard has been had to the fact that the Company is a disclosing entity for the purposes of the Corporations Act and certain matters may reasonably be expected to be known to investors and professional advisers whom potential investors may consult.

Definitions of certain terms used in this Prospectus are contained in Section 6. All references to currency are to Australian dollars and all references to time are to WST unless otherwise indicated. Revenues and expenditures disclosed in this Prospectus are recognised exclusive of the amount of goods and services tax, unless otherwise disclosed.

CORPORATE DIRECTORY

Directors

Faldi Ismail Non-Executive Chairman
Moti Gross Executive Director &
Chief Executive Officer
Steve Bajic Non-Executive Director
Menashe Baruch Non-Executive Director
Ashley Krongold Non-Executive Director

Company Secretary

Peter Webse

Registered Office

108 Outram Street
WEST PERTH WA 6005
Tel: + 61 8 9486 7244

ASX Code: DTZ

Website: www.dotznano.com

Share Registry*

Automic Registry Services
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PERTH WA 6000
Tel (within Australia): 1300 288 664 Australia
Tel (outside Australia): +61 2 9698 5414

Solicitors

Bellanhouse
Level 19, Alluvion
58 Mounts Bay Road, Perth WA 6000

*This entity is included for information purposes only. It has not been involved in the preparation of this Prospectus.

TIMETABLE

Event	Date*
Lodgement of Prospectus with ASIC and ASX	8 August 2017
Opening Date of Cleansing Offer	8 August 2017
Opening Date of Broker Options Offer	8 August 2017
Closing Date of Cleansing Offer	9 August 2017
Closing Date of Broker Options Offer	9 August 2017

* These dates are indicative only and subject to change. Subject to the Corporations Act and the Listing Rules, the Directors reserve the right to vary these dates, including the Closing Date, without prior notice.

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1. Details of the Offers

1.1 Summary of the Cleansing Offer

The Company is offering, pursuant to this Prospectus, 100 Shares at an issue price of \$0.12 each to raise \$12 (before costs) (**Cleansing Offer**).

The Cleansing Offer will only be extended to specific unrelated parties on invitation of the Directors. A Cleansing Offer Application Form will only be provided by the Company to these parties, together with a copy of this Prospectus.

Shares issued under the Cleansing Offer will be issued as fully paid ordinary shares and will rank equally in all respect with the existing Shares on issue. Refer to Section 4.1 for a summary of the rights and liabilities attaching to the Shares under the Cleansing Offer.

1.2 Summary of the Broker Options Offer

The Company is also offering, pursuant to this Prospectus, up to 10,000,000 unquoted Options, which are exercisable for \$0.20 each on or before the date that is two years from the date of issue (**Broker Options**), to unrelated parties who assisted with the Placement (or their nominees) (**Broker Options Offer**) (see Section 1.3 for details of the Placement). The Broker Options will be issued for nil consideration. The Broker Options Offer will only be extended to specific unrelated parties, selected by the Directors in consultation with the Lead Manager to the Placement.

The Broker Options offered under this Prospectus will form a new class of unquoted securities of the Company. Further details of the rights and liabilities attaching to the Broker Options are in Section 4.2.

1.3 Previous issue of Shares

On 26 July 2017, the Company announced that it had received firm commitments to undertake a capital raising of \$1,500,000 (before costs) (**Placement**) by way of the issue of 12,500,000 Shares at a price of \$0.12 per Share (**Placement Shares**).

Completion of the issue of the Placement Shares occurred on Tuesday, 8 August 2017. Official quotation of the Placement Shares is expected to take place on Thursday, 10 August 2017.

The Placement Shares were issued without disclosure under Part 6D.2 of the Corporations Act to unrelated sophisticated and professional investors. Funds raised from the Placement will primarily be used by the Company to gain access to further non-dilutive grant funding, towards commercialisation of the Company's technology and for general working capital.

1.4 Purpose of the Prospectus

Generally, section 707(3) of the Corporations Act requires that a prospectus is issued in order for a person to whom securities were issued without disclosure under Part 6D of the Corporations Act to on-sell those securities within 12 months of the date of their issue.

Section 708A(11) of the Corporations Act provides an exemption from this general requirement where:

- (a) the relevant securities are in a class of securities of the company that are already quoted on ASX;
- (b) a prospectus is lodged with ASIC either:
 - (i) on or after the day on which the relevant securities were issued but before the day on which the sale offer is made; or
 - (ii) before the day on which the relevant securities are issued and offers of securities that have been made under the prospectus are still open for acceptance on the day on which the relevant securities were issued; and
- (c) the prospectus is for an offer of securities issued by the company that are in the same class of securities as the relevant securities.

The primary purpose of this Prospectus is to comply with section 708A(11) of the Corporations Act to remove any trading restrictions that may have attached to the Placement Shares, so that the holders of the Placement Shares, if they choose to, may sell the Placement Shares within the next twelve months without the issue of a prospectus.

This Prospectus has also been issued to facilitate secondary trading of the Shares to be issued upon exercise of the Broker Options to be issued under the Broker Options Offer. Issuing the Broker Options under this Prospectus will enable persons who are issued the Broker Options to on-sell the Shares issued on exercise of the Broker Options pursuant to ASIC Corporations (Sale Offers That Do Not Need Disclosure) Instrument 2016/80.

Accordingly, the purpose of this Prospectus is to:

- (a) make the Cleansing Offer and Broker Options Offer; and
- (b) ensure that the on-sale of the Placement Shares, Broker Options or Shares issued on conversion of the Broker Options do not breach section 707(3) of the Corporations Act.

The Securities issued under the Cleansing Offer and Broker Options Offer will be issued under the Company's existing placement capacity under Listing Rules 7.1 and 7.1A.

\$12 will be raised under the Cleansing Offer (before costs). The total estimated expenses of the Offers of \$11,400 will be paid by the Company from its cash reserves.

1.5 Closing Date

The Closing Date for the Offers is Wednesday, 9 August 2017. The Company reserves the right, subject to the Corporations Act and the Listing Rules, to extend the Closing Date without prior notice. If the Closing Date is varied, subsequent dates may also be varied accordingly.

1.6 Minimum subscription

There is no minimum subscription for the Cleansing Offer.

1.7 Cleansing Offer Application Forms

The Cleansing Offer is being extended to investors who are invited by the Company to subscribe for Shares and is not open to the general public. The Company may determine

in its discretion whether to accept any or all Applications.

Applications must be made using the Cleansing Offer Application Form attached to this Prospectus. To the maximum extent permitted by law, the Directors will have discretion over which Applications to accept.

Completed Cleansing Offer Application Forms must be received by the Company prior to the Closing Date. Cleansing Offer Application Forms should be delivered to Dotz Nano Limited, 108 Outram Street, West Perth, Western Australia 6005 or sent by facsimile to +61 8 9463 6373.

If you are in doubt as to the course of action, you should consult your professional advisor.

Acceptance of a completed Cleansing Offer Application Form by the Company creates a legally binding contract between the Applicant and the Company for the number of Shares accepted by the Company. The Cleansing Offer Application Form does not need to be signed to be a binding acceptance of the Shares under the Cleansing Offer.

If the Cleansing Offer Application Form is not completed correctly it may still be treated as valid. The Directors' decision as to whether to treat the acceptance as valid and how to construe, amend or complete the Cleansing Offer Application Form is final.

1.8 Broker Options Application Forms

Only selected unrelated parties will be provided a copy of this Prospectus and a personalised Broker Options Application Form.

Completed Broker Options Application Forms must be received by the Company prior to the Closing Date. Broker Options Application Forms should be sent to Dotz Nano Limited, 108 Outram Street, West Perth, Western Australia 6005 or sent by facsimile to +61 8 9463 6373.

If you are in doubt as to the course of action, you should consult your professional advisor.

Acceptance of a completed Broker Options Application Form by the Company creates a legally binding contract between the Applicant and the Company for the number of Broker Options on the Broker Options Application Form. The Broker Options Application Form does not need to be signed to be a binding acceptance of the Broker Options under the Broker Options Offer.

If the Broker Options Application Form is not completed correctly it may still be treated as valid. The Directors' decision as to whether to treat the acceptance as valid and how to construe, amend or complete the Broker Options Application Form is final.

1.9 Issue and dispatch

Subject to the Corporations Act and the Listing Rules, the Company intends to issue the Securities under the Offers on or about 9 August 2017.

Security holder statements will be dispatched as soon as possible after the issue of the Securities under the Offers.

1.10 Application Monies held on trust

All Application Monies received for the Shares under the Cleansing Offer will be held on trust in a bank account maintained solely for the purpose of depositing Application

Monies received pursuant to this Prospectus until the Shares are issued. All Application Monies will be returned (without interest) if the Shares are not issued.

1.11 ASX quotation

Application will be made to ASX no later than 7 days after the date of this Prospectus for official quotation of the Shares under the Cleansing Offer. If permission is not granted by ASX for the Official Quotation of the Shares offered by this Prospectus within 3 months after the date of this Prospectus (or such period as the ASX allows), the Company will repay, as soon as practicable, without interest, all Application Monies received pursuant to this Prospectus.

1.12 CHESS

The Company participates in the Clearing House Electronic Sub-register System, known as CHESS, operated by ASX Settlement Pty Limited (a wholly owned subsidiary of ASX), in accordance with the Listing Rules and ASX Settlement Operating Rules.

Under CHESS, Applicants will not receive a certificate but will receive a statement of their holding of Shares.

If you are broker sponsored, ASX Settlement Pty Limited will send you a CHESS statement.

The CHESS statement will set out the number of Securities issued under this Prospectus, provide details of your holder identification number, the participant identification number of the sponsor and the terms and conditions applicable to the Securities.

If you are registered on the Issuer Sponsored sub-register, your statement will be dispatched by Automatic Registry Services and will contain the number of Shares issued to you under this Prospectus and your security holder reference number.

A CHESS statement or Issuer Sponsored statement will routinely be sent to Shareholders at the end of any calendar month during which the balance of their Shareholding changes. Shareholders may request a statement at any other time; however, a charge may be made for additional statements.

1.13 Residents outside Australia

This Prospectus and any accompanying Application Form do not, and are not intended to, constitute an offer of Securities in any place or jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer or to issue this Prospectus. The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and persons who come into possession of this Prospectus should seek advice on and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws.

1.14 Risk factors

An investment in Securities of the Company should be regarded as speculative. In addition to the general risks applicable to all investments in listed securities, there are specific risks associated with an investment in the Company which are detailed in Section 2.

1.15 Taxation implications

The Directors do not consider it appropriate to give Applicants advice regarding the taxation consequences of subscribing for Securities under this Prospectus.

The Company, its advisers and its officers do not accept any responsibility or liability for any such taxation consequences to Shareholders or potential investors. As a result, Applicants should consult their professional tax adviser in connection with subscribing for Securities under this Prospectus.

1.16 Major activities and financial information

A summary of the major activities and financial information relating to the Company can be found in the Company's Annual Report for the financial year ended 31 December 2016, lodged with ASX on 30 March 2017.

The Company has made continuous disclosure notices (i.e. ASX announcements) since the lodgement of its Annual Report on 30 March 2017.

Copies of the Annual Report for the financial year ended 31 December 2016 are available free of charge from the Company. The Directors strongly recommend that Applicants review this and all other announcements prior to deciding whether or not to participate in the Offers.

1.17 Privacy

Applicants will be providing personal information to the Company (directly or by the Company's share registry) on the Application Forms. The Company collects, holds and will use that information to assess the Acceptance, service Shareholders' needs, facilitate distribution payments and corporate communications to Shareholders and carry out administration.

The information may also be used from time to time and disclosed to persons inspecting the register, bidders for Securities in the context of takeovers, regulatory bodies, including the Australian Taxation Office, authorised securities brokers, print service providers, mail houses and the Company's share registry.

Shareholders can access, correct and update the personal information the Company holds about them by contacting the Company or its share registry at the relevant contact numbers set out in this Prospectus. Collection, maintenance and disclosure of certain personal information is governed by legislation including the *Privacy Act 1988* (Cth) (as amended), the Corporations Act and certain rules such as the ASX Settlement Operating Rules.

Applicants should note that if they do not provide the information required on the Application Forms, the Company may not be able to accept or process their Acceptance.

1.18 Effect of the Offer on control of the Company

Neither the issue of Placement Shares or Shares under the Cleansing Offer will affect the control (as defined by section 50AA of the Corporations Act) of the Company. No new investor or existing Shareholder will have a voting power greater than 20% as a result of the completion of the Placement and Offers.

1.19 Enquiries concerning Prospectus

Enquiries relating to this Prospectus should be directed to the Company Secretary by email to peter.webse@pcscorporate.com.au.

2. Risk factors

The Securities offered under this Prospectus should be considered speculative because of the nature of the business activities of the Company. Potential investors should consider whether the Securities offered are a suitable investment having regard to their own personal investment objectives and financial circumstances and the risk factors set out below. This list is not exhaustive and potential investors should read this Prospectus in its entirety and if in any doubt consult their professional adviser before deciding whether to participate in the Offers.

The principal risks include, but are not limited to, the following:

2.1 Company's Current Operations Risks

(a) Development and commercialisation of the technology

The Company is in the business of development and commercialisation of Graphene Quantum Dots (GQDs). The success of the Company will depend upon the Company's ability to develop and commercialise the GQD technology. A failure to successfully develop and commercialise the GQD technology, including the production of GQDs in commercial quantities or to otherwise meet demand, could lead to a loss of opportunities and adversely impact on the Company's operating results and financial position.

The Company continues to focus its GQD commercialisation activities in areas that are considered new markets for GQD applications. There is a risk that GQDs produced by the Company will not be accepted by market participants in these fields (or other fields) (such as anti-counterfeiting/brand protection, displays, optical brighteners or bio-imaging). Failure to create a market in these fields will have an adverse effect on the Company's potential profitability.

As disclosed in the Company's last prospectus lodged with ASIC and ASX on 24 August 2016, the Company is seeking to develop GQD technology with organisations that provide chemical production industry services. If the Company is successful in developing the GQD technology, there may be further additional risks associated with how the technology fits within industry standards (including legal and regulatory standards), and issues faced with production which may affect yields.

The global marketplace for most products is ever changing due to new technologies, new products, changes in preferences, changes in regulation and other factors influencing market acceptance or market rejection. This market volatility and risk exists despite the best endeavours of market research, promotion, and sales and licensing campaigns. There is a risk that if the GQD technology is not accepted by the market or GQDs are not utilised in the Company's proposed markets or continuing to be utilised in the existing markets that currently use GQDs, the Company will not be able to commercialise its products which could adversely impact the Company's operations.

(b) Competition and new technologies

The industry in which the Company is involved is subject to increasing domestic and global competition which is fast-paced and fast-changing. While the Company undertakes all reasonable due diligence in its business decisions and operations, the Company will have no influence or control over the

activities or actions of its competitors, whose activities or actions may positively or negatively affect the operating and financial performance of the Company's projects and business. For instance, new technologies could result in the Company's technology not being differentiated to other similar offerings.

The size and financial strength of some of the Company's competitors may make it difficult for it to maintain a competitive position in the technology market. In particular, the Company's ability to acquire additional technology interests could be adversely affected if it is unable to respond effectively and/or in a timely manner to the strategies and actions of competitors and potential competitors or the entry of new competitors into the market. This may in turn impede the financial condition and rate of growth of the Company.

The key competition risk is in achieving appreciable market share and differentiation from its key competitors.

(c) Licensed intellectual property

The Company has licensed intellectual property for a fixed period of time and contingent on meeting specified milestones (as disclosed in the Company's August 2016 prospectus). There is no guarantee that existing license agreements will not be terminated and as a result, other competitors may gain access to the intellectual property used by the Company in developing the GQD technology or any know-how and/or information in relation to graphene production and applications. Breach of any licence agreements by the Company, or infringement of the licensed intellectual property by third parties, may have an adverse impact on the Company's ability to develop its technology.

(d) Staff Risk

There is a risk that knowledge will be lost in the event that development staff who have knowledge of the technology and business resign or retire. This involves the risk that those staff will have information in respect of the Company's intellectual property which has a commercial value to the Company as well as an opportunity cost for replacement of those staff and subsequent training.

This risk is mitigated as the Company has historically had low levels of staff turnover in the development teams. In addition, all staff contracts contain express provisions with respect to ownership of intellectual property and restraints of trade to limit any potential loss suffered by the Company to the maximum extent possible. Furthermore the Company has taken measures to mitigate this risk by expanding its research staff so that technological intellectual property is not converged into one person but is disbursed among several people within the Company.

(e) Patent application risk

The intellectual property licensed to the Company consist of pending patent applications (for further details see the Company's August 2016 prospectus). There is no guarantee that these patent applications will be granted or that the Company will receive enforceable patent rights.

There is a risk that the Company will not be entitled to practice the inventions claimed in the patents and that the working of its patented invention may be

prevented by another patent or patent application which has an earlier priority date to the patent applications licensed to the Company.

Even if the Company succeeds in obtaining patent protection for its products, its patents could be partially or wholly invalidated following challenges by third parties. The grant of a patent does not guarantee validity of that patent since it may be revoked on the grounds of invalidity at any time during its life. If none of the claims of a granted patent are valid, the patent is unenforceable.

(f) Protection of intellectual property rights

If the Company fails to protect its intellectual property rights adequately, competitors may gain access to its technology which may harm its business.

Securing rights to intellectual property, and in particular patents, is an integral part of securing potential product value from the development of information technology. Competition in retaining and sustaining protection of intellectual property and the complex nature of intellectual property can lead to expensive and lengthy patents disputes for which there can be no guaranteed outcome.

Legal standards relating to the validity, enforceability and scope of protection of intellectual property rights are uncertain. Effective patent, trademark, copyright and trade secret protection may not be available to the Company in every country in which the technology may eventually be sold. Accordingly, despite its efforts, the Company may not be able to prevent third parties from infringing upon or misappropriating the intellectual property.

Market conditions depending, the Company may be required to incur significant expenses in monitoring and protecting future intellectual property rights. It may initiate or otherwise be involved in litigation against third parties for infringement, or to establish the validity, of its rights. Any litigation, whether or not it is successful, could result in significant expense to the Company and cause a distraction to management.

As the Company licenses its intellectual from third parties, there is an additional risk that these third parties will fail to keep the patents licensed to the Company valid, resulting in competitors being entitled to apply for patents in the same area.

In addition, unauthorised use of the “Dotz” brand in counterfeit products or services may not only result in potential revenue loss, but also have an adverse impact on its brand value and perceptions of its product qualities.

(g) Currency Risk

The Company expects to derive a majority of its revenue from the United States, in US dollars. The Company will also be required to pay fees in the currency for the State of Israel (shekel). Accordingly, changes in the exchange rate between the US dollar and the Australian dollar or the Israel shekel and the Australian dollar would be expected to have a direct effect on the performance of the Company.

2.2 General risks relating to the Company

(a) Additional Requirements for Capital

The capital requirements of the Company depend on numerous factors. Depending on the ability of the Company to generate income from its operations, the Company may require further financing in the future. Any additional equity financing will dilute shareholdings, and debt financing, if available, may involve restrictions on financing and operating activities. If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations.

(b) Reliance on Key Management

The responsibility of overseeing the day-to-day operations and the strategic management of the Company depends substantially on its senior management and directors. There can be no assurance that there will be no detrimental impact on the performance of the Company or its growth potential if one or more of these employees cease their employment and suitable replacements are not identified and engaged in a timely manner.

(c) Trading Price of Shares

The Company's operating results, economic and financial prospects and other factors will affect the trading price of the Shares. In addition, the price of Shares is subject to varied and often unpredictable influences on the market for equities, including, but not limited to general economic conditions including the performance of the Australian dollar on world markets, inflation rates, foreign exchange rates and interest rates, variations in the general market for listed stocks in general, changes to government policy, legislation or regulation, industrial disputes, general operational and business risks and hedging or arbitrage trading activity that may develop involving the Shares.

In particular, the share prices for many companies have been and may in the future be highly volatile, which in many cases may reflect a diverse range of non-company specific influences such as global hostilities and tensions relating to certain unstable regions of the world, acts of terrorism and the general state of the global economy. No assurances can be made that the Company's market performance will not be adversely affected by any such market fluctuations or factors.

(d) Litigation Risks

The Company is exposed to possible litigation risks including intellectual property claims, contractual disputes, occupational health and safety claims and employee claims. Further, the Company may be involved in disputes with other parties in the future which may result in litigation. Any such claim or dispute if proven, may impact adversely on the Company's operations, financial performance and financial position. As at the date of this Prospectus the Company is not involved in any litigation or disputes.

(e) Economic Risks

General economic conditions, movements in interest and inflation rates and currency exchange rates may have an adverse effect on the Company's activities, as well as on its ability to fund those activities.

Further, share market conditions may affect the value of the Company's securities regardless of the Company's operating performance. Share market conditions are affected by many factors such as:

- (i) general economic outlook;

- (ii) interest rates and inflation rates;
- (iii) currency fluctuations;
- (iv) changes in investor sentiment toward particular market sectors;
- (v) the demand for, and supply of, capital; and
- (vi) terrorism or other hostilities.

(f) **Force Majeure**

The Company, now or in the future, may be adversely affected by risks outside the control of the Company including labour unrest, civil disorder, war, subversive activities or sabotage, extreme weather conditions, fires, floods, explosions or other catastrophes, epidemics or quarantine restrictions.

(g) **Acquisitions**

As part of its business strategy, the Company may make acquisitions of, or significant investments in, companies, products, technologies and/or products that are complementary to the Company's business. Any such future transactions are accompanied by the risks commonly encountered in making acquisitions of companies, products and technologies, such as integrating cultures and systems of operation, relocation of operations, short term strain on working capital requirements, achieving the sales and margins anticipated and retaining key staff and customer and supplier relationships.

2.3 Investment Speculative

The above list of risk factors ought not to be taken as exhaustive of the risks faced by the Company or by prospective investors in the Company. The above factors, and others not specifically referred to above, may in the future materially affect the financial performance of the Company and the value of the Securities offered under this Prospectus.

Therefore, the Shares carry no guarantee with respect to the payment of dividends, returns of capital or the market value of those Shares.

Potential investors should consider that the investment in the Company is speculative and should consult their professional advisers before deciding whether to apply for the Securities.

3. Effect of the Offers

3.1 Capital structure on completion of the Offers

	Shares	Unquoted Options	Performance Shares
Balance at the date of this Prospectus	109,984,802	10,500,000 ¹	66,000,000 ²
Placement Shares to be issued on or about the date of this Prospectus	12,500,000		
To be issued under the Offers	100	10,000,000	-
Balance after the Offers	122,484,902	20,500,000	66,000,000

Notes:

- The terms and conditions of the unquoted Options are as follows:
 - 5,000,000 unquoted Options exercisable at \$0.20 on or before 14 June 2020;
 - 4,500,000 unquoted Options exercisable at \$0.40 on or before 31 October 2019; and
 - 1,000,000 unquoted Options exercisable at \$0.30 on or before 31 October 2019.
- The terms and conditions of the performance shares are outlined in section 14.5 of the Company's prospectus dated 24 August 2016. The performance shares will convert into Shares upon satisfaction of the following milestones:
 - 22,000,000 performance shares shall convert upon the Company achieving the production and distribution of an aggregate of 20 kilograms of GQDs through formal off-take agreements or commercial samples with a reputable third party by 30 April 2018. Per the Company's announcement dated 26 July 2017, a 'reputable third party' in this milestone means a supplier to an original equipment manufacturer;
 - 22,000,000 performance shares shall convert upon the Company achieving the production and distribution of an aggregate of 50 kilograms of GQDs in any 12 month period through formal off-take agreements with a reputable third party by 30 April 2019. Per the Company's announcement dated 26 July 2017, a 'reputable third party' in this milestone means those parties whose offtake arrangements result in A\$6 million in revenue; and
 - 22,000,000 performance shares shall convert upon the Company achieving the production and distribution of an aggregate of 100 kilograms of GQDs in any 12 month period through formal off-take agreements with a reputable third party by 31 October 2020. Per the Company's announcement dated 26 July 2017, a 'reputable third party' in this milestone means those parties whose offtake arrangements result in A\$12 million in revenue.

3.2 Financial effect of the Cleansing Offer and Placement

After paying the expenses of the Offers of approximately \$11,400, there will be no proceeds from the Offers. The expenses of the Offers (exceeding \$12) will be met from the Company's existing cash reserves.

An unaudited pro-forma balance sheet as of 31 March 2017 showing the effect of the Placement and the Cleansing Offer is set out below. Note the Company presents its financial information in US dollars.

	Unaudited Balance Sheet as at 31/03/2017	Placement	Cost of fundraising	Unaudited Pro Forma Statement of Financial Position Post Offers
	\$US	\$US	\$US	\$US
Current assets				
Cash and cash equivalents	\$1,922,454	\$1,202,840	(\$72,170)	\$3,053,124
Trade and other receivables	\$279,913			\$279,913
Prepayments	\$76,311			\$76,311
Total current assets	\$2,278,678	\$1,202,840	(\$72,170)	\$3,409,348
Non-current assets				
Plant and equipment	\$226,318			\$226,318
Investments	\$21,495			\$21,495
Intangible assets	\$515,755			\$515,755
Total non-current assets	\$763,568			\$763,568
Total assets	\$3,042,246	\$1,202,840	(\$72,170)	\$4,172,916
Current liabilities				
Trade creditors and Other payables	\$153,415			\$153,415
Deferred tax liability	\$85,000			\$85,000
Provisions	\$ 1,815			\$ 1,815
Total current liabilities	\$240,230			\$240,230
Total liabilities	\$240,230			\$240,230
Net assets	\$2,802,016	\$1,202,840	(\$72,170)	\$3,932,686
Equity				
Issued capital	\$12,456,472	\$1,202,840	(\$72,170)	\$13,587,142
Reserves	\$418,625			\$418,625
Accumulated losses	(\$9,170,987)			(\$9,170,987)
Foreign currency reserve	\$2,216			\$2,216
Current year	(\$904,310)			(\$904,310)
Total equity	\$2,802,016	\$1,202,840	(\$72,170)	\$3,932,686

4. Additional information

4.1 Rights and liabilities attaching to Shares

A summary of the rights attaching to Shares in the Company is below. This summary is qualified by the full terms of the Constitution (a full copy of the Constitution is available from the Company on request free of charge) and does not purport to be exhaustive or to constitute a definitive statement of the rights and liabilities of Shareholders. These rights and liabilities can involve complex questions of law arising from an interaction of the Constitution with statutory and common law requirements. For a Shareholder to obtain a definitive assessment of the rights and liabilities which attach to Shares in any specific circumstances, the Shareholder should seek legal advice.

(a) General Meetings

Shareholders are entitled to be present in person, or by proxy, attorney or representative to attend and vote at general meetings of the Company.

Shareholders may requisition meetings in accordance with section 249D of the Corporations Act and the Constitution.

(b) Voting Rights

Subject to any rights or restrictions for the time being attached to any class or classes of Shares, at general meetings of Shareholders or classes of Shareholders:

- (i) each Shareholder entitled to vote may vote in person or by proxy, attorney or representative;
- (ii) on a show of hands, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder has one vote; and
- (iii) on a poll, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder will, in respect of each fully paid Share held by him, or in respect of which he is appointed a proxy, attorney or representative, have one vote for the Share, but in respect of partly paid Shares will have such number of votes as bears the same proportion to the total of such Shares registered in the Shareholder's name as the amount paid (not credited) bears to the total amounts paid and payable (excluding amounts credited).

(c) Dividend Rights

Subject to the rights of any preference Shareholders and to the rights of the holders of any shares created or raised under any special arrangement as to dividend, the Directors may from time to time declare a dividend to be paid to the Shareholders entitled to the dividend which will be payable on all Shares according to the proportion that the amount paid (not credited) is of the total amounts paid and payable (excluding amounts credited) in respect of such Shares.

The Directors may from time to time pay to the Shareholders any interim dividends as they may determine. No dividend will carry interest as against the Company.

Subject to the ASX Listing Rules and the Corporations Act, the Company may, by resolution of the Directors, implement a dividend reinvestment plan on such terms and conditions as the Directors think fit, under which participants may elect in respect of all or part of their Shares to receive a dividend or to forego a dividend from the Company and receive some other form of distribution or entitlement (including securities) from the Company or another body corporate or a trust.

(d) Winding-up

If the Company is wound up, the liquidator may, with the authority of a special resolution of the Company, divide among the shareholders in kind the whole or any part of the property of the Company, and may for that purpose set such value as he considers fair upon any property to be so divided, and may determine how the division is to be carried out as between the Shareholders or different classes of Shareholders.

The liquidator may vest the whole or any part of any such property in trustees upon such trusts for the benefit of the contributories as the liquidator thinks fit, but so that no Shareholder is compelled to accept any Shares or other securities in respect of which there is any liability.

(e) Shareholder Liability

As the Shares under the Prospectus are fully paid shares, they are not subject to any calls for money by the Directors and will therefore not become liable for forfeiture.

(f) Transfer of Shares

Generally, Shares are freely transferable, subject to formal requirements, the registration of the transfer not resulting in a contravention of or failure to observe the provisions of a law of Australia and the transfer not being in breach of the Corporations Act or the ASX Listing Rules.

(g) Variation of Rights

Pursuant to section 246B of the Corporations Act, the Company may, with the sanction of a special resolution passed at a meeting of Shareholders vary or abrogate the rights attaching to Shares.

If at any time the share capital is divided into different classes of Shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class), whether or not the Company is being wound up, may be varied or abrogated with the consent in writing of the holders of three-quarters of the issued shares of that class, or if authorised by a special resolution passed at a separate meeting of the holders of the shares of that class.

(h) Alteration of Constitution

The Constitution can only be amended by a special resolution passed by at least three quarters of Shareholders present and voting at the general meeting. In addition, at least 28 days written notice specifying the intention to propose the resolution as a special resolution must be given.

4.2 Rights and liabilities attaching to Broker Options

The Broker Options offered under this Prospectus have the following terms and conditions:

- (a) Each Broker Option entitles the holder to acquire one Share in the Company.
- (b) The Broker Options may be exercised at any time on or before 5.00pm (WST) on the date that is two years from the date of issue (**Expiry Date**). Each Broker Option may be exercised by forwarding to the Company at its principal office the exercise notice, duly completed, together with payment of the sum of \$0.20 per Broker Option exercised. The Broker Options will lapse at 5.00pm (WST) on the Expiry Date.
- (c) The Broker Options may be transferred by an instrument (duly stamped where necessary) in the form commonly used for transfer of Options at any time until 5.00pm (WST) on the Expiry Date. This right is subject to any restrictions on the transfer of a Broker Option that may be imposed by ASX.
- (d) Broker Optionholders can only participate in new issues of securities provided they have first exercised their Broker Options in which case the Broker Optionholders shall be afforded the period of at least four (4) business days prior to the record date (to determine entitlements to the issue) to exercise the Broker Options.
- (e) Shares issued on the exercise of Broker Options will be issued not more than fourteen (14) days after receipt of a properly executed exercise notice and application moneys. Shares allotted pursuant to the exercise of a Broker Option will rank equally with the then issued Shares of the Company in all respects. Pursuant to the exercise of a Broker Option, the Company will apply to ASX for Quotation of the Shares issued as a result of the exercise, in accordance with the Corporations Act and the Listing Rules.
- (f) In the event of any reconstruction (including consolidation, sub-division, reduction or return) of the issued capital of the Company, all rights of the Broker Optionholder will be changed to the extent necessary to comply with the Listing Rules applying to the reconstruction of capital at the time of the reconstruction.
- (g) If there is a bonus issue to shareholders, the number of Shares over which the Broker Option is exercisable may be increased by the number of Shares which the holder of the Broker Option would have received if the Broker Option had been exercised before the record date for the bonus issue.
- (h) In the event that a pro rata issue (except a bonus issue) is made to the holders of the underlying securities in the Company, the exercise price of the Broker Options will not be reduced.

4.3 Company is a disclosing entity

The Company is a disclosing entity under the Corporations Act. It is subject to regular reporting and disclosure obligations under both the Corporations Act and the Listing Rules. These obligations require the Company to notify ASX of information about specific events and matters as they arise for the purpose of ASX making the information available to the stock market conducted by ASX. In particular, the Company has an obligation under the Listing Rules (subject to certain limited exceptions), to notify ASX once it is, or becomes aware of information concerning the Company which a

reasonable person would expect to have a material effect on the price or value of the Securities.

The Company is also required to prepare and lodge with the ASIC yearly and half-yearly financial statements, accompanied by a Directors' statement and report and an audit review or report.

Copies of documents lodged with the ASIC in relation to the Company may be obtained from, or inspected at, an ASIC office (see Section 4.4 below).

4.4 Copies of documents

Copies of documents lodged by the Company in connection with its reporting and disclosure obligations may be obtained from, or inspected at, an office of the ASIC. The Company will provide free of charge to any person who requests it during the period of the Offer, a copy of:

- (a) the Annual Report for the period ending 31 December 2016 (**Annual Report**) as lodged with ASX on 27 April 2017;
- (b) the Half Yearly Report for the period ending 30 June 2016 (**Half Yearly Report**) as lodged with ASX on 13 September 2016; and
- (c) the continuous disclosure notices given by the Company to notify ASX of information relating to the Company since the Company lodged its Annual Report and before the date of issue of this Prospectus which are as follows:

Date Lodged	Subject of Announcement
28/07/2017	Dotz Nano Quarterly Activities Report
26/07/2017	Reinstatement to Official Quotation
26/07/2017	Dotz Nano Equity Raising & Market Update
25/07/2017	Extension of Voluntary Suspension
24/07/2017	Suspension from Official Quotation
20/07/2017	Trading Halt
04/07/2017	Dotz Nano Half Year 2017 Goals
8/06/2017	DTZ Receives 1st Tranche of Grant Funds from BIRD Foundation
7/06/2017	DTZ Files Anti-Counterfeiting Patent for use of GQDs
29/05/2017	Results of Annual General Meeting
5/05/2017	CEO Letter to Shareholders - Typographical Amendment
5/05/2017	CEO Letter to Shareholders
5/05/2017	Appendix 3Y - Moti Gross
5/05/2017	Appendix 3Y - Steve Bajic

Date Lodged	Subject of Announcement
2/05/2017	Appendix 3Y - Ashley Krongold
2/05/2017	Appendix 3Y - Faldi Ismail
1/05/2017	Dotz GQDs Passes Oral Administration Safety Evaluation
27/04/2017	Quarterly Activities Report
27/04/2017	Annual Report to Shareholders
27/04/2017	Notice of Annual General Meeting/Proxy Form
27/04/2017	Recording of Dotz Nano Investor Webinar
7/04/2017	Appendix 4G
30/03/2017	Annual Report

The following documents are available for inspection throughout the period of the Offer during normal business hours at the registered office of the Company:

- (a) this Prospectus;
- (b) the Constitution; and
- (c) the consents referred to in Section 4.16 and the consents provided by the Directors to the issue of this Prospectus.

4.5 Information excluded from continuous disclosure notices

There is no information which has been excluded from a continuous disclosure notice in accordance with the Listing Rules and which is required to be set out in this Prospectus.

4.6 Determination by the ASIC

The ASIC has not made a determination which would prevent the Company from relying on section 713 of the Corporations Act in issuing the Securities under this Prospectus.

4.7 Market price of Securities

The highest and lowest market sale prices of the Shares on ASX during the 3 months immediately preceding the date of lodgement of this Prospectus with the ASIC and the respective dates of those sales were:

Highest: \$0.205 per Share on 5 May 2017, 8 May 2017 and 9 May 2017

Lowest: \$0.115 per Share on 13 June 2017 and 15 June 2017

The latest available market sale price of the Shares on ASX prior to the date of lodgement of this Prospectus with the ASIC was \$0.145 per Share on Monday, 7 August 2017.

4.8 Dividend policy

The Directors are not able to say when and if dividends will be paid in the future as the payment of any dividends will depend on the future profitability, financial position and cash requirements of the Company.

4.9 Substantial Shareholders

Based on available information as at the date of this Prospectus, those persons which (together with their associates) have a relevant interest in 5% or more of the Shares on issue are set out below:

Substantial Shareholder	Number of Shares	Voting power
102 CAPITAL MANAGEMENT <DR BORNSTEIN LTD A/C>	12,322,142	10.06%
102 CAPITAL MANAGEMENT <ARIEL MALIK A/C>	11,746,611	9.59%

4.10 Directors' interests

Except as disclosed in this Prospectus (see in particular Sections 4.11, 4.13 and 4.14), no Director and no firm in which a Director or proposed director is a partner:

- (a) has any interest nor has had any interest in the last two years prior to the date of this Prospectus in the formation or promotion of the Company, the Shares offered under this Prospectus or property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Securities offered under this Prospectus; or
- (b) has been paid or given or will be paid or given any amount or benefit to induce him or her to become, or to qualify as, a Director, or otherwise for services rendered by him or her in connection with the formation or promotion of the Company or the Securities offered under this Prospectus.

4.11 Directors' interests in Company Securities

The Directors have the following relevant interests in the Securities as at the date of this Prospectus:

Directors	Shares	Unquoted Options	Performance Shares
Faldi Ismail ¹	2,916,667	1,333,334	1,866,667
Steve Bajic ²	100,000	-	-
Menashe Baruch ³	242,198	-	242,198
Ashley Krongold ⁴	1,884,838	-	1,634,838
Moti Gross ⁵	3,260,687	-	3,160,687

Notes:

1. Mr Ismail's interests are as follows:
 - a. 1,866,667 Shares (escrowed until 15/11/2018) and 1,866,667 performance shares (escrowed 24 months from re-quotations) are held by 102 Capital Management <Romfal Sifat Pty Ltd A/C> (Mr Ismail is the controller of the beneficial holder);
 - b. 400,000 Shares (escrowed until 15/11/2018) and 333,334 options (escrowed 24 months from re-quotations), expiring 31 October 2019 and exercisable at \$0.40, are held by Romfal Sifat Pty Ltd <Fizmail Family A/C> (Mr Ismail is the controller);
 - c. 350,000 Shares (escrowed until 15/11/2018) and 1,000,000 options (escrowed until 15/11/2018), expiring on 31 October 2019 and exercisable at \$0.40 each, are held by Otsana (Mr Ismail is the Managing Director); and
 - d. 300,000 Shares are held by Benefico Pty Ltd (an entity controlled by Mr Ismail's spouse);
2. 100,000 Shares are held by Crystalmount Limited (Mr Bajic is the Sole Director and Beneficiary);
3. 242,198 Shares (escrowed until 15/11/2018) and 242,198 performance shares (escrowed until 15/11/2018) are held by 102 Capital Management <Menashe Baruch A/C> (Mr Baruch is the beneficial holder);
4. 1,875,032 Shares, 9,806 fully Shares (escrowed until 15/11/2018) and 1,634,838 performance shares (escrowed until 15/11/2018) are held by Marlion Superannuation Pty Ltd (Mr Krongold is a Director and Beneficiary); and
5. Mr Gross' interests are as follows:
 - a. 100,000 Shares are held directly by Mr Gross; and
 - b. 3,160,687 Shares (escrowed until 15/11/2018) and 3,160,687 performance shares (escrowed until 15/11/2018) are held by 102 Capital Management <Moti Gross A/C>.

4.12 Remuneration of Directors

The Constitution provides that the Company may remunerate the Directors. The remuneration shall, subject to any resolution of a general meeting, be fixed by the Directors. A Director may also be paid fees or other amounts as the Directors determine where a Director performs special duties or otherwise performs services outside the scope of the ordinary duties of a Director. A Director may also be reimbursed for out of pocket expenses incurred as a result of their directorship or any special duties.

The Directors have received the following remuneration and payments (including up to 30 June 2017 in respect of the 2017 financial year). Note the Company's balance date is 31 December and all figures are quoted in US dollars:

		Salary & fees US\$	Share based payments US\$	Super- annuation US\$	Other US\$	TOTAL US\$
Faldi Ismail	2017	30,160	-	-	39,962	70,122
	2016	14,856	-	-	1,486	16,342
Steve Bajic	2017	15,708	-	-		15,708
	2016	6,190	-	-		6,190
Menashe Baruch	2017	17,407	-	-		17,407
	2016	6,190	-	-		6,190
Ashley Krongold	2017	15,708	-	-		15,708
	2016	6,190	-	-		6,190
Moti Gross	2017	140,424	-	-		140,424
	2016	61,687	-	-	5,088	66,775

4.13 Related party transactions

Otsana Capital (an entity associated with director Mr Faldi Ismail) (**Otsana**) has entered into an agreement with the Company to act as lead manager in respect of the Placement (**Lead Manager Mandate**). Pursuant to the Lead Manager Mandate, Otsana will receive the following fees:

- (a) an advisory fee of 2% (excluding GST) of the total funds raised under the Placement;
- (b) an additional fee of 4% (excluding GST) on capital raised by Otsana that Otsana introduces to the Company; and
- (c) Otsana will be reimbursed for all reasonable out of pocket expenses (including GST) incurred under the Lead Manager Mandate.

Other than the Lead Manager Mandate, Otsana has also received the following amounts:

- (a) a capital raising fee of \$272,448 was paid to Otsana for the year ended 31 December 2016;
- (b) a management fee of \$110,309 was paid to Otsana as per the corporate advisor mandate entered into by the Company and Otsana dated 9 August 2016 (**Corporate Advisor Mandate**) (see Section 13.7 of the Company's 24 August 2016 prospectus); and
- (c) a corporate advisor retainer of \$11,335 was paid to Otsana for the period 15 November 2016 to 31 December 2016 as per the Corporate Advisor Mandate (see Section 13.7 of the Company's 24 August 2016 prospectus).

The Company is also party to a lease agreement with Adamantium Holdings Pty Ltd, a company related to Mr Ismail, for the leasing of the Company's registered office premises. The rent payable by the Company is US\$1,486 (AU\$2,000) per month.

4.14 Interests of other persons

Except as disclosed in this Prospectus, no expert, promoter or other person named in this Prospectus as performing a function in a professional, advisory or other capacity:

- (a) has any interest nor has had any interest in the last two years prior to the date of this Prospectus in the formation or promotion of the Company, the Offers or property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Offers; or
- (b) has been paid or given or will be paid or given any amount or benefit in connection with the formation or promotion of the Company or the Offers.

Bellanhouse will be paid approximately \$7,500 (plus GST) in fees for legal services in connection with the Offers.

4.15 Expenses of Offer

Estimated expenses of the Offer	A\$
ASIC lodgement fee & ASX quotation fee	3,900
Legal and preparation expenses	7,500
TOTAL	11,400

4.16 Consents

Chapter 6D of the Corporations Act imposes a liability regime on the Company (as the offeror of Securities under this Prospectus), the Directors, any persons named in the Prospectus with their consent having made a statement in the Prospectus and persons involved in a contravention in relation to the Prospectus, with regard to misleading and deceptive statements made in the Prospectus. Although the Company bears primary responsibility for the Prospectus, the other parties involved in the preparation of the Prospectus can also be responsible for certain statements made in it.

Each of the parties referred to in this Section:

- (a) has not authorised or caused the issue of this Prospectus or the making of the Offers;
- (b) does not make, or purport to make, any statement in this Prospectus other than those referred to in this Section; and
- (c) in light of the above, only to the maximum extent permitted by law, expressly disclaim and take no responsibility for any part of this Prospectus other than a reference to its name and a statement included in this Prospectus with the consent of that party as specified in this Section.

Bellanhouse has given its written consent to being named as the solicitors to the Company in this Prospectus. Bellanhouse has not withdrawn its consent prior to the lodgement of this Prospectus with the ASIC.

5. Authorisation

This Prospectus is authorised by each of the Directors of the Company.

This Prospectus is signed for and on behalf of Company by:



Faldi Ismail
Non-Executive Chairman
Dotz Nano Limited

Dated: 8 August 2017

6. Glossary of Terms

These definitions are provided to assist persons in understanding some of the expressions used in this Prospectus.

\$ means Australian dollars.

Acceptance means a valid Application for Shares made pursuant to this Prospectus on an Application Form.

Annual Report has the meaning given in Section 4.4.

Applicant means a person who submits an Application Form.

Application means a valid application for Securities made on a Cleansing Offer Application Form or a Broker Options Application Form.

Application Form means the Cleansing Offer Application Form and/or the Broker Options Application Form as the context requires.

Application Monies means the amount of money in dollars and cents payable for Securities at the Cleansing Offer price per Share pursuant to the Cleansing Offer.

ASIC means Australian Securities and Investments Commission.

ASX means ASX Limited ACN 008 624 691 and where the context permits the Australian Securities Exchange operated by ASX Limited.

Board means the Directors meeting as a board.

Broker Option means the right to acquire one Share in the capital of the Company on the terms set out in Section 4.2.

Broker Optionholder means the holder of Broker Options.

Broker Options Application Form means the Application Form provided to selected parties by the Company with a copy of this Prospectus.

Broker Options Offer has the meaning given in Section 1.1.

Business Day means Monday to Friday inclusive, other than a day that ASX declares is not a business day.

CHESS means ASX Clearing House Electronic Sub-registry System.

Cleansing Offer has the meaning given in Section 1.1.

Cleansing Offer Application Form means the Application Form provided by the Company with a copy of this Prospectus.

Closing Date has the meaning given in Section 1.5.

Company means Dotz Nano Limited ACN 125 264 575.

Constitution means the constitution of the Company as at the date of this Prospectus.

Corporate Advisor Mandate has the meaning given in Section 4.13.

Corporations Act means *Corporations Act 2001* (Cth).

Directors mean the directors of the Company as at the date of this Prospectus.

Half Yearly Report has the meaning given in Section 4.4 of this Prospectus.

Issuer Sponsored means Securities issued by an issuer that are held in uncertified form without the holder entering into a sponsorship agreement with a broker or without the holder being admitted as an institutional participant in CHES.

Lead Manager means Otsana Capital.

Lead Manager Mandate has the meaning given in Section 4.13.

Listing Rules means the official listing rules of ASX and any other rules of ASX which are applicable while any Shares are admitted to the Official List, each as amended or replaced from time to time, except to the extent of any express written waiver by ASX.

Offers means the Cleansing Offer and Broker Options Offer.

Official List means the official list of ASX.

Official Quotation means quotation of Securities on the Official List.

Otsana has the meaning given in Section 4.13.

Placement has the meaning given in Section 1.3 of this Prospectus.

Placement Shares has the meaning given in Section 1.3.

Prospectus means this prospectus dated 8 August 2017.

Section means a section of this Prospectus.

Securities means any securities, including Shares and Options, issued or granted by the Company.

Share means an ordinary fully paid share in the capital of the Company.

Shareholder means a holder of Shares.

WST means Western Standard Time, being the time in Perth, Western Australia.