Dotz Nano Limited
ACN 125 264 575

NOTICE OF GENERAL MEETING

The General Meeting of the Company will be held at the offices of the Company, at Level 14, 330 Collins Street, Melbourne, Victoria, on Friday, 8 February 2019 at 3:30pm (AEDT).

The Notice of General Meeting should be read in its entirety. If Shareholders are in doubt as to how to vote, they should seek advice from their accountant, solicitor or other professional advisor prior to voting.

Should you wish to discuss any matter, please do not hesitate to contact the Company Secretary by telephone on +61 414 864 746.

Shareholders are urged to attend or vote by lodging the proxy form attached to the Notice

Dotz Nano Limited

A C N 1 2 5 2 6 4 5 7 5

NOTICE OF GENERAL MEETING

Notice is hereby given that a general meeting of Shareholders of Dotz Nano Limited (**Company**) will be held at the offices of the Company, at Level 14, 330 Collins Street, Melbourne, Victoria on Friday, 8 February 2019 at 3:30pm (AEDT) (**Meeting**).

The Explanatory Memorandum provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form form part of the Notice.

The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders on Wednesday, 6 February 2019 at 7:00pm (AEDT).

Terms and abbreviations used in the Notice are defined in Schedule 1.

AGENDA

1. Resolution 1 – Ratification of prior issue of Placement Shares

To consider and, if thought fit, to pass with or without amendment, each as a **separate** ordinary resolution the following:

"That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the following issues of Placement Shares at $0.09 per Share:

(a) 12,715,876 Placement Shares under Listing Rule 7.1; and

(b) 15,061,902 Placement Shares under Listing Rule 7.1A,

on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of any person (and any nominee of such a person) who participated in the issue of the Placement Shares, or any of their respective associates.

However, the Company need not disregard a vote if:

(a) it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or

(b) it is cast by the Chair as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

2. Resolution 2 – Ratification of prior issue of Broker Options

To consider and, if thought fit, to pass with or without amendment, as an ordinary resolution the following:

"That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 1.5 million Options to Gleneagle Securities (or its nominees) on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Gleneagle Securities (and its nominees) or any of their respective associates.

However, the Company need not disregard a vote if:

(a) it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or

(b) it is cast by the Chair as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

3. Resolution 3 - Approval to issue Broker Options

To consider and, if thought fit, to pass with or without amendment, as an ordinary resolution the following:

"That, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 1.5 million Options to Gleneagle Securities (or its nominees) on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Gleneagle Securities (and its respective nominees) and any person who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a Shareholder), or any of their respective associates.

However, the Company need not disregard a vote if:

(a) it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or

(b) it is cast by the Chair as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

4. Resolution 4 – Approval to issue Incentive Securities to Directors

To consider and, if thought fit, to pass with or without amendment, each as a **separate** ordinary resolution the following:

"That, pursuant to and in accordance Listing Rule 10.11, section 208 of the Corporations Act and for all other purposes, Shareholders approve the issue of Securities to Directors (or their respective nominees) as follows:

(a) up to 1.5 million Shares to Mr Uzi Breier;

(b) up to 2 million Options to Mr Uzi Breier; and

(c) up to 1 million Options to Dr Volker Mirgel,

on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast in favour of:

(a) Resolution 4(a) or 4(b) by or on behalf of Mr Uzi Breier (and his nominees), or any of their respective associates; and

(b) Resolution 4(c) by or on behalf of Dr Volker Mirgel (and his nominees), or any of their respective associates.

However, the Company need not disregard a vote if:

(a) it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or

(b) it is cast by the Chair as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Voting Prohibitions

In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on these Resolutions if:

(a) the proxy is either a member of the Key Management Personnel or a Closely Related Party of such member; and

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

However, the above prohibition does not apply if:

(a) the proxy is the Chair; and

(b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

Further, in accordance with section 224 of the Corporations Act, a vote on these Resolutions must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party.

However, the above prohibition does not apply if:

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

(b) it is not cast on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party.

Please note: If the Chair is a person referred to in the section 224 Corporations Act voting prohibition statement above, the Chair will only be able to cast a vote as proxy for a person who is entitled to vote if the Chair is appointed as proxy in writing and the Proxy Form specifies how the proxy is to vote on the relevant Resolution.

If you purport to cast a vote other than as permitted above, that vote will be disregarded by the Company (as indicated above) and you may be liable for breaching the voting restrictions that apply to you under the Corporations Act.

5. Resolution 5 – Approval to issue Options to Dr Moti Gross

To consider and, if thought fit, to pass with or without amendment, as an ordinary resolution the following:

"That pursuant to and in accordance with Listing Rule 10.11, section 208 of the Corporations Act and for all other purposes, Shareholders approve the issue of up to 1.5 million Options to Dr Moti Gross (or his nominees) on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Dr Moti Gross (and his nominees) or any associates of those persons.

The Company will not disregard a vote if:

(a) it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or

(b) it is cast by the Chair as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Voting Prohibition

Further, in accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party.

However, the above prohibition does not apply if:

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

(b) it is not cast on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party.

Please note: If the Chair is a person referred to in the section 224 Corporations Act voting prohibition statement above, the Chair will only be able to cast a vote as proxy for a person who is entitled to vote if the Chair is appointed as proxy in writing and the Proxy Form specifies how the proxy is to vote on the relevant Resolution.

If you purport to cast a vote other than as permitted above, that vote will be disregarded by the Company (as indicated above) and you may be liable for breaching the voting restrictions that apply to you under the Corporations Act.

6. Resolution 6 – Approval to convert Converting Loans

To consider and, if thought fit, to pass with or without amendment, as an ordinary resolution the following:

"That, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the conversion of the Converting Loans to Shares and Conversion Options on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

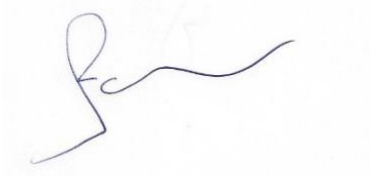
The Company will disregard any votes cast in favour of this Resolution by or on behalf of a Converting Loan lender (and its respective nominees) and any person who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a Shareholder), or any of their respective associates.

However, the Company need not disregard a vote if:

(a) it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or

(b) it is cast by the Chair as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

BY ORDER OF THE BOARD



Ian Pamensky
Company Secretary
Dotz Nano Limited
Dated: 9 January 2019

Dotz Nano Limited

A C N 1 2 5 2 6 4 5 7 5

EXPLANATORY MEMORANDUM

1. Introduction

The Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at the offices of the Company, at Level 14, 330 Collins Street Melbourne, Victoria on Friday, 8 February 2019 at 3:30pm (AEDT).

The Explanatory Memorandum forms part of the Notice which should be read in its entirety. The Explanatory Memorandum contains the terms and conditions on which the Resolutions will be voted.

The Explanatory Memorandum includes the following information to assist Shareholders in deciding how to vote on the Resolutions:

Section 2	Action to be taken by Shareholders
Section 3	Resolution 1 – Ratification of prior issue of Placement Shares
Section 4	Resolution 2 – Ratification of prior issue of Broker Options
Section 5	Resolution 3 - Approval to issue Broker Options
Section 6	Resolution 4 – Approval to issue Incentive Securities to Directors
Section 7	Resolution 5 – Approval to issue Options to Dr Moti Gross
Section 8	Resolution 6 – Approval to convert Converting Loans
Schedule 1	Definitions
Schedule 2	Terms and conditions of Broker Options
Schedule 3	Terms and conditions of Incentive Options
Schedule 4	Terms and conditions of Gross Options
Schedule 5	Valuation of Incentive Options and Gross Options

A Proxy Form is located at the end of the Explanatory Memorandum.

2. Action to be taken by Shareholders

Shareholders should read the Notice including the Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

2.1 Voting in person

To vote in person, attend the Meeting on the date and at the place set out above.

2.2 Proxies

(a) Voting by proxy

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return the Proxy Form to the Company in accordance with the instructions thereon. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Please note that:

(i) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;

(ii) a proxy need not be a member of the Company; and

(iii) a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

(b) Proxy vote if appointment specifies way to vote

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, if it does:

(i) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed);

(ii) if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands;

(iii) if the proxy is the chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and

(iv) if the proxy is not the chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

(c) Transfer of non-chair proxy to chair in certain circumstances

Section 250BC of the Corporations Act provides that, if:

(i) an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members;

(ii) the appointed proxy is not the chair of the meeting;

(iii) at the meeting, a poll is duly demanded on the resolution; and

(iv) either the proxy is not recorded as attending the meeting or the proxy does not vote on the resolution,

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

2.3 Voting Prohibition by Proxy Holders (Remuneration of Key Management Personnel)

In accordance with sections 250BD and 250R of the Corporations Act, votes on any of the resolutions which form part of Resolution 4 must not be cast (in any capacity) by, or on behalf of:

(a) a member of the Key Management Personnel; or

(b) a Closely Related Party of such member.

However, a person described above may cast a vote on Resolution 4(a), (b) or (c) if the vote is not cast on behalf of a person who is excluded from voting on the relevant Resolution and:

(a) the person is appointed as proxy by writing that specifies the way the proxy is to vote on the Resolution; or

(b) the person is the Chair and the appointment of the Chair as proxy does not specify the way the proxy is to vote on the resolution, but expressly authorises the Chair to exercise the proxy even if the Resolution is connected with the remuneration of a member of the Key Management Personnel.

2.4 Chair's voting intentions

The Chair intends to exercise all available proxies in favour of ***all*** Resolutions, except that the Chair intends to exercise all available proxies ***against*** Resolution 5, unless the Shareholder has expressly indicated a different voting intention.

If the Chair is appointed as your proxy and you have not specified the way the Chair is to vote on Resolution 4(a), (b) or (c) by signing and returning the Proxy Form, you are considered to have provided the Chair with an express authorisation for the Chair to vote the proxy in accordance with the Chair's intention, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel of the Company.

3. Resolution 1 – Ratification of prior issue of Placement Shares

3.1 General

On 23 July 2018, the Company announced that it had received binding commitments for a placement to raise approximately $2.5 million before costs (**Placement**) by the issue of Shares at $0.09 each (**Placement Shares**) to sophisticated and professional investors (**Placement Participants**).

On 1 August 2018, the Company issued a total of 27,777,778 Placement Shares to Placement Participants using the Company's placement capacity under Listing Rules 7.1 and 7.1A to raise $2.5 million (before costs).

The resolutions which form part of Resolution 1 seek the approval of Shareholders pursuant to Listing Rule 7.4 to ratify the issue the Placement Shares.

Each of the resolutions which form part of Resolution 1 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of each of the resolutions which form part of Resolution 1.

3.2 Listing Rules 7.1 and 7.1A

Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more Equity Securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

Listing Rule 7.1A provides that an eligible entity may seek shareholder approval at its annual general meeting to allow it to issue Equity Securities comprising up to 10% of its issued capital. The Company obtained this approval at its annual general meeting held on 31 May 2018.

3.3 Listing Rule 7.4

Listing Rule 7.4 provides an exception to Listing Rules 7.1 and 7.1A. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to Listing Rules 7.1 and 7.1A (and provided that the previous issue did not breach Listing Rules 7.1 and 7.1A), those securities will be deemed to have been made with shareholder approval for the purpose of Listing Rules 7.1 and 7.1A, as applicable.

The effect of Shareholders passing the resolutions which form part of Resolution 1 will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% annual placement capacity set out in Listing Rule 7.1 and the additional 10% annual placement capacity set out in Listing Rule 7.1A without the requirement to obtain prior Shareholder approval.

3.4 Specific information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the ratification of the issue of the Placement Shares:

(a) a total of 27,777,778 Placement Shares were issued on 1 August 2018 as follows:

  (i) 12,715,876 Placement Shares were issued within the 15% annual limit permitted under Listing Rule 7.1, without the need for Shareholder approval; and

  (ii) 15,061,902 Placement Shares were issued within the 10% limit permitted under Listing Rule 7.1A, without the need for Shareholder approval;

(b) the Placement Shares were issued at $0.09 per Share;

(c) the Placement Shares issued were fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue;

(d) the Placement Shares were issued to the Placement Participants, none of whom is a related party of the Company;

(e) the proceeds from the issue of the Placement Shares are being used to fund the Company's commercialisation activities, as well as for costs of the Placement and general working capital; and

(f) a voting exclusion statement is included in the Notice.

4. Resolution 2 – Ratification of prior issue of Broker Options

4.1 General

As announced on 23 July 2018, Gleneagle Securities acted as lead manager to the Placement and in part consideration for these services the Company agreed to issue Gleneagle Securities (or its nominees) up to 3 million unquoted Options exercisable at $0.20 each on or before 1 August 2020 (**Broker Options**).

On 1 August 2018, the Company issued Gleneagle Securities (or its nominees) 1.5 million Broker Options within the 15% annual limit permitted under Listing Rule 7.1, without the need for Shareholder approval. The Company does not currently have sufficient capacity available under Listing Rules 7.1 or 7.1A to issue the remaining Broker Options and is therefore seeking Shareholder approval pursuant to Resolution 3 for the issue of the remainder of the Broker Options.

Resolution 2 seeks the approval of Shareholders pursuant to Listing Rule 7.4 to ratify the issue of the 1.5 million Broker Options on 1 August 2018.

Resolution 2 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 2.

4.2 Listing Rules 7.1 and 7.4

Summaries of Listing Rules 7.1 and 7.4 are contained in Sections 3.2 and 3.3 above.

The effect of Shareholders passing Resolution 2 will be to restore the Company's ability to issue further Equity Securities, to the extent of 1.5 million Equity Securities, during the next 12 months without the requirement to obtain prior Shareholder approval.

4.3 Specific information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the ratification of the issue of the Broker Options:

(a) a total of 1.5 million Broker Options were issued;

(b) the Broker Options were issued for nil cash consideration, as part consideration for lead manager services provided by Gleneagle Securities to the Company in connection with the Placement;

(c) the Broker Options are exercisable at $0.20 each on or before 1 August 2020 and were otherwise issued on the terms and conditions set out in Schedule 2;

(d) the Broker Options were issued to Gleneagle Securities (and its nominees), none of whom is a related party of the Company;

(e) no funds were raised from the issue of the Broker Options as they were issued in part consideration for lead manager services provided to the Company; and

(f) a voting exclusion statement is included in the Notice.

5. Resolution 3 - Approval to issue Broker Options

5.1 General

Resolution 3 seeks Shareholder approval pursuant to Listing Rule 7.1 for the issue of up to a further 1.5 million Broker Options to Gleneagle Securities or its nominees as part consideration for lead manager services provided to the Company in connection with the Placement.

Resolution 3 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 3.

5.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is contained in Section 3.2 above.

The effect of Resolution 3 will be to allow the Company to issue the Broker Options during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity under Listing Rule 7.1.

5.3 Specific information required by Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to the proposed issue of the Broker Options:

(a) a maximum of 1.5 million Broker Options are to be issued;

(b) the Broker Options will be issued no later than 3 months after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules);

(c) the Broker Options will be issued for nil cash consideration as part consideration for lead manager services provided to the Company in connection with the Placement;

(d) the Broker Options will be issued to Gleneagle Securities (and its nominees), none of whom is a related party of the Company;

(e) the Broker Options will be exercisable at $0.20 each on or before 1 August 2020 and will otherwise be issued on the terms and conditions set out in Schedule 2;

(f) no funds will be raised from the Broker Options as they will be issued for nil cash consideration;

(g) it is intended that the Broker Options will be issued on or about the date of the Meeting; and

(h) a voting exclusion statement is included in the Notice.

6. Resolution 4 – Approval to issue Incentive Securities to Directors

6.1 General

As announced on 10 and 14 August 2018, the Board has agreed, subject to obtaining Shareholder approval, to issue:

(a) 1.5 million Shares and 2 million unquoted Options to Mr Uzi Breier (or his nominees); and

(b) 1 million unquoted Options to Dr Volker Mirgel (or his nominees),

(together, the **Incentive Securities**), as part of their remuneration as Directors of the Company.

The Shares to be issued as Incentive Securities to Mr Breier (or his nominees) will be issued for nil cash consideration and will be subject to a 12 month voluntary holding lock from the date of issue. The unquoted Options to be issued as Incentive Securities will be issued for nil cash consideration, exercisable at $0.13 each and expiring 5 years from the date of issue (**Incentive Options**). The full terms and conditions of the Incentive Options are set out in Schedule 3.

The Incentive Securities provide an incentive component to Mr Breier and Dr Mirgel's remuneration packages, and align their interests with those of Shareholders. The Board considers that the number of Incentive Securities to be granted to Mr Breier and Dr Mirgel is commensurate with their value to the Company and is an appropriate method to provide cost effective remuneration.

The resolutions which form part of Resolution 4 seek the approval of Shareholders pursuant to Listing Rule 10.11 for the issue of the Incentive Securities to Mr Breier and Dr Mirgel (or their respective nominees).

The resolutions which form part of Resolution 4 are ordinary resolutions.

The Board (excluding Mr Breier in relation to Resolutions 4(a) and (b) and Dr Mirgel in relation to Resolution 4(c)) recommends that Shareholders vote in favour of Resolution 4.

6.2 Listing Rule 10.11

Listing Rule 10.11 requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a related party, or a person whose relationship with the entity or a related party is, in ASX's opinion, such that approval should be obtained, unless an exception in Listing Rule 10.12 applies.

Mr Breier and Dr Mirgel are related parties of the Company by virtue of their positions as Directors. As the issue of Incentive Securities to Mr Breier and Dr Mirgel (or their nominees) involves the issue of Securities to a related party of the Company, Shareholder approval pursuant to Listing Rule 10.11 is required unless an exception

applies. It is the view of the Directors that the exceptions set out in Listing Rule 10.12 do not apply in the current circumstances.

As Shareholder approval is sought under Listing Rule 10.11, approval under Listing Rule 7.1 is not required. Accordingly, the issue of Incentive Securities will not be included under the Company's 15% annual placement capacity pursuant to Listing Rule 7.1.

6.3 Specific information required by Listing Rule 10.13

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to the proposed issue of Incentive Securities:

(a) the maximum number of Incentive Securities to be issued to Directors is:

(i) up to 1.5 million Shares and 2 million Incentive Options to Mr Uzi Breier (or his nominee);

(ii) up to 1 million Incentive Options to Dr Volker Mirgel (or his nominee);

(b) the Incentive Securities will be issued no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules);

(c) the Incentive Securities will be issued for nil cash consideration as they will be issued as part of Mr Breier and Dr Mirgel's remuneration packages;

(d) the Shares to be issued as Incentive Securities will be fully paid ordinary shares in the capital of the Company and will rank equally in all respects with the Company's existing Shares on issue, and the Incentive Options will be issued with an exercise price of $0.13 each and an expiry date 5 years from the date of issue, and otherwise on the terms and conditions set out in Schedule 3;

(e) the Incentive Securities will be issued for nil cash consideration and therefore no funds will be raised as a result of the issue; and

(f) a voting exclusion statement is included in the Notice.

6.4 Chapter 2E of the Corporations Act

In accordance with Chapter 2E of the Corporations Act, in order to give a financial benefit to a related party, the Company must:

(a) obtain Shareholder approval in the manner set out in section 217 to 227 of the Corporations Act; and

(b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

It is the view of the Board that the exceptions set out in sections 210 to 216 of the Corporations Act do not apply in the current circumstances. Accordingly, the Company is seeking approval for the purposes of Chapter 2E of the Corporations Act in respect of the proposed issue of the Incentive Securities pursuant to Resolutions 4(a), (b) and (c).

6.5 Information requirements for Chapter 2E of the Corporations Act

Pursuant to and in accordance with section 219 of the Corporations Act, the following information is provided in relation to the proposed issue of the Incentive Securities:

(a) **Identity of the related parties to whom Resolutions 4(a), (b) and (c) permit financial benefits to be given**

The Incentive Shares will be issued to Mr Breier (or his nominees) and the Incentive Options will be issued to Mr Breier and Dr Mirgel (or their respective nominees).

(b) **Nature of the financial benefit**

The resolutions which form part of Resolution 4 seek approval from Shareholders to allow the Company to issue the Incentive Securities in the amounts specified in Section 6.1 above to Mr Breier and Dr Mirgel or their respective nominees.

The Incentive Shares to be issued to Mr Breier (or his nominees) will be issued for nil cash consideration and will be subject to a 12 month voluntary holding lock from the date of issue. The Incentive Shares will otherwise be fully paid ordinary shares in the capital of the Company on the same terms and conditions as the Company's existing Shares and will rank equally in all respects with the Company's existing Shares. The Company will apply for official quotation of the Incentive Shares on ASX.

The Incentive Options are to be issued on the terms and conditions in Schedule 3. Any Shares to be issued upon conversion of the Incentive Options will be fully paid ordinary shares in the capital of the Company on the same terms and conditions as the Company's existing Shares and will rank equally in all respects with the Company's existing Shares.

(c) **Valuation of financial benefit**

A summary of the valuation of the Incentive Securities is set out below:

Director	Value of Incentive Securities		
	Incentive Shares[1]	Incentive Options[2]	Total
Mr Uzi Breier	$108,000	$96,127	**$204,127**
Dr Volker Mirgel	-	$48,064	**$48,064**

Notes:

1. The current value of the Incentive Shares is based the closing price of Shares ($0.072) on ASX on 17 December 2018.
2. The Incentive Options were valued using a Binomial valuation model, as set out in Schedule 5.

(d) **Remuneration of related parties**

The total annual remuneration arrangements current for each of Mr Breier and Dr Mirgel as at the date of this Notice are set out below:

Related Party	Salary and fees
Mr Uzi Breier[1]	US$240,000 (plus value added tax)
Dr Volker Mirgel	US$100,000 (inclusive of superannuation)

Notes:

1. At the discretion of the Board, Mr Breier may earn US$310,000 or more in cash bonuses upon the achievement of certain milestones linked to signing of binding sales agreement and achievement of targeted earnings before interest, tax, depreciation and amortisation for the 2019 and 2020 financial years, and may be issued the following Securities in addition to the Incentive Securities, subject to Shareholder approval:

   (a) 1,000,000 Shares on 31 December 2019 as a retention bonus, provided Mr Breier is still engaged by the Company at that time; and

   (b) 500,000 unquoted Options exercisable at $0.10 each and expiring 5 years from issue, upon Dotz Nano Ltd. (the Company's Israeli subsidiary) achieving earnings before interest, tax, depreciation and amortisation of US$500,000 or more for the financial year ending 31 December 2019.

(e) **Existing relevant interests**

At the date of this Notice, neither Mr Breier and Dr Mirgel hold any relevant interests in Equity Securities of the Company. Subject to the Board's discretion and Shareholder approval, Mr Breier may be issued with Securities in addition to the Incentive Securities as set out in Section 6.5(d) above.

Assuming that each of the resolutions which form part of Resolutions 4 is approved by Shareholders, all of the Incentive Securities are issued, vested and exercised into Shares, and no other Equity Securities are issued or exercised, the respective interests of Mr Breier and Dr Mirgel in the Company would be as follows:

(i) Mr Breier's interest would represent approximately 1.89% of the Company's expanded capital; and

(ii) Dr Mirgel's interest would represent approximately 0.54% of the Company's expanded capital.

(f) **Trading history**

The highest and lowest closing market sale prices of the Shares on ASX during the 12 months prior to the date of this Notice were:

Highest: $0.22 per Share on 8 January 2018

Lowest: $0.061 per Share on 18 June 2018

The latest available closing market sale price of the Shares on ASX prior to the date of this Notice was $0.082 per Share on 4 January 2019.

(g) **Dilution**

The issue of the Incentive Securities will have a diluting effect on the percentage interest of existing Shareholders' holdings if the Incentive Options vest and are exercised. The potential dilution effect is summarised below:

Incentive Securities	Dilutionary effect
Incentive Shares only	0.82%
Incentive Shares and Shares issued on exercise of the Incentive Options	2.43%

The above table assumes the current Share capital structure as at the date of this Notice (being 180,714,622 Shares on 17 December 2018) and that no Shares are issued other than the Incentive Shares and Shares issued on exercise of the Incentive Options.

The issue of the Incentive Shares and the exercise of all of the Incentive Options will result in a total dilution of all other Shareholders' holdings of 1.67% on a fully diluted basis (assuming that all existing Options and Performance Shares are exercised). The actual dilution will depend on the extent that additional Shares are issued by the Company.

(h) **Corporate governance**

Mr Breier is an executive director of the Company and therefore the Board believes that the grant of the Incentive Securities is in line with Recommendation 8.2 of the 3rd edition of the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations.

The Board acknowledges the grant of the Incentive Options to the non-executive Chairman, Dr Mirgel, is contrary to Recommendation 8.2 of the 3rd edition of the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations. However, the Board considers the grant of Incentive Options to Dr Mirgel reasonable in the circumstances for the reasons set out in Section 6.5(j) below.

(i) **Taxation consequences**

There are no taxation consequences for the Company arising from the issue of the Incentive Securities (including fringe benefits tax).

(j) **Director recommendations**

The Directors, other than Mr Breier and Dr Mirgel, who declined to make a recommendation to Shareholders in relation to the resolutions which form part of Resolution 4 due to their material personal interest in the outcome of the Resolutions, recommend that Shareholders vote in favour of Resolution 4 for the following reasons:

(i) through the leadership of Mr Breier and Dr Mirgel, they have re-focused the Company and overseen its advancement towards commercialisation over the last 6 months;

(ii) accordingly, the grant of the Incentive Securities is a reasonable benefit to recognise the past performance by Mr Breier and Dr Mirgel;

(iii) if all the Options vest and are exercised, based on the exercise price of $0.13 each, the Company will receive $390,000;

(iv) the grant of the Incentive Securities will further align the interests of Mr Breier and Dr Mirgel with those of Shareholders to increase Shareholder value;

(v) the issue of the Incentive Securities provides Mr Breier and Dr Mirgel with incentives to focus on superior performance in creating Shareholder value;

(vi) the grant of the Incentive Securities is a reasonable and appropriate method to provide cost effective remuneration as the non-cash form of this benefit will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to Mr Breier and Dr Mirgel; and

(vii) it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in granting the Incentive Securities upon the terms proposed.

(k) **Other information**

The Board is not aware of any other information that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass the resolutions which form part of Resolution 4.

7. Resolution 5 – Approval to issue Options to Dr Moti Gross

7.1 General

As part of his separation package, the Board agreed, subject to obtaining Shareholder approval, to issue 1.5 million unquoted Options to former Director and Chief Executive Officer Dr Moti Gross (or his nominees) (**Gross Options**). The Gross Options will be issued for nil cash consideration and will be exercisable for nil cash consideration on or before 20 April 2021. The full terms and conditions of the Gross Options are set out in Schedule 4.

Resolution 5 seeks the approval of Shareholders pursuant to Listing Rule 10.11 for the issue of the Gross Options to Dr Gross (or his nominees).

Resolution 5 is an ordinary resolution.

7.2 Listing Rule 10.11

Listing Rule 10.11 requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a related party, or a person whose relationship with the entity or a related party is, in ASX's opinion, such that approval should be obtained, unless an exception in Listing Rule 10.12 applies.

Dr Gross is a related party of the Company by virtue of his former position as Director. As the issue of Gross Options to Dr Gross (or his nominees) involves the issue of

Securities to a related party of the Company, Shareholder approval pursuant to Listing Rule 10.11 is required unless an exception applies. It is the view of the Directors that the exceptions set out in Listing Rule 10.12 do not apply in the current circumstances.

As Shareholder approval is sought under Listing Rule 10.11, approval under Listing Rule 7.1 is not required. Accordingly, the issue of Gross Options will not be included under the Company's 15% annual placement capacity pursuant to Listing Rule 7.1.

7.3 Specific information required by Listing Rule 10.13

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to the proposed issue of Gross Options:

(a) a maximum of 1.5 million Gross Options are proposed to be issued to former Director Dr Moti Gross (or his nominees);

(b) the Gross Options will be issued no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules);

(c) the Gross Options will be issued for nil cash consideration as they will be issued as part of Dr Gross' separation agreement;

(d) the Gross Options will be issued with an exercise price of nil and an expiry date of 20 April 2021, and otherwise on the terms and conditions set out in Schedule 4;

(e) the Gross Options will be issued for nil cash consideration and therefore no funds will be raised as a result of the issue; and

(f) a voting exclusion statement is included in the Notice.

7.4 Chapter 2E of the Corporations Act

In accordance with Chapter 2E of the Corporations Act, in order to give a financial benefit to a related party, the Company must:

(a) obtain Shareholder approval in the manner set out in section 217 to 227 of the Corporations Act; and

(b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

It is the view of the Board that the exceptions set out in sections 210 to 216 of the Corporations Act do not apply in the current circumstances. Accordingly, the Company is seeking approval for the purposes of Chapter 2E of the Corporations Act in respect of the proposed issue of the Gross Options pursuant to Resolution 5.

7.5 Information requirements for Chapter 2E of the Corporations Act

Pursuant to and in accordance with section 219 of the Corporations Act, the following information is provided in relation to the proposed issue of the Gross Options:

(a) **Identity of the related party to whom Resolution 5 permits financial benefits to be given**

The Gross Options will be issued to Dr Moti Gross (or his nominees), a former Director of the Company who resigned as a Director on 17 May 2018.

(b) **Nature of the financial benefit**

Resolution 5 seeks approval from Shareholders to allow the Company to issue up to 1.5 million Gross Options to Dr Gross or his nominees.

The Gross Options are to be issued on the terms and conditions in Schedule 4. Any Shares to be issued upon conversion of the Gross Options will be fully paid ordinary shares in the capital of the Company on the same terms and conditions as the Company's existing Shares and will rank equally in all respects with the Company's existing Shares.

(c) **Valuation of financial benefit**

The total value of the Gross Options is $117,000 based on a Binomial valuation model, as set out in Schedule 5.

(d) **Remuneration of related parties**

Dr Gross is not currently entitled to any remuneration payments as a former Director of the Company. However, the Company has agreed to pay Dr Gross 6 payments of US$20,000 per month plus value added tax from 1 June until 1 November 2018 in consideration for the transitional assistance provided by Dr Gross to the Company to facilitate the transition of business matters within his former areas of responsibility.

(e) **Existing relevant interests**

At the date of this Notice, Dr Gross and his associates hold the following relevant interests in Equity Securities of the Company:

(i) 3,185,687 Shares; and

(ii) 2,107,125 Performance Shares.

Assuming that Resolution 5 is approved by Shareholders, all of the Securities held by Dr Gross (or his associates) are vested and exercised into Shares, and no other Equity Securities are issued or exercised, Dr Gross' interest would represent approximately 3.69% of the Company's expanded capital.

(f) **Trading history**

Please refer to Section 6.5(f) for the latest, highest and lowest closing market sale prices of the Shares on ASX during the 12 months prior to the date of this Notice.

(g) **Dilution**

The issue of the Gross Options will have a potential diluting effect of 0.82% on the percentage interest of existing Shareholders' holdings if the Gross Options vest and are exercised, assuming the current Share capital structure as at the date of this Notice (being 180,714,622 Shares on 17 December 2018

2018) and that no Shares are issued other than Shares issued on exercise of the Gross Options.

The exercise of all of the Gross Options will result in a total dilution of all other Shareholders' holdings of 0.58% on a fully diluted basis (assuming that all existing Options and Performance Shares are exercised). The actual dilution will depend on the extent that additional Shares are issued by the Company.

(h) **Taxation consequences**

There are no taxation consequences for the Company arising from the issue of the Incentive Securities (including fringe benefits tax).

(i) **Director recommendations**

The Directors make no recommendation with respect to voting on Resolution 5 as the Company has a contractual obligation (subject to Shareholder approval) to issue the Gross Options as part of a separation agreement dealing with Dr Gross' departure from the Company.

(j) **Other information**

The Board is not aware of any other information that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass Resolution 5.

8. Resolution 6 – Approval to convert Converting Loans

8.1 General

As announced on 9 January 2019, the Company raised $0.8 million via convertible loans with sophisticated and professional investors to accelerate commercial engagements currently under negotiation (**Converting Loans**). A summary of the terms of the Converting Loans is set out below.

Borrower	Dotz Nano Limited ("Dotz", "the Company" or the "Borrower")
Facility Limit	A$1,000,000
Purpose	For working capital and capex
Execution Date	7 January 2019
Shareholder Approval Date	By 28 February 2019, or any other date as is agreed in writing between the Lender and the Borrower.
Conversion	Subject to the Shareholder Approval being obtained on or prior to the Shareholder Approval Date, the Lender irrevocably directs the Borrower to convert Outstanding Moneys (i.e. the amount of the Facility Limit plus accrued interest) into:
	(i) Shares in the Borrower at a share price of $0.08 per Share; and
	(ii) one (1) Option in the Borrower on a free attaching basis for each four (4) Shares issued pursuant to Shareholder Approval being obtained, with each Option having an exercise price of $0.12 and expiring on 30 June 2020

Termination Date	The earlier of:
	(i) eight (8) months after the Execution Date or any other date as is agreed in writing between the Lender and the Borrower; and
	(ii) the date Outstanding Moneys (all debts and monetary liabilities) are converted into Shares and Options in accordance with the Agreement.
Interest	Simple interest shall accrue on the advances made pursuant to the Agreement at 8% p.a. The payment of interest will be as follows:
	(i) Where the Shareholder Approval is obtained, accrued interest will be capitalised and convert to Shares and Options per the 'Conversion' description above.
	(ii) Where the Shareholder Approval is not obtained, the Borrower must pay to the Lender the accrued interest in relation to the advance on the Termination Date.
Repayment	In the event Shareholder Approval is not obtained on or prior to the Shareholder Approval Date, the Borrower must repay to the Lender all Outstanding Moneys on the Termination Date.
Security	The Loan is unsecured.

As noted in the summary, subject to Shareholders approving Resolution 6, the Converting Loans (including accured interest) convert to Shares at $0.08 per Share, with 1 unquoted Option exerciseable at $0.12 each and expiring 30 June 2020 (**Conversion Options**) being issued for every 4 Shares issued on conversion.

Resolution 6 seeks Shareholder approval pursuant to Listing Rule 7.1 for the conversion of Converting Loans.

Resolution 6 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 6.

8.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is contained in Section 3.2 above.

The effect of Resolution 6 will be to allow the Company to issue Shares and Options on conversion during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity under Listing Rule 7.1.

8.3 Specific information required by Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to the proposed issue of the Broker Options:

(a) a maximum of 12,642,466 Shares and 3,160,616 Conversion Options are to be issued upon conversion of the Converting Loans;

(b) the Shares and Conversion Options will be issued no later than 3 months after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules). Pursuant to the Converting Loans, conversion is anticipated to occur within 2 Business Days of the Meeting;

(c) the Shares and Conversion Options will be issued to the Converting Loan lenders, none of whom is a related party of the Company;

(d) the Conversion Options will be exercisable at $0.12 each on or before 30 June 2020 and will otherwise be issued on the terms and conditions set out in Schedule 6;

(e) no funds will be raised from the issue of the Shares and Conversion Options as the securities are being issued to convert the Converting Loans; and

(f) a voting exclusion statement is included in the Notice.

Schedule 1 - Definitions

In the Notice, words importing the singular include the plural and vice versa.

$ or A$ means Australian Dollars.

AEDT means Australian Eastern Daylight Time, being the time in Melbourne, Victoria.

ASX means the ASX Limited (ABN 98 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX Limited.

Board means the board of Directors.

Broker Options means up to 3 million unquoted Options issued or to be issued to Gleneagle Securities (or its nominees) on the terms and conditions set out in Schedule 2, which are the subject of Resolutions 2 and 3.

Chair means the person appointed to chair the Meeting of the Company convened by the Notice.

Closely Related Party means:

(a) a spouse or child of the member; or

(b) has the meaning given in section 9 of the Corporations Act.

Company means Dotz Nano Limited (ACN 125 264 575).

Conversion Options means the unquoted Options to be issued to Converting Loans lenders on the terms and conditions set out in Schedule 6, which are the subject of Resolution 6.

Converting Loans means the converting loans entered into by the Company as announced to ASX on 9 January 2019.

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

Director means a director of the Company.

Equity Security has the same meaning as in the Listing Rules.

Explanatory Memorandum means the explanatory memorandum which forms part of the Notice.

Gleneagle Securities means Gleneagle Securities (Aust) Pty Limited (ABN 58 136 930 526).

Gross Options means up to 1.5 million unquoted Options to be issued to Dr Moti Gross (or his nominees) on the terms and conditions set out in Schedule 4, which are the subject of Resolution 5.

Incentive Options means unquoted Options to be issued to Mr Uzi Breier and Dr Volker Mirgel (or their respective nominees) on the terms and conditions set out in Schedule 3.

Incentive Securities means up to an aggregate of 1.5 million Shares and 3 million Incentive Options to be issued to Mr Uzi Breier and Dr Volker Mirgel (or their respective nominees), which are the subject of the resolutions which form part of Resolution 4.

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the

Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any Director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

Listing Rules means the listing rules of ASX.

Meeting has the meaning given in the introductory paragraph of the Notice.

Notice means this notice of general meeting.

Option means an option to acquire a Share.

Placement has the meaning given in Section 3.1.

Placement Participants has the meaning given in Section 3.1.

Placement Shares means the total 27,777,778 Shares issued on 1 August 2018 to the Placement Participants under the Placement, which are the subject of Resolutions 1(a) and (b).

Proxy Form means the proxy form attached to the Notice.

Resolution means a resolution referred to in the Notice.

Schedule means a schedule to the Notice.

Section means a section of the Explanatory Memorandum.

Securities means any Equity Securities of the Company.

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

Shareholder means the holder of a Share.

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

Schedule 2 – Terms and conditions of Broker Options

The terms of the Broker Options are as follows:

1. (**Entitlement**): Each Option entitles the holder to subscribe for one Share upon exercise of the Option.

2. (**Exercise Price**): The Options have an exercise price of $0.20 per Option (**Exercise Price**).

3. (**Expiry Date**): Each Option will expire at 5:00pm (WST) on 1 August 2020 (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

4. (**Exercise Period**): The Options are exercisable at any time and from time to time on or prior to the Expiry Date (**Exercise Period**).

5. (**Notice of Exercise**): The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate or as otherwise agreed with the Company (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company (acting reasonably).

6. (**Exercise Date**): A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

7. (**Timing of issue of Shares on exercise**): Within 15 Business Days after the later of the following:

   (a) Exercise Date; and

   (b) when excluded information in respect of the Company (as defined in section 708A(7) of the Corporations Act) (if any) ceases to be excluded information,

   the Company will:

   (c) allot and issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;

   (d) give ASX a notice that complies with section 708A(5)(e) of the Corporations Act; and

   (e) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

   If the Company is unable to deliver a notice under paragraph 7(d) or such a notice for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company will lodge with ASIC a "cleansing prospectus" prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors. Where a "cleansing prospectus" is required, any Shares issued on exercise of Options will be subject to a holding lock until such time as a prospectus is issued by the Company.

8. (**Shares issued on exercise**): Shares issued on exercise of the Options rank equally with the then issued shares of the Company.

9. (**Quotation of Shares issued on exercise**): If admitted to the official list of ASX at the time, application will be made by the Company to ASX for quotation of the Shares issued upon the exercise of the Options.

10. (**Reconstruction of capital**): If at any time the issued capital of the Company is reconstructed, all rights of an Option holder are to be changed in a manner consistent with the Corporations Act and the Listing Rules at the time of the reconstruction.

11. (**Participation in new issues**): There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options. However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be set in accordance with the minimum time afforded by the Listing Rules. This will give the holders of Options the opportunity to exercise their Options prior to the date for determining entitlements to participate in any such issue in accordance with the Listing Rules.

12. (**Adjustment for bonus issues of Shares**): If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment):

    (a) the number of Shares which must be issued on the exercise of an Option will be increased by the number of Shares which the Option holder would have received if the Option holder had exercised the Option before the record date for the bonus issue; and

    (b) no change will be made to the Exercise Price.

13. (**Adjustment for entitlements issue**): If the Company makes an issue of Shares pro rata to existing Shareholders (other than as a bonus issue, to which paragraph 12 will apply) there will be no adjustment of the Exercise Price of an Option or the number of Shares over which the Options are exercisable.

14. (**Quotation of the Options**): The Company will not apply for quotation of the Options on ASX.

15. (**Transferability of the Options**): The Options are not transferable, except with the prior written approval of the Company and subject to any restrictions imposed by the ASX or under applicable Australian securities law.

Schedule 3 – Terms and conditions of Incentive Options

The terms of the Incentive Options are as follows:

1. (**Entitlement**): Each Option entitles the holder to subscribe for one Share upon exercise of the Option.

2. (**Exercise Price**): The Options have an exercise price of $0.13 per Option (**Exercise Price**).

3. (**Expiry Date**): Each Option will expire at 5:00pm (AEDT) on the date which is 5 years from the date of issue (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

4. (**Lapse**): All unexercised Options will automatically lapse and be forfeited where a relevant Director holder of the Options:

   (a) ceases employment, engagement or office with the Company or any of its subsidiaries;

   (b) becomes insolvent; or

   (c) acts fraudulently or dishonestly, or wilfully breaches their duties to the Company or any of its subsidiaries (in the reasonable opinion of the Board).

5. (**Exercise Period**): The Options are exercisable at any time and from time to time on or prior to the Expiry Date (**Exercise Period**).

6. (**Notice of Exercise**): The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate or as otherwise agreed with the Company (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company (acting reasonably).

7. (**Exercise Date**): A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

8. (**Timing of issue of Shares on exercise**): Within 15 Business Days after the later of the following:

   (a) Exercise Date; and

   (b) when excluded information in respect of the Company (as defined in section 708A(7) of the Corporations Act) (if any) ceases to be excluded information,

   the Company will:

   (c) allot and issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;

   (d) give ASX a notice that complies with section 708A(5)(e) of the Corporations Act; and

(e) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If the Company is unable to deliver a notice under paragraph 8(d) or such a notice for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company will lodge with ASIC a "cleansing prospectus" prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors. Where a "cleansing prospectus" is required, any Shares issued on exercise of Options will be subject to a holding lock until such time as a prospectus is issued by the Company.

9. (**Shares issued on exercise**): Shares issued on exercise of the Options rank equally with the then issued shares of the Company.

10. (**Quotation of Shares issued on exercise**): If admitted to the official list of ASX at the time, application will be made by the Company to ASX for quotation of the Shares issued upon the exercise of the Options.

11. (**Reconstruction of capital**): If at any time the issued capital of the Company is reconstructed, all rights of an Option holder are to be changed in a manner consistent with the Corporations Act and the Listing Rules at the time of the reconstruction.

12. (**Participation in new issues**): There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options. However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be set in accordance with the minimum time afforded by the Listing Rules. This will give the holders of Options the opportunity to exercise their Options prior to the date for determining entitlements to participate in any such issue in accordance with the Listing Rules.

13. (**Adjustment for bonus issues of Shares**): If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment):

(a) the number of Shares which must be issued on the exercise of an Option will be increased by the number of Shares which the Option holder would have received if the Option holder had exercised the Option before the record date for the bonus issue; and

(b) no change will be made to the Exercise Price.

14. (**Adjustment for entitlements issue**): If the Company makes an issue of Shares pro rata to existing Shareholders (other than as a bonus issue, to which paragraph 13 will apply) there will be no adjustment of the Exercise Price of an Option or the number of Shares over which the Options are exercisable.

15. (**Quotation of the Options**): The Company will not apply for quotation of the Options on ASX.

16. (**Transferability of the Options**): The Options are not transferable, except with the prior written approval of the Company and subject to any restrictions imposed by the ASX or under applicable Australian securities law.

Schedule 4 – Terms and conditions of Gross Options

The terms of the Gross Options are as follows:

1. (**Entitlement**): Each Option entitles the holder to subscribe for one Share upon exercise of the Option.

2. (**Exercise Price**): The Options have an exercise price of nil ($0.00) (**Exercise Price**).

3. (**Expiry Date**): Each Option will expire at 5:00pm (AEDT) on 20 April 2021 (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

4. (**Exercise Period**): The Options are exercisable at any time and from time to time on or prior to the Expiry Date (**Exercise Period**).

5. (**Notice of Exercise**): The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate or as otherwise agreed with the Company (**Notice of Exercise**). The Option holder may only exercise Options in multiples of 100,000 Options unless the Option holder exercises all Options held by the Option holder.

6. (**Timing of issue of Shares on exercise**): Within 15 Business Days after the later of the following:

   (a) Notice of Exercise; and

   (b) when excluded information in respect of the Company (as defined in section 708A(7) of the Corporations Act) (if any) ceases to be excluded information,

   the Company will:

   (c) allot and issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;

   (d) give ASX a notice that complies with section 708A(5)(e) of the Corporations Act; and

   (e) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

   If the Company is unable to deliver a notice under paragraph 6(d) or such a notice for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company will lodge with ASIC a "cleansing prospectus" prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors. Where a "cleansing prospectus" is required, any Shares issued on exercise of Options will be subject to a holding lock until such time as a prospectus is issued by the Company.

7. (**Shares issued on exercise**): Shares issued on exercise of the Options rank equally with the then issued shares of the Company.

8. (**Quotation of Shares issued on exercise**): If admitted to the official list of ASX at the time, application will be made by the Company to ASX for quotation of the Shares issued upon the exercise of the Options.

9. (**Reconstruction of capital**): If at any time the issued capital of the Company is reconstructed, all rights of an Option holder are to be changed in a manner consistent with the Corporations Act and the Listing Rules at the time of the reconstruction.

10. (**Participation in new issues**): There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options. However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be set in accordance with the minimum time afforded by the Listing Rules. This will give the holders of Options the opportunity to exercise their Options prior to the date for determining entitlements to participate in any such issue in accordance with the Listing Rules.

11. (**Adjustment for bonus issues of Shares**): If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment):

    (a) the number of Shares which must be issued on the exercise of an Option will be increased by the number of Shares which the Option holder would have received if the Option holder had exercised the Option before the record date for the bonus issue; and

    (b) no change will be made to the Exercise Price.

12. (**Adjustment for entitlements issue**): If the Company makes an issue of Shares pro rata to existing Shareholders (other than as a bonus issue, to which paragraph 13 will apply) there will be no adjustment of the Exercise Price of an Option or the number of Shares over which the Options are exercisable.

13. (**Quotation of the Options**): The Company will not apply for quotation of the Options on ASX.

14. (**Transferability of the Options**): The Options are not transferable, except with the prior written approval of the Company and subject to any restrictions imposed by the ASX or under applicable Australian securities law.

Schedule 5 – Valuation of Incentive Options and Gross Options

The Incentive Options to be issued to Mr Breier and Dr Mirgel pursuant to resolutions which form part of Resolution 4, and the Gross Options to be issued to Dr Gross pursuant to Resolution 5, have been valued according to the Binomial valuation model on the following assumptions:

Related Party	**Mr Uzi Breier**	**Dr Volker Mirgel**	**Dr Moti Gross**
Options	**Incentive Options**	**Incentive Options**	**Gross Options**
Valuation date	16 October 2018	16 October 2018	16 October 2018
Underlying asset price[1]	$0.078	$0.078	$0.078
Risk free interest rate[2]	2.256%	2.256%	2.087%
Expected volatility[3]	89.39%	89.39%	89.39%
Exercise price	$0.13	$0.13	$0.00
Time to maturity of Option	5 years	5 years	2.51 years
Value of each Option	$0.0481	$0.0481	$0.0780
Assumed vesting proportion[4]	100%	100%	100%
Aggregate value of Options	**$96,127**	**$48,064**	**$117,000**

Notes:

The valuations took into account the following matters:

1. Based on the closing price of Shares as at the last trading date prior to the valuation date (source: Thomson Reuters).

2. AU Govt Bond Benchmark Yield with maturity equal to the time to maturity of the underlying Option and as at the last trading day prior to the valuation date (source: Thomson Reuters).

3. The volatility calculation has been based on the annualised volatility (assuming 253 trading days in a year) of the Company's closing Share price for the period between 15 November 2016 (being the date on which the Company was reinstated to the official list of ASX following the reverse takeover of Northern Iron Limited) and 15 October 2018 (being the last date the Shares were traded prior to the valuation date).

4. There are no market-based or time-based vesting condition associated with the Options, which can be exercised at any time before the relevant Expiry Date

Schedule 6 – Terms and conditions of Conversion Options

The terms of the Conversion Options are as follows:

1. (**Entitlement**): Each Option entitles the holder to subscribe for one Share upon exercise of the Option.

2. (**Exercise Price**): The Options have an exercise price of $0.12 per Option (**Exercise Price**).

3. (**Expiry Date**): Each Option will expire at 5:00pm (WST) on 30 June 2020 (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

4. (**Exercise Period**): The Options are exercisable at any time and from time to time on or prior to the Expiry Date (**Exercise Period**).

5. (**Notice of Exercise**): The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate or as otherwise agreed with the Company (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company (acting reasonably).

6. (**Exercise Date**): A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

7. (**Timing of issue of Shares on exercise**): Within 15 Business Days after the later of the following:

   (a) Exercise Date; and

   (b) when excluded information in respect of the Company (as defined in section 708A(7) of the Corporations Act) (if any) ceases to be excluded information,

   the Company will:

   (c) allot and issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;

   (d) give ASX a notice that complies with section 708A(5)(e) of the Corporations Act; and

   (e) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

   If the Company is unable to deliver a notice under paragraph 7(d) or such a notice for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company will lodge with ASIC a "cleansing prospectus" prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors. Where a "cleansing prospectus" is required, any Shares issued on exercise of Options will be subject to a holding lock until such time as a prospectus is issued by the Company.

8. (**Shares issued on exercise**): Shares issued on exercise of the Options rank equally with the then issued shares of the Company.

9. (**Quotation of Shares issued on exercise**): If admitted to the official list of ASX at the time, application will be made by the Company to ASX for quotation of the Shares issued upon the exercise of the Options.

10. (**Reconstruction of capital**): If at any time the issued capital of the Company is reconstructed, all rights of an Option holder are to be changed in a manner consistent with the Corporations Act and the Listing Rules at the time of the reconstruction.

11. (**Participation in new issues**): There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options. However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be set in accordance with the minimum time afforded by the Listing Rules. This will give the holders of Options the opportunity to exercise their Options prior to the date for determining entitlements to participate in any such issue in accordance with the Listing Rules.

12. (**Adjustment for bonus issues of Shares**): If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment):

    (a) the number of Shares which must be issued on the exercise of an Option will be increased by the number of Shares which the Option holder would have received if the Option holder had exercised the Option before the record date for the bonus issue; and

    (b) no change will be made to the Exercise Price.

13. (**Adjustment for entitlements issue**): If the Company makes an issue of Shares pro rata to existing Shareholders (other than as a bonus issue, to which paragraph 12 will apply) there will be no adjustment of the Exercise Price of an Option or the number of Shares over which the Options are exercisable.

14. (**Quotation of the Options**): The Company will not apply for quotation of the Options on ASX.

15. (**Transferability of the Options**): The Options are not transferable, except with the prior written approval of the Company and subject to any restrictions imposed by the ASX or under applicable Australian securities law.

GM Registration Card

If you are attending the meeting in person, please bring this with you for Securityholder registration.

Dotz Nano Limited | ACN 125 264 575

[EntityRegistrationDetailsLine1Envelope]
[EntityRegistrationDetailsLine2Envelope]
[EntityRegistrationDetailsLine3Envelope]
[EntityRegistrationDetailsLine4Envelope]
[EntityRegistrationDetailsLine5Envelope]
[EntityRegistrationDetailsLine6Envelope]

[HolderNumber]

Holder Number:
[HolderNumber]

Vote by Proxy: DTZ

Your proxy voting instruction must be received by **3.30pm (AEDT) on 6, February 2019,** 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 VOTE ONLINE

Vote online at https://investor.automic.com.au/#/loginsah

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting form.

- ✓ **Save Money:** help minimise unnecessary print and mail costs for the Company.
- ✓ **It's Quick and Secure:** provides you with greater privacy, eliminates any postal delays and the risk of potentially getting lost in transit.
- ✓ **Receive Vote Confirmation:** instant confirmation that your vote has been processed. It also allows you to amend your vote if required.

SUBMIT YOUR PROXY VOTE BY PAPER

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.

VOTING UNDER STEP 1 - APPOINTING A PROXY

If you wish to appoint someone other than the Chairman 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 Chairman of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chairman 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 KMP

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

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

You must sign this form as follows in the spaces provided

Individual: Where the holding is in one name, the Shareholder must sign.

Joint holding: Where the holding is in more than one name, all of the 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://automic.com.au.

ATTENDING THE MEETING

Completion of a Proxy Voting Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Voting Form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.

POWER OF ATTORNEY

If a representative as power of attorney of a Shareholder of the Company is to attend the Meeting, a certified copy of the Power of Attorney, or the original Power of Attorney, must be received by the Company in the same manner, and by the same time as outlined for proxy forms.

Contact

Return your completed form

BY MAIL:
Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:
Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

Contact us – All enquiries to Automic

WEBCHAT: https://automic.com.au/
EMAIL: hello@automic.com.au
PHONE:
1300 288 664 (Within Australia)
+61 2 9698 5414 (Overseas)

AUTOMIC

STEP 1: Appoint Your Proxy

Complete and return this form as instructed only if you do not vote online

I/We being a Shareholder entitled to attend and vote at the General Meeting of Dotz Nano Limited, to be held at **3.30pm (AEDT) on 8, February, 2019 at Level 14, 330 Collins Street Melbourne Vic 3000** hereby:

Appoint the Chairman of the Meeting (Chair) OR if you are not appointing the Chairman 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 4(a), 4(b) and 4(c) (except where I/we have indicated a different voting intention below) even though Resolutions 4(a), 4(b) and 4(c) are connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

STEP 2: Your Voting Direction

Resolutions		For	Against	Abstain
1a	Ratification of prior issue of Placement Shares – Listing Rule 7.1	☐	☐	☐
1b.	Ratification of prior issue of Placement Shares – Listing Rule 7.1A	☐	☐	☐
2.	Ratification of prior issue of Broker Options	☐	☐	☐
3.	Approval to issue Broker Options	☐	☐	☐
4a.	Approval to issue Incentive Shares to Mr Uzi Breier	☐	☐	☐
4b.	Approval to issue Incentive Options to Mr Uzi Breier	☐	☐	☐
4c.	Approval to issue Incentive Options to Dr Volker Mirgel	☐	☐	☐
5.	Approval to issue Options to Dr Moti Gross	☐	☐	☐
6.	Approval to convert Converting Loans	☐	☐	☐

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: Sign Here + Contact Details

SIGNATURE OF SECURITYHOLDERS – THIS MUST BE COMPLETED

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 of your communications despatched by the Company electronically (where legally permissible).

DTZ

[HolderNumber]

L [HolderNumber]