

TRANSACTION SPECIFIC PROSPECTUS

Dotz Nano Limited **ACN 125 264 575**

The Prospectus contains an offer of:

- (a) up to 10,000,000 new Options for nil consideration exercisable at 10 (ten) cents per Option expiring 3 years from the date of issue on the basis of one Option for every two Shares issued to Placement Participants under the Placement (**Placement Options**);
 - (b) 12,000,000 new Options for nil consideration exercisable at 10 (ten) cents expiring 3 years from the date of issue to the Lead Manager (or its nominees) (**Broker Options**),
- (together the **Offers**).

The Offers opens today Monday, 27 October 2025.

The Offers closes at 5.00 pm (AEDT) on Monday, 27 October 2025.

This Prospectus has been prepared for the purposes of making the Offers and section 708A(11) of the Corporations Act to facilitate secondary trading of the Options and the Shares issued on the exercise of the Options.

IMPORTANT NOTICES

This Prospectus contains important information about the Offers and should be read in its entirety. If, after reading this Prospectus, you have any questions about the Options being offered under this Prospectus or any other matter relating to the Offers, then you should consult your professional adviser. An investment in the Options offered under this Prospectus should be considered speculative.

This Prospectus has been prepared in accordance with Section 713 of the Corporations Act.

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1. KEY DETAILS OF OFFER

1.1 Key terms of Offer

Detail	Terms
Exercise Price per Option	\$0.10 (10 cents)
Maximum number of Options issued under this Prospectus	22,000,000
Maximum number of Options issued under the Placement Options Offer	10,000,000
Maximum number of Options issued under the Broker Options Offer	12,000,000
Maximum gross proceeds of Offer	No funds will be raised through the issue of Options under the Offers.

1.2 Key indicative dates

Action	Date
Lodgement of the Prospectus with ASIC and release to ASX	Monday, 27 October 2025
Opening Date of the Offers	Monday, 27 October 2025
Closing Date of the Offers (5:00pm (AEDT))	Monday, 27 October 2025
Issue date of Options under the Offers	Tuesday, 28 October 2025
Quotation of Options under the Offers	Thursday, 30 October 2025

The above dates are indicative only and may be subject to change. Subject to the Corporations Act, the ASX Listing Rules and other applicable laws, the Company reserves the right including to close the Offers early, extend the Offers, or accept late Applications, either generally or in particular cases, without notification. Persons who wish to apply under the Offers are encouraged to submit their Application Form as soon as possible after the Offers open.

You cannot, in most circumstances, withdraw an Application once it has been accepted. No cooling-off rights apply to the Offer.

2. IMPORTANT INFORMATION

2.1 General

This Prospectus is dated 27 October 2025 and was lodged with the ASIC on that date. ASIC, ASX and their respective officers do not take any responsibility for the contents of this Prospectus or the merits of the investment to which the Prospectus relates

2.2 No investment or financial product advice

The information contained in this Prospectus is not financial product advice or investment advice and does not take into account your financial or investment objectives, financial situation or particular needs (including financial or taxation issues). You should seek professional advice from your accountant, financial adviser, stockbroker, lawyer or other professional adviser before deciding to subscribe for the Options under this Prospectus to determine whether it meets your objectives, financial situation and needs.

2.3 Disclosure

This Prospectus is a transaction specific prospectus for an offer of options to acquire continuously quoted securities (as defined in the Corporations Act) and has been prepared in accordance with section 713 of the Corporations Act.

Section 713 allows the issue of a more concise prospectus in relation to an offer of continuously quoted securities. It does not contain the same level of disclosure as an initial public offering prospectus and is only required to contain certain information in relation to the effect of the issue of the Options by the Company, and the rights and liabilities attaching to the Options and the Shares which will be issued upon the exercise of the Options. The Prospectus does not need to include general information in relation to all of the assets and liabilities, financial position, profits and losses or prospects of the Company.

This Prospectus incorporates by reference information contained in documents lodged with ASX. A document incorporated by reference in this Prospectus may be obtained free of charge from the Company during the application period.

Representations contained in this Prospectus are made taking into account that the Company is a disclosing entity for the purposes of the Corporations Act and certain matters are publicly available information or may reasonably be expected to be known to investors and professional advisers whom prospective investors may consult.

2.4 Publicly available information

The Prospectus should be read in conjunction with the Company's continuous disclosure announcements made by the Company which are available on the Company's website, <https://dotz.tech/investors/>, as well as the ASX market announcements platform available to view via the ASX website (at www.asx.com.au - ASX Code: DTZ).

The Company may release further announcements after the date of this Prospectus which may be relevant to your consideration of the Offers. Potential Applicants are encouraged to check whether any new announcements have been released by the Company after the date of this Prospectus before deciding on whether or not to participate in the Offers.

2.5 Disclaimer

No person is authorised to give any information or to make any representations in connection with this Prospectus. Any information or representation not contained in this Prospectus may not be relied on as having been authorised by the Company in connection with this Prospectus.

2.6 Offer Restrictions

The Offers do not constitute an offer in any place in which, or to any person to whom, it would

not be lawful to make such an offer of the Options. No action has been taken to register the Offers or otherwise permit the Offers to be made in any jurisdiction outside Australia. The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law in those jurisdictions and therefore persons who come into possession of this Prospectus should seek advice on and observe any of these restrictions. Failure to comply with these restrictions may violate securities laws.

Residents of countries outside Australia should consult their professional advisers as to whether any government or other consents are required, or whether any formalities need to be observed should they wish to make an application to take up the Options on the basis of this Prospectus. Submitting a duly completed Application Form will be taken to constitute a representation and warranty that there has been no breach of such laws and that all necessary approvals and consents have been obtained.

2.7 Prospectus availability

The Company will only distribute this Prospectus to those specific investors invited by the Directors to subscribe for the Options pursuant to this Prospectus. Accordingly, if you have not been invited by the Directors to subscribe for the Options pursuant to this Prospectus, you cannot subscribe for the Options pursuant to this Prospectus.

Applications for the Options offered pursuant to this Prospectus can only be made by an original Application Form. The right to participate in the Offers is not transferable. Please carefully read and follow the instructions in this Prospectus and on the accompanying Application Form when subscribing for the Options.

2.8 Forward-looking statements

This Prospectus contains forward-looking statements which are identified by words such as 'may', 'could', 'believes', 'estimates', 'targets', 'expects', or 'intends' and other similar words that involve risks and uncertainties.

These statements are based on an assessment of present economic and operating conditions and on a number of assumptions regarding future events and actions that, as at the date of this Prospectus, are expected to take place.

Such forward-looking statements are not guarantees of future performance and involve known and unknown risks, uncertainties, assumptions and other important factors, many of which are beyond the control of the Company and the Directors and management of the Company.

To the maximum extent permitted by law, none of the Company or any person named in this Prospectus or any person involved in the preparation of this Prospectus makes any representation or warranty (express or implied) as to the accuracy or likelihood of fulfilment of any forward looking statement, or any intentions or outcomes expressed or implied in any forward looking statement and disclaim all responsibility and liability for such forward looking statements (including, without limitation, liability for negligence). The Company has no intention to update or revise forward-looking statements, or to publish prospective financial information in the future, regardless of whether new information, future events or any other factors affect the information contained in this Prospectus, except where required by law. You are cautioned not to place undue reliance on any forward looking statement having regard to the fact that the outcome may not be achieved.

Any pro forma financial information (including past performance information) provided in this Prospectus is for information purposes only and is not a forecast of operating results to be expected in any future period. Except as required by law, and only then to the extent so required, neither the Company nor any other person warrants or guarantees the future performance of the Company or any return on any investment made pursuant to this

Prospectus.

2.9 Risk factors

Potential Applicants should be aware that subscribing for the Options involves a number of risks. The key risk factors of which potential Applicants should be aware are set out in Section 8 of this Prospectus. Potential Applicants should carefully consider the risk factors that affect the Company and the industry in which the Company operates.

2.10 Defined terms, currency and time

Capitalised terms and abbreviations used in this Prospectus are defined in Section 11 of this Prospectus. References to “I”, “you” and “your” are references to an Applicant.

All financial amounts shown in this Prospectus are expressed in Australian dollars unless otherwise stated.

Notwithstanding any references to the contrary, all references to time in this Prospectus are to Sydney, Australia time.

2.11 Past performance

Shareholders should note that past performance, including past Share price performance, cannot be relied on as an indicator of, and provides no guidance as to, future Company performance, including future Share performance.

2.12 No cooling-off rights apply to the Offers

Cooling-off rights do not apply to an investment pursuant to any of the Offers. This means that, in most circumstances, you cannot withdraw your Application once it has been lodged.

2.13 Withdrawal

The Company reserves the right to withdraw the Offers at any time before the issue of Options under the Offers.

2.14 Enquiries

If you are in any doubt as to how to deal with any of the matters raised in this Prospectus, you should consult with your broker or legal, financial or other professional adviser without delay. For enquiries concerning the Offers or how to accept the Offers, please contact the Company Secretary by email at company.secretary@dotz.tech.

3. OVERVIEW OF THE OFFERS

3.1 The Offers

This section is intended to highlight key information for potential investors. Further detail is set out in this Prospectus. Please read and consider this Prospectus in full before making any decision regarding applying for the Options.

Topic	Summary	Where to find more information
What are the Offers?	Under this Prospectus, the Company is offering: (a) up to 10,000,000 new Options for nil consideration exercisable at 10 (ten) cents per Option expiring 3 years from the date of issue on the basis of one Option for every two Shares issued to Placement Participants under the Placement; and (b) 12,000,000 new Options for nil consideration exercisable at 10 (ten) cents expiring 3 years from the date of issue to the Lead Manager (or its nominees).	Section 4.1.
What is the purpose of the Offers?	This Prospectus has also been issued to facilitate secondary trading of the Shares to be issued on exercise of the Options, and to facilitate the secondary sale of the Options.	Section 4.3.
Use of funds.	No funds will be raised as a result of the Offers.	Section 4.4.
Can I sell or transfer my entitlements?	No. The Offers are non-renounceable. Accordingly, you cannot offer to sell or transfer your entitlement to subscribe for Options under either of the Offers.	Section 4.6.
Are the Offers underwritten?	No, the Offers are not underwritten.	Section 4.9.
What are the terms of the Options?	Each Option has an exercise price of \$0.10, expiring 3 years from the date of issue and, upon exercise, will entitle the holder to one Share. Full terms of the Options are set out in Section 6.1.	Section 6.1.
Are there any tax implications of participating in the Offers?	Taxation implications will vary depending upon the specific circumstances of the investor. You should obtain professional advice as to the taxation treatment applicable to you.	Section 8.3(b).

Are there any risks associated with investments in the Company?	There are risks associated with investment in the Company. These include risks relating to the Offers and the Options, risks associated with financial investment generally. Please carefully consider the risks and the information contained in this Prospectus in conjunction with any specific matters which have or may be referred to in the Company's ASX announcements before deciding to apply for or acquire Options or otherwise making an investment in the Company.	Section 8.
Where can I find more information about the Company?	For more information on the Company, please see the Company's website (www.dotz.tech) or refer to the Company's ASX announcements (available on the ASX's website www.asx.com.au , search code "DTZ").	See the Important Information section above for further information.
What if I have any further questions about the Offers or how to apply?	You may contact the Company Secretary via email at company.secretary@dotz.tech .	See the Important Information section above for further information.

4. DETAILS OF THE OFFERS

4.1 Offers

(a) Placement Options Offer

On 20 May 2025, the Company announced a placement comprising the issue of 20,000,000 Shares at \$0.06 per Share (**Placement**) pursuant to the Company's capacity under ASX Listing Rule 7.1A to raise up to \$1.2 million (before costs). The issue of 19,166,666 Shares under the Placement occurred on 27 May 2025. The Company confirms that no further Shares will be issued in connection with the Placement.

The offer of Options to Placement Participants is an offer of up to 10,000,000 new Options for nil consideration on the basis of one Option for every one Share issued to Placement Participants under the Placement (**Placement Options Offer**). Where the determination of a Placement Participant's entitlement to Options under the Placement Options Offer results in a fraction, such fraction will be rounded down to the nearest whole Option.

Based on the number of Shares issued under the Placement, up to approximately 10,000,000 Options may be issued under the Placement Options Offer. No funds will be raised from the issue of the Options.

The Options offered under the Placement Options Offer will be exercisable at \$0.10 each and will expire three years from the date of issue and are otherwise issued on the terms set out in Section 6.1.

All of the Shares issued upon exercise of the Options will rank equally with the Shares on issue at the date of this Prospectus. Please refer to Section 7.1 for further information regarding the rights and liabilities attaching to the Shares.

(b) **Broker Options Offer**

The Company engaged the services of Evolution Capital Pty Ltd (ACN 652 397 263) (**Lead Manager**) to render lead management services in connection with the Placement conducted by the Company. The Company agreed to issue the Lead Manager (or its nominee) 12,000,000 new Options in consideration of those services.

The offer of 12,000,000 new Options to the Lead Manager is made in accordance with the arrangement with the Lead Manager as part of the consideration for services rendered to the Company (**Broker Options Offer**). Only the Lead Manager (or its nominee) may accept the Broker Options Offer, by using the relevant Application Form in relation to the Broker Options Offer. No funds will be raised from the Broker Options Offer as the Broker Options are being issued as part of the consideration for services provided to the Company by the Broker.

The Options offered under the Broker Options Offer will be exercisable at \$0.10 each and will expire three years from the date of issue and are otherwise issued on the terms set out in Section 6.1.

All of the Shares issued upon exercise of the Options will rank equally with the Shares on issue at the date of this Prospectus. Please refer to Section 7.1 for further information regarding the rights and liabilities attaching to the Shares.

4.2 Eligibility to participate in the Offers

Only Placement Participants are eligible to participate in the Placement Options Offer.

Placement Participants are those investors who participated in the Placement and were issued Shares under the Placement.

Only the Lead Manager (or its nominee) is eligible to participate in the Broker Options Offer.

There is no general public offer of Options under this Prospectus.

4.3 Purpose of the Offers

Section 707(3) of the Corporations Act generally 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.

The Corporations Act provides an exception to section 707(3) where an entity issues a 'cleansing' notice under section 708A(5). However, the Company is precluded from issuing a 'cleansing' notice in respect of the Options as they are not in a class of securities that were quoted at all times in the last 3 months.

Consequently, the Company has issued this Prospectus for the offer of new Options to the Placement Participants and the Consultant (or their nominees, as applicable). This Prospectus has also been issued to facilitate secondary trading of the Options and the Shares to be issued on the exercise of the Options. Issuing the Options under this Prospectus will enable persons who are issued the Options to on-sell the Shares issued on exercise of the 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 offers of Options under the Offers; and
- (b) ensure that the on-sale of the Options and Shares issued on conversion of the Options will not breach section 707(3) of the Corporations Act.

4.4 Use of funds

No funds will be raised as a result of the Offers. However, the Company will receive \$0.10 for each Option exercised.

If all Options under the Offers are issued and exercised, the Company will receive approximately \$2,200,000 (before costs). There is no certainty that any of the Options will be exercised.

Funds raised from the exercise of the Options are intended to be applied towards working capital and research and development initiatives.

The application of funds will depend on when Options are exercised and the status of the Company's projects and requirements at the relevant time.

The above is a statement of current intentions at the date of this Prospectus. Intervening events and new circumstances have the potential to affect the manner in which the funds are ultimately applied. The Board reserves the right to alter the way the funds are applied on this basis.

4.5 Opening and Closing Dates for the Offers

The Offers will open and the Company will accept Application Forms from Monday, 27 October 2025 (**Opening Date**) until 5.00pm (AEDT) on Monday, 27 October 2025 or such other date as the Directors in their absolute discretion shall determine, subject to the requirements of the Listing Rules (**Closing Date**).

4.6 No transfer of entitlements under the Offers

The Offers are non-renounceable and therefore Placement Participants and the Lead Manager (or their nominees, as applicable) cannot offer to sell or transfer any of their entitlement to participate in the Offers on ASX or via an off-market transfer (or any other exchange or privately transfer).

If you do not take up your right to receive the relevant Options by the Closing Date, the relevant Offer to you will lapse.

4.7 Issue Date

It is expected that Options will be issued in accordance with the dates specified in the indicative Timetable set out in Section 1.2 of this Prospectus.

It is the responsibility of Applicants to determine their allocation prior to trading in the Options. Applicants who sell the Options before they receive their holding statements do so at their own risk.

4.8 No cooling off rights

Cooling off rights do not apply to an investment in Options. You cannot withdraw your Application once it has been received.

4.9 No Underwriting

The Offers are not underwritten.

4.10 ASX Quotation

Application for Official Quotation of the Options offered pursuant to the Offers will be made in accordance with the timetable set out in Section 1.2 of this Prospectus.

The fact that ASX may grant Official Quotation of the Options is not to be taken in any way as an indication of the merits of the Offers or an interest in the Company.

4.11 Brokerage and Stamp Duty Costs

No brokerage or stamp duty is payable by either Placement Participants or the Lead Manager (or their nominees) on the issue of Options under this Prospectus.

4.12 Minimum and Maximum Subscription

There is no minimum subscription under the Offers.

Under the Placement Options Offer no person may apply for (and the Company will not issue) Options in excess of the person (or their nominee's) entitlement to Options, which is one free attaching Option for every one Share subscribed for and issued under the Placement, as applicable.

The Lead Manager (or its nominees) may not apply for (and the Company will not issue) Options in excess of 12,000,000 Options.

4.13 Application for Options

This Offer is not open to the general public and is only open to Placement Participants and the Lead Manager who are invited by the Company to subscribe for the Options. The Company may determine in its discretion whether to accept any or all Applications.

Applicants can only apply for Options using the Application Form which accompanies this Prospectus.

If an Application Form is not completed correctly, it may be treated by the Company as valid, at the Directors' discretion. The Directors' decision as to whether to treat such an Application Form as valid and how to construe, amend, or complete a form is final.

Given there is no consideration payable for the Options, the Application Form does not need to be accompanied by any payment of funds.

Completed Application Forms and accompanying must be delivered to the Company before 5:00pm (AEDT) on the Closing Date as follows:

By hand	By email
C/- Kardos Scanlan, Level 5, 44 Martin Place, Sydney NSW 2000	company.secretary@dotz.tech

4.14 Withdrawal

The Company reserves the right to withdraw the Offers at any time before Options are issued.

4.15 Enquiries

For enquiries concerning the Offer, please contact the Company Secretary by email at company.secretary@dotz.tech prior to the Closing Date. Alternatively, please consult your stockbroker or legal, financial or other professional advisor.

5. EFFECT OF THE OFFERS

5.1 Purpose of the Offers

The Placement Options Offer is being made in accordance with the Company's announcement on 20 May 2025 to offer one Option for every two Shares issued to Placement Participants under the Placement. The offer of 12,000,000 Options to the Lead Manager (or its nominees) is being made in accordance with the Broker Options Offer as consideration for services provided to the Company by the Lead Manager.

This Prospectus has also been issued to facilitate secondary trading of the Shares to be issued on exercise of the Options, and to facilitate the trading of the Options.

5.2 Effect on capital structure

The table below sets out the effect of the Offers on the Company's capital structure if all Options under the Offer are subscribed for, and no other securities are issued, cancelled, converted or exercised.

Issued Capital	Number of Securities	%
Shares on issue as at the date of this Prospectus	644,301,236	100%
Total Shares	644,301,236	100%
Options on issue as at the date of this Prospectus	115,360,224	84%
Maximum number of Options to be issued under the Placement Options Offer under this Prospectus	10,000,000	7%
Maximum number of Options to be issued under the Broker Options Offer under this Prospectus	12,000,000	9%
Total Options	137,360,224	100%
Convertible Notes on issue as at the date of this Prospectus	5,268,307	100%
Total Convertible Notes	5,268,307	100%

5.3 Effect on control

The Company is of the view that the Offers will not have a material effect on control of the Company. No investor or existing Shareholder will have Voting Power greater than 20% as a result of the completion of the Offers and the exercise of any Options issued under the Offers.

The maximum number of Options proposed to be issued under the Offers is approximately 22,000,000. If all of these Options are exercised, the Shares issued on exercise will constitute approximately 3.3% of the Shares on issue following completion of the Offers.

5.4 Effect on financial position

The Company does not consider that the Offers will have a material effect on the financial position of the Company. No funds will be raised from the issue of the Options pursuant to this Prospectus.

If all Options are issued and exercised (which is not certain), it would have the effect on the Company's financial position of increasing the cash balance by approximately \$2,200,000 (before costs).

The expenses of the Offers will be met from the Company's existing cash reserves. The immediate financial effect of Offers will have an effect on the Company's financial position of reducing the cash balance by approximately \$30,000 (exclusive of GST). Please refer to Section 9.6 for further details on the estimated expenses of the Offers.

6. RIGHTS AND LIABILITIES ATTACHING TO THE OPTIONS

6.1 Summary of the rights and liabilities attaching to the Options

The new Options will be issued on the following terms and conditions:

- (a) **No payment on issue**

The Applicant is not required to pay any amount upon the issue of the Options.

(b) **Exercise Price**

The exercise price of each Option is \$0.10.

(c) **Expiry Date**

Each Option may be exercised at any time before 5.00pm (AEDT) on the date that is 3 years after their issue (**Expiry Date**). Any Option not exercised prior to the Expiry Date will automatically expire.

(d) **Entitlement**

Each Option entitles the Applicant to subscribe for one Share in the Company upon payment of the Exercise Price for each Option.

(e) **Quotation of Options**

The Company will apply to ASX for quotation of the Options.

(f) **Exercise of Options**

To exercise Options, the Applicant must give the Company or its Share Registry, at the same time:

- (i) a written exercise notice (in the form approved by the Board of from time to time) specifying the number of Options being exercised and Shares to be issued (**Notice of Exercise**); and
- (ii) payment of the exercise price for the relevant Options the subject of the Notice of Exercise, by way of electronic funds transfer or by other means of payment approved by the Board.

Options will be deemed to have been exercised on the date the Notice of Exercise and exercise price are received by the Company.

A copy of Notice of Exercise can be requested from the Company by emailing the Company Secretary at company.secretary@dotz.tech or its Share Registry by emailing hello@automicgroup.com.au.

(g) **Quotation of Shares**

The Company will apply to ASX for quotation of Shares issued on exercise of the Options as soon as practicable after such Shares are issued.

(h) **Participation in new issues**

There are no participation rights or entitlements inherent in the Options and the holder will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options.

(i) **Adjustment for bonus issues of Shares**

In the event the Company proceeds with a bonus issue of Shares to Shareholders after the issue of the Options, the number of Shares over which an Option is exercisable may be increased in the manner permitted by the ASX Listing Rules applying at the time of the bonus issue.

(j) **Adjust of Exercise Price**

If there is a pro rata issue of Shares (other than a bonus issue of Shares) to Shareholders, after the issue of the Options and before the date the relevant Options must be exercised

or lapse, the Exercise Price of the relevant Options will be adjusted in accordance with the formula outlined in the ASX Listing Rules.

(k) **Adjustment for reorganisation**

If there is any reconstruction of the issued share capital of the Company, the rights of the holder may be varied in a manner consistent with the Corporations Act and to comply with the ASX Listing Rules which apply at the time of the reconstruction.

(l) **Voting**

The Options do not entitle the holder to notice of, or to vote at or attend, a meeting of the Shareholders unless and until the Options are exercised and the holder holds Shares.

(m) **Dividends**

The Options do not carry rights to dividends.

(n) **No rights to return of capital**

An Option does not entitle the holder to a return of capital, whether in a winding up, upon a reduction of capital or otherwise.

7. RIGHTS AND LIABILITIES ATTACHING TO SHARES

7.1 Summary of the rights and liabilities attaching to Shares

The following is a summary of the more significant rights attaching to the Shares. This summary is not exhaustive and does not constitute a definitive statement of the rights and liabilities of Shareholders. To obtain such a statement, persons should seek independent legal advice.

Full details of the rights and liabilities attaching to Shares are set out in the Company's Constitution and in certain circumstances, are regulated by the Corporations Act, the Listing Rules and the common law. A copy of the Company's Constitution is available for inspection free of charge at the Company's registered office during normal business hours.

The following is a broad summary (though not necessarily an exhaustive or definitive statement) of the rights and liabilities attaching to Shares:

(a) **Share Capital**

All issued Shares rank equally in all respects.

(b) **Voting Rights**

Subject to any rights or restrictions under the Constitution and the Corporations Act for the time being attached to any class or classes of Shares, at general meetings of Shareholders or of 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 shall, in respect of each Share held by that person or in respect of which the person is appointed proxy, attorney or representative, have one vote for each Share held, but in respect of partly paid Shares shall have a fraction of a vote equivalent to the proportion which the amount paid up bears to the total issue price for the Share.

(c) **Dividend Rights**

Subject to the Corporations Act, this Constitution and the terms of issue or rights of any shares with special rights to dividends, the Directors may determine or declare that a dividend is payable, fix the amount and the time for payment and authorise the payment or crediting by the Company to, or at the direction of, each Shareholder entitled to that dividend. The Directors may rescind or alter any such determination or declaration before payment is made. Interest is not payable by the Company on a dividend.

Subject to the rights of any persons entitled to shares with special rights as to dividend and to the terms of issue of any shares to the contrary, all sums that the Company determines are to be distributed among Shareholders as dividends are divisible among Shareholders so that, on each occasion on which a dividend is paid:

- (i) the same sum is paid on each fully paid share; and
- (ii) the sum paid on a share on which all amounts payable have not been paid is the proportion of the sum referred to above that the amount paid on the shares bears to the total of the amounts paid and payable on the share.

All dividends are to be apportioned and paid proportionately to the amounts paid on the shares during any portion or portions of the period for which the dividend is paid, but, if any share is issued on terms providing that it will rank for dividend as from a particular date, that share ranks for dividend accordingly.

(d) **Winding -up**

If the Company is wound up, the liquidator may, with the sanction 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 the liquidator considers fair on 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, with the sanction of a special resolution of the Company, vest the whole or any part of any such property in trustees on 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) **Transfer of Shares**

Generally, Shares are freely transferable, subject to formal requirements, and so long as the registration of the transfer will not result in a contravention of or failure to observe the provisions of a law of Australia, including the Corporations Act and the Listing Rules.

(f) **Further increase in capital**

The issue of shares in the Company is under the control of the Directors who may:

- (i) issue, allot and cancel or otherwise dispose of shares in the Company;
- (ii) grant options over unissued shares in the Company;
- (iii) reclassify or convert shares; and
- (iv) settle the manner in which fractions of a share, however arising, are to be dealt with,

subject to the Corporations Act, the Listing Rules and any special rights conferred on the holders.

(g) **Variation of rights attaching to shares**

The rights attaching to the shares of a class (unless otherwise provided by their terms of issue) may only be varied by a special resolution passed at a separate general meeting of the holders of those shares of that class, or in certain circumstances, with the written consent of the holders of at least seventy-five percent (75%) of the issued shares of that class.

(h) **General meeting**

Each holder of Shares will be entitled to receive notice of, and to attend and vote at, general meetings of the Company and to receive notices, accounts and other documents required to be furnished to Shareholders under the Constitution, the Corporations Act and the Listing Rules.

(i) **Amendment to the Constitution**

The Constitution can only be amended by a special resolution passed by at least 75% of Shareholders present and voting at the general meeting.

8. RISK FACTORS

8.1 Introduction

An investment in the Company is not risk free and should be regarded as speculative.

There are specific risks which relate directly to the Company's activities. In addition, there are other general risks, many of which are beyond the control of the Company and the Directors.

The risks identified in this Section, or other risk factors not identified, may have a material impact on the financial performance of the Company and the market price of the Shares and Options.

The following is not intended to be an exhaustive list of the risk factors to which the Company is exposed and does not take into account your individual circumstances or the individual circumstances of investors.

The Directors strongly recommend investors consider the risk factors described below, together with information contained elsewhere in this Prospectus, and consult with their professional advisers before deciding whether to apply for Options under this Prospectus.

8.2 Specific risks

(a) **Limited operating revenue**

The Company is in the development and early commercialisation phase and has not generated significant operating revenue to date. The Company has incurred losses in previous financial years and expects to continue to incur losses in the near term. There is a risk that the Company may never achieve profitability. Continued losses may result in the Company being required to raise additional capital, which may not be available on favourable terms, or at all.

(b) **Funding requirements and capital risk**

The Company's business model and growth strategy are capital-intensive. The Company anticipates that it will require further funding in the future to support its ongoing operations, product development, and commercialisation activities. While the Company has secured capital in the past, including through equity placements, there is no assurance that future funding will be available when required or on acceptable terms. Failure to obtain sufficient funding may adversely impact the Company's ability to meet its operational and strategic objectives.

The Company's capital requirements depend on numerous factors. Depending on the Company's ability to generate income from its operations, the Company may require further financing in addition to amounts raised under the Offer. 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 and may be prevented from progressing the commercialisation of its technology. There is however no guarantee that the Company will be able to secure any additional funding or be able to secure funding on terms favourable to the Company.

(c) Share price volatility

The market price of the Company's Shares and Options may be subject to significant fluctuations due to a range of factors, including market sentiment, investor perception, variations in operating results, changes in business conditions, or announcements made by the Company or its competitors. Low liquidity in the trading of the Company's Shares may also contribute to share price volatility, which may adversely affect the value of an investment in the Company.

(d) Commercialisation and supply chain risk

The Company's success is dependent upon the successful commercialisation of its products and technologies, including carbon capture materials. There is a risk that these products may not achieve expected levels of market acceptance or commercial traction due to a variety of factors including technological obsolescence, competing products, regulatory constraints, or failure to secure commercial partners or customers.

The Company's growth also depends on securing key inputs (nanomaterials, specialised membranes, engineering services) and scaling pilot-plant processes to commercial volumes. Disruptions in the supply of critical components, cost overruns during pilot-scale expansion or supplier concentration could delay production, increase unit costs or require redesign of technology platforms.

(e) Technological and development risk

The development and application of the Company's technology in the nanotechnology and environmental sectors involves complex scientific and engineering processes. There can be no assurance that the Company's current or future research and development activities will result in viable, scalable or competitive products. Additionally, new or emerging technologies developed by third parties may render the Company's offerings less competitive or obsolete.

(f) Reliance on partnerships and collaborations

The Company's development programs are supported by a number of strategic collaborations and research partnerships to advance its carbon capture technologies, including with SINTEF and Bar-Ilan University. Any failure by the Company or its partners to perform under these arrangements, or any breakdown in the relationships underpinning them, may materially affect the progress of the Company's development and commercialisation activities.

(g) Intellectual Property

The Company's ability to commercialise its technologies depends, in part, on the protection of its intellectual property. While the Company has taken steps to secure intellectual property rights in relevant jurisdictions, there is no guarantee that such rights will be adequate or enforceable. Furthermore, the markets in which the Company operates are competitive and subject to rapid technological change. Competitors,

including those with greater financial and technical resources, may develop and market similar or superior technologies, which could adversely affect the Company's ability to commercialise its products.

(h) Key Personnel

The Company depends on the talent and experience of its personnel. There may be a negative impact on the Company if any of its key personnel leave. It may be difficult to replace them, or to do so in a timely manner or at comparable expense. Additionally, any key personnel of the Company who leave to work for a competitor may adversely impact the Company.

The Company's ability to attract and retain personnel will have a direct impact on its ability to deliver its commercialisation and commitments. Additionally, increases in recruitment, wages and contractor costs may adversely impact the financial performance of the Company.

(i) Regulatory and compliance

The Company operates in regulated markets and must comply with applicable laws and regulations in each jurisdiction in which it operates. Changes to existing regulatory frameworks or the introduction of new regulatory obligations may increase the Company's compliance costs, delay product approvals, or otherwise adversely affect the Company's business and financial performance.

The carbon-capture industry is subject to rapidly changing national and international regulations, including emissions-trading schemes, carbon credit standards and environmental permitting requirements. Any tightening of regulatory thresholds, delays in government approvals or divergence between jurisdictions (Australia, EU, US) could materially impact the Company's project timelines, operating costs and revenue forecasts.

(j) Foreign exchange rate fluctuation

The expenditure of the Company is and will be in Australian and other various foreign currencies, including the US dollar and New Israeli Shekel. This exposes the Company to fluctuations in exchange rates, which are beyond the Company's control. This could adversely impact the profitability of the Company's foreign operations.

(k) Option risk

Prospective investors should be aware that an investment in the Options carries certain risks. These risks should be read in conjunction with the other risk factors associated with an investment in the Company's securities generally. There is no guarantee that the market price of the underlying Shares will exceed the exercise price of the Options at any time prior to expiry. In such circumstances, the Options may expire worthless and represent a total loss of the holder's investment.

(l) Liquidity risk

There can be no guarantee that the Options will be actively traded on the ASX or that a liquid market will develop or be maintained. An illiquid market may impact a holder's ability to sell Options or realise value prior to their expiry. The trading price of the Options may also be subject to greater volatility due to their derivative nature.

(m) Risk of an Israeli company

The Company's Israeli operations remain unaffected by military activities and attacks on Israel. All of the Company's employees have a home office setup in which they can work

remotely if needed. However, any escalation of military activities in and attacks on Israel could adversely affect the Company's Israeli operations, the availability of the Company's employees and negatively impact its financial performance.

The Company's research and development facilities are based in Israel and accordingly, political, economic and military conditions in Israel and the surrounding region, and national, company, consumer and other boycotts, may directly affect the Company's business. Furthermore, several countries, principally in the Middle East, restrict business with Israel and Israeli companies, and additional countries may impose restrictions on doing business with Israel and Israeli companies whether as a result of hostilities or otherwise. In addition, there have been increased efforts by activists to cause companies and consumers to boycott Israeli goods based on Israeli government policies. Such actions, particularly if they become more widespread, may have an adverse impact on the Company's ability to commercialise its products, its business operations and financial performance.

(n) **Cybersecurity and data protection**

The Company stores data in its own systems and networks and also with a variety of third-party service providers. Cyber-attacks could compromise or breach the safeguards implemented by the Company to maintain confidentiality of such information and could prevent customers from using the products for a period of time and result in significant disruption to the Company's systems, reputational damage, loss of system integrity, or breaches of the Company's obligations under applicable laws.

8.3 General risks

(a) **General market and share price risks**

There are general risks associated with any investment in the share market. The price of Shares may increase or decrease due to a number of factors. Those factors include fluctuations in domestic or global financial markets and general economic conditions, including interest rates, inflation rates, exchange rates, commodity and oil prices, changes to government fiscal, monetary or regulatory policies (including the imposition of tariffs), legislation or regulation, the removal or inclusion of the Company from market indices, and the nature of markets in which the Company operates.

(b) **Effect of global political situations**

Ongoing geopolitical instability, including the war in Ukraine and the continuing conflict between Israel and Hamas in Gaza and between Israel and Iran, is contributing to volatility in global markets and may delay or disrupt economic and business activity across various regions. If such unrest escalates further or spreads to involve additional countries or regions, it may heighten many of the other risks described in this Prospectus.

Governments and industries around the world have taken or may take responsive measures, including economic sanctions, trade restrictions, limitations on capital flows, supply chain reconfigurations, and travel or import/export restrictions. Any such measures, particularly those involving countries central to the Company's operations or supply chain, may adversely affect the Company's ability to operate, transact, or access necessary inputs and services.

While the Company currently considers the direct impact of the conflict in Gaza and Iran and broader regional instability on its operations to be limited, the situation remains fluid and highly uncertain. Future escalations, changes in international policy, or interruptions to regional infrastructure, workforce mobility, or commercial relationships could materially impact the Company's financial performance and prospects.

The Company continues to monitor developments closely, but notes that the geopolitical and economic implications of these conflicts may evolve unpredictably and are largely outside the Company's control.

(c) **Taxation**

The acquisition and disposal of securities will have tax consequences, which will differ depending on the individual financial affairs of each prospective investors. All potential investors are urged to obtain independent professional advice about the consequences of acquiring securities from a taxation viewpoint and generally.

To the maximum extent permitted by the law, the Company, its officers and each of their respective advisors accept no liability and responsibility with respect to the taxation consequences of subscribing for the Options under this Prospectus.

(d) **Dividends**

There are a range of factors that determine the payment of dividends on Shares that result from the exercise of the Options. These include the profitability of the business, its cash reserves, future capital requirements and obligations under debt facilities. Any future determination as to the payment of dividends by the Company will be at the discretion of the Directors and will depend on the financial condition of the Company, future capital requirements and general business and other factors considered relevant by the Directors. There is no guarantee that any dividend will be paid by the Company.

(e) **Litigation**

Legal proceedings and claims may arise from time to time in the ordinary course of the Company's business and may result in high legal costs, adverse monetary judgments and/or damage to the Company's reputation which could have an adverse impact on the Company's financial position or performance and the price of its securities.

(f) **Forward-looking information**

The forward-looking statements, opinions and estimates provided in this document rely on various contingencies and assumptions. Various factors and risks, both known and unknown, many of which are outside the control of the Company, may impact upon the performance of the Company and cause actual performance to vary significantly from expected results. There is no guarantee that the Company will achieve its stated objectives or that forward-looking statements or forecasts will prove to be accurate.

(g) **Speculative investment**

The Options offered pursuant to this Prospectus should be considered speculative. There cannot be any assurance as to the Share price being at a level which makes the conversion of the Options commercially feasible.

Investors should consider that an investment in the Company is speculative and should consult their professional advisers and make their own assessment of the likely risks and determine whether an investment in the Company is appropriate having regard to their own particular circumstances before deciding whether to apply for Options pursuant to this Prospectus.

(h) **Dilution Risk**

No immediate dilution will occur as a result of the issue of Options under this Prospectus. Subsequent exercise of any or all of the Options will result in negligible dilution.

However, subsequent exercise or vesting of all of the Options and Convertible Notes will result in some dilution of existing Shareholders. See Section 5.2 for further information.

It is not possible to predict what the value of the Company, a Share or an Option will be following the completion of the Offers being implemented and the Directors do not make any representation as to such matters.

8.4 Other risks

The above list of risk factors ought not to be taken as exhaustive of the risks faced by the Company or by holders of securities 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.

For further information in relation to other risks which might affect the Company, please refer to the Company's 2024 Annual Report announced to the market on 28 February 2025.

9. ADDITIONAL INFORMATION

9.1 Continuous disclosure obligations

As set out in the **Important Information** at the beginning of this Prospectus, the Company is a disclosing entity for the purposes of section 713 of the Corporations Act. As such, it is subject to regular reporting and disclosure obligations under the Corporations Act and the ASX Listing Rules, including the preparation of annual reports and half yearly reports. The Company is required, under the ASX Listing Rules (subject to certain limited exceptions), to disclose any information of which it is or becomes aware of concerning the Company and which a reasonable person would expect to have a material effect on the price or value of the Company's securities.

Price sensitive information is publicly released through ASX before it is disclosed to Shareholders and market participants. Distribution of other information to Shareholders and market participants is also managed through disclosure to ASX. In addition, the Company posts information on its website after the ASX confirms an announcement has been made, with the aim of making the information readily accessible to the widest audience.

By virtue of section 713 of the Corporations Act, the Company is entitled to issue a "transaction specific" prospectus in respect of the Offer.

In general terms, a "transaction-specific prospectus" is only required to contain information in relation to the effect of the issue of securities on the Company and the rights and liabilities attaching to the securities. It is not necessary to include general information in relation to all of the assets and liabilities, financial position and performance, profits and losses or prospects of the issuing company.

As a disclosing entity under the Corporations Act, the Company states that:

- (a) it is subject to regular reporting and disclosure obligations;
- (b) copies of documents lodged with the ASIC in relation to the Company (not being documents referred to in section 1274(2)(a) of the Corporations Act) may be obtained from, or inspected at the offices of ASIC; and
- (c) it will provide a copy of each of the following documents, free of charge, to any person on request between the date of issue of this Prospectus and the Closing Date:
 - (i) the annual financial report most recently lodged by the Company with the ASIC; and
 - (ii) any continuous disclosure documents given by the Company to ASX in accordance with the Listing Rules as referred to in section 674(1) of the Corporations Act after

the lodgement of the annual financial report referred to in Section 9.1(c)(i) and before the lodgement of this Prospectus with the ASIC.

As at the date of this Prospectus, the information that has been excluded from a continuous disclosure notice in accordance with the ASX Listing Rules relates to the standby subscription agreement between the Company and TRITON FUNDS LP (**Triton**) as announced on 11 April 2025 (**Subscription Agreement**). Under the Subscription Agreement the Company has the right (but not the obligation), in its discretion, to sell Shares valued at up to A\$4 million to Triton, at any time until 31 December 2025. As announced on 20 May 2025, the Company, in line with the signed Subscription Agreement, issued a drawdown notice to Triton, and Triton has raised questions regarding certain aspects of the timing of the issue of Shares and payment of funds under the Subscription Agreement. The Company's representatives have sought to engage in discussions with Triton to resolve the matters and have not received a response. The Company has not yet received any funds from Triton and the funds remain outstanding. The Company is considering its legal position and next steps under this Subscription Agreement.

Other than as disclosed above, there is no other information which has been excluded from a continuous disclosure notice in accordance with the ASX Listing Rules that investors or their professional advisers:

- (a) would reasonably require for the purpose of making an informed assessment of:
 - (i) the assets and liabilities, financial position and performance, profits and losses and prospects of the Company; and
 - (ii) the rights and liabilities attaching to the securities the subject of this Prospectus; and
- (b) would reasonably expect to find in this Prospectus.

This Prospectus contains information specific to the Offer.

Details of documents lodged by the Company with ASX since the date of lodgement of the Company's latest annual financial report and before lodgement of this Prospectus with the ASIC are set out in the table below.

Date	ASX announcement
10 October 2025	Notification regarding unquoted securities - DTZ
8 October 2025	Cleansing Notice
8 October 2025	Application for quotation of securities - DTZ
7 October 2025	Proposed issue of securities - DTZ
7 October 2025	Unsecured Loans - Second Tranche
30 September 2025	Dotz Announces First Commercial Order for DAC Sorbent
23 September 2025	Application for quotation of securities - DTZ
22 September 2025	Dotz Nano Files U.S. Patent Application
9 September 2025	Proposed issue of securities - DTZ
9 September 2025	Unsecured Loan
3 September 2025	Application for quotation of securities - DTZ
2 September 2025	Response to Price Query
29 August 2025	Dotz Interim Report 2025 Results Announcement

29 August 2025	Appendix 4D & Half Year Accounts - 30 June 2025
29 August 2025	Trading Halt
29 August 2025	Pause in Trading
8 August 2025	Application for quotation of securities - DTZ
7 August 2025	Notification of cessation of securities - DTZ
7 August 2025	Notice under ASX Listing Rule 3.10A
1 August 2025	Cleansing Notice
1 August 2025	Notification regarding unquoted securities - DTZ
1 August 2025	Issue of Employee Options
31 July 2025	Application for quotation of securities - DTZ
31 July 2025	Quarterly Activities/Appendix 4C Cash Flow Report
3 July 2025	Dotz Partners with Carbon Capture Inc.
20 June 2025	Ceasing to be a substantial holder
4 June 2025	Cleansing Statement
4 June 2025	Application for quotation of securities - DTZ
30 May 2025	Results of Meeting
27 May 2025	Cleansing Statement
27 May 2025	Application for quotation of securities - DTZ
26 May 2025	Correction to ASX Announcements
20 May 2025	Addendum to AGM Notice of Meeting/Proxy Form
20 May 2025	Proposed issue of securities - DTZ
20 May 2025	Proposed issue of securities - DTZ
20 May 2025	Placement and Funding Update
16 May 2025	Trading halt
1 May 2025	Notice of Annual General Meeting/Proxy Form
30 April 2025	Quarterly Activities/Appendix 4C Cash Flow Report
29 April 2025	Application for quotation of securities - DTZ
11 April 2025	Proposed issue of securities - DTZ
11 April 2025	Dotz Announces Strategic Investment of A\$4 Million
9 April 2025	Trading halt
1 April 2025	Dotz Gabelli Conference Participation - Webinar
27 March 2025	Dotz Successful Lab-Scale Pilot Demonstration
28 February 2025	FY24 Results Announcement

Copies of documents released to ASX in relation to the Company (listed above and any future announcements) may be obtained from the Company's website, <https://dotz.tech/investors/>,

as well as the ASX market announcements platform available to view via the ASX website (at www.asx.com.au - ASX Code: DTZ).

Copies of all documents lodged with the ASIC in relation to the Company can be inspected at the registered office of the Company during normal office hours.

If investors require further information in relation to the Company, they are recommended to inspect or obtain copies of the documents referred to above.

9.2 Market price of Shares

The Company is a disclosing entity for the purposes of the Corporations Act and its Shares are enhanced disclosure securities quoted on ASX.

The highest, lowest and last closing market sale prices of the Shares on ASX during the three months immediately preceding the Business Day prior to the date of lodgement of this Prospectus with ASIC and the respective dates of those sale were:

	Share Price	Date
Highest	\$0.096	25 September 2025
Lowest	\$0.035	27 August 2025
Last	\$0.059	24 October 2025

9.3 Details of substantial holders

Based on publicly available information as at the date of this Prospectus, there is one shareholder of the Company together with their Associates, that have a relevant interest in 5% or more of the Shares on issue, being Southern Israel Bridging Fund LP (**SIBF LP**) and Southern Israel Bridging Fund Two LP (**SIBF 2**), together SIBF LP and SIBF 2 '**SIBF**'. SIBF has an interest in 77,678,262 Shares representing approximately 12.06% of the Shares on issue.

In the event that the Offers are fully subscribed, there will be no change to the substantial holders on completion of the Offers.

9.4 Interests of Directors

(a) Holdings

The relevant interest of each of the Directors in securities of the Company as at the date of this Prospectus are as follows:

Director / Shareholder (and/or associates(s))	Shares	Options
Mr Bernie Brookes AM (Non-Executive Chairman). The securities are held by Brookes Family Investments Pty Limited as trustee for The Brookes Investment Trust of which Mr Brookes is a director and controlling shareholder of the trustee and beneficiary of the trust.	3,340,000	3,000,000
Mr Sharon Malka (Chief Executive Officer and Executive Director)	605,880	10,842,750

Director / Shareholder (and/or associates(s))	Shares	Options
The securities are held by IBI Trust Management as trustee for the Sharon Malka Trust of which Mr Malka is the beneficiary of the trust.		
Ms Kerry Harpaz (Non-Executive Director)		
(a) Securities held by Marzameno Ltd a Cyprus based company with the ultimate beneficiary being Ms Harpaz spouse	(a) 21,689,882	(a) 2,500,000
(b) Share held by BNP PARIBAS NOMINEES PTY LTD SIX SIS LTD <DRP A/C> for Marzameno Ltd a Cyprus based company with the ultimate beneficiary being Ms Harpaz spouse	(b) 2,500,000	(b) N/A
(c) Shares held by Mr Natanel Harpaz, Ms Harpaz spouse	(c) 3,712,708	(c) N/A
(d) Shares held by KNH INVESTMENTS (AUST) PTY LTD of which Ms Harpaz is a controlling shareholder.	(d) 100	(d) N/A
Mr Doron Eldar (Non-Executive Director)		
(a) GO RND PTY LTD as trustee for the RGO Family Trust Account of which Mr Eldar is the sole director and sole shareholder of the trustee and beneficiary of the trust.	(a) 1,369,371	(a) 1,500,000
(b) ELDAR INVESTMENT PTY LTD as trustee for the Eldar Self Managed Super Fund of which Mr Eldar is a beneficiary of the super fund.	(b) 621,000	(b) N/A
Mr Mitchell Board (Non-Executive Director)	30,000	1,500,000
Mr Glenn Kelly (Non-Executive Director)	N/A	4,500,000

(c) **Participation in the Offer**

None of the Directors will participate in the Offers.

(d) **Director Remuneration**

The Constitution provides that Directors are entitled to be paid for their services as directors but the aggregate of their remuneration shall not exceed the amount approved by the Company in general meeting. The aggregate amount currently approved for the Non-Executive Director fees is \$600,000. A Director may also be paid fees or other amounts (i.e. non-cash performance incentives such as Options, subject to any necessary Shareholder approval) as the Directors determine where a Director performs duties or provides services outside the scope of their normal duties. A Director may be reimbursed for out of pocket expenses incurred by them in or about the performance of their duties as Directors.

The table below sets out the annual cash remuneration (exclusive of superannuation) of each Director as at 1 January 2025.

Director	Status	Remuneration
Mr Bernie Brookes AM	Non-Executive Chairman	A\$120,000
Mr Sharon Malka	CEO and Executive Director	A\$576,270
Ms Kerry Harpaz	Non-Executive Director	A\$60,000
Mr Doron Eldar	Non-Executive Director	A\$60,000
Mr Mitchell Board	Non-Executive Director	A\$60,000
Mr Glenn Kelly	Non-Executive Director	A\$61,400

(e) Related party arrangements

There are no related party transactions entered into that have not otherwise been disclosed in this Prospectus. From time to time, the Company may enter into transactions with related parties, including but not limited to:

- (i) employment, consulting, and other service arrangements; and
- (ii) the payment of directors' fees and other remuneration.

The Company believes that all prior related party transactions have been appropriately disclosed and undertaken on arm's length terms, where applicable.

Any future related party transactions will be subject to applicable legal and corporate governance requirements, including (where relevant) the Corporations Act, ASX Listing Rules, and any internal related party transaction policies adopted by the Company.

Nevertheless, there remains a risk that related party transactions may give rise to actual or perceived conflicts of interest, which may impact investor confidence, particularly where disclosure or approval processes are not perceived as sufficiently robust.

(f) Interests of advisers

Other than as set out below or elsewhere in this Prospectus, no person named in this Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus holds, or has held within the 2 years preceding lodgement of this Prospectus with ASIC, any interest in:

- (i) the formation or promotion of the Company;
- (ii) property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Offers; or
- (iii) the Offers; and

no amounts have been paid or agreed to be paid (whether in cash, securities or otherwise), and no other benefit has been given or agreed to be given, to any of those persons for services provided by those persons in connection with the formation or promotion of the Company or the Offer.

- (g)** Kardos Scanlan has acted as Australian legal adviser to the Company in relation to this Prospectus and the Offers. In aggregate, the Company estimates that it will pay approximately \$25,000 (plus GST and disbursements) for these services to the date of this Prospectus. Further amounts may be paid to Kardos Scanlan in accordance with their usual time based charge out rates.

9.5 Consents

Chapter 6D of the Corporations Act imposes a liability regime on the Company (as the offeror of the securities), the Directors, the persons named in the Prospectus with their consent as proposed directors, any underwriters, 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 statement made in it.

Each of the parties referred to in this Section 9.5:

- (a) does not make, or purport to make, any statement in this Prospectus other than those referred to in this Section 9.5;
- (b) 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 9.5; and
- (c) has not withdrawn its consent prior to the lodgement of this Prospectus with the ASIC.

Kardos Scanlan has given its written consent to being named as the solicitors to the Company in this Prospectus.

Each of the Directors has given their written consent to being named in the Prospectus in the context in which they are named. Each of the Directors has not withdrawn their consent before the lodgement of this Prospectus with ASIC.

9.6 Expenses of the Offers

The total expenses of the Offers including legal fees, ASX and ASIC fees and other miscellaneous expenses are estimated to be \$30,000. Financial forecasts

The Directors have considered the matters set out in ASIC Regulatory Guide 170 and believe that they do not have a reasonable basis to forecast future earnings on the basis that the operations of the Company are inherently uncertain. Accordingly, any forecast or projection information would contain such a broad range of potential outcomes and possibilities that it is not possible to prepare a reliable best estimate forecast or projection.

9.7 Determination by ASIC

ASIC has not made a determination which would prevent the Company from relying on section 713 of the Corporations Act in issuing the Options.

9.8 Clearing House Electronic Sub-Register System (CHES) and Issuer Sponsorship

The Company currently operates an electronic issuer-sponsored register and an electronic CHES sub-register. The two sub-registers together will comprise the Company's register of Shares.

The Company will not issue certificates to security holders. Rather, holding statements (similar to a bank account statement) will be dispatched to security holders as soon as practicable after the issue.

Holding statements will be sent either by CHES (for security holders who elect to hold securities on the CHES sub-register) or by the Company's share registry (for security holders who elect to hold their securities on the issuer sponsored sub-register). The statements will set out the

number of securities issued under this Prospectus and the Holder Identification Number (for security holders who elect to hold securities on the CHESS sub register) or Shareholder Reference Number (for security holders who elect to hold their securities on the issuer sponsored sub-register). Updated holding statements will also be sent to each security holder following the month in which the balance of their security holding changes, and also as required by the Listing Rules and the Corporations Act.

9.9 Privacy Act

If you complete an Application Form, you will be providing personal information to the Company (directly or by the Share Registry). The Company collects, holds and will use that information to assess your Application, service your needs as a holder of equity securities in the Company, facilitate distribution of payments and corporate communications to its securityholders and carry out administration.

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

You can access, correct and update the personal information that we hold about you by writing to the Company through the Share Registry.

Collection, maintenance and disclosure of certain personal information is governed by legislation including the *Privacy Act 1988* (Cth), the Corporations Act and certain rules such as the ASX Settlement Operating Rules. You should note that if you do not provide the information required on the Application, the Company may not be able to accept or process your Application.

9.10 Governing Law

The information in this Prospectus, the Offers, and the contracts formed on acceptance of the Offers are governed by the law applicable in New South Wales, Australia. Any person who applies for Options the subject of the Offers submits to the non-exclusive jurisdiction of the courts of New South Wales, Australia.

9.11 Litigation

As at the date of this Prospectus, so far as the Company is aware there are no legal or arbitration proceedings active or threatened against the Company that are likely to have a material effect on the Company's financial position.

9.12 Electronic Prospectus

This Prospectus will be made available in electronic form. Persons having received a copy of this Prospectus in its electronic form may obtain an additional copy of this Prospectus (free of charge in hard copy or as a further electronic copy) by contacting the Company. If you are accessing the electronic version of this Prospectus for the purpose of making an investment in the Company, you must be an Australian resident and must only access this Prospectus from within Australia.

The Corporations Act prohibits any person passing onto another person an Application Form unless it is attached to a hard copy of this Prospectus or it accompanies the complete and unaltered version of this Prospectus. The Company will not accept a completed Application Form if it has reason to believe that the applicant has not received a complete and unaltered copy of the Prospectus and any relevant supplementary or replacement prospectus or any of those documents were incomplete or altered.

9.13 Alteration of terms

The Company reserves the right, at its discretion, to vary all or part of the Offers at any time, subject to the Corporations Act and ASX Listing Rules and any other law or regulation to which the Company is subject.

10. DIRECTORS' CONSENT

This Prospectus is issued by the Company and its issue has been authorised by a resolution of the Directors.

In accordance with section 720 of the Corporations Act, each Director has consented in writing to the lodgement of this Prospectus with ASIC and has not withdrawn that consent.

Signed for and on behalf of the Company:



Mr Bernie Brookes AM
Non-Executive Chairman and Company Secretary

11. DEFINITIONS

\$ or Dollars means dollars in Australian currency (unless otherwise stated).

AEDT means Australian Eastern Daylight Time.

Applicant means a person who applies for Options pursuant to the Offers.

Application means a valid application for Options offered under this Prospectus.

Application Form means an application form that accompanies this Prospectus.

ASIC means the Australian Securities and Investments Commission.

ASTC means ASX Settlement Pty Ltd ACN 008 504 532.

ASX means ASX Limited ACN 008 624 691 or the financial market operated by it, as the context requires.

ASX Listing Rules means the listing rules of the ASX.

ASX Settlement Operating Rules means the settlement rules of the securities clearing house which operates CHESS.

Board means the board of Directors unless the context indicates otherwise.

Broker Options Offer has the meaning given in Section 4.1(b).

CHESS means Clearing House Electronic Sub-register System of ASTC.

Closing Date means the date specified in the timetable set out in Section 1 of this Prospectus or such other date as may be determined by the Directors.

Company means Dotz Nano Limited ACN 125 264 575.

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

Corporations Act means the *Corporations Act 2001* (Cth), as amended.

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

Exercise Price means \$0.10 (10 cents) per Option.

Expiry Date has the meaning given in Section 6.1(c).

Investor means an Eligible Shareholder participating in the Offer.

Lead Manager has the meaning given in Section 4.1(b).

Offers means together the:

(a) Placement Options Offer;

(b) Broker Options Offer,

each an Offer.

Offer Period means the period that the Offer is open, being the period between the Opening Date and the Closing Date.

Official Quotation means official quotation on ASX.

Opening Date means the date specified in the timetable set out in Section 1.

Option means an option to acquire a Share issued under this Prospectus on the Option Terms.

Optionholder means a holder of an Option.

Option Terms means the terms applicable to the Options set out in Section 6.

Placement means the placement undertaken by the Company as announced on 20 May 2025 under which the Placement Shares were issued on or around 27 May 2025.

Placement Options Offer has the meaning given in Section 4.1(a).

Placement Participant means investors who participated in the Placement and were issued Shares under the Placement.

Placement Shares means 19,166,666 Shares issued pursuant to the Placement.

Prospectus means this document dated Monday, 27 October 2025 under which the Offers are made, and includes any supplementary or replacement document issued in relation to it.

Section means a section of this Prospectus.

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

Shareholder means a holder of a Share.

Share Registry means Automic Pty Ltd ACN 152 260 814.

Timetable means the indicative timetable set out in Section 1.

Voting Power has the meaning given to that term in the Corporations Act.

12. CORPORATE DIRECTORY

Directors

Mr Bernie Brookes AM (Non-Executive Chairman)

Mr Sharon Malka (Director and Chief Executive Officer)

Ms Kerry Harpaz (Non-Executive Director)

Mr Doron Eldar (Non-Executive Director)

Mr Mitchell Board (Non-Executive Director)

Mr Glenn Kelly (Non-Executive Director)

Company Secretary

Mr Bernie Brookes AM

Registered Office

C/- Kardos Scanlan
Level 5, 44 Martin Place
Sydney NSW 2000

Tel: +61 2 9146 5290

Website: www.dotz.tech

ASX Code

DTZ

Share Registry

Automic Pty Ltd
Level 5, 126 Phillip Street
Sydney NSW 2000

Tel: 1300 288 664 (within Australia)
+61 2 9698 5414 (outside Australia)

Website: www.automicgroup.com.au